

I/We the undersigned, being (a) holder(s) of ordinary shares in Kier Group plc (the "Company"), hereby appoint the chairman of the meeting or (see Note 1) ..... of ..... as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at 11.00 a.m. on Thursday, 14 November 2013 and at any adjournment thereof (the "Meeting").



----- Signature (see Notes 2 & 3) Date ----- 2013  
 Please indicate below by inserting ✓ (or a quantity of shares) in the appropriate box the way in which your proxy is to vote. If you do not do so, your proxy **can vote as he chooses or can decide not to vote at all**. The 'withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution. It should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Resolutions	For	Against	Withheld
1 To consider and receive the accounts for the year ended 30 June 2013, together with the reports of the directors and auditor on those accounts			
2 To approve the directors' remuneration report for the year ended 30 June 2013			
3 To declare a final dividend of 46.5p per share for the year ended 30 June 2013			
4 To re-elect Mr R C Bailey as a director			
5 To re-elect Mr S Bowcott as a director			
6 To re-elect Mr C V Geoghegan as a director			
7 To re-elect Mrs A J Mellor as a director			
8 To re-elect Mr H J Mursell as a director			
9 To re-elect Mr M P Sheffield as a director			
10 To re-elect Mr P M White as a director			
11 To re-elect Mr N P Winser as a director			
12 To appoint KPMG LLP as auditor			
13 To authorise the directors to agree the remuneration of the auditor			
14 To authorise the directors to allot shares and grant rights to subscribe for, or convert securities into, shares			
15 To disapply statutory pre-emption rights on share allotments			
16 To allow meetings other than annual general meetings to be called on not less than 14 clear days' notice			
17 To empower the directors to allot shares in lieu of cash dividends			

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 1.

**Notes**

- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at the Meeting. Completion of a form of proxy will not preclude a shareholder from attending the meeting and voting in person. You may appoint more than one proxy by contacting Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company. If you wish to appoint a proxy other than the chairman of the meeting, please delete the words 'the chairman of the meeting or', initial the deletion and print the name and address of your proxy in the space provided.
- This form of proxy must be signed and dated** by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be executed under its common seal or be signed by an officer or attorney duly authorised by the corporation.
- In the case of joint holders, only one need sign the form but the names of all holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders stand in the register of members.
- To be valid, this form of proxy and any form of authority under which it is executed must be lodged with the Company's registrars, at the address shown on the reverse of this form, by no later than 11.00 a.m. on Tuesday, 12 November 2013.
- Alternatively, shareholders may submit their proxy vote electronically via [www.kier.co.uk/vote](http://www.kier.co.uk/vote). From there, shareholders can log in to their Capita share portal account or register for the Capita share portal by following the on-screen instructions.
- CREST members may submit their proxy vote electronically using the procedures described in the CREST manual. All messages relating to the proxy must be transmitted so as to be received by Capita Asset Services by 11.00 a.m. on Tuesday, 12 November 2013.
- Further information relevant to proxies is set out in the notice of the Meeting.
- Any alterations made to this form of proxy should be initialled.

**KIER GROUP PLC – ATTENDANCE CARD**

Annual General Meeting – 11.00 a.m. on Thursday, 14 November 2013 - The Honourable Artillery Company, Armoury House, London EC1Y 2BQ.

If you plan to attend the Annual General Meeting, please sign this card and hand it in on arrival at the meeting.

Signature: .....