

# Notice of Annual General Meeting

## 18 November 2016



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

When considering what action you should take, you are recommended to seek your own personal financial 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.

# Chairman's letter

**Phil White**  
Chairman



17 October 2016

Dear Shareholder,

## **2016 Annual General Meeting**

I am pleased to invite you to the Kier Group plc Annual General Meeting (the 'AGM') which will be held at 12.00 noon on Friday, 18 November 2016 at the Andaz Hotel, 40 Liverpool Street, London EC2M 7QN.

The formal notice setting out the business to be conducted at the AGM is set out on pages 2 and 3 and is accompanied by a form of proxy and the scrip dividend documentation relating to the proposed final dividend for the year ended 30 June 2016.

If you requested a hard copy version of the Annual Report, it will be enclosed with this letter. The Annual Report is also available on our website: [www.kier.co.uk](http://www.kier.co.uk).

The business to be conducted at the meeting will include the usual business – for example, the approval of the 2016 financial statements, the approval of the final dividend for the 2016 financial year and the re-appointment of the auditor. This year, we will also be asking shareholders to approve the appointment of two directors who were appointed to the Board since the last AGM. Further details of all the resolutions to be proposed are set out in the Notice of AGM.

If you are planning to attend the meeting, you will find a location map on page 10. Whether or not you will be attending, I would encourage you to vote on the resolutions to be considered at the meeting.

As set out in the Notice of AGM, you can lodge your vote online at [www.kier.co.uk/vote](http://www.kier.co.uk/vote) or by post. To lodge your vote by post, please complete the enclosed form of proxy and return it in the pre-paid envelope. To be valid for the meeting, your completed form or online instruction must have been received by 12.00 noon on Wednesday, 16 November 2016.

## **Recommendation**

The directors consider that all the resolutions contained in the Notice of AGM are in the best interests of Kier Group plc 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 for your support throughout the year and I look forward to seeing you at the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Phil White'. The signature is written in a cursive style with a long horizontal flourish at the end.

**Phil White**  
Chairman  
Kier Group plc

# Notice of Annual General Meeting

Notice is hereby given that the annual general meeting (the 'Meeting') of Kier Group plc (the 'Company') will be held at 12.00 noon on Friday, 18 November 2016 at the Andaz Hotel, 40 Liverpool Street, London EC2M 7QN for the following purposes:

## Ordinary business

### Resolution 1

To receive the annual report and accounts for the year ended 30 June 2016.

### Resolution 2

To approve the remuneration report set out on pages 66 to 85 (inclusive) of the Company's annual report and accounts for the year ended 30 June 2016 (other than the summary of the directors' remuneration policy set out on pages 78 to 85 (inclusive)). **See note 1.**

### Resolution 3

To declare a final dividend of 43.0p per share in respect of the year ended 30 June 2016. **See note 2.**

### Resolution 4

To re-elect Mr J R Atkinson as a director of the Company. **See note 3.**

### Resolution 5

To re-elect Mrs A K Bashforth as a director of the Company. **See note 3.**

### Resolution 6

To re-elect Mr N P Brook as a director of the Company. **See note 3.**

### Resolution 7

To re-elect Mr B E J Dew as a director of the Company. **See note 3.**

### Resolution 8

To re-elect Mr H J Mursell as a director of the Company. **See note 3.**

### Resolution 9

To re-elect Mr N A Turner as a director of the Company. **See note 3.**

### Resolution 10

To re-elect Mr C Veritiero as a director of the Company. **See note 3.**

### Resolution 11

To re-elect Mr P M White as a director of the Company. **See note 3.**

### Resolution 12

To re-elect Mr N P Winsor as a director of the Company. **See note 3.**

### Resolution 13

To elect Mrs C F Barouel as a director of the Company. **See note 4.**

### Resolution 14

To elect Mr A C Walker as a director of the Company. **See note 4.**

### Resolution 15

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 5.**

### Resolution 16

To authorise the directors of the Company to agree the remuneration of the auditor. **See note 5.**

### Resolution 17

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 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 £321,124; 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 £642,249, after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this Resolution 17,

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 2017 (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 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 in accordance with section 551 of the 2006 Act. **See note 6.**

# Notice of Annual General Meeting continued

## Resolution 18

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

That, subject to the passing of Resolution 17, pursuant to and in accordance with section 570 of the Companies Act 2006 (the '2006 Act'), the directors 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 17 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 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 under paragraph (a) of this Resolution 18, up to an aggregate nominal amount of £48,168,

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 2017 (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 may allot equity securities under any such offer or agreement as if such authority had not expired.

**See note 7.**

## Resolution 19

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

That, subject to the passing of Resolution 17, the directors be and are generally and unconditionally authorised, in addition to any authority granted under Resolution 18, to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the '2006 Act')) wholly for cash under the authority given by Resolution 17 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 £48,168; 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 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 2017 (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 may allot equity securities under any such offer or agreement as if such authority had not expired.

**See note 7.**

## Special business

### Resolution 20

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

That, as permitted by section 307A of the Companies Act 2006, 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 8.**

## By order of the Board

**H E E Raven**  
General Counsel and  
Company Secretary  
Kier Group plc

**Registered office:**  
Tempsford Hall  
Sandy  
Bedfordshire  
SG19 2BD

**Registered number: 2708030**  
[www.kier.co.uk](http://www.kier.co.uk)

**17 October 2016**

# Notes relating to resolutions

## 1. Resolution 2 – remuneration report

The remuneration report is set out on pages 66 to 85 (inclusive) of the 2016 Annual Report and provides details of the remuneration received by each of the directors for the year ended 30 June 2016. The remuneration policy was approved by the shareholders at the 2014 annual general meeting and remains unchanged. A summary has been included on pages 78 to 85 (inclusive) of the 2016 Annual Report for ease of reference. The full remuneration policy can be found on pages 69 to 76 (inclusive) of the 2014 Annual Report. This vote is advisory and therefore will not affect the remuneration or benefits received by any director.

## 2. Resolution 3 – declaration of final dividend

If approved, the final dividend of 43.0p per share will be paid on 2 December 2016 to shareholders on the register of members at the close of business on 30 September 2016.

## 3. Resolutions 4 to 12 (inclusive) – re-election of directors

Biographical information relating to each of these individuals is set out on pages 6 and 7.

The board of directors of the Company (the 'Board') considers that each non-executive director who is proposed for re-election has appropriate and relevant skills, experience, independence and knowledge of the Company to enable him or her to discharge the duties and responsibilities of a director effectively. Following a formal performance evaluation, the Chairman of the Board considers that the performance of each of the non-executive directors continues to be effective and that each such individual continues to demonstrate appropriate commitment to the role.

## 4. Resolutions 13 and 14 – election of directors

The following individuals were appointed to the Board with effect from the following dates:

Name	Date of appointment
Mrs C F Baroudel	1 July 2016
Mr A C Walker	1 January 2016

Under the Company's articles of association, these individuals hold office until the annual general meeting following their appointment and, accordingly, they are required to be elected as directors of the Company at the Meeting. Biographical information relating to each of these individuals is set out on page 7.

The Board believes that each of the directors to be elected brings a range of skills and experience that complements those of the other directors and, accordingly, recommends their election as directors.

## 5. Resolutions 15 and 16 – 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 15 proposes the auditor's re-appointment. Resolution 16 proposes that the directors be authorised to determine the level of the auditor's remuneration.

## 6. Resolution 17 – directors' authority to allot new shares

Section 549 of 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 a general authority to allot additional share capital, within certain constraints. It will permit the directors 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 £321,124, representing approximately one-third of the total issued ordinary share capital of the Company as at 14 October 2016, 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 additional authority in the case of a rights issue to allot ordinary shares in favour of shareholders up to an aggregate nominal amount of £642,249, 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 14 October 2016, the latest practicable date before publication of this notice.

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

## **7. Resolutions 18 and 19 – 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 18 will, if approved, enable the directors 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 to issue shares otherwise than strictly in compliance with those requirements.

If Resolution 18 is approved, it will provide the directors 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 £48,168, representing approximately 5% of the existing issued ordinary share capital of the Company as at 14 October 2016, the latest practicable date before publication of this notice.

Resolution 19 is in line with the Pre-Emption Group's Statement of Principles which were revised in March 2015 (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 19, if approved, will enable the directors to allot additional equity securities for cash up to an aggregate nominal amount of £48,168, representing approximately 5% of the existing issued ordinary share capital of the Company as at 14 October 2016, the latest practicable date before publication of this notice.

The directors 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 19 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 17 to 19 annually. The directors currently have no intention to allot shares other than in connection with employee share schemes and the scrip dividend alternative. The directors 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.

## **8. Resolution 20 – 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, 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.kier.co.uk/vote](http://www.kier.co.uk/vote).

### **Recommendation**

The directors 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 holding of ordinary shares in the capital of the Company (amounting to approximately 0.16% of the issued share capital of the Company as at 14 October 2016, the latest practicable date before publication of this notice).

# Directors' biographies

## Board Committees code:

- 1 Nomination Committee
- 2 Remuneration Committee

- 3 Risk Management and Audit Committee
- 4 Safety, Health and Environment Committee
- Chair



### Phil White CBE

Chairman

#### Date appointed to Board/as Chairman:

July 2006/January 2008

**Independent:** Yes

#### Committee memberships:

1 2

#### Relevant skills and experience:

- A chartered accountant with substantial operational and commercial experience, particularly within the transport and contracting sectors
- Significant listed company board experience gained in executive and non-executive roles
- Formerly chief executive of National Express Group from 1997 to 2006 and a non-executive director of Stagecoach Group from 2010 to 2016
- Experienced in mergers and acquisitions and strategy development

#### Principal current external appointments:

- Chairman, Lookers
- Chairman, The Unite Group
- Non-Executive Director, Vp



### Haydn Mursell

Chief Executive

#### Date appointed to Board/as Chief Executive:

November 2010/July 2014

**Independent:** No

#### Committee memberships:

None

#### Relevant skills and experience:

- A chartered accountant, having trained and qualified at KPMG
- Significant sector experience through previous senior finance roles at Balfour Beatty and Bovis Lend Lease
- Operational leadership experience gained through previous responsibility for the Property division
- Detailed knowledge of the Group gained through previous role as finance director, in particular
- Strong track record in mergers and acquisitions, both at Kier and in previous organisations

#### Principal current external appointments:

None



### Bev Dew

Finance Director

#### Date appointed to Board:

January 2015

**Independent:** No

#### Committee memberships:

None

#### Relevant skills and experience:

- A chartered accountant, having trained and qualified at Coopers & Lybrand
- Twenty years' experience in the construction industry, with previous senior finance roles at Balfour Beatty, Lendlease, Redrow and Invensys Rail
- Significant experience in finance and capital structures
- Strong track record in cost control, cash flow management and pension scheme risk management
- Recent experience of ERP and other systems implementation programmes

#### Principal current external appointments:

None



### Nigel Brook

Executive Director – Construction and Infrastructure Services

#### Date appointed to Board:

March 2015

**Independent:** No

#### Committee memberships:

None

#### Relevant skills and experience:

- A chartered quantity surveyor and a member of the Royal Institution of Chartered Surveyors
- Over 35 years' experience in the construction sector, having previously held roles at AMEC, Ballast and Miller Construction
- Significant experience in management and delivery of large and complex projects throughout the UK
- Strong track record of customer service and operational performance improvement
- Strong track record on health and safety matters

#### Principal current external appointments:

None



### Nigel Turner

Executive Director – Developments, Property and Business Services

#### Date appointed to Board:

March 2015

**Independent:** No

#### Committee memberships:

None

#### Relevant skills and experience:

- A chartered surveyor and a member of the Royal Institution of Chartered Surveyors
- Detailed knowledge of the property developments sector, in particular
- Significant commercial and transactional experience, having negotiated a large number of investments and other projects in his career
- Detailed knowledge of the Group's business units, in particular through their interaction with the Property division
- Experienced in dealing with lenders, joint venture partners and other key stakeholders

#### Principal current external appointments:

None



### Claudio Vertiero

Group Strategy and Corporate Development Director

#### Date appointed to Board:

March 2015

**Independent:** No

#### Committee memberships:

None

#### Relevant skills and experience:

- Significant experience of a wide variety of corporate transactions during early part of career in investment banking at Rothschild
- Previous listed company board experience as an executive director of Speedy Hire
- Operational leadership experience within Kier through previous role as managing director of the Services division
- Strong record in mergers and acquisitions, both at Kier and in previous roles

#### Principal current external appointments:

None

# Directors' biographies continued

## Board Committees code:

- 1 Nomination Committee
- 2 Remuneration Committee

- 3 Risk Management and Audit Committee
- 4 Safety, Health and Environment Committee
- Chair



**Justin Atkinson**  
Senior Independent Director

**Date appointed to Board:** October 2015

**Independent:** Yes

**Committee memberships:**

- 1 2 3 4

**Relevant skills and experience:**

- A chartered accountant, having trained and qualified at Deloitte Haskins & Sells (now part of PwC)
- Formerly Chief Executive of Keller from 2004 to 2015
- Significant operational and financial experience, having also been Keller's Group Finance Director and Chief Operating Officer
- In-depth knowledge of the construction sector, both in the UK and internationally

**Principal current external appointments:**

- Senior Independent Director and Chair of the Audit Committee of Forterra
- A member of the Audit Committee of the National Trust



**Constance Baroudele**  
Non-Executive Director

**Date appointed to Board:** July 2016

**Independent:** Yes

**Committee memberships:**

- 1 2 3 4

**Relevant skills and experience:**

- Significant experience of accounting and financial matters through a number of senior management roles
- In-depth knowledge of operational performance and delivery matters
- Recent experience of developing corporate strategy through her current role at FirstGroup plc (see below)
- Previous experience as Chair of the Remuneration Committee at Synergy Health PLC

**Principle current external appointments:**

- Group Director of Strategy and Operational Performance, FirstGroup plc



**Kirsty Bashforth**  
Non-Executive Director

**Date appointed to Board:** September 2014

**Independent:** Yes

**Committee memberships:**

- 1 2 3 4

**Relevant skills and experience:**

- Significant experience in organisational effectiveness, principally through her previous role as Group Head of Organisational Effectiveness at BP
- Founder and CEO of Quayfive, which advises on organisational culture
- In-depth global, commercial, safety and risk management and operational experience
- Strong track record of driving group-wide development and change programmes
- A wide range of experience in a variety of human capital areas, including engagement, diversity and ethical working practices

**Principal current external appointments:**

- Governor at Leeds Beckett University (Finance Staffing & Resources Committee, Governor Champion – Equality & Diversity)
- A member of the steering committees of the Balanced Business Forum
- Governor, Ashville College



**Adam Walker**  
Non-Executive Director

**Date appointed to Board:** January 2016

**Independent:** Yes

**Committee memberships:**

- 1 2 3

**Relevant skills and experience:**

- A chartered accountant, having trained and qualified at Touche Ross (now part of Deloitte)
- A wealth of experience in financial matters, having been a finance director at three listed companies
- Operational experience through his role as Chief Executive of GKN Land Systems
- Detailed knowledge of systems of risk management and internal control, obtained through previous and current executive roles

**Principal current external appointments:**

- Group Finance Director of GKN PLC
- Chief Executive of GKN Land Systems



**Nick Winser CBE**  
Non-Executive Director

**Date appointed to Board:** March 2009

**Independent:** Yes

**Committee memberships:**

- 1 2 3 4

**Relevant skills and experience:**

- A chartered engineer and a Fellow of the Royal Academy of Engineering
- Significant experience of the energy sector, principally through his role as a member of the board of directors of National Grid from 2003 to 2014
- Experienced in dealings with regulators and Government
- A strong track record on health and safety and risk management through his role with National Grid

**Principal current external appointments:**

- Chairman of the Energy Systems Catapult
- Deputy President of the Institution of Engineering and Technology
- Chairman of the Power Academy
- Vice-Chair of the MS Society
- Director of Way Ahead Support Services charity

## General notes

1. At the Meeting, votes will be taken by poll rather than on a show of hands. All votes cast at the meeting will be added to those that were validly lodged with the Company's Registrars, Capita Asset Services, prior to the Meeting.
  2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company at close of business on Wednesday, 16 November 2016 will be entitled to attend, speak and vote at the Meeting in respect of the shares registered in their name at that time or, if the Meeting 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 attend or vote at the Meeting.
  3. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote on their behalf, provided that each proxy is appointed in respect of a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. Appointing a proxy does not prevent a shareholder from attending and voting at the Meeting. If a shareholder appoints a proxy but attends the Meeting in person, the proxy appointment will be automatically terminated.
  4. In order to be valid, a completed and signed form of proxy must be lodged with the Company's Registrars, Capita Asset Services, by no later than 12.00 noon on Wednesday, 16 November 2016, 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 by using the enclosed pre-paid envelope which is addressed to PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. A form of proxy will be sent to shareholders. The form can be lodged by post, electronically or, for CREST members, via the CREST electronic proxy appointment service.
  5. Any corporate shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.
  6. Shareholders may submit their proxy vote electronically via [www.kier.co.uk/vote](http://www.kier.co.uk/vote). Enter 'Kier Group plc' into the search box and click Search. Click on the Company's name to be taken to the login page. From there, shareholders can log into their Capita share portal account or register for the Capita share portal by following the on-screen instructions.
  7. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment or does not exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in note 3 above does not extend to Nominated Persons.
  8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment thereof by using the procedures described in the CREST manual. The CREST manual can be found at [www.euroclear.com](http://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 Capita Asset Services (ID RA10) by no later than 12.00 noon on Wednesday, 16 November 2016. 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.
  9. 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.
  10. 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

## General notes continued

should contact the Company's Registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

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.

11. 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, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. 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 12.00 noon on Wednesday, 16 November 2016. 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.

12. 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.
13. As at 14 October 2016 (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 96,337,482 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 96,337,482. There are no shares held in treasury.
14. Copies of the following documents are available for inspection 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; and
  - c. this notice.

15. From the date of this notice and for the next two years the following information will be available on the Company's website ([www.kier.co.uk](http://www.kier.co.uk)) and can be accessed via the Investor Relations section of such website:
  - a. the matters set out in 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.
16. Pursuant to section 319A of the 2006 Act, any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting, but no such answer need be given: (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information or (ii) if the answer has already been given on a website in the form of an answer to a question or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
17. 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.
18. 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.
19. Persons who are not shareholders of the Company will not be admitted to the Meeting unless prior arrangements are made with the Company.

# Information about the meeting

## Venue

Andaz Hotel  
40 Liverpool Street  
London  
EC2M 7QN

## Date

Friday, 18 November 2016

## Time

12.00 noon

## Schedule

11.00 a.m. Registration commences.

Upon arrival at the Andaz Hotel, please go to the registration desks located on the first floor. You will need your AGM attendance card, which is attached to your Form of Proxy.

Tea and coffee will be served before the AGM.

12.00 noon AGM commences in the Great Eastern Room.

A light sandwich lunch will be available after the AGM has concluded.

## How to get to the AGM

### Tube

The nearest London Underground station is Liverpool Street Station (Central, Circle and District lines), which is located next to the Andaz Hotel.

### Train

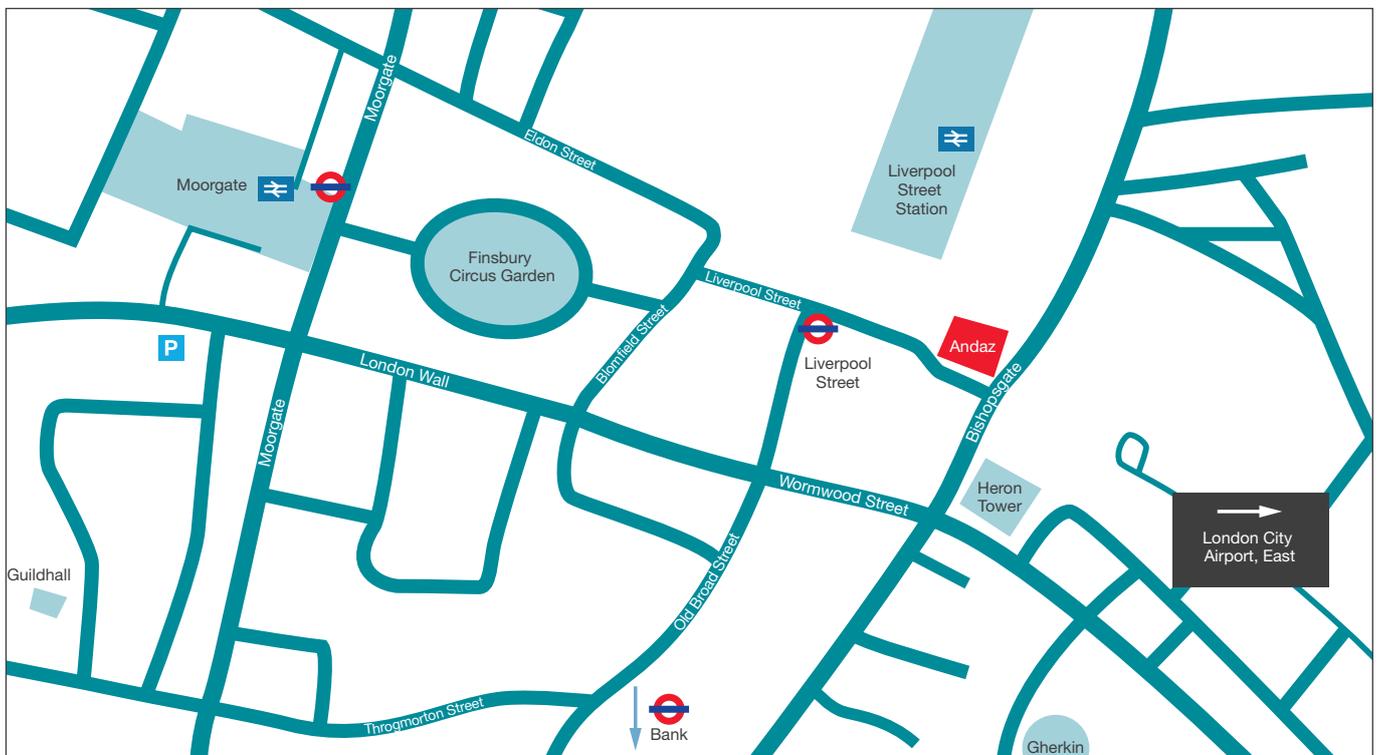
There are a number of train companies servicing Liverpool Street Station.

### Car

There is no parking available at the Andaz Hotel. The nearest public car park is the London Wall Car Park, EC2V 5DY, which is located underground between Aldersgate and Moorgate. The car park is approximately 10 minutes' walk from the Andaz Hotel.

### Bus

The closest bus stop is located on Bishopsgate and is served directly by bus numbers 35, 47, 48, 149 and 344.



## Contact details

Please contact the Company's Registrars, Capita Asset Services, for any questions about the AGM.

### Telephone

If calling from the UK: 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge)

If calling from outside the UK: +44 371 664 0300 (calls from outside the UK will be charged at the applicable international rate)

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

### Email

[shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk)

### Visit [www.capitashareportal.com](http://www.capitashareportal.com)

Capita's share portal allows you to view and manage your shareholding online.

### Address

Capita Asset Services  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU



[www.kier.co.uk](http://www.kier.co.uk)

