

# Form of Proxy – Kier Group plc

Annual General Meeting (the 'AGM' or the 'meeting')



Kier Group plc Annual General Meeting – 10.00 a.m. on Thursday, 17 December 2020 at 6 Cavendish Place, London W1G 0QA.

**The 2020 AGM is to be held as a 'closed' meeting and shareholders will not be able to attend the meeting in person. The outcome of the resolutions to be proposed at the AGM will be determined by the proxy votes received ahead of the meeting. We therefore strongly encourage all shareholders either to vote in advance of the meeting or to appoint the Chairman of the AGM as their proxy to vote on their behalf at the meeting. Please do not appoint any other person as your proxy, as (s)he will not be able to attend the AGM or vote on your behalf.**

For guidance on how to complete this form, please refer to the Notice of Meeting.

You may vote or provide your voting instructions to the Chairman of the AGM at [www.kier.co.uk/vote](http://www.kier.co.uk/vote) instead of using this form. You will need your Investor Code to do so.

## Form of Proxy – Kier Group plc

Annual General Meeting

Barcode:

Event code:

Number of ordinary shares over which proxy is appointed (if less than your full voting entitlement)

I/We being (a) member/members hereby appoint the Chairman of the meeting as my/our proxy, to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on Thursday, 17 December 2020 at 6 Cavendish Place, London W1G 0QA and at any adjournment thereof.

Please indicate below by inserting 'X' in the appropriate box the way in which your proxy is to vote. If you do not do so, your proxy can vote as they choose 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.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

### Resolutions

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 To receive the annual report and accounts for the year ended 30 June 2020	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	10 To re-elect Mr SJ Kesterton as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To approve the directors' remuneration policy	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	11 To re-appoint PricewaterhouseCoopers LLP as the auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To approve the annual report on remuneration for the year ended 30 June 2020	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12 To authorise the directors to agree the remuneration of the auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To elect Mr MJ Lester as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	13 To renew the directors' authority to allot shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To elect Dame HV Rabbatts as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14 To renew the directors' authority to disapply pre-emption rights (general)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To elect Mr CG Watson as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15 To renew the directors' authority to disapply pre-emption rights (acquisition or specified capital investment)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To elect Ms AJ Atkinson as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16 To approve the rules of the Kier Group plc 2020 Long-Term Incentive Plan	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-elect Mr JR Atkinson as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17 To allow meetings other than annual general meetings to be called on not less than 14 clear days' notice	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To re-elect Mr AOB Davies as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				

Signature  
(see notes 2 & 3)

Date

Shareholders in the United Kingdom should send this Form of Proxy to Freepost PXA, 34 Beckenham Road, Beckenham, BR3 4ZF. Shareholders outside the United Kingdom should send this Form of Proxy to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.

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## Notes

- 1 The 2020 AGM is to be held as a 'closed' meeting and shareholders will not be able to attend the meeting in person. The outcome of the resolutions to be proposed at the AGM will be determined by the proxy votes received ahead of the meeting. We therefore strongly encourage all shareholders either to vote in advance of the meeting or to appoint the Chairman of the AGM as their proxy to vote on their behalf at the meeting. Please do not appoint any other person as your proxy, as (s)he will not be able to attend the AGM or vote on your behalf.
- 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. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members.
- 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, Link Asset Services, by no later than 10.00 a.m. on Tuesday, 15 December 2020.
- 5 Alternatively, shareholders may submit their proxy vote or their voting instructions electronically via [www.kier.co.uk/vote](http://www.kier.co.uk/vote). From there, shareholders can log in to their Link share portal account or register for the Link share portal by following the on-screen instructions. Shareholders will need their Investor Code (IVC), which can be found on their share certificate. To be valid, the proxy vote or voting instructions must be received by no later than 10.00 a.m. on Tuesday, 15 December 2020.
- 6 CREST members may submit their proxy vote electronically using the procedures described in the CREST manual. All messages relating to the proxy must be transmitted so as to be received by Link Asset Services by 10.00 a.m. on Tuesday, 15 December 2020.
- 7 Further information relevant to proxies is set out in the Notice of Meeting which accompanies this form or is available on the Company's website [www.kier.co.uk](http://www.kier.co.uk).
- 8 Any alterations made to this Form of Proxy should be initialled.