REPORT OF THE
NOMINATIONS &
GOVERNANCE COMMITTEE

JOST MASSENBERG

At Kingspan, we understand that robust corporate governance and a strong ethical foundation are critical to our sustained success.



I am pleased to present the 2024 Nominations & Governance Committee report covering the work and activities of the committee during the year.



At Kingspan, we understand that robust corporate governance and a strong ethical foundation are critical to our sustained success. Our Board is dedicated to embedding these principles into every facet of our operations, ensuring that our long-term objectives are underpinned by the highest corporate governance standards. We are committed to continuously evolving our governance practices to not only meet but exceed the expectations placed upon us. This commitment is reflected in our comprehensive reporting, which aims to provide clear and meaningful insights into how our governance framework supports our strategic goals and decision making processes. Our entrepreneurial Board remains steadfast in its pursuit of high governance standards, fostering a culture of accountability and innovation that benefits all our stakeholders.

One of the key duties of the committee is to plan for the renewal and succession of the Board and its committees. During the year, the Nominations & Governance Committee planned for the retirement of Linda Hickey, who will step down as a non-executive director, Independent Senior Director, and Chair of the Remuneration Committee following the upcoming AGM.

The process of selecting a new non-executive director is complete, and the Board has agreed to appoint Eavan Saunders as a new independent non-executive director with effect from 1 May 2025. Senan Murphy will become the new Senior Independent Director following Linda's retirement. Further details of the appointment process are included in this report.

At Kingspan, we remain committed to fostering an open dialogue with our shareholders and stakeholders. These insights and feedback are invaluable to us, and we strive to integrate them into our strategic, governance, and sustainability initiatives. Over the past year, we have had the pleasure of engaging with many of you and discussing our vision and plans for the future. I extend my sincere thanks to all the shareholders who provided their views during our various engagements. As we approach our upcoming AGM, I look forward to continuing these conversations.

Jost Massenberg Chairman 25 February 2025

Kingspan Group plc

Annual Report & Financial Statements 2024

Report of the Nominations & Governance Committee

Directors' Report

Corporate Governance Statement

Kingspan is dedicated to upholding the highest standards of governance, accountability and transparency. This commitment is established by the Group Board of Directors and is consistently communicated across all divisions and geographical locations within the Group.

This statement outlines how Kingspan has applied the principles and complied with the provisions set out in the UK Corporate Governance Code (July 2018) (the Code) and the Irish Corporate Governance Annex (the Annex). Both the Code and the Annex can be obtained from the following websites respectively: www.frc.org.uk and www.euronext.com.

Euronext Dublin published the first Irish Corporate Governance Code in 2024. The provisions of the new Code will apply to Irish incorporated companies with a listing on Euronext Dubin for financial years commencing on or after 1 January 2025. Accordingly, Kingspan, in adopting the new Code, will report against it for the first time in respect of 2025.

Statement of compliance

The directors confirm that the Company has, throughout the accounting period ended 31 December 2024, complied with the provisions of the Code and the Annex as set out in this report.

Our spirit and values

Our mission is to accelerate a net zero emissions built environment with people and planet at its heart.

The Group recognises the importance of the Kingspan spirit and the role it plays in delivering the long-term success of the Company. Our business

success is inextricably linked to our behaviours, and our aspiration is to promote and maintain the Kingspan spirit based on our core principles:

- » Integrity and transparency: We prioritise clear, ethical and honest behaviours and communications:
- » Compliance: We adhere to all applicable laws and regulations;
- » Safety and wellbeing: We respect and prioritise the safety and wellbeing of our colleagues;
- » Protection: We are committed to safeguarding our Group's assets; and
- » Sustainability: We uphold our commitment to a more sustainable future.

By embodying these principles, we aim to ensure the continued success and positive impact of Kingspan.

Board committees

The Board has established three standing committees: Audit & Compliance, Nominations & Governance, and Remuneration. Each committee operates under written terms of reference that outline their authorities and duties, which are available on the Group's website at www.kingspan.com.

The activities of each committee throughout the year are detailed in their respective reports within this Annual Report.

The members of each committee as at the date hereof, along with the date of their first appointment to the committee and their attendance at Board and committee meetings are set out in the following tables.

Audit & Compliance Committee		
Senan Murphy (Chair)	Appointed 2022	Independent
Anne Heraty	Appointed 2019	Independent
Éimear Moloney	Appointed 2021	Independent
Nominations & Governance Committ	ee	
Jost Massenberg (Chair)	Appointed 2019	Independent
Linda Hickey	Appointed 2021	Independent
Anne Heraty	Appointed 2023	Independent
Remuneration Committee		
Linda Hickey (Chair)	Appointed 2015	Independent
Éimear Moloney	Appointed 2023	Independent
Louise Phelan	Appointed 2023	Independent

Attendance at AGM, Board and Committee meetings during the year ended 31 December 2024

	AGM 2024	Board	Audit & Compliance	Nominations & Governance	Remuneration
		(maximum 8)	(maximum 4)	(maximum 1)	(maximum 4)
Jost Massenberg	✓	8/8		1/1	
Gene Murtagh	✓	8/8			
Geoff Doherty	✓	8/8			
Russell Shiels	✓	8/8			
Gilbert McCarthy	✓	8/8			
Linda Hickey	✓	8/8		1/1	4/4
Anne Heraty	✓	8/8	4/4	1/1	
Éimear Moloney	✓	8/8	4/4		4/4
Paul Murtagh	✓	8/8			
Senan Murphy	✓	8/8	4/4		
Louise Phelan	✓	8/8			4/4

The Nominations & Governance Committee met once in 2024. The activities of the committee included the following matters:

- » Planning for the retirement of Linda Hickey;
- » Assessing candidates for appointment as new independent non-executive directors (iNEDs);
- » Reviewing committee membership;
- » Nominating directors for re-election at the AGM;
- » Approving the Report of the Nominations & Governance Committee; and
- » Considering shareholder feedback from the 2024 AGM.

Board responsibilities

At Kingspan, there is a clear division of responsibilities between the Board and executive management. The Board retains control over key strategic and major decisions, ensuring effective governance and oversight.

The Chairman leads the Board and is responsible for its overall effectiveness in directing the Company. A key role of the Chairman is to promote a culture of objectivity, openness, and debate. Additionally, the Chairman facilitates constructive Board relations, promotes the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely, and clear information.

The Board's diverse skills, backgrounds and perspectives contribute to the effective leadership and strategic development of the business. The composition of the Board is central to ensuring that all directors can contribute meaningfully to discussions. The Board continually reviews its composition to ensure ongoing refreshment and relevance.

As a means of fostering open dialogue and director engagement, the non-executive directors, led by the Senior Independent Director, meet without the Chairman present at least annually. Similarly, the Chairman holds meetings with the non-executive directors without the executives present. These forums encourage scrutiny, discussion and challenge in a collaborative atmosphere.

All directors have access to the advice and services of the Company Secretary. Where necessary, or requested, directors can also avail of independent third-party advice on Company issues or relevant Board matters including, but not limited to, matters such as remuneration and succession. The Company has procedures in place to ensure that all new directors receive formal induction and familiarisation with Kingspan's business operations, sustainability matters and systems on appointment. This includes visits to manufacturing sites with detailed explanations of the site operations.



Roles and Responsibilities

The Board

The Board is responsible for the effective leadership and the long-term success of the Group, generating value for shareholders and contributing to wider society. It shapes the ethos and values of the Group, oversees the implementation of strategy and ensures good corporate governance practices are in place.

Chairman

The Chairman's primary responsibility is to lead the Board. The Chairman is responsible for setting the Board's agenda and for the efficient and effective working of the Board. The Chairman ensures that all members of the Board, particularly the non-executive directors, have an opportunity to contribute effectively and openly. The Chairman is also responsible for ensuring that there is appropriate and ongoing communication with shareholders.

Senior Independent Director

The Senior Independent Director of the Board is available to shareholders who have concerns that cannot be addressed through the Chairman, Chief Executive Officer or Chief Financial Officer. The Senior Independent Director also leads an annual meeting with the non-executive directors to appraise the workings of the Board.

Chief Executive Officer

The Board has delegated executive responsibility for running the Group to the Chief Executive Officer and the executive management team. The Chief Executive is responsible for the strategic direction and the overall performance of the Group, and is accountable to the Board for all authority delegated.

Company Secretary

All directors have access to the advice and services of the Company Secretary who is responsible for ensuring that Board procedures are followed. The Company Secretary is also responsible for advising the Board, through the Chairman, on all governance matters.

Insulated PanelsJI Sonora 25 facade cladding profile

Workforce engagement

The Board recognises the importance of engaging with all of our key stakeholders. Elsewhere in this Annual Report we have detailed the long-lasting partnerships we have developed with customers, suppliers and communities. We greatly value engagement with our workforce. Our people are key to developing and delivering on our strategy, and are fundamental to our long-term success.

Linda Hickey, as Senior Independent Director, is appointed as the director responsible for workforce engagement, to facilitate the channelling of employee views to Board discussions. During the year, she had the opportunity to hear employee views on a range of topics through engagement with our People Passionate team, attendance at our European Works Council meeting in the Netherlands and by meeting employees onsite during Board visits.

In 2022, our first European Works Council (EWC) was established providing a platform to engage with our employees at a European level on the strategy and development of the business, as well as employment, investments and its transnational issues. The EWC met in person for its second plenary meeting at the Kingspan Unidek site in the Netherlands in November 2024. Eighteen representatives participated in a varied agenda that included business and financial updates and presentations on the wider business strategy. We also discussed Health & Safety matters and had updates on our People Passionate and Planet Passionate programmes. Senior management attended along with Linda Hickey, the Workforce Engagement Director. These meetings have been constructive with a very high level of engagement from the national employee representatives.

We are People Passionate and during 2024 Kingspan continued to progress the design and implementation of the People Passionate programme across all its global businesses. This programme is a team-led initiative, designed to create the employee experience together.

A global steering group representing all divisions held quarterly meetings during the year, establishing a fresh governance and reporting framework across the Group. The businesses have integrated the People Passionate pillars into their people and organisational plans and continue to report on progress and measure the effectiveness of their actions through feedback from employees. All the key processes are being built into a new global technology platform which was commissioned during the year, to enable the overall execution of the People Passionate programme.

During the year the Group performance and development framework was refreshed, and associated communications and development programmes were also published to underpin this priority. To further support high performance, three new leadership programmes were rolled out aligned with the business drivers. To date, over 250 leaders have completed these development programmes across all our businesses.

The Group Inclusion & Diversity Forum undertook a survey to better understand and promote an inclusive workplace. The recommendations of this survey will shape the 2025 priorities, with a number of people policies having already been adopted by the Board and launched across the Group with the associated staff training. These include the Inclusion & Diversity Policy and the People & Organisation Policy.

The People Passionate programme has also been introduced and shared with our recently acquired businesses. This approach helps to articulate the Kingspan spirit and encourages integration into the Group.

These strong People Passionate foundations have been set and underpinned by clear and active commitment from the Group CEO and the Board.

Board diversity

The Board values diversity in all its forms and recognises the role it can play in contributing to the Board's perspective and decision making. The Board adopted a Board Diversity Policy in 2022 which supports:

- » increasing female representation on the Board over the coming years to achieve the best practice benchmark of a minimum 40% representation of both genders; and
- » increasing the international representation on the Board.

A copy of the Board's policy is available on the Group's website www.kingspangroup.com. The Board intends to achieve these objectives through future appointments as the Board is refreshed, having regard for the need to maintain a stable and effective Board during this period.

The Board currently comprises seven male and four female directors (including the Senior Independent Director) with female directors representing 36% of the Board. The Company continues to make progress towards meeting the Board's Diversity Policy target of 40% female representation, along with its broader gender and international diversity objectives.

Aligning succession planning to Kingspan's wider strategy is a cornerstone of strong board governance, and has been, and will continue to be, a focus of the committee. A fundamental aspect of overseeing appointments to senior management remains the development of a diverse leadership pipeline. Among Kingspan's senior management team, 31% of senior leadership roles reporting directly to the CEO are held by females, reflecting the Company's ongoing commitment to gender diversity in leadership. Furthermore, this year 20% and 44% of attendees on Kingspan's senior management and graduate development programmes respectively were female, and 80% and 69% of the participants in the respective programmes were from an international (non-lrish) background, as Kingspan is attracting more and more diversity into senior leadership roles.

Board composition and renewal

Kingspan is committed to the ongoing renewal of the Board, which is essential to bring fresh thinking and constructive challenge to the Board's decision making. The Nominations & Governance Committee leads the process for Board appointments while ensuring plans are in place for orderly succession to both the Board and senior management positions.

In 2024, the committee led the search for the appointment of a new independent non-executive director. In considering candidates for appointment as non-executive directors, the committee remains guided by the principle that all appointments will be made based on merit and skills, whilst having regard to our Board Diversity Policy, including diversity of gender, age, nationality and ethnicity. The Board believes that

international skills and experience are equally as important as nationality, and will have regard to both factors in making appointments.

The committee agreed the criteria for the new appointment, to include broad international experience along with commercial and regulatory expertise. The committee considered whether or not to engage a firm of consultants to assist in the process of recruiting the new non-executive director, and agreed that in order to ensure best fit with the Company, it would use the extensive knowledge and contacts of the committee to identify suitable candidates.

The committee maintains a pool of potential candidates which it considered. Having had regard to key criteria for the role, the committee identified Eavan Saunders, Managing Partner of Dentons Solicitors Ireland, as its preferred candidate to recommend for approval to the Board. With over 25 years' experience in London and Dublin as a top-tier corporate lawyer specialising in international M&A and capital markets, working with an array of multinational public and private sector clients across many different sectors. Ms Saunders' appointment reflects Kingspan's global business and broadens the skillset and experience of the Board, whilst ensuring that the appointment process is aligned with our diversity commitment.

Key strengths and relevant experience of each of our current directors are set out in the Board biographies in the Directors' Report, and a breakdown of the background and principal skills and experience of the non-executive directors on the Board is set out in the table below.

Experience/Skillset	Jost Massenberg	Linda Hickey	Anne Heraty	Éimear Moloney	Paul Murtagh	Senan Murphy	Louise Phelan
Domicile	Germany	Ireland	Ireland	Ireland	USA	Ireland	Ireland
International	✓	✓	✓	✓	✓	✓	✓
Financial	✓	✓	✓	✓	✓	✓	✓
Capital markets		✓	✓	✓	✓	✓	✓
Governance	✓	✓	✓	✓	✓	✓	✓
Leadership	✓	✓	✓	✓	✓	✓	✓
Industry	✓		✓	✓	✓	✓	✓
Environmental*	✓		✓			✓	✓
Risk				✓		✓	✓
Workforce	✓	✓	✓	✓	✓	✓	✓

^{*} In particular, with respect to Kingspan's markets, raw materials and Planet Passionate strategy.

As part of the committee's continuous Board succession planning, the committee also reviewed the membership of the Board committees, and agreed the following appointments with effect from 1 May 2025, following Linda Hickey's retirement from the Board:

- » Senan Murphy appointed as Senior Independent Director;
- » Éimear Moloney appointed as workforce engagement iNED;
- » Eavan Saunders to be appointed as CSR engagement iNED;
- » Éimear Moloney appointed as Chair of the Remuneration Committee;
- » Eavan Saunders to be appointed to the Remuneration Committee; and
- » Louise Phelan appointed to the Nominations & Governance Committee.

Board induction programme

Upon joining the Board, each new director participates in an induction programme to gain an understanding of Kingspan and enhance effectiveness in the non-executive role. The induction programme is built around a series of meetings with the Board, the Company Secretary and key members of the senior management team as well as onsite visits to understand the operations of the business. Each new director also completes online training on Directors' Duties as well as the Market Abuse Regulations and Kingspan's Share Dealing Policy and Code.

Board evaluation

Kingspan has established formal procedures for evaluating its Board, committees and individual directors. The primary objective of this evaluation is to ensure that the Board, both collectively and individually, is performing effectively and to maintain stakeholder confidence in its governance.

Annual and triennial reviews

The Chairman conducts an annual review of the Board's performance and the conduct of Board and committee meetings. Additionally, every third year, an externally facilitated review of the Board's overall corporate governance is undertaken. The next triennial external review will be undertaken in 2025.

As detailed in our 2022 Annual Report, an externally facilitated review of the Board's performance was conducted in 2022 by Better Boards. Following this evaluation, the Board has implemented its recommendations, including the adoption of a formal Board Diversity Policy. This policy underscores the Board's commitment to enhancing

diversity and proactively addressing gender and diversity targets through upcoming vacancies.

In 2024, the Chairman carried out his annual review through a series of one-on-one meetings with each executive and non-executive director. Additionally, feedback was gathered from the Senior Independent Director, who conveyed the collective views of the non-executive directors regarding the Board's operations. The outcome of this evaluation process was positive, providing the Board with assurance that it is functioning effectively.

Effectiveness and independence

The committee conducts an annual review of the Board's size and performance to ensure its effectiveness. This process is designed to maintain the impartiality and independence of non-executive directors, enabling them to meet the challenges of their roles effectively. Throughout the year, 55% of the Board was composed of independent non-executive directors. Linda Hickey serves as the Senior Independent Director, providing a sounding board for the Chairman and acting as an intermediary for other directors and shareholders when necessary. The directors consider that the Board has strong independent representation.

Assessment of independence

The Board carefully considers various factors that might affect, or appear to affect, the independence of its directors. It has determined that all non-executive directors, with the exception of Paul Murtagh, are independent.

In evaluating Linda Hickey's independence, the Board had due regard to her length of service on the Board, and to her previous position as a senior executive at Goodbody Stockbrokers, one of the Company's corporate brokers from which she retired in April 2019. In 2022, the committee agreed to extend the term of Ms Hickey for a period of up to three years to 2025, subject to annual re-election at the AGM, in order to maintain a stable and effective Board during that period.

In assessing Ms Hickey's independence, the committee concluded that she has consistently demonstrated a strongly independent voice at the Board and its committee meetings, including as chair of the Remuneration Committee, and that she has always exercised her judgement as a non-executive director and as the Senior Independent Director, independent of any other relationships within the Board. The Board also took into account her extensive experience in capital markets and governance, which is hugely valuable to the

Company and our shareholders, and concluded that her independence was not affected.

Conflicts of interests

The Board recognises the critical role of independent representation in ensuring the effective functioning of the Board. Independent directors provide essential scrutiny and, where necessary, challenge management as part of a robust governance framework. To manage conflicts of interest, the committee has implemented a comprehensive Conflicts of Interest Policy that guides all Board decisions when actual or potential conflicts arise.

Policy guidelines

The policy mandates that directors must avoid situations where they have, or could have, a direct or indirect interest that conflicts, or may conflict, with the Company's interests. Directors are required to notify the Board of any potential situational and/or transactional conflicts. Upon receiving such notifications, the Board will evaluate the conflict and determine the appropriate course of action. The Board's considerations will include:

- » Avoidance or documentation: Whether the conflict needs to be avoided entirely or simply documented:
- » Impairment of impartiality: Whether the conflict will realistically impair the director's ability to participate impartially in decision making;
- » Appearance of impropriety: The potential for creating an appearance of improper conduct that could undermine confidence in, or the reputation of, the Company; and
- » Mitigation measures: Any steps that can be taken to avoid or mitigate the potential conflict.

Directors are prohibited from participating in discussions or voting on matters in which they have a conflict of interest. This ensures that all decisions are made impartially and in the best interest of the Company.

External commitments

Directors are permitted to serve on other boards, provided they continue to demonstrate the necessary commitment to effectively discharge their duties. The committee continuously reviews the extent of the directors' external interests throughout the year to ensure they do not interfere with their responsibilities to the Company.

The committee is confident that each director dedicates sufficient time to their duties related

to the Company. Both the Chairman and each director have confirmed their ability to fulfil their obligations to the Company. The committee will maintain ongoing oversight of the external commitments of all directors to ensure continued compliance and dedication.

Shareholders' meetings and rights

The Company operates under the Irish Companies Act 2014 (the Act). The Act provides for two types of shareholder meetings: the Annual General Meeting with all other meetings being called Extraordinary General Meetings.

Annual General Meeting (AGM)

The Company is required to hold an AGM each year, in addition to any other shareholder meetings that may occur within the same year. The AGM serves as a crucial platform for shareholders to engage with and hear from the Company's directors. The ordinary business of an AGM includes:

- » Receiving and considering the Company's Annual Report and statutory financial statements;
- » Reviewing the affairs of the Group;
- » Electing directors;
- » Declaring dividends;
- » Appointing or reappointing auditors; and
- » Fixing the remuneration of auditors and directors.

Extraordinary General Meeting (EGM)

All other shareholder meetings outside the AGM are classified as EGMs. These meetings are convened to address urgent or special matters that require shareholder approval.

Meeting protocols

- » Chairmanship: The Chairman of the Board of Directors presides over every general meeting. In the Chairman's absence, one of the directors present will assume the role of chairman.
- » Quorum: A quorum for a general meeting requires the presence of at least three members, either in person or by proxy, who are entitled to vote.
- » Voting rights: All ordinary shares rank pari passu and carry equal voting rights. Each member present in person or by proxy has one vote on a show of hands and one vote per share on a poll. In the event of a tie, whether on a show of hands or a poll, the chairman has a casting vote.

Further details regarding shareholders' rights in relation to General Meetings can be found in the Report of the Directors and the Shareholder Information section of this Annual Report.

The Grenfell Inquiry and Eversheds Sutherland Review

In September 2024, Kingspan welcomed the publication of the final report from the Grenfell Inquiry, which is crucial to a public understanding of what went wrong and why.

The report clearly and unambiguously explained that the type of insulation was immaterial to the speed of fire spread, and that the principal reason for the fire spread was the external polyethylenecored ACM cladding, which was not made or provided by Kingspan.

Kingspan has long acknowledged that unacceptable historical failings occurred in part of our UK insulation business. While deeply regrettable, these failings were not found to be causative of the fire.

The Board and CEO of Kingspan have taken extensive steps (cultural, operational and structural) to address the historic failings. These include the implementation of extensive and externally verified measures to ensure our conduct and compliance standards are world leading, including:

- (1) the roll-out of a group-wide ISO 37301 global compliance programme,
- (2) implementation of a group-wide Marketing Integrity Manual ensuring the highest standards of product information in its marketing and certification,
- (3) internal audit of product and marketing compliance, and
- (4) an updated Code of Conduct and external Speak Out hotline for all businesses. Further details of the measures taken by Kingspan are published on our microsite: inquiry. kingspan.com.

As reported in 2021, Kingspan announced a rigorous review, conducted by Eversheds Sutherland, of compliance and governance in our UK Insulation Boards business, to ascertain how the issues identified in the course of the Inquiry occurred, what changes had been made by the business, and what further actions should be taken (the Recommendations).

In its 2024 report, Eversheds Sutherland were engaged to undertake a further review to assess whether all of the Recommendations had been actioned fully. In its report, issued in January 2024, Eversheds Sutherland found that:

- » All of the Recommendations have been actioned;
- » Implementation of the Recommendations has been carried out to a very high level;
- » There is strong evidence of an appropriate focus and commitment to compliance at Group and divisional level;
- » Compliance is embedded across the activities of the Group and the Insulation Division;
- » The Group has applied significant resources to compliance and has appointed high quality personnel to key positions across the Compliance, Marketing, Technical and Audit functions across the Group and the Insulation Division:
- » There is strong evidence of clear accountability for risk management, specifically in respect of fire testing, accreditation, classification of products and marketing material; and
- » There is clear evidence of consistent, well-documented and effective controls and audit practices in respect of product changes, training, fire testing and representation of product capabilities in the sale process.

Further details of the Eversheds Sutherland's Review and Recommendations is published on our microsite: inquiry.kingspan.com.

Kingspan has committed to pay our share of remediation costs in circumstances where we have responsibility for the inappropriate use of our K15 insulation product in buildings, and its safe retention cannot be supported by testing. Kingspan also continues to stand by our commitment to contribute to an appropriate industry-wide scheme, to address wider fire safety issues where those responsible can't or won't pay.

BOARD BALANCE AS AT 31 DECEMBER 2024 INDEPENDENCE Independent Non-Independent GENDER DIVERSITY 64% -Female Male AGE RANGE ∅ 51-60 61-70 TENURE Less than 3 years More than 3 and Less than 6 years More than 6 and less than 9 years Industrial Building More than 9 years ASPLA Almería, Spain **Insulated Panels** Veneto 85 linear ceiling