

An aerial photograph of a coastal city, likely Cardiff, showing a dense urban area with residential housing, commercial buildings, and a large harbor. The harbor is filled with ships and boats, and the surrounding landscape includes green hills and a body of water.

Notice of Annual General Meeting 2026

**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.



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Directors

Matthew Lester (Chair)
Stuart Togwell (Chief Executive)
Tom Hinton (Chief Financial Officer)

Independent Non-Executive Directors:

Chris Browne OBE (SID)
Alison Atkinson
Anne Baldock
Mohammed Saddiq
Clive Watson

Biographies for each Director can be found on pages 64 to 65 of the 2026 Annual Report and Accounts and are also available via the corporate website at www.kier.co.uk.

Chair's letter

Dear Shareholder

I am pleased to invite you to our Annual General Meeting, which will be held at 10.00 a.m. on Thursday, 12 November 2026 at Ashurst Perkins Coie UK LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW (the 'AGM' or the 'Meeting'). Registration will commence at 9.30 a.m.

Details of the resolutions to be proposed at the AGM are set out in the Notice of AGM on pages 3 to 5 of this document and accompanying explanatory notes to the resolutions can be found on pages 6 to 9.

If you are not intending to attend the AGM, you may submit questions relating to the business of the AGM via email to cosec@kier.co.uk. All questions will be considered and addressed at the AGM, via our website or in private correspondence (as appropriate), according to the nature of the question.

Articles of Association

I would like to draw your attention to resolution 21, which proposes to adopt new Articles of Association that introduce certain provisions to modernise the Company's constitution and follow current market practice to enable more efficient governance processes. The principal changes are summarised on page 14.

Dividend

The Board is recommending a final dividend of 5.2p per ordinary share to shareholders registered on 30 October 2026, which will be paid to shareholders on 4 December 2026. This, combined with the interim dividend of 2.6p per ordinary share paid in May 2026, takes the full year dividend to 7.8p per ordinary share, representing an increase

of 8.3% year on year. The final dividend is proposed in resolution 4.

Directors

All Directors have put themselves forward for election or re-election at the 2026 AGM. The continued performance of the Board, its Committees and individual Directors was assessed through a formal evaluation process during the year. In addition, the Nomination Committee keeps under review the time commitment, contribution and effectiveness of each of the Directors. Following such evaluation and review, the Board recommends you vote in favour of all those Directors seeking election or re-election. Biographies for each Director can be found on pages 64 to 65 of the 2026 Annual Report and Accounts.

Following the departure of Margaret Hassall, who stepped down in May 2026, the Board has commenced a search process to further strengthen its composition and support future succession planning. On this matter, I would refer you to the further details in the Nomination Committee report at page 79 of the 2026 Annual Report and Accounts. The search process is ongoing and I look forward to providing an update on the outcome in due course.

Remuneration Policy

Following a triennial review and consultation with major shareholders, no material changes are proposed to the Remuneration Policy. Further details are set out in the explanatory notes to resolution 2, which can be found on page 6.

Lodging your vote

All votes are important to us and I encourage you to submit your electronic voting instructions as early as possible.

You can submit your voting instructions by logging into your Shareview Portfolio via www.shareview.co.uk, where you may also register for a Shareview Portfolio to manage your holding online. Details of other ways to lodge your vote or completing the Form of Proxy can be found on pages 10 and 11 of this document.

Voting at the AGM

Save for any procedural resolution, which will be taken on a show of hands, each of the resolutions to be put to the Meeting will be voted on by poll reflecting all proxy voting instructions received. Once the results of the voting have been verified by our Registrar, Equiniti, they will be announced via the London Stock Exchange Regulatory News Service and published on our website shortly after the AGM.

Shareholders are invited to contact the Company Secretariat with any questions related to the AGM via cosec@kier.co.uk.

Recommendation

The Directors of Kier Group plc (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, save in respect of those resolutions in which they are interested.

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

Matthew Lester
Chair
18 September 2026

Notice of Annual General Meeting

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 Thursday, 12 November 2026 at Ashurst Perkins Coie UK LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW to consider and, if thought fit, to pass the following resolutions.

Resolutions 1 to 16 will be proposed as ordinary resolutions. Resolutions 17 to 21 will be proposed as special resolutions.

Explanatory notes to the resolutions are set out on pages 6 to 9.

2026 Annual Report and Accounts

Resolution 1

To receive the Company's Annual Report and Accounts for the year ended 30 June 2026.

See explanatory note 1.

Directors' remuneration

Resolution 2

To approve the Directors' Remuneration Policy set out on pages 108 to 117 (inclusive) of the Company's Annual Report and Accounts for the year ended 30 June 2026, such Remuneration Policy to take effect from the date on which this resolution 2 is passed.

See explanatory note 2.

Resolution 3

To approve the Directors' Remuneration report set out on pages 85 to 117 (inclusive) (other than the part containing the Directors' Remuneration Policy) of the Company's Annual Report and Accounts for the year ended 30 June 2026.

See explanatory note 2.

Final dividend

Resolution 4

To declare a final dividend of 5.2p per ordinary share in respect of the year ended 30 June 2026.

See explanatory note 3.

Election and re-election of Directors

See explanatory note 4.

Resolution 5

To elect Tom Hinton as a Director of the Company.

Resolution 6

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

Resolution 7

To re-elect Anne Baldock as a Director of the Company.

Resolution 8

To re-elect Chris Browne OBE as a Director of the Company.

Resolution 9

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

Resolution 10

To re-elect Mohammed Saddiq as a Director of the Company.

Resolution 11

To re-elect Stuart Togwell as a Director of the Company.

Resolution 12

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

Auditor

Resolution 13

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 explanatory note 5.

Resolution 14

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 explanatory note 5.

Political donations

Resolution 15

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 Companies Act 2006 (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 2027 or the close of business on 31 December 2027:

(a) to make political donations (as such term is defined in section 364 of the 2006 Act) 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 (as such term is defined in section 365 of the 2006 Act) 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 explanatory note 6.

Authority to allot shares

Resolution 16

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 to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ('Rights'):

- (a) up to an aggregate nominal amount of £1,450,494, such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution 16 in excess of such sum; and
- (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a further nominal amount of £2,900,988 in connection with a pre-emptive offer after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 16,

such authorities 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 2027 (unless renewed, varied or revoked by the Company prior to such expiry), save that, prior to such expiry, in each case 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.

For the purposes of this resolution:

- (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

See explanatory note 7.

General power to disapply pre-emption rights

Resolution 17

That, subject to the passing of resolution 16, the Directors of the Company be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the '2006 Act')) wholly for cash pursuant to the authority

given by resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (a) allotments in connection with a pre-emptive offer;
- (b) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £435,148 (this amount representing not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of this notice); and
- (c) otherwise than pursuant to paragraph (a) or paragraph (b) of this resolution 17, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (b) of this resolution 17, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of 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 2027 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to such expiry, in each case the Company may make offers or enter into agreements which would, or might,

require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

For the purposes of this resolution 17:

- (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (b) references to an allotment of equity securities shall include a sale of treasury shares; and
- (c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

See explanatory note 8.

Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment

Resolution 18

That, subject to the passing of resolution 16, and in addition to any authority granted under resolution 17, the Directors of the Company be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the '2006 Act')) wholly for cash pursuant to the authority given by resolution 16 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act, as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (a) allotments up to an aggregate nominal amount of £435,148 (this amount representing not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of this notice), such authority to be used solely for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Directors of the Company determine to be an acquisition or a specified 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; and

- (b) otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (a) above, such authority to be used solely for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of section 2B of 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 2027 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, in each case the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

For the purposes of this resolution 18:

- (a) references to an allotment of equity securities shall include a sale of treasury shares; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

See explanatory note 8.

Authority to purchase own shares

Resolution 19

That the Company is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the '2006 Act') to make market purchases (as defined in section 693 of the 2006 Act) of ordinary shares of 1 pence each in the capital of the Company, provided that:

- (a) the maximum number of shares which may be purchased under this authority is 43,514,826;
- (b) the minimum price which may be paid for a share is the nominal value of that share; and
- (c) the maximum price which may be paid for a share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's shares as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

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 2027 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

See explanatory note 9.

Notice period for general meetings, other than annual general meetings

Resolution 20

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 explanatory note 10.

Adoption of new Articles of Association

Resolution 21

That, with effect from the conclusion of the AGM, the Articles of Association produced to the Meeting and initialled by the Chair 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 existing Articles of Association.

See explanatory note 11.

By order of the Board

Stephen Milne
Group General Counsel and
Company Secretary
18 September 2026

Registered office:
2nd Floor
Optimum House
Clippers Quay
Salford
M50 3XP

Registered number:
2708030

Explanatory notes to the resolutions

The following notes provide an explanation of the resolutions which are to be proposed at this year's Annual General Meeting. The Notice of Meeting can be found on pages 3 to 5.

1. Resolution 1 – Annual Report and Accounts

The Directors are legally required to present their reports, the audited accounts and the independent auditors' report in respect of each financial year to shareholders. In accordance with the Companies Act 2006 (the '2006 Act'), the Company proposes a resolution on its audited accounts and reports for the financial year ended 30 June 2026 ('2026 Annual Report and Accounts').

A copy of the 2026 Annual Report and Accounts is available on the Company's website at www.kier.co.uk.

2. Resolutions 2 and 3 – Directors' Remuneration Policy and Directors' Remuneration report

The Company is required to seek shareholder approval of the Directors' Remuneration Policy at least every three years. The previous Directors' Remuneration Policy was approved by shareholders at the 2023 annual general meeting. The new Directors' Remuneration Policy is set out on pages 108 to 117 (inclusive) of the 2026 Annual Report and Accounts and provides details of the Company's proposed policy on Directors' remuneration following extensive engagement with our key shareholders.

The vote on the Directors' Remuneration Policy is binding on the Company and, if resolution 2 is passed, the Directors' Remuneration Policy will take effect immediately and all payments made by the Company to current and former directors (in their capacity as directors) will be made in accordance with the Policy. In the event that resolution 2 is not passed, the Directors' Remuneration Policy approved by shareholders at the 2023 annual general meeting will continue to apply.

Resolution 3 is proposed in accordance with the 2006 Act, whereby the Company must give shareholders the opportunity to cast an advisory vote on the statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration (other than the part containing the Directors' Remuneration Policy) as set out on pages 85 to 117 (inclusive) of the 2026 Annual Report and Accounts. As this resolution is an advisory vote, the Directors' entitlement to remuneration is not conditional upon its approval.

3. Resolution 4 – final dividend

If approved, a final dividend of 5.2p per ordinary share (the 'Dividend') will be paid on 4 December 2026 to shareholders on the register of members at the close of business on 30 October 2026.

The Dividend Reinvestment Plan ('DRIP'), which allows shareholders to reinvest their cash dividends in the shares of the Company, is available in respect of the Dividend. Further information on the DRIP is available on our website at www.kier.co.uk or from the Company's Registrar, Equiniti. The final election date for the DRIP is 13 November 2026.

4. Resolutions 5 to 12 – election and re-election of Directors

In accordance with the UK Corporate Governance Code, all the Directors of the Company will submit themselves for annual re-election by shareholders.

Biographical information relating to each of the Directors of the Company standing for election or re-election is set out on pages 64 to 65 of the 2026 Annual Report and Accounts.

The Board considers that each Director of the Company who is proposed for election or re-election has appropriate and relevant skills, experience and knowledge to enable them to continue to discharge the duties and responsibilities of a Director of the Company effectively. It is the Board's view that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

The Chair considers that the performance of each of these individuals continues to be effective and that each continues to be independent and demonstrate appropriate commitment to the role. Accordingly, the Board recommends each of their election or re-election as Directors of the Company.

5. Resolutions 13 and 14 – 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 13 proposes the auditor's re-appointment.

The Risk Management and Audit Committee ('RMAC') is responsible for overseeing the relationship with the

external auditor. Through its evaluation process, the RMAC is satisfied that PwC is effective and provides appropriate independent challenge. Information about auditor effectiveness, audit quality and external auditor independence can be found on pages 76 to 77 of the 2026 Annual Report and Accounts.

The proposal to re-appoint PwC as the Company's auditor is based on a recommendation from the RMAC, is free from third party influence and is not subject to any restrictive contractual arrangements.

Resolution 14 proposes that the RMAC 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 RMAC, in accordance with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014.

6. Resolution 15 – political donations

The Company is a strategic supplier to the UK Government and must maintain close relationships with Cabinet Office, departments, councils and authorities including ministers and other elected officials.

Part 14 of the 2006 Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations, and for any political expenditure, in each case subject to limited exceptions.

The definitions of 'political donations' and 'political expenditure' in this context are very wide and may include some normal business activities that would not otherwise be regarded as being political in nature.

They could include communicating with elected officials, paying membership fees for industry and business forums and attending events to which elected officials are invited, even though these activities are not designed to support or influence support for a particular political party.

It remains Kier's policy not to make political donations or incur political expenditure as those expressions are normally understood and the Company does not intend to change that position.

However, the Board considers that it is in the best interests of shareholders for the Company to engage with the UK Government and associated authorities in areas affecting its business.

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 2027, whichever is the earlier. It is the Company's policy to seek renewal of this authority annually.

7. Resolution 16 – 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 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 £1,450,494, less the nominal amount of any shares or rights issued under paragraph (b) of the resolution. This amount (before any such reduction) is approximately one-third of the total issued ordinary share capital of the Company, excluding treasury shares, as at 17 September 2026, the latest practicable date before publication of this notice.

In line with guidance issued by The Investment Association in February 2023, paragraph (b) of this resolution will, if approved, give the Directors of the Company additional authority in the case of a pre-emptive offer to allot shares in favour of shareholders up to an aggregate nominal amount of £2,900,988 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, excluding treasury shares, as at 17 September 2026, the latest practicable date before publication of this notice.

It is the Company's policy to seek renewal of this authority annually. The Directors of the Company have no present plans to undertake a pre-emptive offer or allot shares, other than in connection with employee share schemes. During the year ended 30 June 2026, the Company issued nil ordinary shares of 1 pence each ('Ordinary Shares') in connection with the exercise of options under the Sharesave Scheme. As at 30 June 2026, the Company held 15,028,468 Ordinary Shares in treasury, with an aggregate nominal value of £150,284.68, representing 3.4% of the Company's issued share capital, excluding treasury shares.

As at 17 September 2026, the latest practicable date before publication of this notice, the Company held 17,727,122 Ordinary Shares in treasury, with an aggregate nominal value of £177,271.22, representing 4.1% of the Company's issued share capital, excluding treasury shares.

8. Resolutions 17 and 18 – 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. These pre-emption rights can be modified and/or disapplied, in line with investor recommendations, to give the Directors greater flexibility in raising capital for the Company.

At last year's annual general meeting, two separate resolutions were passed in line with institutional shareholder guidelines, empowering the Directors

of the Company to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings.

It is proposed that these authorities be renewed in line with the latest institutional shareholder guidelines, including the revised Pre-Emption Group's Statement of Principles which were updated in November 2022 (the '2022 Principles').

Resolutions 17 and 18 are in line with the 2022 Principles which are supported by representatives of share owners and investment managers, including the Pensions and Lifetime Savings Association and the Investment Association.

Pre-emptive offers

Limb (a) of resolution 17 seeks shareholder approval to allot a limited number of Ordinary Shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

The Directors of the Company have no current intention of exercising this authority but consider the authority to be appropriate in order to allow the Company the flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer, having made appropriate exclusions or arrangements to address such difficulties.

Non-pre-emptive offers

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of Ordinary Shares or other equity securities, or sell treasury shares, for cash on a non-pre-emptive basis. The 2022 Principles support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than 10% of the issued Ordinary Share capital, excluding treasury shares, without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (b) of resolution 17 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 16, or sell treasury shares, for cash without first offering them to existing shareholders up to an aggregate nominal amount of £435,148, representing approximately 10% of the existing issued Ordinary Share capital of the Company, excluding treasury shares as at 17 September 2026, the latest practicable date before publication of this notice.

Authority for acquisitions and specified capital investments

The 2022 Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional 10% of issued Ordinary Share capital, excluding treasury shares, and are used only in connection with an acquisition or specified capital investment. The 2022

Principles define 'specified capital investment' as meaning one or more specific capital investment-related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of resolution 18 is to authorise the Directors to allot new shares and other equity securities under the allotment authority given by resolution 16, or sell treasury shares, for cash up to a further nominal amount of £435,148, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. This amount is equivalent to approximately 10% of the existing issued Ordinary Share capital of the Company, excluding treasury shares, as at 17 September 2026, the latest practicable date before publication of this notice.

Follow-on offers

The 2022 Principles introduced the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of limb (c) of resolution 17 and limb (b) of resolution 18 is to give the Directors the flexibility to make a follow-on

offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022.

The features of follow-on offers which are set out in Part 2B, paragraph 3 of the 2022 Principles include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20% of the number issued in any placing), and limits on the price (equal to, or less than, the offer price in any placing). The Board intends to adhere to the provisions in the 2022 Principles for any follow-on offers made, as far as practicable.

The maximum amount which can be issued in a follow-on offer is £174,059. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above and, in total, is equivalent to approximately 4% of the total issued Ordinary Share capital of the Company, excluding treasury shares, as at 17 September 2026.

The Directors confirm that they intend to follow the shareholder protections set out in Section 2B of the 2022 Principles and, for any follow-on offer made, include the expected features set out in paragraph 3 of Section 2B of the 2022 Principles.

It is the Company's policy to seek renewal of the authorities referred to in resolutions 16 to 18 annually. The Directors of the Company currently have no intention to allot shares other than in connection with employee share schemes, but the Board believes that it is in the best interests of shareholders for the Directors to have the

flexibility to take advantage of these authorities if required.

9. Resolution 19 – authority to purchase own shares

This resolution asks shareholders to grant the Company authority to purchase up to 10% of its issued shares, excluding treasury shares, as at 17 September 2026. With the authority of shareholders, the Company is empowered by its Articles of Association to buy back its own shares in the market as permitted by the 2006 Act. The resolution specifies the maximum number of shares that may be purchased and the minimum or maximum prices at which they may be bought.

On 3 March 2026, the Company launched a further share buyback programme to purchase Ordinary Shares up to a maximum consideration of £25m (the 'Buyback Programme') under the authority granted by shareholders at the Annual General Meeting held on 13 November 2025, such Buyback Programme to end on the date on which the total purchase price of all Ordinary Shares purchased pursuant to the Buyback Programme is equal to, or as close as possible to (but not exceeding), £25m (the 'Completion Date').

As at 30 June 2026, the Company had purchased 15,028,468 Ordinary Shares under the Buyback Programme since the commencement of the first tranche on 21 January 2025. The shares, which were held in treasury, had an aggregate nominal value of £150,284.68 and were acquired for total consideration of £28.7m. This represented 3.4% of the Company's issued share capital, excluding treasury shares.

Between 1 July 2026 and 17 September 2026, being the latest practicable date prior to the publication of this notice, the Company purchased a further 2,698,654 Ordinary Shares under the Buyback Programme for aggregate consideration of £6.5m. Accordingly, as at 17 September 2026, the Company held 17,727,122 Ordinary shares in treasury with an aggregate nominal value of £177,271.22, representing 4.1% of the Company's issued share capital, excluding treasury shares.

The Directors intend to continue with the Buyback Programme until the Ordinary Shares purchased pursuant to the Buyback Programme is equal to, or as close as possible to (but not exceeding), £25m (the 'Completion Date'), utilising the authority granted to the Company at the 2025 AGM (as the contract to implement the Buyback Programme was executed prior to the expiry of that authority). The Company proposes to seek at the 2026 AGM renewal of its authority to make market purchases of up to 10% of its issued shares as at the latest practicable date prior to the publication of the Notice of AGM. The Directors have no present intention of exercising this renewed authority but wish to have the flexibility to do so in the future.

The limits being proposed in resolution 19 are in line with market practice. The Directors would only exercise the authority after taking account of the market conditions prevailing at the time, the needs of the Company (including the need to hold shares in treasury to satisfy awards made under the Company's share incentive plans), its opportunities for expansion and its overall financial position.

Consistent with statements issued by the Investment Association in this regard, the Directors would exercise the authority to purchase shares only if they considered the effect would be an increase in earnings per share and would be in the best interests of shareholders.

Pursuant to the 2006 Act, the Company can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell, transfer or cancel them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

The total number of shares which may be subscribed for on the exercise of outstanding options as at 17 September 2026 (the latest practicable date prior to the posting of this document) is 15,463,880, which represents approximately 3.6% of the issued Ordinary Share capital at that date, excluding treasury shares. If the Company were to purchase its own shares to the fullest extent of its authority from shareholders (existing and being sought), the proportion of shares subject to outstanding options to subscribe would represent approximately 4.4% of the

issued share capital, excluding treasury shares as at 17 September 2026.

It is the Company's policy to seek renewal of this authority annually.

10. Resolution 20 – notice of general meetings other than annual 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 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 Registrar via www.shareview.co.uk.

11. Resolution 21 – adoption of new Articles of Association

Resolution 21 proposes to adopt new Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association. The principal changes introduced in the new Articles of Association are summarised below and further detail is set out on page 14 of this document.

The principal amendments proposed to the Articles of Association include:

- (i) updating administrative provisions relating to shareholder tracing and dividend forfeiture, reducing the relevant period from twelve years to at least six years;
- (ii) increasing the aggregate Director fee cap and amending the Director fee provisions to provide that the Chair's fee is included within the cap;
- (iii) amending the powers of Directors where the number of Directors falls below the minimum threshold to ensure decisions related to maintaining the Company as a going concern can be made; and
- (iv) updating provisions relating to methods of payment of dividends, interest or other monies on shares.

The proposed changes are intended to ensure that the Company's Articles of Association remain consistent with current legal and regulatory requirements, align with market practice and enable more efficient governance processes.

Voting

1. Only those shareholders entered in the register of members of the Company at the close of business on Tuesday, 10 November 2026 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.

Appointment of proxies

2. In order to be valid, a completed and signed Form of Proxy must be lodged with the Company's Registrar, Equiniti, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, United Kingdom, by no later than 10.00 a.m. on Tuesday, 10 November 2026, 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 and return the Form of Proxy), electronically (see note 4 below) or, for CREST members, via the CREST electronic proxy appointment service (see note 9 below), or, for institutional investors, via the Proxymity platform (see note 10 below).
3. If you require a paper proxy, please contact Equiniti by calling +44 (0)371 384 2030.

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. Equiniti is open between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. You can also contact Equiniti by email via the Shareview website at www.shareview.co.uk.

4. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.
5. To be valid, the Form of Proxy, electronic proxy appointment, proxy appointment through CREST (see note 9 below) or proxy appointment via Proxymity (see note 10 below) must be received by Equiniti no later than 10.00 a.m. on Tuesday, 10 November 2026.
6. 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.

7. Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons.

Those rights can only be exercised by members of the Company.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Electronic proxy appointment through CREST

9. 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 & International 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 Equiniti (ID RA19) by no later than 10.00 a.m. on Tuesday, 10 November 2026.

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.

Electronic proxy appointment through Proxymity

10. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on Tuesday, 10 November 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Changing proxy instructions

11. If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others. If the Company is unable to determine which was received last, none of them shall be treated as valid in respect of that share. To be effective, forms of proxy and powers of attorney or other authority, if any, under which they are signed, or a notarially certified or office copy of such power or authority, must reach the Registrar at the address shown on the Form of Proxy and the Registrar must receive any appointment of a proxy not later than 10.00 a.m. on Tuesday, 10 November 2026.

12. 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 Registrar, Equiniti. 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.
13. Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST manual.
14. 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.

Issued share capital

15. As at 17 September 2026, being the latest practicable date before publication of this notice, the total number of Ordinary Shares of 1 pence each in the capital of the Company in issue was 452,875,390 Ordinary Shares, with each share carrying the right to one vote. There were 17,727,122 Ordinary Shares held in treasury. The total number of voting rights in the Company as at such date was therefore 435,148,268.

Documents available for inspection

16. 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. the new Articles of Association.

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.

Availability of information on the website

17. For a period of two years from the date of this notice, the following information will be available on the Company's website at www.kier.co.uk:
- 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.

Shareholder questions

18. 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.

Website publication of audit concerns

19. 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.

Communication with the Company

20. 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.

Shareholder requisition rights

21. Under section 338 and section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Registrar's contact details

Please contact the Company's Registrar, Equiniti, with any questions about the AGM or your shares.

Online

Visit www.shareview.co.uk

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

- elect to receive certain shareholder communications electronically;
- update your UK bank account details;
- send your general meeting voting instructions in advance of shareholder meetings;
- keep your contact details up to date;
- buy and sell shares easily; and
- send an enquiry about the AGM or your shares.

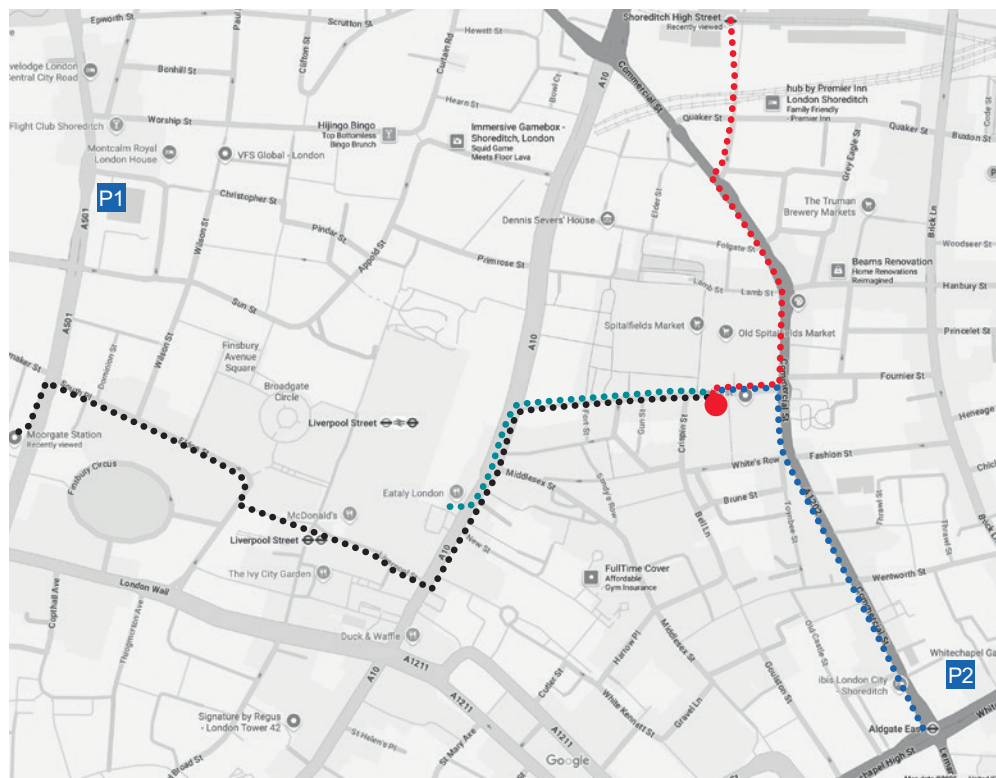
Address

Equiniti Limited
Highdown House
Yeoman Way
Worthing
West Sussex
BN99 6DA

Notes for shareholders attending the AGM

AGM venue

- Ashurst Perkins Coie UK LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW



Travelling to the venue

By train

- Liverpool Street to venue
- Moorgate to venue
- Shoreditch High Street to venue
- Aldgate East to venue

By bus

There are bus stops near to the venue in Brushfield Street, Folgate Street and Lolseworth Close.

By car

- P1 NCP car park, London Finsbury Square, EC2A 1AD
- P2 NCP car park, London Whitechapel High Street, E1 7RA

Date and time of AGM

10.00 a.m. on Thursday, 12 November 2026

Schedule

- 9.30 a.m. Registration commences
- 9.45 a.m. Auditorium doors open
- 10.00 a.m. AGM commences

Tea and coffee will be available at the Meeting.

Registration

Upon arrival, please go to the registration desk 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 Registrar prior to admittance.

Please bring an official photo ID (for example, a driving licence, passport or other national identity card) with you as you will be asked to show it to the reception team on arrival.

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.

Summary of principal changes to the Company's Articles of Association

Under Resolution 21, the Company proposes to adopt new Articles of Association in substitution for, and to the exclusion of, the Company's existing Articles of Association. The new Articles of Association primarily take account of changes to practice since the existing Articles of Association were adopted in 2021 and provide clarification and additional flexibility.

The principal changes introduced in the new Articles of Association are summarised below. Other changes which are of a minor, technical or clarifying nature have not been noted in this Appendix. A copy of the new Articles of Association is available for inspection by shareholders through the National Storage Mechanism from the date of this notice and at the Company's registered office from the date of this notice until the conclusion of the Meeting, and will be available for inspection on the Company's website at www.kier.co.uk. As stated above, the new Articles of Association will also be available for inspection at the place of the Meeting from at least 15 minutes prior to, and until the conclusion of, the Meeting. Unless otherwise stated, references below use the numbering in the new Articles of Association.

1. Share certificate postage risk (Article 23)

This new article provides that the Company is not responsible in cases where share certificates are lost or destroyed in the course of delivery.

2. Directors below minimum through vacancies (Article 127)

The existing Articles of Association provide that, where the number of Directors has fallen below the minimum number under the existing Articles of Association, the remaining Directors may only act to appoint further Directors. To prevent a scenario in which there is no functioning board for a period of time, the new Articles of Association allow the remaining Directors to perform other duties to ensure the Company remains a going concern.

3. Director fees and expense (Articles 138, 139 and 140)

The existing Articles of Association provide that the remuneration by way of a fee payable to Directors (excluding any Director who holds executive office, including the Chair or Deputy Chair) cannot exceed £650,000. The new Articles of Association increase this cap on fees to £1,000,000 to provide additional headroom, in order to give flexibility in setting the level of Directors' fees and enable the appointment of additional Non-executive Directors in future (if considered appropriate). The new Articles of Association also provide that the fee of the Chair or Deputy Chair be included in the cap on Director fees. Whilst Article 140 of the new Articles of Association is presented as a new article, it is a clarification of the existing position as regards the payment of Directors' expenses when fulfilling their obligations as Directors of the Company.

4. Unclaimed dividends (Article 195)

Reducing the period for which unclaimed dividends are forfeited to the Company from twelve to six years.

As with the proposed amendment to article 226 below, the amendment is in line with evolving market practice and is designed to balance the administrative burden on the Company with shareholder rights.

5. Manner of payment of dividends (Article 199)

The new Articles of Association amend existing article 197 to allow the Directors to pay dividends by such method as they may decide and provide that the Directors may determine to make such dividend, interest or other monies payable on shares exclusively by electronic means. This change, along with other consequential changes throughout the new Articles of Association, allows Directors to determine not to use cheques for any payments due to shareholders in relation to their shares alleviating administrative burden for the Company.

6. Untraced shareholders (Article 226)

Amending the period until the Company can exercise power of sale for untraced shareholders who have not claimed or accepted payment of at least three dividend payments from twelve years to at least six years.

This amendment is in line with evolving market practice and consideration has been given to the balance between the administrative burden of untraced shareholders to the Company and safeguarding shareholders rights.

The Company's right to sell such shares remains conditional upon: (i) a notice first being sent to the shareholder's last known physical or electronic address following expiration of a period that is at least six years; and (ii) the expiration of three further months following the notice under being served, during which the relevant shareholder has not contacted the Company.

7. General

The new Articles of Association also:

- include changes which reflect current statutory and regulatory rules and seek to bring the Company's Articles of Association in line with current practice, including amendments to cover deletion of documents where these are in electronic form;
- contain a number of non-substantive stylistic and grammatical changes, such as ensuring gender neutrality throughout the new Articles of Association; and
- contain other non-substantive tidy-up and clarificatory amendments.

As was confirmed on the adoption of the existing Articles of Association, no provisions in the new Articles of Association permit a general meeting to be held in an electronic only format.

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Kier Group plc

Registered office:
2nd Floor
Optimum House
Clippers Quay
Salford
M50 3XP

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under Number 2708030

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