

Sustainable growth



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

When considering what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all of your shares in Kier Group plc, please send this document, together with any relevant accompanying documents, to the person to whom you sold or transferred your shares, or to the bank, stockbroker or other agent who arranged the sale or transfer for you.

2	Chairman's letter
3	Notice of Annual General Meeting
5	Notes relating to resolutions
7	Directors' biographies
9	Notes to Notice of Annual General Meeting
11	Summary of New Articles
13	Shareholder information

1 October 2021

Dear Shareholder

I am pleased to enclose the Notice of our Annual General Meeting to be held at 10.00 a.m. on Friday, 19 November 2021 at Linklaters LLP, One Silk Street, London EC2Y 8HQ (the 'AGM' or the 'meeting'). The resolutions being proposed and the explanation of the resolutions can be found on pages 3 to 6 of this document.

AGM arrangements

We currently anticipate that we will be able to hold the AGM in the normal way this year and shareholders will be welcome to attend the AGM in person. However, in light of the potential risks with COVID-19, we will put in place appropriate safety measures in the interests of maintaining the safety of our shareholders, colleagues and AGM support staff, as well as the public. This will include, but not be limited to, wearing face masks when moving around the venue, temperature checks and social distancing. Although the Directors will be attending in person, for safety reasons there will be limited opportunities to interact with them before and after the meeting.

We may ask attendees to confirm that they (or members of their household) have not recently developed COVID-19 symptoms or been exposed to someone who has either tested positive for COVID-19 or is displaying COVID-19 symptoms. We may also put in place other security measures, including but not limited to, restricting attendance to shareholders and carers accompanying a shareholder (with no other guests being allowed entry).

We will continue to monitor developments, including the latest Government guidance and measures. In the event that the AGM arrangements need to change, Kier Group plc (the 'Company') will issue a further communication via a regulatory information service and on our website.

For those shareholders who are unable to attend the AGM or prefer not to for safety reasons, you may submit questions relating to the business of the AGM beforehand via email to cosec@kier.co.uk. All questions will be considered and addressed at the AGM or via our website, or on an individual basis (as appropriate), according to the nature of the question.

Annual Report 2021

If you have not asked to be sent a copy of the Annual Report 2021 by post, you can find it on our website www.kier.co.uk. If you would like to receive a printed copy of the Annual Report 2021, please contact our registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Link Group's telephone contact details can be found on page 13 of this document.

Voting

All votes are important to us and I encourage you to submit your voting instructions as early as possible. Voting will be via a poll. You can submit your voting instructions in the following ways:

- › online via our registrar's website at www.signalshares.com. You will need your investor code to submit your vote.
- › by completing the enclosed proxy form and returning it to our registrars in the pre-paid envelope
- › via the CREST electronic proxy appointment service (for CREST members).

To be valid, your completed form of proxy instruction must have been received by 10.00 a.m. on Wednesday, 17 November 2021.

The results of the voting will be announced via the London Stock Exchange Regulatory News Service and published on our website as soon as possible after the conclusion of the AGM.

Our Company Secretariat remain available to shareholders in the first instance for any questions related to the AGM via cosec@kier.co.uk.

Recommendation

The Directors of the Company consider that all the resolutions contained in the notice of the AGM are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of each of them, as they intend to do in respect of their beneficial shareholdings.

I would like to thank you, on behalf of the Board of Directors, for your continued support.

Yours faithfully

MATTHEW LESTER
Chairman

Notice is hereby given that the Annual General Meeting (the 'meeting' or the 'AGM') of Kier Group plc (the 'Company') will be held at 10.00 a.m. on Friday, 19 November 2021 at Linklaters LLP, One Silk Street, London EC2Y 8HQ for the following purposes:

Ordinary resolutions

Resolution 1

To receive the Company's Annual Report and Accounts for the year ended 30 June 2021.

Resolution 2

To approve the Directors' Remuneration Report set out on pages 98 to 117 (inclusive) of the Company's Annual Report and Accounts for the year ended 30 June 2021, excluding the Directors' Remuneration Policy.

See note 1.

Resolution 3

To re-elect Mr MJ Lester as a Director of the Company.

See note 2.

Resolution 4

To re-elect Mr AOB Davies as a Director of the Company.

See note 2.

Resolution 5

To re-elect Mr SJ Kesterton as a Director of the Company.

See note 2.

Resolution 6

To re-elect Mr JR Atkinson as a Director of the Company.

See note 2.

Resolution 7

To re-elect Ms AJ Atkinson as a Director of the Company.

See note 2.

Resolution 8

To re-elect Dame Heather Rabbatts as a Director of the Company.

See note 2.

Resolution 9

To re-elect Mr CG Watson as a Director of the Company.

See note 2.

Resolution 10

To re-appoint PricewaterhouseCoopers LLP as auditor of the Company, to hold office from the conclusion of the Meeting until the conclusion of the next meeting at which accounts are laid before the Company.

See note 3.

Resolution 11

To authorise the Risk Management and Audit Committee (for and on behalf of the Board of Directors) to agree the remuneration of the auditor.

See note 3

Resolution 12

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, pursuant to and in accordance with section 551 of the Companies Act 2006 (the '2006 Act'), the Directors of the Company be and are generally and unconditionally authorised to exercise all powers of the Company:

- a) to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,487,258; and
- b) to allot equity securities (as defined in section 560(1) of the 2006 Act) in connection with an offer by way of a rights issue in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all ordinary shareholders are in proportion (as nearly as may be practicable) to their respective holdings of ordinary shares, up to an aggregate nominal amount of £2,974,517 after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 12,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 December 2022 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company may allot shares and grant Rights under any such offer or agreement as if such authority had not expired. This authority is in substitution for all previous authorities conferred on the Directors of the Company in accordance with section 551 of the 2006 Act.

See note 4.

Special Resolutions

Resolution 13

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, subject to the passing of resolution 12, pursuant to and in accordance with section 570 of the 2006 Act, the Directors of the Company be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by resolution 12 as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be limited to the allotment of equity securities:

- a) in connection with an offer of such securities by way of rights issue, open offer or other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or any legal or practical issues under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b) otherwise than pursuant to paragraph (a) of this resolution 13, up to an aggregate nominal amount of £223,088, such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 December 2022 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under any such offer or agreement as if such authority had not expired.

See note 5.

Resolution 14

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, subject to the passing of resolution 12, the Directors of the Company be and are generally and unconditionally authorised, in addition to any authority granted under resolution 13, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by resolution 12 as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be:

- a) limited to the allotment of equity securities up to an aggregate nominal amount of £223,088 and
- b) used solely for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 December 2022 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under any such offer or agreement as if such authority had not expired.

See note 5.

Special business

Special Resolutions

Resolution 15

To consider and, if thought fit, to pass the following resolution as a special resolution:

That the draft articles of association of the Company (in the form produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's current articles of association, with effect from the conclusion of this Annual General Meeting.

See note 6.

Resolution 16

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, as permitted by section 307A of the 2006 Act, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire at the end of the next annual general meeting of the Company.

See note 7.

Ordinary Resolution

Resolution 17

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised for the purposes of Part 14 of the 2006 Act during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's Annual General Meeting in 2022 or the close of business on 31 December 2022:

- a) to make political donations to political parties, and/or independent election candidates, and/or to political organisations other than political parties not exceeding £25,000 in total; and
- b) to incur political expenditure not exceeding (when aggregated with any donations made under the authority granted in paragraph (a) above) £25,000 in total.

Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval. Words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.

See note 8.

By order of the Board

J THAM

Company Secretary

1 October 2021

Registered office:

2nd Floor
Optimum House
Clippers Quay
Salford M50 3XP

Registered number: 2708030

www.kier.co.uk

1. Resolution 2 – Directors' Report on Remuneration

Resolution 2 relates to the Annual Report on Remuneration, the Directors' Remuneration Report, which is set out on pages 98 to 117 (inclusive) of the 2021 Annual Report and, amongst other matters, provides details of the remuneration received by each of the Directors of the Company for the year ended 30 June 2021.

2. Resolutions 3 to 9 – re-election of Directors

Biographical information relating to each of the Directors of the Company standing for re-election is set out on pages 7 and 8 of this notice. The Board considers that each Director of the Company who is proposed for re-election has appropriate and relevant skills, experience and knowledge to enable him/her to continue to discharge the duties and responsibilities of a Director of the Company effectively. The Chairman of the Board considers that the performance of each of these individuals continues to be effective and that each continues to demonstrate appropriate commitment to the role. Accordingly, the Board recommends their re-election as Directors of the Company.

3. Resolutions 10 and 11 – re-appointment and remuneration of auditor

The Company is required to re-appoint its auditor at each general meeting at which accounts are laid, which will normally be at each annual general meeting. Resolution 10 proposes the auditor's re-appointment. Resolution 11 proposes that the Risk Management and Audit Committee of the Company be authorised to determine the level of the auditor's remuneration. The Board has delegated responsibility for negotiation and approval of the remuneration and terms of engagement of the auditor to the Risk Management and Audit Committee, in accordance with the Statutory Audit Services Order issued by the Competition and Markets Authority in 2014.

4. Resolution 12 – Directors' authority to allot new shares

Section 549 of the Companies Act 2006 (the '2006 Act') requires Directors to obtain shareholders' approval to enable them to allot securities. Paragraph (a) of this resolution will, if approved, give the Directors of the Company a general authority to allot additional share capital, within certain constraints. It will permit the Directors of the Company to allot shares in the Company, or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,487,258 representing approximately one-third of the total issued ordinary share capital of the Company as at 30 September 2021, the latest practicable date before publication of this notice.

In line with guidance issued by The Investment Association, paragraph (b) of this resolution will, if approved, give the Directors of the Company additional authority in the case of a rights issue to allot ordinary shares in favour of shareholders up to an aggregate nominal amount of £2,974,517 less the nominal amount of any shares or rights issued under paragraph (a) of the resolution. This amount (before any such reduction) is approximately two-thirds of the total issued ordinary share capital of the Company as at 30 September 2021, the latest practicable date before publication of this notice.

It is the Company's policy to seek renewal of these authorities annually. The Directors of the Company have no present plans to allot shares, other than in connection with employee share schemes. If the additional authority in paragraph (b) of this resolution is used, the Directors of the Company intend to follow The Investment Association guidance that all of the Directors of the Company will stand for re-election at the next annual general meeting. The Company does not hold any of its equity securities in treasury.

5. Resolutions 13 and 14 – disapplication of pre-emption rights

Section 561(1) of the 2006 Act provides that 'equity securities' (including shares) must not normally be issued for cash without first offering them to existing shareholders in proportion to their existing shareholdings at the time of the offer. Resolution 13 will, if approved, enable the Directors of the Company to overcome certain practical difficulties that could arise in the context of a pre-emptive offering where it is in the interests of the Company for the Directors of the Company to issue shares otherwise than strictly in compliance with those requirements.

If resolution 13 is approved, it will provide the Directors of the Company with an authority consistent with section 570 of the 2006 Act to disapply section 561(1) of the 2006 Act and, therefore, a limited authority to issue equity securities for cash without first offering them to existing shareholders up to an aggregate nominal amount of £223,088 representing approximately 5% of the existing issued ordinary share capital of the Company as at 30 September 2021, the latest practicable date before publication of this notice.

Resolution 14 is in line with the Pre-Emption Group's Statement of Principles (the 'Principles'). The Principles indicate that investors will support an increased authority to issue shares for cash (otherwise than in connection with a pre-emptive offer) from 5% to 10%, provided that the additional 5% authority is used in connection with an acquisition or 'specified capital investment' (as described in the Principles). In such circumstances, resolution 14, if approved, will enable the Directors of the Company to allot additional equity securities for cash up to an aggregate nominal amount of £223,088 representing approximately 5% of the existing issued ordinary share capital of the Company as at 30 September 2021, the latest practicable date before publication of this notice.

The Directors of the Company confirm that shares representing more than 5% of the issued ordinary share capital of the Company will only be allotted for cash pursuant to the authority referred to in paragraph (b) of resolution 14 where that allotment is either in connection with an acquisition or a specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

It is the Company's policy to seek renewal of the authorities referred to in resolutions 12 to 14 annually. The Directors of the Company currently have no intention to allot shares other than in connection with employee share schemes. The Directors of the Company also confirm that, in line with the Principles, the Company does not intend to issue more than 7.5% of its total issued share capital on a non-pre-emptive basis over a three-year rolling period without prior consultation with its shareholders, other than in connection with an acquisition or specified capital investment in the circumstances described above.

6. Resolution 15 – Kier Group plc Articles of Association

It is proposed in this resolution that the Company adopt new articles of association (the “New Articles”) in substitution for, and to the exclusion of, its current articles of association (the “Current Articles”) in order to reflect developments in company law and market practice. The principal changes introduced in the New Articles are summarised in the Appendix to this Notice. Certain changes, which are of a minor, technical or clarifying nature have not been noted. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 10 of this Notice.

7. Resolution 16 – notice of general meetings

Under the 2006 Act, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period for meetings other than an annual general meeting, which cannot be less than 14 clear days, and the Company offers a facility for shareholders to vote by electronic means. Annual general meetings will continue to be held on at least 21 clear days’ notice.

The Company would like to be able to call general meetings other than an annual general meeting on 14 clear days’ notice and this resolution seeks the approval of shareholders to do so. If granted, the approval will be effective until the Company’s next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Electronic voting is provided by the Company’s Registrars via www.signalshares.com.

8. Resolution 17 – political donations

This resolution asks shareholders to approve the authority to enable the Company and its subsidiaries to support individuals and organisations that may fall within the scope of a ‘political party’, an ‘independent election candidate’ or a ‘political organisation’ and to incur ‘political expenditure’ as defined in the 2006 Act.

Kier’s policy is not to make donations to political candidates, parties or organisations nor to incur political expenditure and there is no intention of changing that policy.

However, the Act includes a broad definition of donations and expenditure in this context, which may include some normal business activities that would not otherwise be regarded as being political in nature. Examples of such activities include sponsorship of bodies concerned with policy review, law reform and the representation of the business community (such as industry forums), involvement in seminars and functions to which politicians are invited and the making of provisions for employees to take time off to campaign for and hold public office. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid inadvertent infringement of the 2006 Act, considers it prudent to ask shareholders to approve this authority, which will expire at the conclusion of the next Annual General Meeting or at the close of business on 31 December 2022, whichever is the earlier. It is anticipated that renewal of this authority will be sought annually.

Recommendation

The Directors of the Company believe that all the resolutions to be proposed at the meeting are in the best interests of the Company’s shareholders as a whole and unanimously recommend that all shareholders vote in favour of such resolutions, as they intend to do in respect of their aggregate beneficial holdings of ordinary shares in the capital of the Company (amounting to approximately 0.12% of the issued share capital of the Company as at 30 September 2021, the latest practicable date before publication of this notice).

Matthew Lester



Chairman

Tenure on Board: 1 year, 9 months

Independent: Yes (on appointment)

Relevant skills and experience:

- › A chartered accountant, having trained and qualified at Arthur Andersen
- › Substantial strategic and financial experience, through senior finance roles at Diageo and as Group Finance Director of ICAP (from 2006 to 2010) and Chief Financial Officer of Royal Mail (from 2010 to 2017)
- › Significant non-executive director experience at Man Group (from 2011 to 2020) and Barclays (from 2017 to 2020)

Principal current external appointments:

- › Non-Executive Director of Capita (since 2017) and Chair of the Audit and Risk Committee
- › Non-Executive Director of Intermediate Capital Group (since April 2021)

Simon Kesterton

Chief Financial Officer

Tenure on Board: 2 years, 1 month

Independent: No

Relevant skills and experience:

- › A member of the Chartered Institute of Management Accountants
- › Broad range of financial, strategic and IT leadership experience in his former senior roles in the engineering and manufacturing industries
- › Formerly Chief Financial Officer, Europe and Chief Strategic Officer at IAC Group and Group Finance Director of RPC Group (from 2013 to 2019)
- › Significant experience in the implementation of cost reduction, M&A and profitability improvement programmes

Principal current external appointments:

- › None

Andrew Davies

Chief Executive

Tenure on Board: 2 years, 5 months

Independent: No

Relevant skills and experience:

- › Strong track record of business leadership across a number of sectors
- › Significant experience of mergers and acquisitions and strategy development and implementation
- › Significant operational and corporate experience through senior roles and over 28 years with BAE Systems
- › Formerly Chief Executive Officer of Wates Group (from 2014 to 2018)

Principal current external appointments:

- › Non-Executive Director of Chemring (since 17 May 2016) and Senior Independent Director

Justin Atkinson



Senior Independent Director

Tenure on Board: 6 years

Independent: Yes

Relevant skills and experience:

- › A chartered accountant, having trained and qualified at a predecessor firm of PwC
- › Formerly Chief Executive of Keller (from 2004 to 2015) and previously Keller's Group Finance Director and Chief Operating Officer
- › Significant operational, financial and strategic experience
- › In-depth knowledge of the construction sector, both in the UK and internationally

Principal current external appointments:

- › Chairman of Forterra (since May 2019 and formerly the Senior Independent Director and Chair of the Audit Committee from April 2016)
- › Non-Executive Director of James Fisher (since February 2018) and Chairman of the Audit Committee (since May 2018)

Board committees key

Nomination Committee	Environmental, Social and Governance Committee	Remuneration Committee	Risk Management and Audit Committee	Chair of the Committee

Alison Atkinson

N R RA ESG

Non-Executive Director

Tenure on Board: 9 months

Independent: Yes

Relevant skills and experience:

- › Significant operational experience in large scale national infrastructure
- › Senior experience of oversight of civil engineering and contracting through her roles at AWE plc, latterly as Chief Executive, and previously at Halcrow

Principal current external appointments:

- › Chief Executive Officer of AWE plc

Dame Heather Rabbatts

N R RA ESG

Non-Executive Director

Tenure on Board: 1 year, 6 months

Independent: Yes

Relevant skills and experience:

- › Significant operational experience in the local government and, in particular, the entertainment and sports sectors
- › Experience of the contracting sector through her previous role as a Non-Executive Director of Crossrail
- › Significant experience of remuneration matters, having served on a number of Remuneration Committees
- › Experience of risk management through her previous role as the Chair of the Audit Committee of Grosvenor Great Britain & Ireland

Principal current external appointments:

- › Non-Executive Director of Associated British Foods
- › Chair of Soho Theatre Company

Clive Watson

N R RA ESG

Non-Executive Director

Tenure on Board: 1 year, 6 months

Independent: Yes

Relevant skills and experience:

- › Significant experience in financial matters, through senior finance positions both in the UK and overseas, latterly as the Group Finance Director of Spectris (from 2006 to 2019)
- › Experience of the engineering sector through his roles at Borealis and as a Non-executive Director at Spirax-Sarco Engineering
- › Detailed knowledge of systems of risk management and internal control

Principal current external appointments:

- › Senior Independent Director and Chairman of the Audit Committee of Breedon Group (since April 2020)
- › Chair of the Audit and Risk Committee of discoverIE Group (since September 2019)
- › Senior Independent Director and Chairman of the Audit and Risk Committee of Trifast (since July 2020)

Board committees key

N	ESG	R	RA	
Nomination Committee	Environmental, Social and Governance Committee	Remuneration Committee	Risk Management and Audit Committee	Chair of the Committee

1. The 2021 Annual General Meeting (the 'AGM' or the 'meeting') is to be held in accordance with the then applicable COVID-19 guidance and/or requirements. For further information, please refer to the section entitled 'AGM arrangements' on page 2 of this document.
2. We encourage 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.
3. Only those shareholders entered in the register of members of the Company at the close of business on Wednesday, 17 November 2021 may vote in relation to the AGM in respect of the shares registered in their name at that time or, if the AGM is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries in the register of members after such time shall be disregarded in determining the rights of any person to vote in relation to the AGM.
4. In order to be valid, a completed and signed form of proxy must be lodged with the Company's Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, by no later than 10.00 a.m. on Wednesday, 17 November 2021, or not less than 48 hours before the time appointed for holding any adjourned meeting, along with any power of attorney under or pursuant to which the proxy is appointed. The form of proxy can be lodged by post (please complete the enclosed Form of Proxy and return it in the pre-paid envelope), electronically (see note 6 below) or, for CREST members, via the CREST electronic proxy appointment service (see note 7 below).
5. If you require a paper proxy, please contact Link Group by calling them on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. You can also contact Link by email at enquiries@linkgroup.co.uk.
6. Shareholders may submit their proxy vote or their voting instructions electronically via www.signalshares.com. Enter 'Kier Group plc' into the search box, click 'Search' and click on the Company's name to be taken to the login page. From there, shareholders can log into 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 Wednesday, 17 November 2021.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. The CREST manual can be found at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specification and must contain the information required for such instructions, as described in the CREST manual. All messages regarding the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Link Group (ID RA10) by no later than 10.00 a.m. on Wednesday, 17 November 2021. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
8. In the case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment submitted by the most senior shareholder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members, the first-named being the most senior.
9. Shareholders may change their proxy instructions by submitting a new proxy appointment using the methods set out or referred to above. The cut-off times for receipt of proxy appointments set out above also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where a shareholder has appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, they should contact the Company's Registrars, Link Group.

If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a proxy instruction, a shareholder will need to inform the Company by sending a signed hard copy notice clearly stating its intention to revoke its proxy appointment to the Company's Registrars, Link Group. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by no later than 10.00 a.m. on Wednesday, 17 November 2021. If a shareholder attempts to revoke its proxy appointment but the revocation is received after the time specified then the original proxy appointment will remain valid.

Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST manual.

11. CREST members and, where applicable, their CREST sponsors or voting service providers, are directed to those sections of the CREST manual concerning the practical limitations of the CREST systems and timings. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 12. As at 30 September 2021 (the latest practicable date before publication of this notice), the total number of ordinary shares of 1p in the capital of the Company in issue was 446,177,623 shares, with each share carrying the right to one vote. The total number of voting rights in the Company as at such date was therefore 446,177,623. There are no shares held in treasury.
 13. Copies of the following documents are available for inspection (subject to applicable Government guidelines) at the Company's registered office during normal business hours on any weekday (public holidays excluded) from the date of this notice until the close of the meeting and at the place of the meeting from at least 15 minutes prior to, and until the conclusion of, the meeting:
 - a. the service contracts of the Executive Directors of the Company;
 - b. the letters of appointment of the Non-Executive Directors of the Company;
 - c. this notice; and
 - d. a copy of the Current Articles of the Company together with a copy of the New Articles of the Company that are proposed to be adopted in Resolution 15.
- If you would like to inspect any of the above documents, please send your request to cosec@kier.co.uk and we will make suitable arrangements.
14. For a period of two years from the date of this notice, the following information will be available on the Company's website (www.kier.co.uk) and can be accessed via the Investor Relations section of such website:
 - a. this notice;
 - b. the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting; and
 - c. the total of the voting rights that members are entitled to exercise at the meeting.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.
 15. The Company must answer questions relating to the business being dealt with at the meeting, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 16. Pursuant to Chapter 5 of Part 16 of the 2006 Act, where requested by either a member or members meeting the threshold requirements set out in section 527 of that Chapter 5, the Company must publish on its website a statement setting out any matter that such member or members propose(s) to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.

Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request. It must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the meeting.
 17. A member may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated in this notice or in such other related documents.

Summary of the principal terms of the Kier Group plc Articles of Association

The New Articles of the Company

The New Articles contain, among others, the principal changes set out below. Capitalised terms that are not otherwise defined below shall have the same meaning given to them in the New Articles.

Combined physical and electronic General Meetings (Article 79 to Article 82)

The New Articles permit the Directors to decide to hold a General Meeting (including an Annual General Meeting) in the form of a combined physical and electronic meeting to reflect developments in market practice. This provision does not permit a General Meeting to be held in an electronic only format.

The New Articles include a number of consequential changes to reflect this update, including (i) the requirement for all resolutions made at a combined physical and electronic General Meeting to be put to a poll vote; (ii) the Directors being able to provide details of the arrangements for a General Meeting, including the electronic platform to be used; and (iii) specifying that in determining whether persons are attending or participating in a General Meeting, it is immaterial whether they are in the same place as each other or how they are able to communicate, provided that they have the ability to speak or vote at that meeting.

The proposed amendments provide greater flexibility for the Directors to decide and ensure that the format and arrangements for holding General Meetings are appropriate in the circumstances.

Postponement of General Meetings (Article 60)

The New Articles contain new provisions in relation to the Directors' power to postpone a General Meeting to another date, time or place, and/or to change the electronic facility after notice of that meeting has been sent out but prior to the General Meeting commencing. The New Articles allow Directors to inform members of the new arrangements by giving notice as they see fit. These provisions provide greater flexibility for the Directors to inform the shareholders of the new arrangements in circumstances where this may be necessary and to avoid unnecessary inconvenience.

Method of voting and demand for poll (Article 89)

The New Articles amend the provisions relating to the method of voting and demand for poll by providing that the default method of voting at a physical General Meeting is by poll instead of a show of hands. This provision reflects how voting is generally conducted at the Company's General Meetings and changes to market practice.

Borrowing Powers (Article 118)

The New Articles contain an amendment to the borrowing powers provision to avoid a technical breach of the borrowing limits in relation to the operation of the IFRS 16 leasing standard and the change in treatment of operating leases. The borrowing limit under the Current Articles has not been changed.

Retirement at Annual General Meeting (Article 130)

The New Articles amend the existing provisions to provide further flexibility for Directors to resolve that re-election take place more often than every three years. This is in line with the UK Corporate Governance Code recommendation that Directors be subject to annual re-election by the shareholders at the Annual General Meeting and reflects current practice of the Company.

Termination of office (Article 135)

The New Articles increase the circumstances in which the office of a director may be terminated to also include: (i) the Director's absence from board meetings for six months without permission; and (ii) the failure of a non-executive Director to resign within 30 days of being notified that the other Directors have resolved to require such Director to resign. These amendments reflect developments in market practice.

Directors' fees (Article 137)

The New Articles increase the limit on the aggregate ordinary remuneration which may be paid to Directors (by way of fee) to £650,000 per annum from the level of £550,000 per annum in the Current Articles. The proposed £650,000 limit on the Directors' annual fees is broadly in line with market standards.

Appointment and constitution of committees (Article 164)

The New Articles remove the requirement in the Current Articles that the majority of any committee be comprised of Directors. This proposed amendment is designed to give the Company greater flexibility to allow non-Directors to sit on committees.

Election by persons entitled by transmission (Article 55)

The Current Articles allow the Company to give notice to a person who becomes entitled to a share by death or bankruptcy of a member, requesting them to elect whether to be registered as a member themselves, or to transfer the share to another person. Under the New Articles, if no such election is received within one year of the notice being sent, the Company may register that person as holder of the share. This proposed change is intended to assist the Company with the efficient administration of the register.

Unclaimed dividends (Article 189 to Article 194)

The New Articles clarify that a dividend is to be treated as unclaimed if the payee does not specify an address, bank account or other details necessary in order to make a payment of a dividend, or if payment cannot be made by the Company using the details provided. This change is intended to provide clarity on what constitutes an unclaimed dividend, and the treatment by the Company of such unclaimed dividends and brings this provision into line with current market practice.

Scrip dividends (Article 203.1)

The New Articles provide that the authority sought at an Annual General Meeting for the Directors to issue scrip dividends must be renewed every three years (instead of five years as is provided in the Current Articles). This amendment is in line with market practice and recent Investment Association guidance.

Capitalisation of profits and reserves (Article 204 to Article 208)

The New Articles clarify the provisions in relation to the capitalisation of profits and reserves and provide that treasury shares should be calculated in the participation of the issue of bonus shares following a capitalisation of the Company's capital (unless otherwise provided by the ordinary resolution). This proposed change is in line with market practice and allows the Company the benefit of the full flexibility allowed by the 2006 Act.

Untraced members (Article 224 to Article 228)

The New Articles contain amended provisions in relation to untraced shareholders to bring those provisions in line with current market practice. Under the New Articles, the Company must send a notice to the last known physical or email address of the shareholder and use reasonable efforts to trace the shareholder before such shares can be sold. The requirements to advertise in newspapers and notify the London Stock Exchange under the Current Articles have been removed. Amendments in relation to the sale process under the Current Articles have also been made. The New Articles provide that the net sale proceeds belong to the Company (which can use such proceeds for the Company's benefit or in any manner that the Directors may think fit) and the untraced shareholder has no further right to claim the proceeds.

Indemnity (Article 232)

The New Articles broaden the scope of the indemnity provided to Directors in line with market practice. Pursuant to the New Articles, the Directors shall be indemnified against any liability incurred in connection with any negligence, default, breach of duty or breach of trust in relation to the Company (or any member of the Group) except for any liability: (i) to the Company (or member of the Group); or (ii) of the kind prohibited under the 2006 Act.

General

The opportunity has been taken generally to incorporate amendments of a minor, technical or clarifying nature, or to clarify minor inconsistencies in certain other parts of the Current Articles. The New Articles also reflect current statutory and regulatory rules and redundant provisions have been removed.

Registrars' contact details

Please contact the Company's Registrars, Link Group, for any questions about the AGM or your shares.

Telephone

If calling from the UK:

0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider).

If calling from outside the UK:

+44 (0)371 664 0300 (calls from outside the UK will be charged at the applicable international rate).

Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

Email

enquiries@linkgroup.co.uk

Address

Link Group
10th Floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

Online

Visit www.signalshares.com

The Signal Shares portal allows you to view and manage your shareholding online. Signal Shares is a secure online site where you can:

- › Sign up for electronic shareholder communication
- › Request to have your dividends paid into your bank account
- › View your holdings and get an indicative valuation
- › Request to have your dividends paid in your local currency
- › Change your personal details.

Notes for shareholders attending the AGM

Place of meeting

Linklaters LLP, One Silk Street, London EC2Y 8HQ

Date and time

10.00 a.m. on Friday, 19 November 2021

AGM arrangements

Please refer to the Chairman's letter on page 2 for details of the arrangements that will be put in place to ensure safety for all attendees.

Registration

Upon arrival, please go to the registration desks with your 'admission card' which forms part of your Form of Proxy. If you do not have an admission card, you will need to confirm your name and address details with our registrars prior to admittance.

Attending the AGM

All entitled shareholders and any proxy or corporate representative validly appointed by such shareholders may attend, speak and vote at the AGM. However, in the case of a joint shareholder, only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the Register of Members) shall be accepted.

Asking questions

Shareholders may submit questions in advance via email to cosec@kier.co.uk. You will still have the opportunity to ask questions in person at the AGM.

Schedule

9.30am	Registration commences
9.45am	Auditorium doors open
10.00am	AGM commences

Tea and coffee will be available at the meeting.

This page is intentionally left blank.

This page is intentionally left blank.

Kier Group plc

2nd Floor
Optimum House
Clippers Quay
Salford
M50 3XP
www.kier.co.uk

