

# KIER GROUP PLC

## SECTION 430(2B) STATEMENT

The following statement is made by Kier Group plc (the “**Company**”) pursuant to section 430(2B) Companies Act 2006.

As previously announced, on 1 August 2018 Nigel Brook and Nigel Turner ceased to be directors and employees of the Company (the “**Termination Date**”).

In accordance with the terms of their service agreements and the Company’s remuneration policy, Mr. Brook and Mr. Turner received their salary and benefits as normal until the Termination Date. It was agreed that they would each receive payments of £462,052.67 in lieu of base salary, pension allowance and car allowance for their respective 12 month notice periods, on the following basis:

- a lump sum payment of £38,641.67 in respect of the first month of their respective notice periods, which was paid in August 2018;
- a lump sum payment of £115,475 in respect of the next three (3) months of their respective notice periods (being September, October and November 2018), to be paid in September 2018; and
- eight (8) lump sum payments of £38,492 for the remainder of their respective notice periods, commencing in December 2018 and concluding in July 2019.

Each of these payments is subject to mitigation, as contemplated by the Company’s remuneration policy.

Mr. Brook and Mr. Turner will continue in the Company’s private medical insurance scheme for 12 months from the Termination Date or, if earlier, until they secure new employment (which provides a similar benefit).

For the financial year ended 30 June 2018, the Company awarded each of Mr. Brook and Mr. Turner an annual bonus of £323,250. One-third of such net annual bonus will be satisfied by an allocation of shares. Their allocations of “deferred shares” with respect to bonuses in 2015, 2016 and 2017 will be released at the expiry of the respective three-year holding periods in 2018, 2019 and 2020 (subject, if appropriate, to any reduction for malus).

Mr. Brook’s and Mr. Turner’s awards under the Company’s Long-Term Incentive Plan will vest on the vesting dates in October 2018, October 2019 and October 2020, respectively, subject to the satisfaction of their performance conditions and time pro-rating up to the Termination Date. The awards which are due to vest in October 2019 and October 2020 will be reduced or pro-rated to 25/36 and 13/36, respectively, of their original maximum amounts.

Mr. Brook is entitled to a payment of £10,096 in respect of holiday accrued but untaken to 1 August 2018 and a statutory redundancy payment of £7,620. Mr. Turner is entitled to a statutory redundancy payment of £13,208. The Company has agreed to contribute: (i) up to £20,000 (excluding VAT) towards the cost of outplacement counselling for Mr. Brook and Mr. Turner, respectively, and (ii) up to £5,000 (excluding VAT) towards their respective legal fees in connection with their departures.

All payments (excluding any statutory redundancy payment) are subject to deductions for tax and national insurance contributions.