

KIER GROUP PLC

RESULT OF ANNUAL GENERAL MEETING

Kier Group plc (the “Company”) announces the results of its Annual General Meeting held on 15 November 2019. The voting was held on a poll and the results for each resolution were as follows:

	Resolution	Total votes validly cast¹	Votes for	% votes For²	Votes against	% votes against²	Votes withheld¹
1	To receive the annual report and accounts for the year ended 30 June 2019	74,168,878	73,981,727	99.75	187,151	0.25	11,309
2	To approve the directors' remuneration report for the year ended 30 June 2019	73,300,030	33,806,403	46.12	39,493,627	53.88	880,462
3	To elect Mr A O B Davies as a director	73,458,032	73,404,034	99.93	53,998	0.07	722,462
4	To elect Mr S J Kesterton as a director	73,338,557	73,243,633	99.87	94,924	0.13	841,061
5	To re-elect Mr J R Atkinson as a director	73,455,079	71,570,398	97.43	1,884,681	2.57	725,415
6	To re-elect Mrs C F Baroudele as a director	66,355,685	64,475,694	97.17	1,879,991	2.83	7,824,808
7	To re-elect Mrs A K Bashforth as a director	73,312,324	71,471,034	97.49	1,841,290	2.51	868,169
8	To re-elect Mr P G Cox as a director	73,449,629	71,359,588	97.15	2,090,041	2.85	730,864
9	To re-elect Mr C Veritiero as a director (RESOLUTION WITHDRAWN)	n/a	n/a	n/a	n/a	n/a	n/a
10	To re-elect Mr A C Walker as a director	73,463,133	71,619,922	97.49	1,843,211	2.51	717,311
11	To re-appoint PricewaterhouseCoopers LLP as auditor	73,970,948	73,693,693	99.63	277,255	0.37	209,239
12	To authorise the directors to agree the remuneration of the auditor	74,127,107	73,980,635	99.80	146,472	0.20	53,081
13	To authorise the directors to allot shares	74,161,567	74,008,776	99.79	152,791	0.21	18,621
14	To authorise the directors to disapply pre-emption rights (general)	74,125,617	73,333,847	98.93	791,770	1.07	54,571
15	To authorise the directors to disapply pre-emption rights (acquisition or specified capital investment)	74,150,110	73,853,086	99.60	297,024	0.40	30,077
16	To authorise the Company to call general meetings, other than annual general meetings, on not less than 14 clear days' notice	74,168,981	73,432,969	99.01	736,012	0.99	11,207

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. The number of ordinary shares in issue on 13 November 2019 was 162,115,870.
2. Expressed as a percentage of all votes validly cast (and does not include votes withheld).

Shareholders are entitled to one vote per share. With the exception of Resolution 2 (please see below) Resolutions 1 to 13 (inclusive) were passed as ordinary resolutions and resolutions 14 to 16 (inclusive) were passed as special resolutions.

The Board notes that 53.88% of the votes cast were against Resolution 2 (which related to the Directors' Remuneration Report).

Prior to the AGM, the Company contacted certain of its largest shareholders and will continue to reflect carefully on the points that they have raised. The Remuneration Committee will engage further with the Company's shareholders and the proxy advisers to understand their views and to decide how to address them. In addition, the Remuneration Committee will consult with shareholders when reviewing the Company's remuneration policy, which shareholders will be asked to approve at the 2020 AGM.

The Company will publish an update within the next six months on the views it has received from shareholders and the actions it has taken, or proposes to take, in response.

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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