

I/We the undersigned, being (a) holder(s) of ordinary shares in Kier Group plc (the 'Company'), hereby appoint the chairman of the meeting or (see Note 1) of as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at 12.00 noon on Thursday, 13 November 2014 and at any adjournment thereof (the 'Meeting').



----- Signature (see Notes 2 & 3) Date ----- 2014 Please indicate below by inserting ✓ (or a quantity of shares) in the appropriate box the way in which your proxy is to vote. If you do not do so, your proxy can vote as it chooses or can decide not to vote at all. The 'withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution. It should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Table with 5 columns: Resolutions, For, Against, Withheld. Contains 16 rows of resolutions regarding accounts, director remuneration, dividends, and director elections.

☐ Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 1.

- Notes
1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at the Meeting.
2 This form of proxy must be signed and dated by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be executed under its common seal or be signed by an officer or attorney duly authorised by the corporation.
3 In the case of joint holders, only one need sign the form but the names of all holders should be stated.
4 To be valid, this form of proxy and any form of authority under which it is executed must be lodged with the Company's registrars, by using the enclosed pre-paid envelope which is addressed to Capita at PXS1, by no later than 12.00 noon on Tuesday, 11 November 2014.
5 Alternatively, shareholders may submit their proxy vote electronically via www.kier.co.uk/vote.
6 CREST members may submit their proxy vote electronically using the procedures described in the CREST manual.
7 Further information relevant to proxies is set out in the Notice of Meeting which accompanies this form.
8 Any alterations made to this form of proxy should be initialled.

KIER GROUP PLC – ATTENDANCE CARD

Annual General Meeting – 12.00 noon on Thursday, 13 November 2014 - the Andaz Hotel, 40 Liverpool Street, London EC2M 7QN.

If you plan to attend the Annual General Meeting, please sign this card and hand it in on arrival at the Meeting.

Signature:

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should contact your stockbroker or other professional adviser authorised under the Financial Services and Markets Act 2000, as amended.

KIER GROUP PLC

Registered in England under number 2708030 Registered office: Tempsford Hall, Sandy, Bedfordshire SG19 2BD



Box 6 Scrip Dividend Mandate Scheme. Mark below with a cross ('X') to receive New Shares for this dividend and any future dividend for which a scrip dividend alternative is offered

Table with 5 columns: Box 1 (Your holding of Shares at close of business on 26 September 2014), Box 2 (Maximum number of Shares for which an election can be made), Box 3 (Maximum number of New Shares that could be allotted to you), Box 4 (Your residual cash dividend should you take maximum New Shares), Box 5 (Complete this box if you want the scrip dividend on fewer Shares than that shown in Box 2).

*Box 5 must only be completed with a whole number of Shares which is fewer than the number shown in Box 2. The number inserted must be a multiple of 33.53 rounded up to the next whole number.

If, for all or part of your holding of ordinary shares of 1p each in the capital of Kier Group plc (the 'Company') ('Shares'), you wish to receive further Shares you must complete this form and return it by using the enclosed pre-paid envelope which is addressed to Capita at CAG1, so the Registrars receive it by no later than 5.00 p.m. on 13 November 2014 (the 'Election Date').

To the directors of Kier Group plc I/We, the undersigned, being the registered holder(s) of Shares at the close of business on 26 September 2014, give notice that, in respect of the number of Shares shown in Box 2 above (or, if fewer, the number of Shares in Box 5), I/we irrevocably elect to receive, instead of the proposed final dividend for the year ended 30 June 2014 of 49.5 pence (net) per Share, an allotment of New Shares, credited as fully paid, on the terms of the circular sent to me/us dated 10 October 2014 (the 'Circular') and the Articles of Association of the Company as from time to time amended (the 'Articles of Association').

If so indicated in Box 6, I/we hereby give notice that, in respect of the maximum applicable number of Shares registered in my/our name(s) from time to time, I/we elect to receive, instead of the proposed final dividend for the year ended 30 June 2014 and any future dividend declared or paid thereafter for which a scrip dividend alternative is offered, an allotment of New Shares, credited as fully paid, subject to the conditions of any such offer and in accordance with the Articles of Association.

I/We represent and warrant to the Company that I am/we are (i) not prevented by legal, governmental, regulatory or other restrictions from electing to receive the New Shares (or, if I/we have marked Box 6, from electing to participate in the Scrip Dividend Mandate Scheme); and (ii) not resident in any jurisdiction outside the United Kingdom that requires the Company to comply with any governmental or regulatory procedures or other formalities arising out of my/our election to receive New Shares, or where it would be illegal to extend any such invitation to make an election and I am/we are not holding the Shares to which this election relates as nominee or trustee for a beneficial owner who is so resident.

In the case of joint holders, ALL must sign. In the case of a corporation, this form should be executed under its common seal or be signed by a duly authorised official whose capacity should be stated.

1. Signature Date
Address (if different from above)
2. Signature
3. Signature
4. Signature

All enquiries regarding this form should be directed to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU - telephone (0871) 664 0321. Calls from within the United Kingdom cost 10p per minute plus network extras. Lines are open 9.00 a.m. to 5.30 p.m. (Mon –Fri excluding bank and public holidays). If calling from outside the United Kingdom dial + 44 20 8639 3399.