

16 November 2023

KIER GROUP PLC

RESULT OF ANNUAL GENERAL MEETING

Kier Group plc (the "Company") announces the results of its Annual General Meeting held on 16 November 2023. The voting was held on a poll and the results for each resolution were as follows:

	Resolution	Votes for	% votes for ¹	Votes against	% votes Against ¹	Votes Withheld ²	Total votes validly cast ²	% voter
1	To receive the Annual Report and Accounts for the year ended 30 June 2023	267,582,970	99.99	17,669	0.01	565,221	267,600,639	59.9
2	To approve the Directors' remuneration policy	158,612,472	61.40	99,696,433	38.60	9,860,396	258,308,905	57.8
3	To approve the Directors' remuneration report for the year ended 30 June 2023	267,251,805	99.69	835,349	0.31	82,147	268,087,154	60.0
4	To re-elect Mr MJ Lester as a Director	234,701,884	87.55	33,382,597	12.45	84,820	268,084,481	60.0
5	To re-elect Mr AOB Davies as a Director	261,665,666	97.60	6,439,115	2.40	64,520	268,104,781	60.0
6	To re-elect Mr SJ Kesterton as a Director	267,101,080	99.63	1,003,701	0.37	64,520	268,104,781	60.0
7	To re-elect Mr JR Atkinson as a Director	255,425,116	95.28	12,649,628	4.72	94,557	268,074,744	60.0
8	To re-elect Ms AJ Atkinson as a Director	263,589,918	98.33	4,468,524	1.67	103,996	268,058,442	60.0
9	To re-elect Ms MC Browne OBE as a Director	263,333,064	98.24	4,711,339	1.76	124,898	268,044,403	60.0
10	To elect Ms MG Hassall as a Director	267,823,677	99.92	207,691	0.08	137,933	268,031,368	60.0
11	To re-elect Mr CG Watson as a Director	262,060,542	97.76	6,007,222	2.24	101,537	268,067,764	60.0
12	To re-appoint PricewaterhouseCoopers LLP as auditor	264,311,222	98.62	3,704,415	1.38	138,540	268,015,637	60.0
13	To authorise the Risk Management and Audit Committee to agree the remuneration of the auditor	267,736,509	99.94	166,682	0.06	266,110	267,903,191	60.0
14	To authorise pollical donations	267,073,907	99.70	800,162	0.30	295,232	267,874,069	60.0
15	To authorise the Directors to allot shares	258,042,503	96.31	9,873,616	3.69	238,058	267,916,119	60.0
16	To authorise the Directors to disapply pre-emption rights (general)	266,059,625	99.24	2,034,322	0.76	75,354	268,093,947	60.0
17	To authorise the Directors to disapply pre-emption rights (acquisition or specified capital investment)	265,341,195	98.97	2,768,710	1.03	59,396	268,109,905	60.0
18	To authorise the Company to make market purchases of the Company's ordinary shares of 1p each	267,670,222	99.94	156,871	0.06	342,208	267,827,093	60.0
19	To approve the cancellation of the Company's share premium account	267,866,932	99.93	197,686	0.07	104,683	268,064,618	60.0
20	To approve the cancellation of the Company's capital redemption reserve	267,936,317	99.95	132,553	0.05	100,431	268,068,870	60.0
21	To authorise the Company to call general meetings, other than	263,521,613	98.29	4,595,572	1.71	52,116	268,117,185	60.0

annual general meetings, on not less than 14 clear days' notice							
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Notes:

1. Expressed as a percentage of all votes validly cast (and does not include votes withheld).
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.
3. Expressed as a percentage of the total issued share capital on 14 November 2023. The number of ordinary shares in issue on 14 November 2023 was 446,354,414.

Shareholders are entitled to one vote per share. Resolutions 1 to 15 (inclusive) were passed as ordinary resolutions and resolutions 16 to 21 (inclusive) were passed as special resolutions.

The Board notes that Resolution 2 (which related to the binding vote on the Directors' Remuneration Policy) was passed with 61.4% of votes in favour. The Chair of the Remuneration Committee consulted extensively with a wide range of shareholders on the proposed Directors' Remuneration Policy which was designed to appropriately incentivise the Chief Executive and Chief Financial Officer to continue to deliver on the medium-term value creation plan, the achievement of which will benefit the Company, its shareholders and other stakeholders. The Board is grateful to shareholders for their engagement earlier in the year and in the lead up to the AGM, during which shareholders expressed different perspectives. The Company remains committed to ongoing shareholder engagement and will continue to do so to ensure that the Company understands shareholders' views and is able to consider feedback on the Company's approach to remuneration going forward. The Company will provide an update on engagement within six months and in next year's annual report, in line with the provisions of the UK Corporate Governance Code.

Following the passing of resolutions 19 and 20, the Company intends to apply to the High Court of Justice in England and Wales (the "Court") to approve the cancellation of both the Company's share premium account and the Company's capital redemption reserve (collectively, the "Capital Reduction"). The expected timetable of principal events with respect to the Capital Reduction is as follows:

Principal event	Date
Expected date for the directions hearing for the Court to consider the Capital Reduction application	1 December 2023
Expected date for the hearing by Court to confirm the Capital Reduction	19 December 2023
Expected date that the Capital Reduction becomes effective	Late December 2023

Notes:

1. The dates set out in this timetable are based on the Company's current expectations and are subject to change. The times and dates are indicative only and will depend, among other things, on the date upon which the Court confirms the Capital Reduction. The provisional final hearing date will be subject to change and dependent on the Court.
2. All times shown are London times unless otherwise stated.

A copy of all resolutions passed, other than those concerning ordinary business, will today be submitted to the National Storage Mechanism in accordance with Listing Rule 9.6.2. These resolutions will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The Kier Group plc Legal Entity Identifier is 2138002RKC20M4Y7O48.

For enquiries, please contact:

Kier Group plc

Jaime Tham +44 (0) 7801 975 672
Company Secretary

FTI Consulting

Richard Mountain / Ben Fletcher +44 (0) 20 3727 1340

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