

Introduction

Ethical business practice is one of the guiding principles of the Kier Group (“the Group” or “Kier”). The Group Board is committed to ethical business conduct and expects the highest standards of integrity to be followed by all employees in each of its businesses wherever work is undertaken, globally.

This Business Ethics Policy (“this Policy”) specifies the standard of behaviour the Group expects from its employees, and others acting on its behalf, when conducting business on behalf of the Group. It applies in addition to the other policies, procedures, codes and statements that have been issued by the Group and/or its operating companies.

Business ethics and legal compliance

The Group requires all employees to conduct business with honesty and integrity. It is the Group’s policy to comply with this requirement in all aspects of its business, and to ensure compliance by its employees and agents with all applicable legal and ethical standards of each country, state, province or local jurisdiction in which the Group’s business is conducted.

Duty to report non-compliance

If employees have knowledge of any activities which they have reason to believe may violate this Policy, they must report such activities immediately. Kier relies on its employees’ vigilance to notify it when something isn’t quite right.

Employees are able to raise their concerns with their line managers or business unit director. In addition, Kier has a whistleblowing hotline telephone service (“Speak Up”), which is run by an independent, external company. The contact details for the hotline are available at the end of this document.

Conflicts of interest

The integrity of all employees must be capable of scrutiny at all times. While the Group respects the right of employees to privacy in their personal activities and financial affairs, employees must not have personal interests which conflict, or could conflict, with those of the Group.

Gifts and hospitality

All gifts and hospitality given or received by an employee must comply with the Group’s Gifts and Hospitality policy.

Improper payments

No employee may offer, pay, promise or authorise the payment of money or anything of value to any other person where (s)he knows or believes that the money or thing of value will be improperly given or promised in order to obtain, retain, facilitate or expedite business for the Group. No payments may be made for the purpose of improperly influencing the action or decision of the recipient, inducing the recipient to do or refrain from doing any act in breach of his or her lawful duty, or inducing the recipient to exert influence on any foreign government or its department or agency. The Group has a zero-tolerance policy to bribery and corruption and has undertaken a Group-wide training programme of staff to raise awareness of the Bribery Act 2010.

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Compliance with laws prohibiting anti-competitive activity

The Group complies with all aspects of competition law, globally. The Group's policy and procedure to ensure no anti-competitive contact takes place is available to all employees and rigorous training is undertaken throughout the business. Potentially anticompetitive contact is reported.

Political contributions and activities

The Group makes no political contributions and is not affiliated to any political party.

Supplier relations

Our relationships with the people and organisations that supply goods or services to the Group are of paramount importance. Suppliers are selected impartially, on the basis of price, quality, performance and suitability of product or services.

Health, safety and environmental protection

Employees are responsible for conducting the Group's business in a manner that protects the health and safety of Group employees and the public, as well as the environment. They should act at all times in a manner that ensures the Group complies with all applicable health, safety and environmental requirements. Please refer to the Group Health and Safety, and Environmental Policies.

Equality, diversity and inclusion

The Group values the diversity provided by gender, race, colour, ethnic or national origin, sexual orientation, religion, or marital status. The principles and practices of equal employment opportunity and workforce diversity contribute to the achievement of the Group's business objectives. Please refer to the Group's Equality and Diversity Policy.

The Group expects its employees to maintain a workplace that is free from any form of discrimination, harassment or bullying.

Human rights

The Group's business activities are pursued with respect for human rights. As such, it needs to ensure and to demonstrate that it treats all employees and contractors fairly, legally, with respect and with dignity. The Group endeavours to operate in a manner consistent with the principles of the United Nations Universal Declaration of Human Rights and the core International Labour Organisation Convention areas (freedom of association, collective bargaining, non-discrimination, prohibition of child labour and of forced labour).

We will not participate in, contribute to or obtain information from any blacklist or other similar service which undermines these principles and as part of this obligation we will ensure that compliance with our Equality and Diversity Policy, as well as this Business Ethics Policy, will form part of the selection process for appointing subcontractors and other members of our supply chain.

Confidentiality

During the course of employment, employees may acquire information not generally known to the public, including knowledge of a commercially sensitive nature, business plans or outlook, marketing or sales programmes, customer lists, significant new services or price changes, mergers and acquisitions, offering or redemption of shares, changes in management and other proprietary and confidential information. Employees must not disclose, during or after their employment by the Group, any non-public information regarding the Group's business or operations to any outsider unless disclosure is authorised in writing by Senior Management.

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Whenever possible, authorised third party recipients of the Group's confidential information should be required in advance to execute agreements acknowledging their confidentiality obligations to the Group.

The terms and conditions of employment for all employees make it clear that all information which becomes available as a direct result of their employment is confidential to the Group and should not be disclosed except as required in order to achieve the Group's business objectives.

The Group undertakes to protect the personal data of all persons with whom it holds a record in accordance with the Data Protection Act 1998.

Insider dealing

Employees who may be in the possession of any material, non-public ("inside") information about the Group are required not to deal, including the purchase or sale of share and options, in the securities of Kier Group plc. As a publicly quoted group, Kier and certain members of staff will also not be permitted to deal during "close periods".

Please refer to the Kier Share Dealing Code.

Corporate governance

The Group Board recognises the importance of high standards of corporate conduct and is committed to managing the Group's operations in accordance with the best principles of corporate governance as contained within The UK Corporate Governance Code. The Group's corporate governance statement is published annually in its Annual Report & Accounts, which is also available on the Kier Group plc website.

Personal conduct outside the work place

Kier's reputation as a group depends largely upon its people and how they interact with stakeholders within and outside the organisation as well as how they behave in the public domain outside their place of work.

Communications – government inquiries, investigations, consultations and lobbying

From time to time, the Group may be obliged to permit various government agencies to review certain of its policies and practices. It is the Group's policy to ensure that inquiries from government agencies are properly handled to minimise the Group's exposure and liability. In the event that copies of specific Group procedures or practices are requested by representatives of government agencies or interviews with Kier staff are requested; such requests should be handled in a manner consistent with such procedures or practices. For non-routine requests by government representatives, the Group requires that any such request be referred immediately to the Group's Director of Corporate Communications, General Counsel & Company Secretary and Compliance Director without any further discussions with such contact.

From time to time Kier may present its position on a particular topic to government, or other official bodies, whether during a review of policies/legislation, part of a consultation process or because of its expertise in a particular area. Consultation of this type may also occur through any of the trade organisations to which it is a party. On other occasions, Kier may lobby on a particular issue to ensure that the policy makers understand the issues fully and are therefore able to develop appropriate policies.

In any of these circumstances, Kier and its employees will:

- Ensure that views put forward are fair, true and accurate and free from any personal bias and that they represent the Company's views;
- Not bring the Company into disrepute;

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- Comply with the wider requirements of this Business Ethics Policy to report any conflicts of interest and to act with honesty and integrity.

Communications – new media relations

It is important that inquiries from the news media are properly handled in order to maintain effective public relations and to protect the Group's competitive position and propriety information. Employees must not discuss Group business with any member of the news media, even on an informal basis. This will minimise news stories based on rumour or unofficial "tips" which can be damaging to the Group's best interest. All requests for information from the news media (including, in particular, those relating to financial or commercial matters) must be referred to the Group Corporate Communications Department.

Communications – email, internet and social media

Employees are required to follow the provisions detailed in the Group Use of Business Systems Policy (and related guidelines), as well as the Group Social Media Usage Policy (and related guidelines), when using email and the internet.

Management has responsibility on a day to day basis for ensuring that access to the business systems is used prudently. Managers must ensure that contract or temporary staff are informed and familiar with these policies and that they agree to be bound by the terms listed.

Key issues with regard to the use of these IT facilities are:

- Misuse of email, internet or social media for personal communications;
- Risk of defamation by an individual or organisation;
- Bringing into the workplace via email, the internet or social media material of a racist, pornographic, sexist, obscene, abusive, defamatory or other inappropriate nature or material that may be in breach of copyright;
- Unwittingly creating a binding contract with a supplier, client, etc.;
- Knowingly introducing a virus to company equipment or forwarding a virus.

Other policies etc.

Elements of ethical business practices are referred to in many other Group publications and several of the topics raised in this Policy also appear in more detailed and defined policies, procedures, codes and/or statements already in place within the Group. Similarly, the Group's participation in third party bodies or groups, including membership of Business in the Community, the Considerate Constructors Scheme and Constructing Excellence, and its listing on the London Stock Exchange, create certain obligations that contribute to the Group's ethical business commitments. In this context, where any questions or doubts arise over the interpretation of this Policy, please refer in the first instance to the appropriate subject-specific policy (or procedure guidance, if applicable). Employees should also contact the Group Legal Department.

Other affiliated Group policies and statements, all of which are available on MyKier or through the appropriate Departments, include the following:

- Whistleblowing Policy (and procedures)
- Gifts and Hospitality Policy
- Competition Law Policy and Procedures
- Counter-Fraud Policy
- Safety and Health Policy Statement
- Environmental Policy Statement
- Equality and Diversity Policy
- Kier Share Dealing Rules

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- Information Security Policy – All Users
- Responsible Procurement Policy
- Use of Social Media Usage Policy (and related guidelines)
- Anti-Slavery and Human Trafficking Policy

Speak-Up Helpline

Please use the **Speak-Up Helpline**, if you have a concern or know of or suspect a violation of this policy. Here is a [list](#) of the numbers you can call or email, free of charge and in complete confidence, any time of the day or night.

The contact information for the Speak Up helpline is:

- If you are calling from the UK the number is 0800 915 1571
- If you are calling from Hong Kong the number is 800 90 8258
- If you are calling from the UAE the number is 8000 4413376
- If you are calling from Saudi Arabia the number is 800 8442067
- If you are calling from Australia the number is 0011 800 72332255

You can also make a report via the website: www.safecall.co.uk/report. Where requested, you will need to enter the alpha numeric code for KIER (5437).

Further Information

If you have any questions concerning this policy or would like further guidance, please refer to Kier's Code of Conduct, or contact

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