

FORM OF PROXY – Kier Group plc
GENERAL MEETING



Kier Group plc General Meeting – 10.00 a.m. Friday 7 May 2021 at 6 Cavendish Place, London W1G 0QA.

In light of the guidance related to physical meetings due to the COVID-19 pandemic, in order to comply with government advice to contain the spread of the virus and bearing in mind the importance of the safety of our Shareholders and colleagues, it will not be possible for Shareholders to attend the General Meeting in person. We therefore strongly encourage all shareholders either to vote in advance of the meeting or to appoint the Chairman of the General Meeting as their proxy to vote on their behalf at the meeting. Shareholders can vote in advance via Link Group at www.signalshares.com or complete and return the Proxy voting form below. The Company is hosting a live webcast via www.kier.co.uk/investors and shareholders can view the webcast or listen in by telephone. Please see the Notice of General Meeting for further information.

For guidance on how to complete this form, please refer to the Notice of Meeting on the Company's website www.kier.co.uk.

You may vote or provide your voting instructions to the Chairman of the General Meeting at www.signalshares.com instead of using this form. You will need your Investor Code to vote electronically.

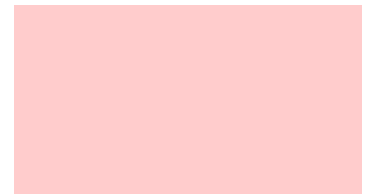


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GENERAL MEETING



Barcode:

Event code:



Number of ordinary shares appointed over: (if less than your full voting entitlement)



I/We being (a) member/members hereby appoint the Chairman of the meeting: as my/our proxy, to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on Friday 7 May 2021 at 6 Cavendish Place, London W1G 0QA and at any adjournment thereof.

Please indicate below by inserting 'X' in the appropriate box the way in which your proxy is to vote. If you do not do so, your proxy can vote as they choose or can decide not to vote at all. The 'withheld' option is provided to enable you to instruct your proxy not to vote on the 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' the resolution.

RESOLUTION

Please mark 'X' to indicate how you wish to vote

For
Against
Vote
Withheld

1. THAT the proposed sale by the Company of Kier Living Limited on the terms and subject to the conditions contained in the sale and purchase agreement dated 16 April 2021 and set out in the circular sent to shareholders dated 20 April 2021 (the "**Transaction**") be and is hereby approved, and that the directors of the Company (or a duly authorised committee thereof) be and are hereby authorised to:

For Against Vote Withheld

- (a) take all such steps, execute all such agreements and make all such arrangements as may seem to them necessary, expedient or desirable for the purpose of giving effect to, or otherwise in connection with, this resolution, the Transaction and the sale and purchase agreement; and
- (b) agree and make such modifications, variations, revisions, waivers and/or amendments in relation to any of the foregoing (provided that such modifications, variations, revisions, waivers or amendments are not material for the purposes of Listing Rule 10.5.2) as they may in their absolute discretion think necessary, expedient or desirable.

Signature

(see notes 2 & 3)

Date

Shareholders in the United Kingdom should send this Form of Proxy using the enclosed envelope or to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Shareholders outside the United Kingdom should send this Form of Proxy to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL United Kingdom.



Notes

1. In light of the guidance related to physical meetings due to the COVID-19 pandemic, in order to comply with government advice to contain the spread of the virus and bearing in mind the importance of the safety of our Shareholders and colleagues, it will not be possible for Shareholders to attend the General Meeting in person. We therefore strongly encourage all shareholders either to vote in advance of the meeting or to appoint the Chairman of the General Meeting as their proxy to vote on their behalf at the meeting. Please do not appoint any other person as your proxy, as that person will not be able to attend the General Meeting or vote on your behalf.
2. 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.
3. 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 appear in the register of members.
4. 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, Link Group, using the enclosed pre-paid envelope, by no later than 10.00 a.m. on Wednesday 5 May 2021.
5. Alternatively, shareholders may submit their proxy vote or their voting instructions electronically via www.signalshares.com. From there, shareholders can log in to 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 10.00 a.m. on Wednesday 5 May 2021.
6. 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 Link Group by 10.00 a.m. on Wednesday 5 May 2021.
7. Further information relevant to proxies is set out in the notice of the Meeting which accompanies this form.
8. Any alterations made to this Form of Proxy should be initialled.