

KIER GROUP PLC

(the "Company")

RESOLUTIONS PASSED AT AN ANNUAL GENERAL MEETING

ON 13 NOVEMBER 2014

ORDINARY BUSINESS

- 1 **THAT** the accounts for the year ended 30 June 2014, together with the reports of the directors and the auditor on those accounts, are considered and received.
- 2 **THAT** the directors' remuneration policy for the year ended 30 June 2014, is approved.
- 3 **THAT** the directors' remuneration report for the year ended 30 June 2014, is approved.
- 4 **THAT** the payment on 28 November 2014 to shareholders on the register of members at the close of business on 26 September 2014 of a final dividend for the year ended 30 June 2014 of 49.5p per share is approved
- 5 **THAT** Mrs A K Bashforth is elected as a director of the Company.
- 6 **THAT** Mr. R C Bailey is re-elected as a director of the Company.
- 7 **THAT** Mr S Bowcott is re-elected as a director of the Company.
- 8 **THAT** Mrs A J Mellor is re-elected as a director of the Company
- 9 **THAT** Mr. H J Mursell is re-elected as a director of the Company.
- 10 **THAT** Mr P M White is re-elected as a director of the Company
- 11 **THAT** Mr N P Winsor is re-elected as a director of the Company.
- 12 **THAT** PricewaterhouseCoopers LLP is appointed 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.
- 13 **THAT** the directors of the Company are hereby authorised to agree the remuneration of the auditor.
- 14 **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 use all powers of the Company.
 - a to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £184,664; and
 - b. to allot equity securities (within the meaning of 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 proportionate (as nearly as may be) to the respective numbers of ordinary shares held by

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them up to an aggregate nominal amount of £369,328, after deducting from such limit the nominal amount of any shares or Rights allotted under paragraph (a) of this Resolution 14,

provided that this authority shall expire on the date of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement 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 in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 14 has 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.

15. **THAT** subject to the passing of Resolution 14, pursuant to and in accordance with section 570 of the 2006 Act, the directors of the Company be and are generally empowered to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 14, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall 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 of the Company 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 to paragraph (a) of this Resolution 15, up to an aggregate nominal amount of £27,700,

provided that this authority shall expire on the date of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution 15 has expired.

SPECIAL BUSINESS

16. **THAT**, as permitted by section 307A of the 2006 Act, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, provided that the authority granted pursuant to this Resolution 16 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 16.