

**RESOLUTIONS**

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**At the Annual General Meeting of the members of the Company  
held at the offices of Investec, 2 Gresham Street, London, EC2V 7QP  
on Thursday 22<sup>nd</sup> May 2014**

**The following Resolutions were duly passed as an Ordinary Resolutions:**

14. THAT, pursuant to section 551 of the Companies Act 2006 ('the Act'), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company 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 £2,364,573, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 22 August 2015 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. All previous authorisations given by the Company in General Meeting or otherwise pursuant to section 551 of the Act are hereby revoked with immediate effect to the extent not previously exercised.
17. To authorise, generally and unconditionally, the Company and all companies which are subsidiaries of the Company during the period when this Resolution 17 has effect, in accordance with sections 366 and 367 of the Act to:
- (i) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
  - (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
  - (iii) incur political expenditure not exceeding £50,000 in total,
- (as such terms are defined in the Act) during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company provided that the authorised sums referred to in paragraphs i), ii) and iii) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

19. THAT:

(i) the rules of the Keller Group Performance Share Plan 2014 (the 'Plan'), the main features of which are summarised in the Appendix to the Chairman's letter to shareholders dated 3 March 2014 and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved;

(ii) the Board of Directors be and is hereby authorised to do all such things as it considers necessary or expedient to carry the Plan into effect;

(iii) the Board of Directors be and is hereby authorised to establish such schedules to the Plan and/or such other plans based on the Plan but modified to take account of local tax, exchange control or securities laws outside the UK, provided that any shares made available under such schedules or other plans must be treated as counting against the relevant individual or overall dilution limits of the Plan.

**The following Resolutions were duly passed as Special Resolutions:**

15. THAT, subject to the passing of resolution 14 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 14 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

(i) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

(a) to holders of ordinary shares of 10p each in the capital of the Company ('Ordinary Shares') in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them; and

(b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(ii) otherwise than pursuant to paragraph 15(i) of this resolution, up to an aggregate nominal amount of £354,686,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 22 August 2015 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

All previous authorisations given by the Company in General Meeting or otherwise pursuant to section 570 and 573 of the Act are hereby revoked with immediate effect to the extent not previously exercised.

16. THAT, pursuant to section 701 of the Act, the Company be and is hereby granted general and unconditional authority to make market purchases (within the meaning of Section 693(4) of the Act) of up to in aggregate 7,309,974 of its own ordinary shares of 10p each in the capital of the Company ('Ordinary Shares') (representing 10% of the Company's issued ordinary share capital at the date of this notice) provided that:

(i) the maximum price which may be paid for an Ordinary Share is the higher of:  
(a) an amount equal to not more than 5% above the average of the middle market quotations for the Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made (exclusive of expenses payable by the Company); and (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

(ii) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10p,

and (unless previously revoked, varied or renewed) the authority conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 22 August 2015 (whichever is the earlier) except that the Company may, before such expiry, enter into a contract for the purchase of its own shares under which such purchase would or may require to be completed or executed wholly or partly after the expiration of this authority and may make a purchase of Ordinary Shares pursuant to any such contract as if the said authority had not expired.

18. THAT a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 days' notice.

This information is provided in compliance with **Listing Rule 9.6.2R**.