

Attendance card – Kier Group plc

Annual General Meeting



Kier Group plc Annual General Meeting – 10.00 a.m. on Friday, 15 November 2019 at Linklaters LLP, One Silk Street, London EC2Y 8HQ

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:

Form of proxy – Kier Group plc

Annual General Meeting

Barcode:

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)

Event code:

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 10.00 a.m. on Friday, 15 November 2019 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 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To re-elect Mr C Veritiero as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report for the year ended 30 June 2019 (other than the summary of the directors' remuneration policy)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-elect Mr A C Walker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect Mr A O B Davies as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-appoint PricewaterhouseCoopers LLP as the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect Mr S J Kesterton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To authorise the directors to agree the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr J R Atkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To renew the directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Mrs C F Baroudel as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 To renew the directors' authority to disapply pre-emption rights (general)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mrs A K Bashforth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 To renew the directors' authority to disapply pre-emption rights (acquisition or specified capital investment)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mr P G Cox as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 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 Link 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, Link Asset Services, using the enclosed pre-paid envelope, by no later than 10.00 a.m. on Wednesday, 13 November 2019.
- 5 Alternatively, shareholders may submit their proxy vote electronically via www.kier.co.uk/vote. From there, shareholders can log in to their Link share portal account or register for the Link share portal by following the on-screen instructions. Shareholders will need their Investor Code (IVC) which can be found on their share certificate or recent dividend confirmation. To be valid, online proxy votes must have been received by Link Asset Services by 10.00 a.m. on Wednesday, 13 November 2019.
- 6 CREST members may submit their proxy vote electronically using the procedures described in the CREST manual, so as to have been received by Link Asset Services by 10.00 a.m. on Wednesday, 13 November 2019.
- 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.