KIER GROUP PLC
(the "Company")
Registered number: 2708030

ANNUAL GENERAL MEETING 2025

At the Annual General Meeting of Kier Group plc, held on Thursday, 13 November 2025, the following resolutions were passed as special business:

ORDINARY RESOLUTION

15 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 2026 or the close of business on 31 December 2026:

(a) to make political donations (as such term is defined in section 364 of the 2006 Act) 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 (as such term is defined in section 365 of the 2006 Act) 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.

SPECIAL RESOLUTIONS

19 That the Company is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the '2006 Act') to make market purchases (as defined in section 693 of the 2006 Act) of ordinary shares of 1 pence each in the capital of the Company, provided that:

(a) the maximum number of shares which may be purchased under this authority is 44,646,655;

(b) the minimum price which may be paid for a share is the nominal value of that share;

(c) the maximum price which may be paid for a share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's shares as derived from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

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 2026 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

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

Jaime Tham
Company Secretary