

KIER GROUP PLC

(the "Company")

Registered number: 2708030

FRIDAY



RESOLUTIONS PASSED AT AN ANNUAL GENERAL MEETING

At the annual general meeting (the 'Meeting') of Kier Group plc held on Friday, 16 November 2018, the following resolutions were passed, resolutions 1 to 14 as ordinary resolutions and resolutions 15 to 17 as special resolutions:

Ordinary business

1. That the accounts of the Company for the year ended 30 June 2018 be received.
2. That the directors' remuneration report set out on pages 86 to 107 (inclusive) of the Company's annual report and accounts for the year ended 30 June 2018 (other than the summary of the directors' remuneration policy set out on pages 102 to 107 (inclusive)) be approved.
3. That a final dividend of 46.0p per share in respect of the year ended 30 June 2018 be declared.
4. That Mr J R Atkinson be re-elected as a director of the Company.
5. That Mrs C F Baroudel be re-elected as a director of the Company.
6. That Mrs A K Bashforth be re-elected as a director of the Company.
7. That Mr P G Cox be re-elected as a director of the Company.
8. That Mr B E J Dew be re-elected as a director of the Company.
9. That Mr H J Mursell be re-elected as a director of the Company.
10. That Mr C Veritiero be re-elected as a director of the Company.
11. That Mr A C Walker be re-elected as a director of the Company.
12. That PricewaterhouseCoopers LLP be re-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 be 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 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 £325,533; 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 £651,066, after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 14,

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 2019 (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.

15. That, subject to the passing of resolution 14, 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 14 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 15, up to an aggregate nominal amount of £48,830,

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 2019 (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.

16. That, subject to the passing of resolution 14, the directors be and are generally and unconditionally authorised, in addition to any authority granted under resolution 15, 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 14 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 £48,830; 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 2019 (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.

Special Business:

17. 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.

A handwritten signature in black ink, appearing to read 'Hugh Raven', is positioned above a horizontal dotted line.

Hugh Raven
Company Secretary