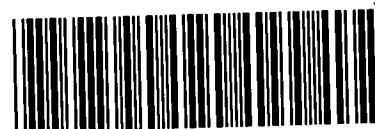


**KIER GROUP PLC**

**(the "Company")**

**Registered number: 2708030**

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30/11/2023

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**RESOLUTIONS PASSED AT AN ANNUAL GENERAL MEETING**

At the annual general meeting of Kier Group plc held on Thursday, 16 November 2023, the following resolutions were passed, resolution 15 as an ordinary resolution and resolutions 16 to 21 as special resolutions:

- 15 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 to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ('Rights'):

- (a) up to an aggregate nominal amount of £1,487,731; and
- (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £2,975,462 in connection with a pre-emptive offer after deducting from such amount the nominal amount of any shares or Rights allotted under paragraph (a) of this resolution 15,

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 2024 (unless renewed, varied or revoked by the Company prior to such expiry), save that, prior to such expiry, in each case 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.

For the purposes of this resolution:

- (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

- 16 That, subject to the passing of resolution 15, the Directors of the Company be authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by resolution 15 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (a) allotments in connection with a pre-emptive offer;
- (b) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £446,319 (this amount representing not more than 10% of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice); and
- (c) otherwise than pursuant to paragraph (a) or paragraph (b) of this resolution 16, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (b) of this resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of 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 2024 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, in each case the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

For the purposes of this resolution 16:

- (a) "pre-emptive offer" has the same meaning as in resolution 15 above;
- (b) references to an allotment of equity securities shall include a sale of treasury shares; and
- (c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

17 That, subject to the passing of resolution 15, and in addition to any authority granted under resolution 16, the Directors of the Company be authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by resolution 15 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority to be limited to:

- (a) allotments up to an aggregate nominal amount of £446,319 (this amount representing not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of this notice), such authority to be used solely for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Directors of the Company determine to be an acquisition or a specified 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; and
- (b) otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (a) above, such authority to be used solely for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of section 2B of 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 2024 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, in each case the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

For the purposes of this resolution 17:

- (a) references to an allotment of equity securities shall include a sale of treasury shares; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

18 That the Company is hereby unconditionally and generally authorised for the purpose of Section 701 of 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 44,631,938;
- (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 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 on the London Stock Exchange as stipulated by Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation (as it forms part of UK law),

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 2024 (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), unless such authority is renewed prior to such time.

- 19 That, subject to the confirmation of the High Court of Justice in England and Wales, the share premium account of the Company be cancelled.
- 20 That, subject to the confirmation of the High Court of Justice in England and Wales, the capital redemption reserve of the Company be cancelled.
- 21 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.



Jaime Tham  
Company Secretary