

Attendance card – Kier Group plc

Annual General Meeting



Kier Group plc Annual General Meeting – 12.00 noon on Friday, 18 November 2016 - Andaz Hotel, 40 Liverpool Street, London EC2M 7QN

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

Signature of person attending

Barcode:

Investor code:

Form of proxy – Kier Group plc

Annual General Meeting

Barcode:

Investor code:

Event code:

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 overleaf)

Name of proxy

Number of shares proxy appointed over

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 Friday, 18 November 2016 and at any adjournment thereof (the 'Meeting').

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.

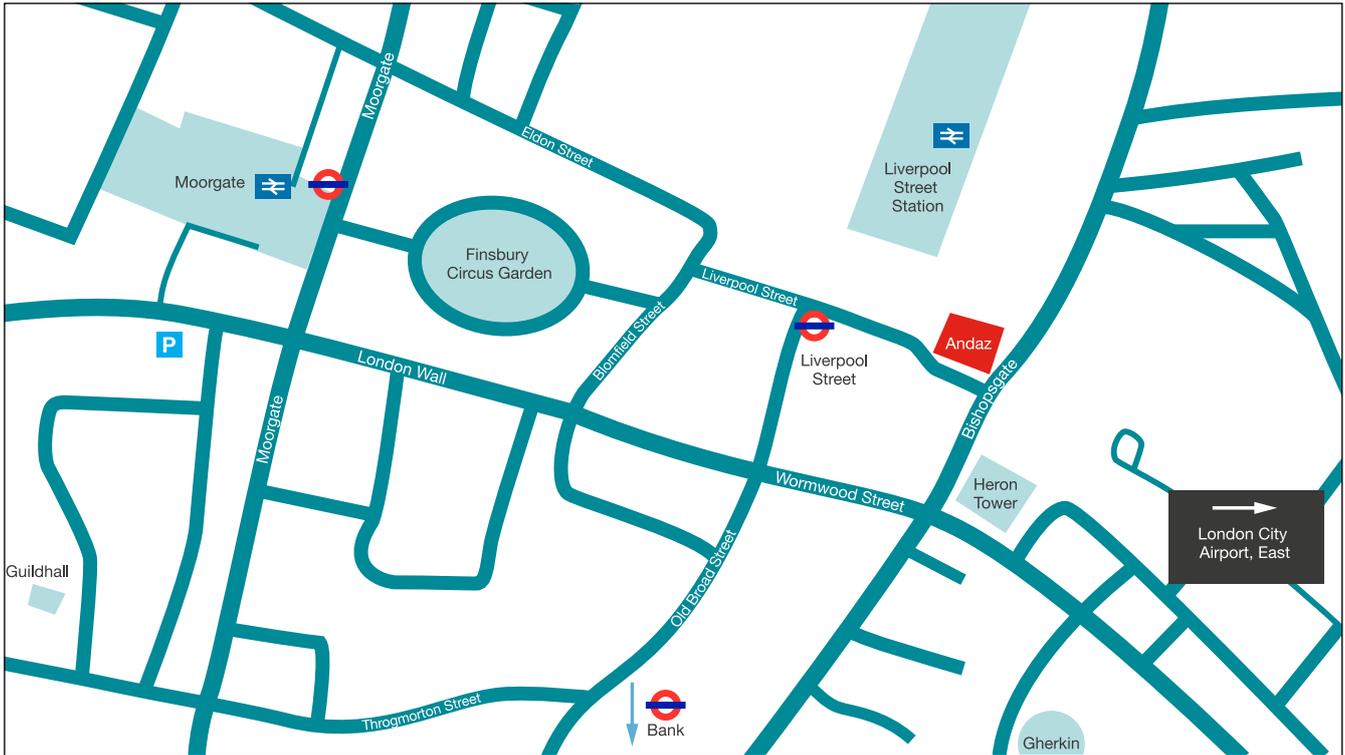
Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1 overleaf.

Resolutions

	For	Against	Vote withheld		For	Against	Vote withheld
1 To receive the annual report and accounts for the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-elect Mr P M White as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the remuneration report (excluding the summary of the directors' remuneration policy) for the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To re-elect Mr N P Winsor as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 43.0p per share in respect of the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To elect Mrs C F Baroudeh as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr J R Atkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To elect Mr A C Walker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mrs A K Bashforth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To re-appoint PricewaterhouseCoopers LLP as the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Mr N P Brook as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 To authorise the directors to agree the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr B E J Dew as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 To renew the directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mr H J Mursell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 To renew the directors' authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Mr N A Turner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 To renew the directors' authority to disapply pre-emption rights - limited to an acquisition or specified capital investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Mr C Veritiero as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 To allow meetings other than annual general meetings to be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature
(see notes 2 & 3)

Date



Notes

- 1 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 of your proxy in the space provided.
- 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, using the enclosed pre-paid envelope addressed to PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF, by no later than 12.00 noon on Wednesday, 16 November 2016.
- 5 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.
- 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 Capita Asset Services by 12.00 noon on Wednesday, 16 November 2016.
- 7 Further information relevant to proxies is set out in the notice of the Meeting which accompanies this form.
- 8 Any alterations made to this form of proxy should be initialled.