

KIER GROUP PLC

RESULT OF ANNUAL GENERAL MEETING

Kier Group plc (the "Company") is pleased to announce that all the resolutions proposed at its Annual General Meeting on 17 November 2017 were voted on, and passed, by way of a poll. The results of the poll for each resolution were as follows:

Resolution	Total votes validly cast ¹	% voted ²	Votes for	% votes for ³	Votes against	% votes against ³	Votes withheld ¹
1 To receive the annual report and accounts for the year ended 30 June 2017	57,335,503	58.83	56,884,975	99.21	450,528	0.79	4,298
2 To approve the directors' remuneration policy	49,993,862	51.30	45,132,928	90.28	4,860,934	9.72	7,311,115
3 To approve the directors' remuneration report for the year ended 30 June 2017	50,805,384	52.13	32,021,380	63.03	18,784,004	36.97	6,534,417
4 To declare a final dividend of 45.0p per share for the year ended 30 June 2017	57,338,801	58.83	57,321,517	99.97	17,284	0.03	1,000
5 To elect Mr P G Cox as a director	57,315,210	58.81	51,900,356	90.55	5,414,854	9.45	24,591
6 To re-elect Mr J R Atkinson as a director	57,314,708	58.81	52,006,810	90.74	5,307,898	9.26	25,093
7 To re-elect Mrs C F Baroudel as a director	57,313,850	58.81	52,022,633	90.77	5,291,217	9.23	25,951
8 To re-elect Mrs A K Bashforth as a director	57,326,745	58.82	51,999,367	90.71	5,327,378	9.29	13,056
9 To re-elect Mr N P Brook as a director	57,319,025	58.81	57,043,700	99.52	275,325	0.48	20,776
10 To re-elect Mr B E J Dew as a director	57,314,607	58.81	56,976,069	99.41	338,538	0.59	25,194
11 To re-elect Mr H J Mursell as a director	57,315,895	58.81	56,995,819	99.44	320,076	0.56	23,906
12 To re-elect Mr N A Turner as a director	57,328,257	58.82	57,067,496	99.55	260,761	0.45	11,544
13 To re-elect Mr C Veritiero as a director	57,328,358	58.82	57,087,156	99.58	241,202	0.42	11,443
14 To re-elect Mr A C Walker as a director	57,312,344	58.81	52,008,437	90.75	5,303,907	9.25	27,457
15 To re-elect Mr N P Winser as a director	57,327,460	58.82	51,988,410	90.69	5,339,050	9.31	12,341
16 To re-appoint PwC LLP as auditor	57,336,239	58.83	57,302,096	99.94	34,143	0.06	3,562
17 To authorise the directors to agree the remuneration of the auditor	57,334,082	58.83	57,304,017	99.95	30,065	0.05	5,719
18 To authorise the directors to allot shares	57,313,939	58.81	57,014,156	99.48	299,783	0.52	25,862
19 To authorise the directors to disapply pre-emption rights	57,307,259	58.80	56,949,012	99.37	358,247	0.63	32,542
20 To authorise the directors to disapply pre-emption rights – limited to an acquisition or specified capital investment	57,302,346	58.80	54,591,389	95.27	2,710,957	4.73	37,455
21 To approve an amendment to the Kier Group plc 2010 Long Term Incentive Plan	57,209,305	58.70	56,267,668	98.35	941,637	1.65	130,496
22 To authorise the Company to call general meetings, other than an annual general meeting, on not less than 14 clear days' notice	57,317,407	58.81	54,430,416	94.96	2,886,991	5.04	22,494

Notes:

1. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.
2. Expressed as a percentage of the total issued share capital on 15 November 2017. The number of ordinary shares in issue on 15 November 2017 was 97,459,951.
3. Expressed as a percentage of all votes validly cast (and does not include votes withheld).

Shareholders are entitled to one vote per share. Resolutions 1 to 18 (inclusive) were passed as ordinary resolutions and resolutions 19 to 22 (inclusive) were passed as special resolutions.

Resolution 2 (directors' remuneration policy) was passed with 90.28% votes in favour.

Resolution 3 (directors' remuneration report) was passed with 63.03% votes in favour.

The Board notes the level of opposition to resolution 3 and understands that a number of shareholders disagreed with the decision of the Remuneration Committee (the 'Committee') to award the Chief Executive an increase of 5% to his base salary from 1 July 2017, noting the pay increases awarded to him in recent years. This year, the Committee reviewed the Chief Executive's base salary in the context of revising the directors' remuneration policy. The Committee is satisfied that the Chief Executive's base salary reflects the progress made against Kier's Vision 2020 strategy and is now competitive. As a result, and having taken into consideration the average increases awarded across the Group, the Committee does not expect to approve significant increases in the base salary of the Chief Executive during the life of the new remuneration policy. If circumstances arise in which the Committee considers such an increase to be appropriate, it will engage with shareholders before making its final decision.

A copy of all resolutions passed, other than those concerning ordinary business, will today be submitted to the National Storage Mechanism in accordance with Listing Rule 9.6.2. These resolutions will shortly be available for inspection at: www.morningstar.co.uk/uk/NSM.

The Kier Group plc Legal Entity Identifier is 2138002RKCU2OM4Y7O48.

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