

2018 Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Keller Group plc, please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Keller Group plc

(incorporated and registered in England and Wales under number 2442580)

Formal notice of an Annual General Meeting of the Company to be held at 11.00 am at IET London: Savoy Place, 2 Savoy Place, London WC2R 0BL on Wednesday 23 May 2018 is set out in this document. A form of proxy is enclosed for members who wish to use one.

The proxy form should be completed, signed and returned to reach the Company's registrars, Equiniti Limited, no later than 11.00 am on 21 May 2018 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). The proxy form can be delivered by post or by hand (during normal business hours only) to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the Notice of the Annual General Meeting.



Registered Office:
5th floor, 1 Sheldon Square
London W2 6TT

26 February 2018

Dear Fellow Shareholder

Annual General Meeting

This year's Annual General Meeting will be held at 11.00 am on 23 May 2018 at IET London: Savoy Place, 2 Savoy Place, London WC2R 0BL. The formal notice convening the Annual General Meeting can be found on pages 3 to 5 of this circular. A form of proxy for use in connection with this meeting is enclosed with this document.

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a fairer method of voting as shareholder votes are to be counted according to the number of shares held. The votes cast by shareholders present at the Annual General Meeting will be added to the votes cast by proxy.

A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his or her rights to attend, speak and vote at the meeting.

Keller Long Term Incentive Plan

We are asking shareholders to approve a new Long Term Incentive Plan (the 'Plan'), to replace our existing Performance Share Plan (PSP) which was originally approved in 2014.

Our existing PSP has been successful in providing long-term incentives for our executives. However, we wish to provide for more flexibility and sustainability over time so that the new Plan will be able to accommodate future approved remuneration policy scenarios without the need to update the rules (for example, a change in the award limits and deferral quantum or duration or the introduction of a holding period).

The new Plan enables various award structures to be made under one plan. The existing PSP only allowed option awards to be granted, whereas the proposed Plan enables the company to offer performance shares, conditional shares and deferred bonus share awards, simplifying the way we manage and administer the Plan. The appendix to the notice of the AGM contains a description of the principal terms of the new Plan.

We recommend that the shareholders vote in favour of the resolution to approve the new Plan which is to be proposed at the Annual General Meeting as your Directors intend to.

Recommendation

Your Directors consider that each resolution to be proposed at the Annual General Meeting is in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Action to be taken

If you would like to vote on the resolutions set out in the notice but cannot come to the Annual General Meeting, please appoint a proxy or proxies:

- by completing the form of proxy sent to you with this document, and returning it to our registrars; or
- (if you are a CREST member) by using the CREST electronic proxy appointment service.

Yours faithfully,

Peter Hill CBE
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of Keller Group plc (the 'Company') will be held at IET London: Savoy Place, 2 Savoy Place, London WC2R 0BL on Wednesday 23 May 2018 at 11.00 am for the following purposes:

To consider, and if thought fit, to pass the following resolutions, of which resolutions 1–15 (inclusive) and resolutions 19 and 21 will be proposed as ordinary resolutions and resolutions 16, 17, 18 and 20 will be proposed as special resolutions.

1. To receive the audited accounts and the reports of the Directors and Auditors for the year ended 31 December 2017.
2. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 December 2017.
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2017.
4. To declare a final dividend for the year ended 31 December 2017 of 24.5p per Ordinary Share of 10p each in the capital of the Company ('Ordinary Share'), such dividend to be paid on 22 June 2018 to members on the register at the close of business on 1 June 2018.
5. To appoint KPMG LLP as Auditors of the Company.
6. To authorise the Audit Committee to agree the remuneration of the Auditors.
7. To elect Ms Eva Lindqvist as a Director.
8. To re-elect Mr Peter Hill CBE as a Director.
9. To re-elect Mr Alain Michaelis as a Director.
10. To re-elect Mr Chris Girling as a Director.
11. To re-elect Mr James Hind as a Director.
12. To re-elect Ms Nancy Tuor Moore as a Director.
13. To re-elect Mr Paul Withers as a Director.
14. To re-elect Dr Venu Raju as a Director.

15. THAT, pursuant to section 551 of the Companies Act 2006 ('the Act'), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £2,398,734; and
 - (ii) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £2,398,734 in connection with an offer by way of a rights issue:
 - (a) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 23 August 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Notice of Annual General Meeting

continued

16. THAT, subject to the passing of resolution 15 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 15 and to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

- (i) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by resolution 15(ii), such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
 - (a) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (ii) otherwise than pursuant to resolution 16(i), up to an aggregate nominal amount of £359,810,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 23 August 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

17. THAT, subject to the passing of resolution 15, the Directors be and are generally empowered in addition to any authority granted under resolution 16 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 15 and to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

- (i) up to an aggregate nominal amount of £359,810; and
- (ii) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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 this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 23 August 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

18. THAT, pursuant to section 701 of the Act, the Company be and is hereby granted general and unconditional authority to make market purchases (within the meaning of section 693(4) of the Act) of up to in aggregate 7,196,202 of its Ordinary Shares (representing 10% of the Company's issued Ordinary Share capital at the date of this notice) provided that:

- (i) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of: (a) an amount equal to not more than 5% above the average of the middle market quotations for the Ordinary Shares taken from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out; and
- (ii) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10p,

and (unless previously revoked, varied or renewed) the authority conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 23 August 2019 (whichever is the earlier) except that the Company may, before such expiry, enter into a contract for the purchase of its own shares under which such purchase would or may require to be completed or executed wholly or partly after the expiration of this authority and may make a purchase of Ordinary Shares pursuant to any such contract as if the said authority had not expired.

19. To authorise, generally and unconditionally, the Company and all companies which are subsidiaries of the Company during the period when this resolution 19 has effect, in accordance with sections 366 and 367 of the Act to:

- (i) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (ii) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (iii) incur political expenditure not exceeding £50,000 in total, (as such terms are defined in the Act),

during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company provided that the authorised sums referred to in paragraphs i), ii) and iii) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

20. THAT a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

21. THAT the rules of the Keller Long Term Incentive Plan (the 'Plan'), produced in draft to the meeting and initialled by the Chairman for the purposes of identification, and the main features of which are summarised in the Appendix to the Notice of Annual General Meeting, be and are hereby approved and the Board of Directors be and is hereby authorised to:

- (i) do all such acts and things as it considers necessary or expedient to establish and carry the Plan into effect; and
- (ii) establish such schedules to the Plan and/or such other plans based on the Plan but modified to take account of local tax, exchange control or securities laws outside the UK, provided that any shares made available under such schedules or other plans must be treated as counting against the relevant individual or overall dilution limits of the Plan.

By order of the Board

Kerry Porritt

Group Company Secretary
26 February 2018

Registered office:
5th floor, 1 Sheldon Square
London W2 6TT

Notice of Annual General Meeting

continued

Explanatory Notes

1. Resolution 1 – Accounts and reports

A public company is required to lay its annual accounts and reports at a General Meeting under the Companies Act 2006 (the 'Act'). The accounts, the report of the Directors and the report of the Company's Auditors on the accounts are contained within the Annual Report and Accounts.

2. Resolution 2 – Directors' Remuneration Policy

Shareholders are asked to approve the Directors' Remuneration Policy which is set out in full in the Remuneration Report on pages 61 to 68 of the Annual Report and Accounts. The Directors' Remuneration Policy was last approved by shareholders at the 2017 Annual General Meeting and the Company is therefore seeking renewed approval at this AGM. This vote is binding, therefore once the Directors' Remuneration Policy is approved, all remuneration payments made to Directors or future Directors must be consistent with this policy.

3. Resolution 3 – Directors' Remuneration Report

Section 439 of the Act requires that a remuneration report is put to a vote of shareholders at the Annual General Meeting. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it. Shareholders are asked to approve the Remuneration Report on pages 58 to 76 of the Annual Report and Accounts (excluding the part containing the Directors' Remuneration Policy).

4. Resolution 4 – Final dividend recommendation

The Board of Directors of the Company (the 'Board') recommends a final dividend of 24.5p per share for the year ended 31 December 2017. If approved, the recommended final dividend will be paid on 22 June 2018 to all shareholders who are on the register of members on 1 June 2018.

5. Resolution 5 – Appointment of Auditors

The law in England requires shareholders to approve the appointment of a company's auditor each year. The appointment runs until the conclusion of the next Annual General Meeting or 23 August 2019 (whichever is the earlier).

It is proposed that KPMG LLP be and are hereby appointed Auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company.

6. Resolution 6 – Auditors' remuneration

Under the Act, the remuneration of an auditor must be fixed by the shareholders by ordinary resolution or in such manner as the shareholders by ordinary resolution determine. Resolution 6 gives authority to the Audit Committee to determine the Auditors' remuneration.

7. Resolution 7 Election of Director

Ms Eva Lindqvist was appointed to the Board on 1 June 2017. Under the Company's articles of association Ms Lindqvist holds office until the Annual General Meeting following her appointment and accordingly is required to be elected as a Director of the Company at the meeting. Biographical information for Ms Lindqvist is set out on page 43 of the Annual Report and Accounts.

8. Resolutions 8 to 14 – Re-election of Directors

The 2016 UK Corporate Governance Code (the 'Code') recommends that all directors of FTSE 350 companies stand for annual election. In accordance with this recommendation, each Director of the Company who is proposed for re-election will retire and be proposed for re-election at the Annual General Meeting.

The Chairman has confirmed that the Directors' performance continues to be effective and they continue to demonstrate commitment to their roles.

Brief biographical details of all Directors are set out on pages 42 to 43 of the Annual Report and Accounts.

9. Resolutions 15, 16 and 17 – Authority to allot shares and disapplication of pre-emption rights

Under the Act, the Directors may only allot shares if authorised to do so under section 551 of the Act. Section 561 of the Act prevents allotments of equity securities for cash other than to existing shareholders in proportion to their existing holdings, unless the Directors are specifically authorised to do otherwise. This gives existing shareholders what are known as 'pre-emption rights'.

In line with guidance issued by the Investment Association, if passed, resolution 15(i) will authorise the Directors to allot Ordinary Shares of 10p each in the capital of the Company ('Ordinary Shares') (and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company) up to an aggregate nominal amount of £2,398,734. This amount represents approximately one third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 26 February 2018, being the last practicable date before the publication of this document.

In addition, if passed, resolution 15(ii) will authorise the Directors to allot Ordinary Shares (and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in connection with a rights issue only up to a further aggregate nominal amount of £2,398,734. This amount represents approximately one third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 26 February 2018, being the last practicable date before the publication of this document.

Resolutions 16 and 17, which will be proposed as special resolutions, if passed, will enable the Directors to allot equity securities for cash or sell treasury shares for cash up to a maximum aggregate nominal amount of £4,797,468 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 16 will be limited to allotments or sales:

- (i) up to an aggregate nominal amount of (i) £4,797,468 in connection with a rights issue or (ii) 2,398,734 in connection with an open offer or other pre-emptive offer, in each case to Ordinary Shareholders and to holders of other equity securities (if required by the rights of those securities or the Directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) in any other case, up to an aggregate nominal amount of £359,810 (which represents approximately 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 26 February 2018, being the last practicable date before the publication of this document).

The powers proposed under resolution 17 will be limited to allotments or sales:

- (i) up to an aggregate nominal amount of £359,810 (which represents approximately 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 26 February 2018, being the last practicable date before the publication of this document); and
- (ii) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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.

As at close of business on 26 February 2018, the Company held 1,137,718 Ordinary Shares in treasury, which represent approximately 1.58% of the Company's issued Ordinary Shares (excluding treasury shares) at that time.

The Directors intend to adhere to the Statement of Principles issued by the Pre-emption Group, as updated in March 2015, and not allot shares on a non pre-emptive basis pursuant to the authorities in resolutions 16 and 17:

- (i) in excess of an amount equal to 5% of the total issued Ordinary Share capital of the Company (excluding treasury shares); or
- (ii) in excess of an amount equal to 7.5% of the total issued Ordinary Share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

The authority sought by resolutions 15, 16 and 17 will expire at the conclusion of the next Annual General Meeting following the passing of these resolutions or on 23 August 2019 (whichever is the earlier) but could be varied or withdrawn by agreement of shareholders at an intervening General Meeting.

10. Resolution 18 – Purchase of the Company's own shares

This resolution grants a limited authority to the Company to purchase through the market up to 10% of its issued share capital. The resolution specifies the maximum and minimum prices at which the Ordinary Shares may be bought at the date of the notice. The authority sought will expire at the conclusion of the next Annual General Meeting following the passing of this resolution, but could be varied or withdrawn by agreement of shareholders at an intervening General Meeting.

The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the interests of shareholders generally and will result in an increase in earnings per share.

11. Resolution 19 – Political donations

Resolution 19 deals with political donations. Under the Act, political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Therefore, notwithstanding that the Company has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward resolution 19 to allow the Company to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the Act, resolution 19 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Notice of Annual General Meeting

continued

12. Resolution 20 – Calling a General Meeting on 14 days' notice

This resolution is intended to allow the Company to take advantage of an opt-out in the EU Shareholder Rights Directive (Directive 2007/36/EC), which will allow the Company to retain a 14-day notice period for Company meetings other than Annual General Meetings. Under the Directive, listed companies must provide 21 clear days' notice of a General Meeting, unless the Company offers a facility for shareholders to vote by electronic means that is accessible to all shareholders and shareholders have approved the holding of General Meetings on 14 clear days' notice. Passing resolution 20 will mean that the Company can call a meeting other than an Annual General Meeting on 14 clear days' notice, provided that it offers the facility for shareholders to vote by electronic means at any such meeting. The Company intends to use this authority in limited circumstances for time-sensitive matters and where a shorter notice period would, in the Board's opinion, be merited in the interests of shareholders as a whole.

13. Resolution 21 – Keller Long Term Incentive Plan

Shareholder approval is being sought for the adoption of a new Keller Long Term Incentive Plan. A summary of the principal terms of the Plan is set out in the Appendix. The Long Term Incentive Plan rules are available for inspection at the registered office of the Company during normal business hours until the date of the Annual General Meeting and at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion.

Recommendation

The Directors believe that the proposals in resolutions 1 to 21 are in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend that you vote in favour of all of the resolutions.

Action to be taken

If you would like to vote on the resolutions set out in the notice but cannot come to the Annual General Meeting, please appoint a proxy or proxies:

- by completing the form of proxy sent to you with this document, and returning it to our registrars; or
- if you are a CREST member, by using the CREST electronic proxy appointment service.

By order of the Board

Kerry Porritt

Group Company Secretary
26 February 2018

Notes

(i) Record date

The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.30 pm on 21 May 2018 or, in the event that the meeting is adjourned, in the register of members as at 6.30 pm on the date that is two working days before the time of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.30 pm on 21 May 2018 or, in the event that the meeting is adjourned, after 6.30 pm on the date that is two working days before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

(ii) Proxies

(ii)a A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes. To appoint more than one proxy, shareholders will need to complete a separate proxy form for each proxy. Copies of additional proxy forms can be obtained from the Company's registrars, Equiniti Limited, by telephoning 0371 384 2264. Lines are open from 8.30 am to 5.30 pm (UK time), Monday to Friday, excluding English public holidays. The Equiniti overseas helpline number is +44 121 415 7047. Alternatively, shareholders may photocopy the form of proxy indicating on each copy the name of the proxy to be appointed and the number of shares in respect of which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder may result in the proxy appointment being invalid. The total votes cast and in respect whereof abstention is recorded by a shareholder or his duly appointed proxies may not, in aggregate, exceed the total number of the votes exercisable by that shareholder in respect of Ordinary Shares of which he is the holder. All forms of proxy should be returned together in the same envelope. Shareholders can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The right of a shareholder under section 324 of the Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.

(ii)b A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so as to arrive no later than 11.00 am on 21 May 2018 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting).

(ii)c CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent ID RA19 by no later than 11.00 am on 21 May 2018 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding non-working days) before the time of any adjourned meeting). No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notice of Annual General Meeting

continued

(iii) Nominated Persons

A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Act (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. It is important for any Nominated Person to remember that his main contact in terms of his investment remains as it was (for example, the registered shareholder, or perhaps custodian or broker, who administers the investment on the Nominated Person's behalf). Therefore any changes or queries relating to a Nominated Person's personal details and holding (including any administration thereof) must continue to be directed to that Nominated Person's existing contact at his investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to a Nominated Person directly for a response.

(iv) Multiple corporate representatives

- (iv)a A member which is a corporation is entitled to appoint more than one corporate representative and all of those appointed can attend the meeting of the Company.
- (iv)b In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

(v) Website publication of audit concerns

A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company, or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting of the Company in accordance with section 527 of the Act.

Any such request must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out below; and
- (c) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
- the statement may be dealt with as part of the business of the meeting.

(vi) Methods of making requests

Any request by a shareholder or shareholders to require the Company to publish audit concerns:

- (a) may be made either:
 - in hard copy, by sending it to the Group Company Secretary, Keller Group plc, 5th floor, 1 Sheldon Square, London W2 6TT; or
 - in electronic form, by sending it to secretariat@keller.co.uk, marked for the attention of the Group Company Secretary (please state 'Keller Group plc: AGM' in the subject line of the email);
- (b) must state the full name(s) and address(es) of the shareholder(s); and
- (c) where the request is made in hard copy form must be signed by the shareholder(s).

(vii) Shareholder requisition rights

Shareholders satisfying the threshold requirements in sections 338 and 338A of the Act, can require the Company to give to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which those shareholders intend to move (and which may properly be moved) at the meeting; and/or to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business unless: a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); b) it is defamatory of any person; or c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than six clear weeks before the date of the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

(viii) Questions

Members have the right to ask questions at the meeting in accordance with section 319A of the Act. The Company must cause to be answered at the meeting any such question unless:

- (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

(ix) Issued share capital

As at 26 February 2018, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 73,099,735 Ordinary Shares, carrying one vote each.

As the Company holds 1,137,718 Ordinary Shares in treasury, in respect of which it cannot exercise any votes, the total voting rights in the Company as at 26 February 2018 are 71,962,017.

(x) Information available on the Company's website

The following information is, or will be, available on the Company's website (www.keller.com), as required by section 311A of the Act:

- (a) the contents of this notice of the meeting;
- (b) the total number of Ordinary Shares, in respect of which members are entitled to exercise voting rights at the meeting;
- (c) the total voting rights that members are entitled to exercise at the meeting in respect of the Ordinary Shares; and
- (d) any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice.

(xi) Documents available for inspection

Copies of all the Directors' service contracts, letters of appointment or memoranda of the terms thereof, the Existing Articles and the Keller Long Term Incentive Plan will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

(xii) Communications with the Company

Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the following means:

- (a) calling our shareholder helpline on 0371 384 2264. Lines are open from 8.30 am to 5.30 pm (UK time), Monday to Friday excluding English public holidays. The Equiniti overseas helpline number is +44 121 415 7047; or
- (b) writing to the Company's registrars at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

No other methods of communication will be accepted. Any electronic communication sent by a shareholder to the Company or Equiniti Limited which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.

(xiii) EU General Data Protection Regulation

Under the EU General Data Protection Regulation, which takes effect on 25 May 2018, Shareholders, as data subjects, have extensive data protection rights. For further information, please see our Privacy Policy at www.keller.com

Appendix

Summary of The Keller Long Term Incentive Plan

1. General

The operation of The Keller Long Term Incentive Plan (the 'Plan') will be overseen by the Board of Directors of the Company or a Committee of it, such as the Company's Remuneration Committee, or such other Committee comprising a majority of Non-executive Directors to which the Board delegates responsibility for overseeing the operation of the Plan (the 'Committee').

Decisions of the Committee are final and binding in all respects.

Benefits under the Plan are not pensionable benefits.

2. Eligibility

Employees and Executive Directors of the Company and its subsidiaries (the 'Group') will be eligible to participate in the Plan, at the discretion of the Committee.

Awards made to Executive Directors of the Company will comply with the approved Directors' Remuneration Policy in place at the relevant time, particularly as regards the application of the individual limit, malus, clawback and holding periods.

3. Awards under the Plan

Awards under the Plan will be granted over ordinary shares in the capital of the Company ('Shares').

The following awards may be made under the Plan:

- deferred awards, which are rights to acquire Shares that relate to a bonus deferral ('Deferred Awards');
- conditional awards, which are rights to acquire Shares, such rights being conditional on continued service but with no performance conditions ('Conditional Awards');
- matching awards, which are rights to acquire Shares, such rights may be subject to performance conditions and are awarded in connection with a Deferred Award ('Matching Awards'); and
- performance awards, which are rights to acquire Shares, such rights being subject to performance conditions ('Performance Awards').

Awards will be granted in one of the following forms, at the discretion of the Committee:

- a conditional right to receive Shares in the future; or
- a conditional right to receive a cash sum in the future linked to the value of a given number of notional Shares.

Awards may be granted over newly issued or treasury Shares, or Shares purchased in the market.

Awards may not be transferred, except on death. No payment is required for the grant of an award.

4. Timing of awards

Awards may only be granted within a period of 42 days commencing on any of the following:

- the day the Plan is approved by shareholders;
- the day of the the announcement of the Company's results for the last preceding financial year, half year or other period;
- any day on which changes to the legislation or regulations affecting share plans are announced or take effect; or
- if restrictions on dealings or transactions in securities ('Dealing Restrictions') prohibited the grant of an award in the periods mentioned above, the date that all such Dealing Restrictions cease to apply.

Subject to Dealing Restrictions, awards may also be granted at any time that the Committee resolves that exceptional circumstances exist which justify the grant of awards.

Awards may not be granted after 23 May 2028.

5. Dilution limits

No award may be granted under the Plan if it would cause the number of Shares which may be allocated (where granted as rights to subscribe for Shares), when added to the total number of Shares which have been allocated (by being granted as rights to subscribe for Shares or the actual issue and allotment of Shares) in the previous 10 years under the Plan and any other employee share plans operated by the Company, to exceed 10% of the ordinary share capital of the Company in issue immediately before that day. Additionally, a similar limit of 5% of the Company's ordinary share capital applies to awards granted under the Plan, when taken in conjunction with Shares allocated (where granted as rights to subscribe for Shares) under any other discretionary share plans operated by the Company. For so long as it is required by institutional investor guidelines, treasury Shares will count towards these limits.

6. Individual limit

Awards to participants are limited in accordance with any limits set out in the latest Remuneration Policy.

7. Vesting and conditions of awards

Awards will not normally vest until at least three years after grant (or two years after grant for Deferred Awards).

Awards may be granted subject to performance conditions, or other conditions that must be satisfied in order for awards to vest. All Plan awards granted to Executive Directors of the Company will be in compliance with the prevailing Remuneration Policy.

The Committee may amend or vary a performance condition or other condition where an event occurs which causes it to decide such amendment or variation would be appropriate, provided that the amended or varied performance condition or other condition is not materially less difficult to satisfy than as was intended when originally imposed.

Vesting and satisfaction of an award may be delayed due to Dealing Restrictions or where an investigation is ongoing as to whether an award should be subject to a malus or clawback adjustment.

The Committee may decide to satisfy vested awards in whole or in part by paying an equivalent cash amount in lieu of issuing or transferring Shares.

8. Malus and clawback

The Committee may determine that Awards be subject to malus and/or clawback provisions in accordance with the Malus and Clawback policy. If either of these provisions are invoked, the Committee may reduce the award (malus) or recover from the participant (clawback) an amount relating to the value of the award (clawback), as appropriate, where it determines that there has been:

- a misstatement of the accounts of the Company;
- an erroneous or inaccurate assessment of an applicable performance condition or other condition;
- fraud or gross misconduct by the participant or circumstances entitling summary dismissal; or
- any other circumstance justifying the operation of malus and/or clawback.

The Committee may also reduce an award to give effect to a clawback provision contained in any other employee share plan or bonus plan operated by the Group.

9. Holding period

A holding period may be applied to an Award such that the participant may not normally dispose of the Shares subject to the award for a specified period after vesting, usually lasting two years. Shares sold to satisfy any taxes and/or social security contributions which may arise in connection with the award will not be subject to a holding period.

All Plan awards granted to Executive Directors of the Company will be subject to a holding period in compliance with the prevailing Remuneration Policy.

The holding period may be applied in two different ways. The Committee may determine that the ownership of the Shares is delivered to participants before the holding period and the Shares subject to the holding period must be held in a nominee account (subject to transfer restrictions). Or the Committee may determine that the ownership of the Shares is not delivered to the participants until the end of the holding period and the award will continue through the holding period.

10. Leavers

If a participant ceases to be employed within the Group before their award has vested, their award will normally lapse. However, if it is a Deferred Award, it will not lapse and will instead vest on the original vesting date.

If a participant leaves the Group by reason of ill-health, injury or disability, retirement, redundancy, the sale of the participant's employing business or subsidiary company or for any other reason at the Committee's discretion (a 'Good Leaver'), their award will not lapse and instead will continue until the original vesting date and normally:

- a Deferred Award will not be time pro-rated, a Matching Award or Conditional Award may be time pro-rated and a Performance Award will be time pro-rated;
- vest to the extent any applicable performance conditions have been satisfied (measured over the original performance period or another period determined to be appropriate by the Committee); and
- vest to the extent any other conditions applicable to the award have been satisfied.

Any holding period applicable to an award will normally continue to apply after leaving.

If a participant ceases to be employed after their award has vested but during a holding period, their award will continue to be subject to the holding period, unless the committee determine otherwise.

Where a participant dies before their award has vested, it will vest on the date of their death, any performance or other conditions will be waived and it may be time pro-rated at the discretion of the Committee. Any holding period will expire on the date of death and the malus and clawback policy will cease to apply.

11. Company events

In the event of a takeover (including a person becoming bound or entitled to acquire shares), scheme of arrangement or voluntary winding up of the Company, awards will normally vest, unless the Committee determines otherwise.

The Committee will determine the extent to which awards will vest taking into account all relevant factors at the time, including the extent to which any applicable performance conditions or other conditions have been satisfied and the period of time that has elapsed from the award date to the date of the relevant event.

Alternatively, in some circumstances (including internal reorganisations in particular), if the Committee so determine, awards may be exchanged for substantially equivalent rights over shares in an acquiring company.

Any holding period applicable to an award will normally expire in the case of a Company event, unless the Committee decides otherwise or the award is exchanged for substantially equivalent rights over shares in an acquiring company.

Appendix

continued

12. Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction which will materially affect the value of Shares, the Committee may make an adjustment to the number of Shares or class of share subject to awards.

13. Rights attaching to Shares

All Shares issued under the Plan will rank alongside shares of the same class then in issue. Participants will not be entitled to any dividend, voting or other shareholder rights in respect of Shares until the Shares are issued or transferred to them (as appropriate).

The Company will apply for the listing of any Shares issued in connection with the Plan as soon as practicable after issue.

14. Amendments and termination

The Committee may at any time amend the Plan in any way, save that any proposed amendment that is to the advantage of present or future participants and that relates to the provisions governing the persons to or for whom Shares or cash may be provided, the overall and individual limits on the granting of awards, the basis for determining participants' entitlement to, and the terms of, Shares or cash, or the rights of participants in the event of a capitalisation or rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital of the Company may not be made without the prior approval of shareholders in general meeting.

There is an exception for minor amendments to benefit the administration of the Plan, to comply with or take account of the provisions of any proposed or existing legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Group or any present or future participant.

No amendment may be made that would be to the material disadvantage of any subsisting rights of any participants unless all such disadvantaged participants have been asked for consent to the amendment and a majority of those who respond give their consent.

The Committee may terminate the Plan at any time, although this will not affect any subsisting rights under the Plan.

15. US Schedule

The Plan includes a US schedule to ensure that the awards granted to US tax payers are made in accordance with US tax rules.

This summary does not form part of the rules of the Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the Plan up until the time of the Annual General Meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

How to get to the Annual General Meeting (AGM)

The AGM of Keller Group plc will be held at IET London: Savoy Place, 2 Savoy Place, London WC2R 0BL on Wednesday 23 May 2018 at 11.00 am.



