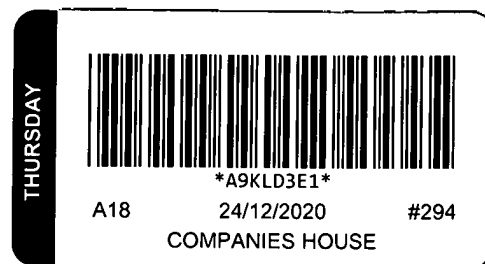


KIER GROUP PLC

(the "Company")

Registered number: 2708030



RESOLUTIONS PASSED AT AN ANNUAL GENERAL MEETING

At the annual general meeting of Kier Group plc held on Thursday, 17 December 2020, the following resolutions were passed, resolutions 13 and 16 as ordinary resolutions and resolutions 14, 15 and 17 as special resolutions:

Ordinary business

13. That, pursuant to and in accordance with section 551 of the Companies Act 2006 (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 £540,386; 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 £1,080,772, after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 13,

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 2021 (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.

14. That, subject to the passing of resolution 13, 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 13 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 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 under paragraph (a) of this resolution 14, up to an aggregate nominal amount of £81,057,

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 2021 (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.

15. That, subject to the passing of resolution 13, the directors of the Company be and are generally and unconditionally authorised, in addition to any authority granted under resolution 14, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by resolution 13 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 £81,057; 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,

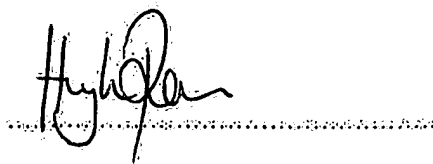
such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 December 2021 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements 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.

Special business:

16. That, the Kier Group plc 2020 Long-Term Incentive Plan (the 'LTIP'), the principal terms of which are summarised in the Appendix to this notice and the draft rules of which are available for inspection in accordance with this notice of meeting and signed for the purposes of identification by the Chairman, be and is hereby approved, and the directors of the Company be and are hereby authorised to:

- (a) make such modifications to the LTIP as they consider appropriate to take account of any regulatory requirements and best practice, adopt the LTIP as so modified and do all acts and things as they consider appropriate to carry the LTIP into effect; and
- (b) as may be required, establish further plans for the benefit of employees outside the UK, based on the LTIP but modified to take account of local tax, exchange control or securities laws, provided that any shares of the Company made available under such further plans are treated as counting against limits on individual participation and overall participation contained in the LTIP.

17. 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.



Hugh Raven
Company Secretary