

I/We the undersigned, being (a) holder(s) of ordinary shares in Kier Group plc (the 'Company'), hereby appoint the chairman of the meeting or (see Note 1) of 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 12.00 noon on Thursday, 12 November 2015 and at any adjournment thereof (the 'Meeting').



..... signature (see Notes 2 & 3) Date 2015

Please indicate below by inserting ✓ (or a quantity of shares) 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	Withheld
1 To consider and receive the accounts for the year ended 30 June 2015			
2 To approve the remuneration report (excluding the summary of the directors' remuneration policy) for the year ended 30 June 2015			
3 To declare a final dividend of 36.0p per share for the year ended 30 June 2015			
4 To elect Mr J R Atkinson as a director			
5 To elect Mr N P Brook as a director			
6 To elect Mr B E J Dew as a director			
7 To elect Mr N A Turner as a director			
8 To elect Mr C Veritiero as a director			
9 To re-elect Mrs A K Bashforth as a director			
10 To re-elect Mr R C Bailey as a director			
11 To re-elect Mrs A J Mellor as a director			
12 To re-elect Mr H J Mursell as a director			
13 To re-elect Mr P M White as a director			
14 To re-elect Mr N P Winser as a director			
15 To re-appoint PricewaterhouseCoopers LLP as auditor			
16 To authorise the directors to agree the remuneration of the auditor			
17 To authorise the directors to allot shares and grant rights to subscribe for, or convert securities into, shares			
18 To disapply statutory pre-emption rights on share allotments			
19 To approve the Kier Group plc Sharesave Scheme 2016			
20 To allow meetings other than annual general meetings to be called on not less than 14 clear days' notice			

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 1.

Notes

- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at the Meeting. Completion of a form of proxy will not preclude you from attending the Meeting and voting in person. You may appoint more than one proxy by contacting Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the chairman of the Meeting, please delete the words 'the chairman of the meeting or', initial the deletion and print the name and address of your proxy in the space provided.
- 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.
- 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.
- 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, using the enclosed pre-paid envelope addressed to PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF, by no later than 12.00 noon on Tuesday, 10 November 2015.
- Alternatively, shareholders may submit their proxy vote electronically via www.kier.co.uk/vote. From there, shareholders can log in to their Capita share portal account or register for the Capita share portal by following the on-screen instructions.
- 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 Capita Asset Services by 12.00 noon on Tuesday, 10 November 2015.
- Further information relevant to proxies is set out in the notice of the Meeting which accompanies this form.
- Any alterations made to this form of proxy should be initialled.

KIER GROUP PLC – ATTENDANCE CARD

Annual General Meeting – 12.00 noon on Thursday, 12 November 2015 - Andaz Hotel, 40 Liverpool Street, London EC2M 7QN

If you plan to attend the Annual General Meeting, please sign this card and hand it in on arrival at the Meeting.

Signature: