



## Notice of Annual General Meeting 17 November 2017

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**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.

## Chairman's letter



**Philip Cox CBE**  
Chairman

11 October 2017

### Dear Shareholder

I am pleased to invite you to the Kier Group plc Annual General Meeting (the 'AGM'), which will be held at 12 noon on Friday, 17 November 2017 at the Andaz Hotel, 40 Liverpool Street, London EC2M 7QN.

The Notice of AGM is set out on the following pages. You will note that, in addition to the usual business – for example, the approval of the 2017 financial statements and the approval of the final dividend for the 2017 financial year – we will also be asking shareholders to approve a new directors' remuneration policy and amendments to the rules of the Kier Group plc 2010 Long Term Incentive Plan. Further details of all the resolutions to be proposed at the meeting are set out in the Notice of AGM.

If you are planning to attend the meeting, you will find a location map on page 11. Whether or not you will be attending, I would encourage you to vote on the resolutions to be considered at the meeting.

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, your completed form or online instruction must have been received by 12 noon on Wednesday, 15 November 2017.

### 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 look forward to meeting you at the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to be 'P Cox', written over a circular scribble.

**Philip Cox CBE**  
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 noon on Friday, 17 November 2017 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 2017.

### Resolution 2

To approve the directors' remuneration policy set out on pages 86 to 93 (inclusive) of the Company's annual report and accounts for the year ended 30 June 2017. **See note 1.**

### Resolution 3

To approve the directors' remuneration report set out on pages 82 to 101 (inclusive) of the Company's annual report and accounts for the year ended 30 June 2017 (other than those pages containing the directors' remuneration policy). **See note 2.**

### Resolution 4

To declare a final dividend of 45.0p per share in respect of the year ended 30 June 2017. **See note 3.**

### Resolution 5

To elect Mr P G Cox as a director of the Company. **See note 4.**

### Resolution 6

To re-elect Mr J R Atkinson as a director of the Company. **See note 5.**

### Resolution 7

To re-elect Mrs C F Baroudel as a director of the Company. **See note 5.**

### Resolution 8

To re-elect Mrs A K Bashforth as a director of the Company. **See note 5.**

### Resolution 9

To re-elect Mr N P Brook as a director of the Company. **See note 5.**

### Resolution 10

To re-elect Mr B E J Dew as a director of the Company. **See note 5.**

### Resolution 11

To re-elect Mr H J Mursell as a director of the Company. **See note 5.**

### Resolution 12

To re-elect Mr N A Turner as a director of the Company. **See note 5.**

### Resolution 13

To re-elect Mr C Veritiero as a director of the Company. **See note 5.**

### Resolution 14

To re-elect Mr A C Walker as a director of the Company. **See note 5.**

### Resolution 15

To re-elect Mr N P Winsler as a director of the Company. **See note 5.**

### Resolution 16

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 6.**

### Resolution 17

To authorise the directors of the Company to agree the remuneration of the auditor. **See note 6.**

### Resolution 18

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 £324,866; 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 £649,733, after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 18,

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 2018 (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 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 18, 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 18 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 19, up to an aggregate nominal amount of £48,729,

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 2018 (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 8.**

### Resolution 20

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

That, subject to the passing of resolution 18, the directors be and are generally and unconditionally authorised, in addition to any authority granted under resolution 19, 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 18 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 £48,729; 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 2018 (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 8.**

## Special business

### Resolution 21

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

That, the Kier Group plc 2010 Long Term Incentive Plan ('LTIP') be and is hereby amended to permit the introduction of the accrual of dividend equivalents on awards granted under the LTIP. **See note 9.**

### Resolution 22

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 10.**

By order of the Board

**H E E Raven**  
General Counsel  
and Company Secretary

Registered office:  
Tempsford Hall  
Sandy  
Bedfordshire  
SG19 2BD

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

**11 October 2017**

# Notes relating to resolutions

## 1. Resolution 2 – directors' remuneration policy

The directors' remuneration policy is set out on pages 86 to 93 (inclusive) of the 2017 Annual Report and provides details of the Company's proposed policy on directors' remuneration. The Company is required to seek shareholder approval of the directors' remuneration policy at least every three years. 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. If resolution 2 is passed, 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 remuneration policy approved by shareholders at the 2014 AGM will continue to apply.

## 2. Resolution 3 – directors' remuneration report

The directors' remuneration report is set out on pages 82 to 101 (inclusive) of the 2017 Annual Report and provides details of the remuneration received by each of the directors for the year ended 30 June 2017. The report considered by resolution 3 does not include the directors' remuneration policy which is set out on pages 86 to 93 (inclusive) of the 2017 Annual Report. This vote is advisory and therefore will not affect the remuneration or benefits received by any director.

## 3. Resolution 4 – declaration of final dividend

If approved, the final dividend of 45.0p per share will be paid on 1 December 2017 to shareholders on the register of members at the close of business on 29 September 2017. The Dividend Reinvestment Plan (the 'DRIP') is available in respect of this dividend. Further information on the DRIP is available on our website at [www.kier.co.uk](http://www.kier.co.uk) or from the Company's Registrars, Capita Asset Services, whose contact details are set out on page 12 of this notice.

## 4. Resolution 5 – election of director

Mr. Cox was appointed to the board of directors of the Company (the 'Board') with effect from 1 July 2017. Under the Company's articles of association, Mr. Cox holds office until the conclusion of the annual general meeting following his appointment and, accordingly, he is required to be elected as a director of the Company at the Meeting. Biographical information on Mr. Cox is set out on page 7 of this notice. Further information relating to the appointment of Mr. Cox is set out in the Nomination Committee report on pages 70 and 71 of the 2017 Annual Report.

The Board believes that Mr. Cox brings a range of skills and experience that ideally suit him to the role of Chairman of the Board and, accordingly, recommends his election as a director.

## 5. Resolutions 6 to 15 (inclusive) – re-election of directors

Biographical information relating to each of these individuals is set out on pages 7 and 8 of this notice.

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. 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.

## 6. Resolutions 16 and 17 – 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 16 proposes the auditor's re-appointment. Resolution 17 proposes that the directors be authorised to determine the level of the auditor's remuneration.

## 7. Resolution 18 – directors' authority to allot new shares

Section 549 of the Companies Act 2006 (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 £324,866, representing approximately one-third of the total issued ordinary share capital of the Company as at 6 October 2017, 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 £649,733, 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 6 October 2017, 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. 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.

## 8. Resolutions 19 and 20 – 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 19 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 19 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 £48,729, representing approximately 5% of the existing issued ordinary share capital of the Company as at 6 October 2017, the latest practicable date before publication of this notice.

Resolution 20 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 20, if approved, will enable the directors to allot additional equity securities for cash up to an aggregate nominal amount of £48,729, representing approximately 5% of the existing issued ordinary share capital of the Company as at 6 October 2017, 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 20 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 19 to 20 annually. The directors currently have no intention to allot shares other than in connection with employee share schemes. 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.

## 9. Resolution 21 – Kier Group plc 2010 Long Term Incentive Plan (the 'LTIP')

Approval is sought to permit the introduction of the accrual of dividend equivalents on awards granted under the LTIP so as to reflect market practice and further align the interests of participants with those of shareholders.

Dividend equivalents represent the value of dividends which a LTIP participant would have received if (s)he had held the shares which vest under an award during the period between the grant and the vesting of his/her award. The Remuneration Committee will decide the basis on which the value of such dividends will be calculated, which may assume the reinvestment of dividends, and whether the dividend equivalents will be paid in shares or cash.

If the resolution introducing dividend equivalents is approved by shareholders, then dividend equivalents will apply to all future LTIP awards and to the awards made in October 2017 (no dividends will be paid between the grant of those awards and the date of the AGM).

The Company has made certain other changes to the LTIP, as described in the directors' remuneration report on pages 82 to 101 of the 2017 Annual Report, including the introduction of a two-year holding period for vested LTIP shares and clawback provisions during the holding period. These changes do not require shareholder approval.

A copy of the LTIP rules, marked to show all of the proposed changes, will be on display at the meeting.

## 10. Resolution 22 – 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 for meetings other than an annual general meeting, 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 beneficial holdings of ordinary shares in the capital of the Company (amounting to approximately 0.18% of the issued share capital of the Company as at 6 October 2017, the latest practicable date before publication of this notice).

# Directors' biographies

## Board committees key

- N Nomination Committee
- R Remuneration Committee
- RA Risk Management and Audit Committee
- S Safety, Health and Environment Committee
- Chair of the Committee



From left to right: Hugh Raven, Nigel Turner, Philip Cox CBE, Constance Baroudel, Haydn Mursell, Justin Atkinson

## Philip Cox CBE

### Chairman

**Date appointed to Board/as Chairman:** July 2017/September 2017

**Independent:** Yes (on appointment)

**Committee memberships:** N R

#### Relevant skills and experience:

- A Fellow of the Institute of Chartered Accountants, having trained and qualified as a chartered accountant at a predecessor firm of PwC
- Substantial commercial, financial and operational experience
- Particular experience of the energy and power sectors, as the former Chief Executive of International Power and as the former Chairman of Global Power Generation
- Experienced in mergers and acquisitions and strategy development
- Significant experience on boards of listed companies in both executive and non-executive roles

#### Principal current external appointments:

- Chairman, Drax Group

## Justin Atkinson

### Senior Independent Director

**Date appointed to Board:** October 2015

**Independent:** Yes

**Committee memberships:** N R RA S

#### Relevant skills and experience:

- A chartered accountant, having trained and qualified at a predecessor firm of PwC
- Formerly Chief Executive of Keller Group from 2004 to 2015
- Significant operational and financial experience, having also been Keller's 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
- Non-Executive Director of Sirius Real Estate
- A member of the Audit Committee of the National Trust

## 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 in London
- 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
- Strong track record in mergers and acquisitions, both at Kier and in previous organisations

#### Principal current external appointments:

- None

## Constance Baroudel

### Non-Executive Director

**Date appointed to Board:** July 2016

**Independent:** Yes

**Committee memberships:** N R RA S

#### 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 First Group
- Previous experience as Chair of the Remuneration Committee at Synergy Health

#### Principal current external appointments:

- Group Director of Strategy and Operational Performance, First Group

## 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 development sector, in particular
- Significant commercial and transactional experience, having negotiated a large number of investments and other projects
- 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

## Hugh Raven

### General Counsel and Company Secretary

**Date appointed as Company Secretary:** April 2010

**Independent:** n/a

**Committee memberships:** None

#### Relevant skills and experience:

- A solicitor, having qualified with Linklaters LLP, and a former Partner of Eversheds LLP
- Significant experience of a wide variety of legal and regulatory issues, having advised a number of public and private companies
- Particular expertise in large corporate transactions, including capital raisings (debt and equity) and mergers and acquisitions
- Expertise in corporate governance matters and best practice

#### Principal current external appointments:

- None

**Board committees key**

- N Nomination Committee
- R Remuneration Committee
- RA Risk Management and Audit Committee
- S Safety, Health and Environment Committee
- Chair of the Committee



**From left to right:** Nick Winser CBE, Bev Dew, Kirsty Bashforth, Claudio Veritiero, Adam Walker, Nigel Brook

**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

**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 a predecessor firm of PwC
- 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

**Claudio Veritiero**

**Executive Director – Group Strategy and Corporate Development**

**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

**Kirsty Bashforth**

**Non-Executive Director**

**Date appointed to Board:** September 2014

**Independent:** Yes

**Committee memberships:** N R RA S

**Relevant skills and experience:**

- In-depth global, commercial, safety and risk management and operational experience, following 24 years at BP
- Strong track record in group-wide change management and organisational effectiveness
- Founder and CEO of Quayfive, advising on organisational dynamics
- Wide range of experience in a variety of human capital areas, including engagement, diversity and ethical working practices

**Principal current external appointments:**

- Non-Executive Director of Serco
- Governor at Leeds Beckett University (Finance, Staffing & Resources Committee, Governor Champion – Equality & Diversity)
- Governor, Ashville College (Strategy, Policy and Developments Committees)

**Adam Walker**

**Non-Executive Director**

**Date appointed to Board:** January 2016

**Independent:** Yes

**Committee memberships:** N R RA

**Relevant skills and experience:**

- A chartered accountant, having trained and qualified at a predecessor firm of Deloitte
- A wealth of experience in financial matters, having been a finance director at three listed companies
- Operational experience through his former 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

**Nick Winser CBE**

**Non-Executive Director**

**Date appointed to Board:** March 2009

**Independent:** Yes

**Committee memberships:** N R RA S

**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 former role as a member of the board of directors of National Grid from 2003 to 2014
- Experienced in dealing 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
- President of the Institution of Engineering and Technology
- Chairman of the Power Academy
- Chair of the MS Society

## 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, 15 November 2017 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 noon on Wednesday, 15 November 2017, 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 noon on Wednesday, 15 November 2017. 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 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 noon on Wednesday, 15 November 2017. 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 6 October 2017 (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 97,459,951 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 97,459,951. There are no shares held in treasury.

14. Copies of the following documents are available for inspection at the Company's registered office (and, in the case of the rules of the Kier Group plc 2010 Long Term Incentive Plan, at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ) 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;
- c. the rules of the Kier Group plc 2010 Long Term Incentive Plan, marked to show the changes referred to in note 9 on page 6 of this notice; and
- d. 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 at [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, 17 November 2017

## Time

12 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 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

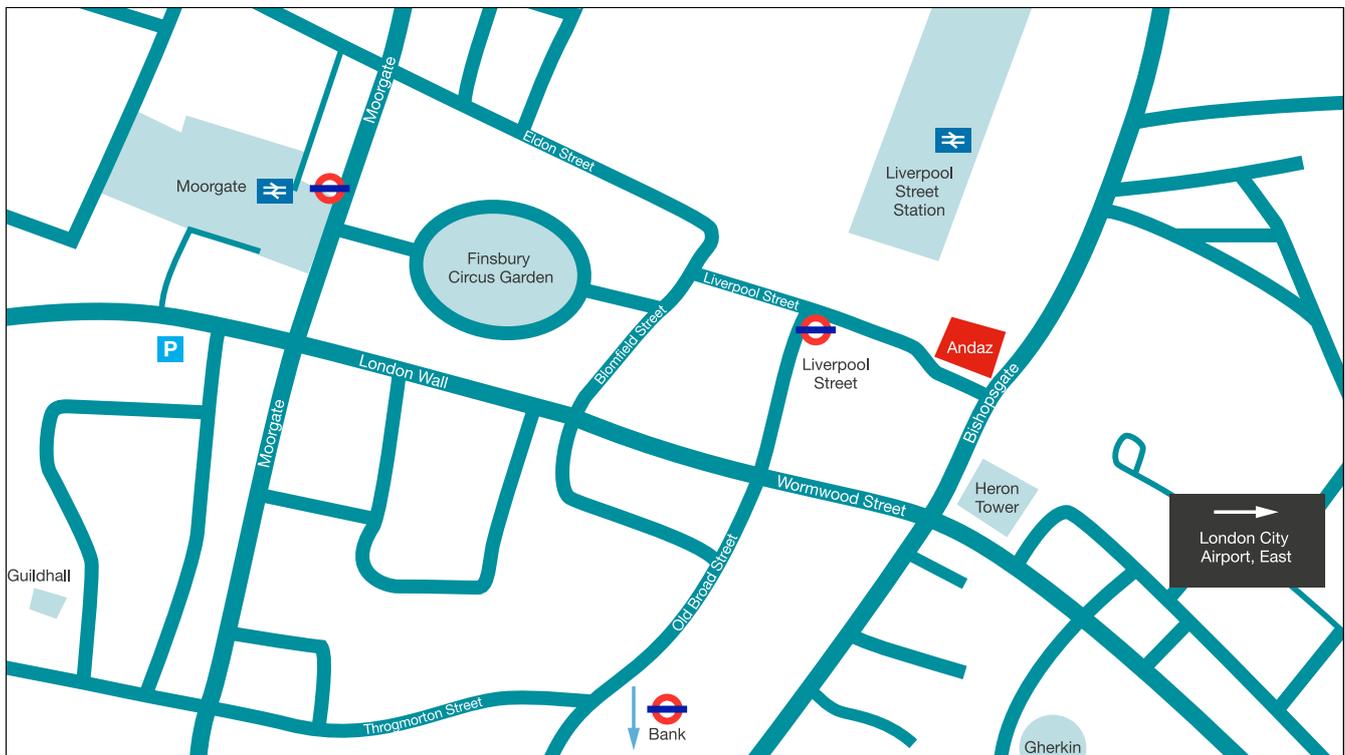
There are a number of train companies servicing Liverpool Street Station.

### 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 or your shares.

### 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)

### Email

shareholderenquiries@capita.co.uk

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

