

4 March 2019

Form of Proxy

For use by Ordinary Shareholders at the Annual General Meeting ('AGM') of Keller Group plc (the 'Company')

Dear Shareholder

This is a notification to inform you that our 2018 Annual Report and Accounts and Notice of Annual General Meeting for 2019 are available to view or download on our website at www.keller.com

I/We (name in BLOCK CAPITALS) _____

of (address) _____

being (a) member(s) of the Company hereby appoint the Chairman of the Meeting or (see note 1 overleaf)

--	--

as my/our proxy to attend and speak for me/us on my/our behalf at the AGM of the Company to be held at 11.00 am at Leonardo Royal St. Paul's Hotel, 10 Godliman Street, London EC4V 5AJ on Thursday 16 May 2019 and at any adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of my/our voting entitlement.

☐ Please tick here if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Resolutions

	For	Against	Withheld
1 Ordinary Resolution – to receive the Report and Accounts	☐	☐	☐
2 Ordinary Resolution – to approve the Directors' Remuneration Report	☐	☐	☐
3 Ordinary Resolution – to declare a final dividend of 23.9p per Ordinary Share	☐	☐	☐
4 Ordinary Resolution – to appoint Ernst & Young LLP as Auditors	☐	☐	☐
5 Ordinary Resolution – to authorise the Audit Committee to agree the remuneration of the Auditors	☐	☐	☐
6 Ordinary Resolution – to elect Paula Bell as a Director	☐	☐	☐
7 Ordinary Resolution – to elect Baroness Kate Rock as a Director	☐	☐	☐
8 Ordinary Resolution – to elect Michael Speakman as a Director	☐	☐	☐
9 Ordinary Resolution – to re-elect Peter Hill CBE as a Director	☐	☐	☐
10 Ordinary Resolution – to re-elect James Hind as a Director	☐	☐	☐
11 Ordinary Resolution – to re-elect Eva Lindqvist as a Director	☐	☐	☐
12 Ordinary Resolution – to re-elect Alain Michaelis as a Director	☐	☐	☐
13 Ordinary Resolution – to re-elect Nancy Tuor Moore as a Director	☐	☐	☐
14 Ordinary Resolution – to re-elect Dr Venu Raju as a Director	☐	☐	☐
15 Ordinary Resolution – to re-elect Dr Paul Withers as a Director	☐	☐	☐
16 Ordinary Resolution – to authorise the Directors to allot securities pursuant to section 551 of the Companies Act 2006	☐	☐	☐
17 Special Resolution – subject to the passing of Resolution 16 to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006	☐	☐	☐
18 Special Resolution – subject to the passing of Resolution 16 to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006 in limited circumstances	☐	☐	☐
19 Special Resolution – to authorise market purchases of the Company's shares	☐	☐	☐
20 Ordinary Resolution – to authorise the payment of political donations and political expenditure	☐	☐	☐
21 Special Resolution – to authorise the calling of a general meeting on 14 days' notice	☐	☐	☐

Signature _____ on _____ 2019

Notes:

- (1) If you wish to appoint a proxy other than the Chairman of the Meeting, please insert their full name in the space provided and delete the words 'the Chairman of the Meeting or'. Please initial any such alteration. If you sign and return the form with no name in the space provided, the Chairman of the Meeting will be deemed to be your proxy. If you wish a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- (2) You are entitled to appoint one or more proxies (who need not be an Ordinary Shareholder of the Company) to attend, speak and vote in your place at the AGM. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy you will need to complete a separate proxy form for each proxy. Additional proxy forms may be obtained from the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or you may photocopy the form of proxy indicating on each copy the name of the proxy you wish to appoint and (in the box next to the proxy holder's name) the number of shares in respect of which the proxy is appointed. The total votes cast and in respect whereof abstention is recorded, by you or your duly appointed proxies may not, in aggregate, exceed the total number of the votes exercisable by you in respect of Ordinary Shares in the Company of which you are the holder. All forms must be signed and should be returned together in the same envelope.
- (3) Your instructions to your proxy must be indicated in the appropriate space provided by an 'x'. Failure to comply with this requirement will be deemed to authorise your proxy to vote or to abstain from voting at the AGM as your proxy deems fit in respect of all the votes exercisable by such proxy. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
- (4) The 'withheld' option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes 'for' or 'against' a resolution.
- (5) An alteration or correction made in the form of proxy must be initialled by the signatory/ies.
- (6) Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity, such as a power of attorney, must be attached to this form unless previously recorded by the registrars of the Company or waived by the Chairman of the Meeting.
- (7) The completion and lodging of this form will not preclude you from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should you wish to do so.
- (8) To be valid this form of proxy must be completed, signed and sent, together with documentary evidence of any power of attorney or other authority under which it is signed, to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 11.00 am on 14 May 2019 (or, in the event that the Meeting is adjourned, no later than two working days before the time of any adjourned Meeting).
- (9) CREST members should please refer to the notice of AGM for instructions regarding CREST electronic proxy appointment services.