

**KIER GROUP PLC**

**(the “Company”)**

**Registered number: 2708030**

**GENERAL MEETING**

At the General Meeting of Kier Group plc held on Wednesday, 16 June 2021, the following resolutions were passed:

**ORDINARY RESOLUTIONS**

That:

1. (a) the terms of:
  - (i) the proposed issue by way of firm placing of 141,851,386 new ordinary shares of 1 pence each in the capital of the Company (the “Firm Placing”);
  - (ii) the proposed issue by way of placing and open offer of 141,851,386 new ordinary shares of 1 pence each in the capital of the Company (the “Placing and Open Offer” and, together with the Firm Placing, the “Firm Placing and Placing and Open Offer”); and
  - (iii) the proposed issue of 347,057 new ordinary shares of 1 pence each in the capital of the Company to certain directors of the Company (the “Director Subscriptions” and, together with the Firm Placing and Placing and Open Offer, the “Capital Raise”),

each at an issue price of 85 pence per new ordinary share (which is a discount of 17.0 per cent. to the closing price of 102.4 pence per share on the last business day before the announcement of the Capital Raise), as described in the combined circular and prospectus of which the Notice of this General Meeting forms part (the “Prospectus”), and are hereby approved; and

- (b) the board of directors of the Company be and are hereby empowered to implement the Capital Raise on the basis described in the Prospectus and be and are generally and unconditionally authorised to exercise all powers of the Company as necessary in connection with the implementation of the Capital Raise; and
2. subject to and conditional upon Resolution 1 above being duly passed and admission to the premium listing segment of the Official List and to trading on the London Stock Exchange plc’s main market for listed securities, respectively, of the new ordinary shares of 1 pence each to be issued by the Company in connection with the Capital Raise, and in addition to all existing authorities:

the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £2,840,498.30 pursuant to or in connection with the Capital Raise,

such authority to apply until the conclusion of the annual general meeting of the Company to be held in 2021, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements 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 the authority given by this resolution has expired.

A handwritten signature in black ink, appearing to read 'PH', with a stylized flourish extending from the top right.

Phil Higgins  
Company Secretary