

RNS Number : 0431P
Kier Group PLC
03 June 2015

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND DOES NOT CONSTITUTE A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT. NOTHING HEREIN SHALL CONSTITUTE AN OFFERING OF NEW SHARES. NOTHING IN THIS ANNOUNCEMENT SHOULD BE INTERPRETED AS A TERM OR CONDITION OF THE RIGHTS ISSUE. ANY DECISION TO PURCHASE, SUBSCRIBE FOR, OTHERWISE ACQUIRE, SELL OR OTHERWISE DISPOSE OF ANY NIL PAID RIGHTS, FULLY PAID RIGHTS OR NEW SHARES MUST BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN AND INCORPORATED BY REFERENCE INTO THE PROSPECTUS IN CONNECTION WITH THE PROPOSED ACQUISITION AND RIGHTS ISSUE. COPIES OF THE PROSPECTUS ARE AVAILABLE FROM THE REGISTERED OFFICE OF KIER GROUP PLC AND ON ITS WEBSITE WWW.KIER.CO.UK.

PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

KIER GROUP PLC ("Kier" or the "Company")

3 June 2015

Result of Rights Issue

Kier is pleased to announce that the 5 for 7 Rights Issue of 39,646,692 New Shares at 858 pence per New Share announced on 28 April 2015 closed for acceptances at 11:00 a.m. (London time) on 2 June 2015. The Company received valid acceptances in respect of 36,334,962 New Shares, representing approximately 91.65 per cent. of the total number of New Shares to be issued pursuant to the fully underwritten Rights Issue.

It is expected that the New Shares in uncertificated form will be credited to CREST accounts as soon as practicable after 8.00 a.m. on 3 June 2015 and that definitive share certificates in respect of New Shares in certificated form will be dispatched to Shareholders by no later than 10 June 2015.

It is expected that the New Shares will commence trading, fully paid, on the London Stock Exchange plc's main market for listed securities on 3 June 2015.

In accordance with their obligations as Joint Bookrunners in respect of the Rights Issue pursuant to the Underwriting Agreement, J.P. Morgan Securities plc and Numis Securities Limited will endeavour to procure subscribers for the remaining 3,308,812 New Shares not validly taken up in the Rights Issue and the 2,918 New Shares representing fractional entitlements in respect of the Rights Issue, failing which J.P. Morgan Securities plc and Numis Securities Limited have agreed to acquire (to the extent that sub-underwriters are not procured in respect of such New Shares), on a several basis, any remaining New Shares.

The net proceeds from the placing of such New Shares not validly taken up in the Rights Issue (after the deduction of the Issue Price of 858 pence per New Share and the expenses of procuring subscribers, including any applicable brokerage and commissions and amounts in respect of irrecoverable VAT), if any, will be paid (without interest) to those persons whose rights have lapsed in accordance with the terms of the Rights Issue, pro rata to their lapsed provisional allotments, save that individual amounts of less than £5.00 will not be paid to such persons but will be aggregated and donated to charity. Net proceeds from the sale of fractional entitlements (after deduction of expenses) will be aggregated and ultimately accrue for the benefit of the Company.

A further announcement as to the number of New Shares for which subscribers have been procured will be made in due course.

Update on Acquisition

Completion of the acquisition of Mouchel is now expected to take place on 8 June 2015.

Defined terms used herein have the meanings given to them in the combined circular and prospectus issued by Kier dated 28 April 2015.

For further information please contact:

J.P. Morgan Cazenove (Joint Financial Adviser, Joint Sponsor, Joint Bookrunner and Joint Broker to Kier)

Robert Constant
Christopher Dickinson
Laurene Danon

**+44 (0) 20 7742
4000**

Numis Securities (Joint Financial Adviser, Joint Sponsor, Joint Bookrunner and Joint Broker to Kier)

Heraclis Economides
Christopher Wilkinson
Richard Thomas

**+44 (0) 20 7260
1000**

Finsbury

Faeth Birch
Daniela Fleischmann

**+44 (0) 20 7251
3801**

IMPORTANT NOTICE

This announcement has been issued by and is the sole responsibility of Kier Group plc.

This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Shares referred to in this announcement except on the basis of the information contained in the Prospectus. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement cannot be relied upon for any investment contract or decision. The information in this announcement is subject to change.

A copy of the Prospectus is available from the registered office of Kier and on Kier's website at www.kier.co.uk provided that the Prospectus will not, subject to certain exceptions, be available (whether through the website or otherwise) to Kier Shareholders in the Excluded Territories or (subject to certain exceptions) the United States.

Neither the content of Kier's website nor any website accessible by hyperlinks on Kier's website is incorporated in, or forms part of, this announcement. The Prospectus will give further details of the Nil Paid Rights, the Fully Paid Rights and the New Shares being offered pursuant to the Rights Issue.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement is not for release, publication or distribution to persons in any of the Excluded Territories or the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

This announcement does not constitute, or form part of, an offer to sell or the solicitation of an offer to purchase or subscribe for any Company securities in any of the Excluded Territories or the United States. The Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights and the New Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

There will be no public offering of the Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights or the New Shares in any of the Excluded Territories or the United States.

The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in any of the Excluded Territories or the United States.

This announcement does not constitute a recommendation concerning the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

J.P. Morgan Securities plc, which is authorised in the United Kingdom by the Prudential Regulatory Authority and regulated by the Prudential Regulatory Authority and the FCA in the United Kingdom, and J.P. Morgan Limited and Numis Securities Limited, which are each authorised and regulated in the United Kingdom by the FCA, are each acting exclusively for the Company and no one else in connection with the Acquisition, the Rights Issue and Admission, will not regard any other person (whether or not a recipient of the Prospectus) as a client in relation to the Acquisition, the Rights Issue or Admission and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, or for providing advice, in relation to the Acquisition, the Rights Issue, Admission or any other transaction or arrangement referred to herein.

None of the Banks accept any responsibility whatsoever for the contents of this announcement or the Prospectus, including its accuracy, completeness or verification, or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Nil Paid Rights, the Fully Paid Rights, the Provisional Allotment Letter, the New Shares, the Rights Issue or the Acquisition. The Banks accordingly disclaim all and any liability to the fullest extent permitted by law, whether arising in tort, contract or otherwise, which they might otherwise have in respect of this announcement or the Prospectus or any such statement.

The Underwriters may, in accordance with applicable laws and regulations and the terms of the Underwriting Agreement, engage in transactions in relation to the Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights, the New Shares and/or related instruments for their own account for the purpose of hedging their underwriting exposure or otherwise. Except as required by applicable laws or regulations, the Underwriters do not propose to make any public disclosure in relation to such transactions.

This information is provided by RNS
The company news service from the London Stock Exchange

END

MSCGUGDLGSGBGUX