

Form of Proxy – Kier Group plc

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



Barcode:

Investor code:

Kier Group plc Annual General Meeting – 10.00 a.m. on Friday, 19 November 2021 at Linklaters LLP One Silk Street, London EC2Y 8HQ.

Please refer to the Notice of AGM (which contains the full text of the resolutions and explanatory notes) for guidance on how to complete the Form of Proxy. The Notice of AGM is available online at www.kier.co.uk.

Registration will commence at 9.30 a.m. If you plan to attend the Meeting, please sign and bring this card with you. It shows that you are entitled to attend and vote at the AGM and will speed up your admission to the Meeting. Please refer to the Chairman's letter in the Notice of AGM for further information on the safety measures that will be in place for the Meeting.

You may vote or provide your voting instructions to the Chairman of the AGM at signalshares.com instead of using this form. You will need your Investor Code (provided above) to vote electronically. To be valid, all voting instructions must be received by our registrar, Link Group, no later than 10.00 a.m. on Wednesday, 17 November 2021.

Form of Proxy – Kier Group plc

Annual General Meeting

Barcode:

Investor code:

Event code:

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

I/We being (a) member/members hereby appoint the Chairman of the meeting/_____ as my/our proxy, to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on Friday, 19 November 2021 at Linklaters LLP One Silk Street, London EC2Y 8HQ and at any adjournment thereof.

Please indicate below by inserting 'X' in the appropriate box the way in which your proxy is to vote. If you do not do so, your proxy can vote as they choose or can decide not to vote at all. The 'withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution. It should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Resolutions

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 To receive the Annual Report and Accounts for the year ended 30 June 2021	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	10 To re-appoint PricewaterhouseCoopers LLP as the auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To approve the Annual Report on Remuneration for the year ended 30 June 2021	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	11 To authorise the Risk Management and Audit Committee to agree the remuneration of the auditor	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To re-elect Mr. MJ Lester as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12 To renew the Directors' authority to allot shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To re-elect Mr. AOB Davies as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	13 To renew the Directors' authority to disapply pre-emption rights (general)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Mr. SJ Kesterton as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14 To renew the Directors' authority to disapply pre-emption rights (acquisition or specified capital investment)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To re-elect Mr. JR Atkinson as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15 To adopt new Articles of Association	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To re-elect Ms. AJ Atkinson as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16 To allow meetings other than annual general meetings to be called on not less than 14 clear days' notice	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-elect Dame Heather Rabbatts as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17 To authorise political donations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To re-elect Mr. CG Watson as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				

Signature
(see notes 2 & 3)

Date

Shareholders should send this Form of Proxy to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom.

Notes

- 1 You can vote or provide your voting instructions to the Chairman of the AGM either online at www.signalshares.com or by post by completing this Form of Proxy and returning it to the Company's registrar, Link Group.
- 2 This Form of Proxy must be signed and dated by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be executed under its common seal or be signed by an officer or attorney duly authorised by the corporation.
- 3 In the case of joint holders, only one need sign the form but the names of all holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members.
- 4 To be valid, this Form of Proxy and any form of authority under which it is executed must be lodged with the Company's registrars, Link Group, using the enclosed pre-paid envelope, by no later than 10.00 a.m. on Wednesday 17 November 2021.
- 5 Alternatively, shareholders may submit their proxy vote or their voting instructions electronically via www.signalshares.com. Shareholders will need their Investor Code (IVC) to submit their vote which is printed on the front of this Form of Proxy. To be valid, the proxy vote or voting instructions must be received by no later than 10.00 a.m. on Wednesday 17 November 2021.
- 6 CREST members may submit their proxy vote electronically using the procedures described in the CREST manual. All messages relating to the proxy must be transmitted so as to be received by Link Group by 10.00 a.m. on Wednesday 17 November 2021.
- 7 Further information relevant to proxies is set out in the notice of the Meeting which accompanies this form or is available on the Company's website www.kier.co.uk.
- 8 Any alterations made to this Form of Proxy should be initialled.