



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

When considering what action you should take, you are recommended to seek your own personal advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all of your shares in Kier Group plc, please send this document, together with any relevant accompanying documents, to the person to whom you sold or transferred your shares, or to the bank, stockbroker or other agent who arranged the sale or transfer for you.

**Notice of
Annual General
Meeting 2022**

2	Chairman's letter
3	Notice of Annual General Meeting
5	Notes relating to resolutions
7	Directors' biographies
9	Notes to Notice of Annual General Meeting
11	Registrars' contact details
11	Shareholder information

Dear Shareholder

Our Annual General Meeting will be held at 9.30 a.m. on Thursday, 17 November 2022 at Linklaters LLP, One Silk Street, London EC2Y 8HQ (the 'AGM' or the 'Meeting').

Details of the resolutions to be proposed at the AGM are set out in the Notice of AGM on the pages 3 and 4 and the explanation of the resolutions can be found on pages 5 and 6 of this document.

Should it become necessary to revise the current arrangements for the AGM, details of any revised arrangements will be made available on the Company's website and via a Regulatory News Service announcement, as appropriate.

If you are not intending to attend the AGM, you may submit questions relating to the business of the AGM beforehand via email to cosec@kier.co.uk. All questions will be considered and addressed at the AGM or via our website, or on an individual basis (as appropriate), according to the nature of the question.

Annual Report and Accounts 2022

If you have not asked to be sent a copy of the Annual Report and Accounts 2022 by post, you can find it on our website www.kier.co.uk. If you would like to receive a printed copy of the Annual Report and Accounts 2022, please contact our registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Link Group's contact details can be found on page 11 of this document.

Lodging your vote

All votes are important to us and I encourage you to submit your voting instructions as early as possible. You can submit your voting instructions in the following ways:

- online via our registrar's website at www.signalshares.com. You will need your investor code to submit your vote
- by completing the enclosed proxy form and returning it to our registrars in the pre-paid envelope
- via the CREST electronic proxy appointment service (for CREST members).

To be valid, your completed form of proxy or online instruction must have been received by 9.30 a.m. on Tuesday, 15 November 2022.

Voting at the AGM

Save for any procedural resolution which will be taken on a show of hands, each of the resolutions to be put to the Meeting will be voted on by poll reflecting all proxy voting instructions received and not by show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the Board of Directors considers it a more democratic method of voting. Each shareholder, proxy and corporate representative present at the AGM will be invited to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, I will cast the votes for which the Chairman of the AGM has been appointed proxy. Poll cards will be collected at the end of the AGM. Once the results of the voting have been verified by our registrars, Link Group, they will be announced via the London Stock Exchange Regulatory News Service and published on our website shortly after the AGM.

Our Company Secretariat remain available to shareholders in the first instance for any questions related to the AGM via cosec@kier.co.uk.

Recommendation

The Directors of the Company consider that all the resolutions contained in the notice of the AGM are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of each of them, as they intend to do in respect of their beneficial shareholdings.

I would like to thank you, on behalf of the Board of Directors, for your continued support.

Yours faithfully

Matthew Lester
Chairman
27 September 2022

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the 'Meeting' or the 'AGM') of Kier Group plc (the 'Company') will be held at 9.30 a.m. on Thursday, 17 November 2022 at Linklaters LLP, One Silk Street, London EC2Y 8HQ for the following purposes:

Ordinary resolutions

Resolution 1

To receive the Company's Annual Report and Accounts for the financial year ended 30 June 2022.

See note 1.

Resolution 2

To approve the Directors' Remuneration report set out on pages 114 to 130 (inclusive) of the Company's Annual Report and Accounts for the financial year ended 30 June 2022.

See note 2.

Resolution 3

To re-elect Mr MJ Lester as a Director of the Company.

See note 3.

Resolution 4

To re-elect Mr AOB Davies as a Director of the Company.

See note 3.

Resolution 5

To re-elect Mr SJ Kesterton as a Director of the Company.

See note 3.

Resolution 6

To re-elect Mr JR Atkinson as a Director of the Company.

See note 3.

Resolution 7

To re-elect Ms AJ Atkinson as a Director of the Company.

See note 3.

Resolution 8

To elect Ms MC Browne OBE as a Director of the Company

See note 3.

Resolution 9

To re-elect Dame HV Rabbatts as a Director of the Company.

See note 3.

Resolution 10

To re-elect Mr CG Watson as a Director of the Company.

See note 3.

Resolution 11

To re-appoint PricewaterhouseCoopers LLP 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.

See note 4.

Resolution 12

To authorise the Risk Management and Audit Committee (for and on behalf of the Board of Directors) to agree the remuneration of the auditor.

See note 4.

Resolution 13

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised for the purposes of Part 14 of the Companies Act 2006 (the '2006 Act') during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's annual general meeting in 2023 or the close of business on 31 December 2023:

- a) to make political donations to political parties, and/or independent election candidates, and/or to political organisations other than political parties not exceeding £25,000 in total; and
- b) to incur political expenditure not exceeding (when aggregated with any donations made under the authority granted in paragraph (a) above) £25,000 in total.

Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval. Words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.

See note 5.

Resolution 14

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, pursuant to and in accordance with section 551 of the 2006 Act, the Directors of the Company 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 £1,487,563; 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 £2,975,127 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 2023 (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 of the Company 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 of the Company in accordance with section 551 of the 2006 Act.

See note 6.

Special Resolutions

Resolution 15

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, subject to the passing of resolution 14, pursuant to and in accordance with section 570 of the 2006 Act, the Directors of the Company 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 ordinary shares, but subject to such exclusions or other arrangements as the Directors of the Company 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 to paragraph (a) of this resolution 15, up to an aggregate nominal amount of £223,134,

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 2023 (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 of the Company may allot equity securities under any such offer or agreement as if such authority had not expired.

[See note 7.](#)

Resolution 16

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, subject to the passing of resolution 14, the Directors of the Company 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 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 £223,134; 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 of the Company 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 2023 (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 of the Company may allot equity securities under any such offer or agreement as if such authority had not expired.

[See note 7.](#)

Resolution 17

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, as permitted by section 307A of the 2006 Act, 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.

[See note 8.](#)

By order of the Board

J Tham
Company Secretary
27 September 2022

Registered office:
2nd Floor
Optimum House
Clippers Quay
Salford
M50 3XP

Registered number:
2708030

www.kier.co.uk

Notes relating to resolutions

1. Resolution 1 – Annual Report and Accounts

The Directors are legally required to present their reports, the audited accounts and the independent auditors' report in respect of each financial year to shareholders. In accordance with the UK Corporate Governance Code, the Company proposes a resolution on its audited accounts and reports for the year ended 30 June 2022 (Annual Report and Accounts 2022). A copy of the Annual Report and Accounts 2022 is available on the Company's website, www.kier.co.uk.

2. Resolution 2 – Directors' Report on Remuneration

In accordance with the 2006 Act, the Company must give shareholders the opportunity to cast an advisory vote on the statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration as set out on pages 114 to 130 (inclusive) of the Annual Report and Accounts 2022.

The Company's Remuneration Policy was approved by shareholders at the Annual General Meeting 2020. It is not therefore required to be put to shareholders at this AGM.

A summary of the Remuneration Policy is set out on pages 131 to 134 (inclusive) of the Annual Report and Accounts 2022. The Remuneration Policy can be found in full in the Annual Report and Accounts 2020 on pages 105 to 112.

3. Resolutions 3 to 10 – election and re-election of Directors

Biographical information relating to each of the Directors of the Company standing for election or re-election is set out on pages 7 and 8 of this notice. The Board considers that each Director of the Company who is proposed for election or re-election has appropriate and relevant skills, experience and knowledge to enable him/her to continue to discharge the duties and responsibilities of a Director of the Company effectively. The Chairman of the Board considers that the performance of each of these individuals continues to be effective and that each continues to demonstrate appropriate commitment to the role. Accordingly, the Board recommends their election or re-election as Directors of the Company.

4. Resolutions 11 and 12 – re-appointment and remuneration of auditor

The Company is required to re-appoint its auditor at each general meeting at which accounts are laid, which will normally be at each annual general meeting. Resolution 11 proposes the auditor's re-appointment. Resolution 12 proposes that the Risk Management and Audit Committee of the Company be authorised to determine the level of the auditor's remuneration. The Board has delegated responsibility for negotiation and approval of the remuneration and terms of engagement of the auditor to the Risk Management and Audit Committee, in accordance with the Statutory Audit Services Order issued by the Competition and Markets Authority in 2014.

5. Resolution 13 – political donations

This resolution asks shareholders to approve the authority to enable the Company and its subsidiaries to support individuals and organisations that may fall within the scope of a 'political party', an 'independent election candidate' or a 'political organisation' and to incur 'political expenditure' as defined in the 2006 Act.

Kier's policy is not to make donations to political candidates, parties or organisations nor to incur political expenditure and there is no intention of changing that policy.

However, the 2006 Act includes a broad definition of donations and expenditure in this context, which may include some normal business activities that would not otherwise be regarded as being political in nature. Examples of such activities include sponsorship of bodies concerned with policy review, law reform and the representation of the business community (such as industry forums), involvement in seminars and functions to which politicians are invited and the making of provisions for employees to take time off to campaign for and hold public office. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid inadvertent infringement of the 2006 Act, considers it prudent to ask shareholders to approve this authority, which will expire at the conclusion of the next annual general meeting or at the close of business on 31 December 2023, whichever is the earlier. It is anticipated that renewal of this authority will be sought annually.

6. Resolution 14 – Directors' authority to allot new shares

Section 549 of the 2006 Act requires Directors to obtain shareholders' approval to enable them to allot securities. Paragraph (a) of this resolution will, if approved, give the Directors of the Company a general authority to allot additional share capital, within certain constraints. It will permit the Directors 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 £1,487,563 representing approximately one-third of the total issued ordinary share capital of the Company as at 26 September 2022, the latest practicable date before publication of this notice.

In line with guidance issued by The Investment Association, paragraph (b) of this resolution will, if approved, give the Directors of the Company additional authority in the case of a rights issue to allot shares in favour of shareholders up to an aggregate nominal amount of £2,975,127 less the nominal amount of any shares or rights issued under paragraph (a) of the resolution. This amount (before any such reduction) is approximately two-thirds of the total issued ordinary share capital of the Company as at 26 September 2022, the latest practicable date before publication of this notice.

It is the Company's policy to seek renewal of these authorities annually. The Directors of the Company have no present plans to allot shares, other than in connection with employee share schemes. If the additional authority in paragraph (b) of this resolution is used, the Directors of the Company intend to follow The Investment Association guidance that all of the Directors of the Company will stand for re-election at the next annual general meeting. The Company does not hold any of its equity securities in treasury.

7. Resolutions 15 and 16 – disapplication of pre-emption rights

Section 561(1) of the 2006 Act provides that 'equity securities' (including shares) must not normally be issued for cash without first offering them to existing shareholders in proportion to their existing shareholdings at the time of the offer. Resolution 15 will, if approved, enable the Directors of the Company to overcome certain practical difficulties that could arise in the context of a pre-emptive offering where it is in the interests of the Company for the Directors of the Company to issue shares otherwise than strictly in compliance with those requirements.

If resolution 15 is approved, it will provide the Directors of the Company with an authority consistent with section 570 of the 2006 Act to disapply section 561(1) of the 2006 Act and, therefore, a limited authority to issue equity securities for cash without first offering them to existing shareholders up to an aggregate nominal amount of £223,134 representing approximately 5% of the existing issued ordinary share capital of the Company as at 26 September 2022, the latest practicable date before publication of this notice.

Resolution 16 is in line with the Pre-Emption Group's Statement of Principles (the 'Principles'). The Principles indicate that investors will support an increased authority to issue shares for cash (otherwise than in connection with a pre-emptive offer) from 5% to 10%, provided that the additional 5% authority is used in connection with an acquisition or 'specified capital investment' (as described in the Principles). In such circumstances, resolution 16, if approved, will enable the Directors of the Company to allot additional equity securities for cash up to an aggregate nominal amount of £223,134 representing approximately 5% of the existing issued ordinary share capital of the Company as at 26 September 2022, the latest practicable date before publication of this notice.

The Directors of the Company confirm that shares representing more than 5% of the issued ordinary share capital of the Company will only be allotted for cash pursuant to the authority referred to in paragraph (b) of resolution 16 where that allotment is either in connection with an acquisition or a specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

It is the Company's policy to seek renewal of the authorities referred to in resolutions 14 to 16 annually. The Directors of the Company currently have no intention to allot shares other than in connection with employee share schemes. The Directors of the Company also confirm that, in line with the Principles, the Company does not intend to issue more than 7.5% of its total issued share capital on a non-pre-emptive basis over a three-year rolling period without prior consultation with its shareholders, other than in connection with an acquisition or specified capital investment in the circumstances described above.

8. Resolution 17 – notice of general meetings

Under the 2006 Act, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period for meetings other than an annual general meeting, which cannot be less than 14 clear days, and the Company offers a facility for shareholders to vote by electronic means. Annual general meetings will continue to be held on at least 21 clear days' notice.

The Company would like to be able to call general meetings other than an annual general meeting on 14 clear days' notice and this resolution seeks the approval of shareholders to do so. If granted, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Electronic voting is provided by the Company's Registrars via www.signalshares.com.

Recommendation

The Directors of the Company believe that all the resolutions to be proposed at the meeting are in the best interests of the Company's shareholders as a whole and unanimously recommend that all shareholders vote in favour of such resolutions, as they intend to do in respect of their aggregate beneficial holdings of ordinary shares in the capital of the Company (amounting to approximately 0.16% of the issued share capital of the Company as at 26 September 2022, the latest practicable date before publication of this notice).

Directors' biographies

Matthew Lester

Chairman

N

R

Age: 59
Tenure on Board: 2 years, 8 months
Independent: Yes (on appointment)

Relevant skills and experience:

- A chartered accountant, having trained and qualified at Arthur Andersen
- Substantial strategic and financial experience, through senior finance roles at Diageo plc and as Group Finance Director of ICAP plc and Chief Financial Officer of Royal Mail plc
- Significant non-executive director experience at Man Group plc, Barclays PLC and Capita plc

Principal current external appointments:

- Non-Executive Director and Chair of the Audit Committee of Intermediate Capital Group plc

Andrew Davies

Chief Executive

N

Age: 58
Tenure on Board: 3 years, 5 months
Independent: No

Relevant skills and experience:

- Strong track record of business leadership across a number of sectors
- Significant experience of mergers and acquisitions and strategy development and implementation
- Significant operational and corporate experience through senior roles and over 28 years with BAE Systems plc
- Formerly Chief Executive Officer of Wates Group Limited

Principal current external appointments:

- Non-Executive Director and Senior Independent Director of Chemring Group PLC

Simon Kesterton

Chief Financial Officer

Age: 48
Tenure on Board: 3 years
Independent: No

Relevant skills and experience:

- A member of the Chartered Institute of Management Accountants
- Broad range of financial, strategic and IT leadership experience in his former senior roles in the engineering and manufacturing industries
- Formerly Chief Financial Officer, Europe and Chief Strategic Officer at IAC Group and Group Finance Director of RPC Group plc
- Significant experience in the implementation of cost reduction, M&A and profitability improvement programmes

Principal current external appointments:

- None

Justin Atkinson

Senior Independent Director

E

N

R

RA

Age: 61
Tenure on Board: 6 years, 11 months
Independent: Yes

Relevant skills and experience:

- A chartered accountant, having trained and qualified at a predecessor firm of PwC
- Formerly Chief Executive of Keller Group plc and previously Keller's Group Finance Director and Chief Operating Officer
- Significant operational, financial and strategic experience
- In-depth knowledge of the construction sector, both in the UK and internationally

Principal current external appointments:

- Chairman of Forterra plc and formerly the Senior Independent Director and Chair of the Audit Committee
- Non-Executive Director and Chairman of the Audit Committee of James Fisher & Sons plc

Board Committees key

E

Environmental, Social and Governance Committee

N

Nomination Committee

R

Remuneration Committee

RA

Risk Management and Audit Committee

Chair of the Committee

**Alison Atkinson,
FREng, MICE, CEng**
Non-Executive Director

E N R RA

Age: 52
Tenure on Board: 1 year, 9 months
Independent: Yes

Relevant skills and experience:

- Significant operational experience in large scale national infrastructure
- Senior experience of oversight of civil engineering and contracting through her roles at AWE plc, and previously at Halcrow
- Member of the Royal Academy of Engineering

Principal current external appointments:

- Chief Executive Officer of AWE plc

Chris Browne OBE
Non-Executive Director

E N R RA

Age: 62
Tenure on Board: Appointed with effect from 15 September 2022
Independent: Yes

Relevant skills and experience:

- Significant commercial and operational experience through senior leadership positions in the aviation industry
- Recently Chief Operating Officer of easyJet plc until June 2019, and she also served as their Non-Executive Director from January to September 2016
- Experience of the construction sector through her role as a Non-Executive Director of Vistry Group plc
- Doctorate of Science (Honorary) for Leadership in Management from the University of Ulster
- Doctorate of Science (Honorary) in recognition of her outstanding contribution to the Aviation Travel Industry from Cranfield University
- Doctorate of Science in Economics (Honorary) from the Queen's University of Belfast

Principal current external appointments:

- Non-Executive Director of Vistry Group plc
- Non-Executive Director of Norwegian Air Shuttle AS
- Non-Executive Director of Constellium SE

Dame Heather Rabbatts
Non-Executive Director

E N R RA

Age: 66
Tenure on Board: 2 years, 5 months
Independent: Yes

Relevant skills and experience:

- Significant operational experience in the local government and, in particular, the entertainment and sports sectors
- Experience of the contracting sector through her previous role as a Non-Executive Director of Crossrail Limited
- Significant experience of remuneration matters, having served on a number of Remuneration Committees
- Experience of risk management through her previous role as the Chair of the Audit Committee of Grosvenor Great Britain & Ireland

Principal current external appointments:

- Non-Executive Director of Associated British Foods plc
- Chair of Soho Theatre Company Limited

Clive Watson
Non-Executive Director

E N R RA

Age: 64
Tenure on Board: 2 years, 5 months
Independent: Yes

Relevant skills and experience:

- Significant experience in financial matters, through senior finance positions both in the UK and overseas, latterly as the Group Finance Director of Spectris plc
- Experience of the engineering sector through his roles at Borealis AG and as a Non-Executive Director at Spirax-Sarco Engineering plc
- Detailed knowledge of systems of risk management and internal control

Principal current external appointments:

- Senior Independent Director and Chair of the Audit Committee of Breedon Group plc
- Chair of the Audit and Risk Committee of discoverIE Group plc
- Senior Independent Director and Chair of the Audit and Risk Committee of Trifast plc

Board Committees key

E	Environmental, Social and Governance Committee
N	Nomination Committee
R	Remuneration Committee
RA	Risk Management and Audit Committee
	Chair of the Committee

Notes to Notice of Annual General Meeting

1. Only those shareholders entered in the register of members of the Company at the close of business on Tuesday, 15 November 2022 may vote in relation to the AGM in respect of the shares registered in their name at that time or, if the AGM is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries in the register of members after such time shall be disregarded in determining the rights of any person to vote in relation to the AGM.
2. In order to be valid, a completed and signed form of proxy must be lodged with the Company's Registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, by no later than 9.30 a.m. on Tuesday, 15 November 2022, or not less than 48 hours before the time appointed for holding any adjourned meeting, along with any power of attorney under or pursuant to which the proxy is appointed. The form of proxy can be lodged by post (please complete the enclosed Form of Proxy and return it in the pre-paid envelope), electronically (see note 4 below) or, for CREST members, via the CREST electronic proxy appointment service (see note 5 below).
3. If you require a paper proxy, please contact Link Group by calling them on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. You can also contact Link by email at enquiries@linkgroup.co.uk.
4. Shareholders may submit their proxy vote or their voting instructions electronically via www.signalshares.com. Enter 'Kier Group plc' into the search box, click 'Search' and click on the Company's name to be taken to the login page. From there, shareholders can log into 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. To be valid, the proxy vote or voting instructions must be received by no later than 9.30 a.m. on Tuesday, 15 November 2022.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. The CREST manual can be found at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specification and must contain the information required for such instructions, as described in the CREST manual. All messages regarding the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Link Group (ID RA10) by no later than 9.30 a.m. on Tuesday, 15 November 2022. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
6. In the case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment submitted by the most senior shareholder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members, the first-named being the most senior.
7. Shareholders may change their proxy instructions by submitting a new proxy appointment using the methods set out or referred to above. The cut-off times for receipt of proxy appointments set out above also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where a shareholder has appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, they should contact the Company's Registrars, Link Group.

If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. In order to revoke a proxy instruction, a shareholder will need to inform the Company by sending a signed hard copy notice clearly stating its intention to revoke its proxy appointment to the Company's Registrars, Link Group. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by no later than 9.30 a.m. on Tuesday, 15 November 2022. If a shareholder attempts to revoke its proxy appointment but the revocation is received after the time specified then the original proxy appointment will remain valid.

Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST manual.
9. CREST members and, where applicable, their CREST sponsors or voting service providers, are directed to those sections of the CREST manual concerning the practical limitations of the CREST systems and timings. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. As at 26 September 2022 (the latest practicable date before publication of this notice), the total number of ordinary shares of 1p in the capital of the Company in issue was 446,269,180 ordinary shares, with each share carrying the right to one vote. The total number of voting rights in the Company as at such date was therefore 446,269,180. There are no shares held in treasury.
11. Copies of the following documents are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excluded) from the date of this notice until the close of the meeting and at the place of the meeting from at least 15 minutes prior to, and until the conclusion of, the meeting:
 - a. the service contracts of the Executive Directors of the Company; and
 - b. the letters of appointment of the Non-Executive Directors of the Company.

If you would like to inspect any of the above documents, please send your request to cosec@kier.co.uk and we will make suitable arrangements.
12. For a period of two years from the date of this notice, the following information will be available on the Company's website (www.kier.co.uk) and can be accessed via the Investor Relations section of such website:
 - a. this notice;
 - b. the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting; and
 - c. the total of the voting rights that members are entitled to exercise at the meeting.
13. The Company must answer questions relating to the business being dealt with at the meeting, but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. Pursuant to Chapter 5 of Part 16 of the 2006 Act, where requested by either a member or members meeting the threshold requirements set out in section 527 of that Chapter 5, the Company must publish on its website a statement setting out any matter that such member or members propose(s) to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.

Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request. It must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the meeting.
15. A member may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated in this notice or in such other related documents.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

Registrars' contact details

Please contact the Company's Registrars, Link Group, for any questions about the AGM or your shares.

Telephone

If calling from the UK:

0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider).

If calling from outside the UK:

+44 (0)371 664 0300 (calls from outside the UK will be charged at the applicable international rate).

Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

Email

enquiries@linkgroup.co.uk

Address

Link Group
10th Floor
Central Square
29 Wellington Street
Leeds
LS1 4DL

Online

Visit www.signalshares.com

The Signal Shares portal allows you to view and manage your shareholding online. Signal Shares is a secure online site where you can:

- Sign up for electronic shareholder communication;
- Request to have your dividends paid into your bank account;
- View your holdings and get an indicative valuation;
- Request to have your dividends paid in your local currency; and
- Change your personal details.

Notes for shareholders attending the AGM

Place of meeting

Linklaters LLP, One Silk Street, London EC2Y 8HQ

Date and time

9.30 a.m. on Thursday, 17 November 2022

Registration

Upon arrival, please go to the registration desks with your 'admission card' which forms part of your Form of Proxy. If you do not have an admission card, you will need to confirm your name and address details with our registrars prior to admittance. Please bring an official photo ID (for example, a driving licence, passport or other national identity card) with you as you will be asked to show it to the reception team on arrival.

Attending the AGM

All entitled shareholders and any proxy or corporate representative validly appointed by such shareholders may attend, speak and vote at the AGM. However, in the case of a joint shareholder, only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the Register of Members) shall be accepted.

Asking questions

Shareholders may submit questions in advance via email to cosec@kier.co.uk. You will still have the opportunity to ask questions in person at the AGM.

Schedule

- 9.00 a.m. Registration commences
- 9.15 a.m. Auditorium doors open
- 9.30 a.m. AGM commences

Tea and coffee will be available at the meeting.



Kier Group plc
2nd Floor
Optimum House
Clippers Quay
Salford
M50 3XP

www.kier.co.uk