

2020 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 (the 'Company')

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

Formal notice of an Annual General Meeting of the Company to be held at 11.00am at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT on Thursday 21 May 2020 is set out in this document. A form of proxy is enclosed for members who wish to use one.

The form of proxy should be completed, signed and returned to reach the Company's registrars, Equiniti Limited, no later than 11.00am on 19 May 2020 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). The form of proxy 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

Dear Fellow Shareholder

Annual General Meeting 2020

I look forward to welcoming you to the Keller Group plc 2020 Annual General Meeting ('AGM'). This year's AGM will be held on Thursday 21 May 2020 at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT and will start at 11.00am. A map of the venue's location is attached on page 10. The formal notice convening the AGM can be found on pages 3 and 4 of this circular. A form of proxy for use in connection with this meeting is enclosed with this document.

Dividend

The Board intends to maintain the current progressive dividend policy and, in addition to the normal 5% increase to the annual ordinary dividend of recent years, the Board intends to pay a non-recurring supplementary dividend of 2.3p per share for 2019 and of 4.4p per share for 2020. This brings the 2019 full year dividend to 40.0p per share for 2019, a year on year increase of 11%, and to 44.0p per share for 2020. The recommended 2019 final dividend of 27.4p per share will be paid on 26 June 2020 to shareholders on the register as at the close of business on 5 June 2020. Resolution 3 seeks shareholder approval of the final dividend.

Board

Your Board is responsible for setting the group's strategy and overseeing its performance. In 2019, we defined more clearly the core activities of our business. Our objective is for Keller to become a more focused, higher quality business achieving both sustainable operational delivery and cash generation whilst building on our industry-leading margins. Details of our participation in the year's major decisions and activities can be found in the Governance section of our Annual Report.

We continue to review the Board's composition to ensure that we have the correct balance of experience, diversity and skills to drive our effectiveness. As previously announced, Paul Withers, Non-Executive Director, is retiring from the Board and will not stand for re-election at the AGM. Concurrent with the retirement of Paul Withers, collectively, we have agreed that it is the right time to move to a more conventional plc board structure, by reducing the number of Executive Directors and James Hind and Venu Raju, both Executive Directors, will not stand for re-election at the AGM.

In accordance with the UK Corporate Governance Code, all other directors of the company, will stand for re-election to the Board at the AGM. The biographies of all the directors standing for re-election are set out in Appendix 1 on page 11 of this Notice of meeting.

The Board believes that each director brings considerable knowledge and wide ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each director has continued to perform effectively and demonstrate commitment to their role.

We consider all of the independent Non-executive Directors to be independent in accordance with the UK Corporate Governance Code.

Voting

Your participation in this annual event is important to us, however we recognise that not all shareholders will be able to attend this year's AGM in person. If you cannot attend the meeting, please vote your shares by appointing a proxy. Information about how to submit your proxy instructions is set out on page 7.

Voting at the AGM 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 AGM will be added to the votes cast by proxy.

Many of the resolutions proposed are standard matters and explanatory notes for all the business of the meeting are given on pages 5 and 6 of this document.

Recommendation

Your Directors consider that each resolution to be proposed at the AGM 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, where applicable.

Attending the AGM

If you would like to vote on the resolutions set out in the notice but are not able to attend in person, please appoint one or more proxies to attend, speak and vote at the meeting.

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

Yours faithfully,



Peter Hill CBE

Non-executive Chairman
3 March 2020

Notice of Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of Keller Group plc (the 'Company') will be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT on Thursday 21 May 2020 at 11.00am for the following purposes:

To consider, and if thought fit, to pass the following resolutions, of which resolutions 1–12 (inclusive) and resolution 16 will be proposed as ordinary resolutions and resolutions 13, 14, 15 and 17 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 2019.
2. 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 2019.
3. To declare a final dividend for the year ended 31 December 2019 of 27.4p per Ordinary Share of 10p each in the capital of the Company ('Ordinary Share'), such dividend to be paid on 26 June 2020 to members on the register at the close of business on 5 June 2020.
4. To re-appoint Ernst & Young LLP as Auditors of the Company.
5. To authorise the Audit Committee to agree the remuneration of the Auditors.
6. To re-elect Peter Hill CBE as a Director.
7. To re-elect Paula Bell as a Director.
8. To re-elect Eva Lindqvist as a Director.
9. To re-elect Nancy Tuor Moore as a Director.
10. To re-elect Baroness Kate Rock as a Director.
11. To re-elect Michael Speakman as a Director.
12. 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 £2,402,342; and
 - (ii) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £2,402,342 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 21 August 2021 (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).

13. THAT, subject to the passing of resolution 12 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 12 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 12(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 13(i), up to an aggregate nominal amount of £360,351,

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 21 August 2021 (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).

14. THAT, subject to the passing of resolutions 12 and 13, the Directors be and are generally empowered in addition to any authority granted under resolution 13 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 12 and to sell Ordinary Shares held by the Company as treasury shares for cash as if

Notice of Annual General Meeting continued

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 £360,351; 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 21 August 2021 (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.

15. 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 7,207,028 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 21 August 2021 (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.

16. To authorise, generally and unconditionally, the Company and all companies which are subsidiaries of the Company during the period when this resolution 16 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.

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

By order of the Board



Kerry Porritt

Group Company Secretary and Legal Advisor
3 March 2020

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

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 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 70 to 86 of the Annual Report and Accounts (excluding the part containing the Directors' Remuneration Policy).

3. Resolution 3 – Final dividend recommendation

The Board of Directors of the Company (the 'Board') recommends a final dividend of 27.4p per share for the year ended 31 December 2019. The final dividend includes a non-recurring supplementary dividend of 2.3p per share. If approved, the recommended final dividend will be paid on 26 June 2020 to all shareholders who are on the register of members on 5 June 2020.

4. Resolution 4 – Re-appointment of Auditors

The law in England requires shareholders to approve the re-appointment of a company's auditor each year. The appointment runs until the conclusion of the next Annual General Meeting or 21 August 2021 (whichever is the earlier).

It is proposed that Ernst & Young LLP be and are hereby re-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.

5. Resolution 5 – 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 5 gives authority to the Audit Committee to determine the Auditors' remuneration.

6. Resolutions 6 to 11 – Re-election of Directors

In accordance with the recommendations in the provisions of the 2018 UK Corporate Governance Code (the 'Code'), we will continue our practice of requiring all directors to retire annually and to offer themselves for election and re-election as appropriate.

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

The biographies of all the directors standing for re-election are set out in Appendix 1 on page 11 of this Notice of meeting.

7. Resolutions 12, 13 and 14 – 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 12(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 £2,402,342. This amount represents approximately one third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 March 2020, being the last practicable date before the publication of this document.

In addition, if passed, resolution 12(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 £2,402,342. This amount represents approximately one third of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 March 2020, being the last practicable date before the publication of this document.

Resolutions 13 and 14, 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 £4,804,684 without having to comply with statutory pre-emption rights.

The powers proposed under resolution 13 will be limited to allotments or sales:

- (i) up to an aggregate nominal amount of (i) £4,804,684 in connection with a rights issue or (ii) £2,402,342 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 £360,351 (which represents approximately 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 March 2020, being the last practicable date before the publication of this document).

The powers proposed under resolution 14 will be limited to allotments or sales:

- (i) up to an aggregate nominal amount of £360,351 (which represents approximately 5% of the issued Ordinary Share capital of the Company (excluding treasury shares) as at 3 March 2020, 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.

Notice of Annual General Meeting continued

Explanatory Notes continued

As at close of business on 3 March 2020, the Company held 1,029,451 Ordinary Shares in treasury, which represent approximately 1.43% 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 13 and 14:

- (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 12, 13 and 14 will expire at the conclusion of the next Annual General Meeting following the passing of these resolutions or on 21 August 2021 (whichever is the earlier) but could be varied or withdrawn by agreement of shareholders at an intervening General Meeting.

8. Resolution 15 – 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.

9. Resolution 16 – Political donations

Resolution 16 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 16 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 16 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

10. Resolution 17 – 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 17 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.

Recommendation

The Directors believe that the proposals in resolutions 1 to 17 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 and Legal Advisor
3 March 2020

Other 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 6.30pm on 19 May 2020 or, in the event that the meeting is adjourned, in the register of members as at 6.30pm 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 6.30pm on 19 May 2020 or, in the event that the meeting is adjourned after 6.30pm 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

- (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 8.30am to 5.30pm (UK time), Monday to Friday, excluding English public holidays. The Equiniti overseas helpline number is +44 121 415 0804. 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 form of proxy. 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.
- (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 11.00am on 19 May 2020 (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).
- (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 11.00am on 19 May 2020 (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.

(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

Notice of Annual General Meeting continued

Other notes continued

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

- (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.
- (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.com, 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 3 March 2020, 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 1,029,451 Ordinary Shares in treasury, in respect of which it cannot exercise any votes, the total voting rights in the Company as at 3 March 2020 are 72,070,284.

(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, qualifying third-party indemnity provisions of which the Directors have the benefit and the Company's Articles of Association 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 8.30am to 5.30pm (UK time), Monday to Friday excluding English public holidays. The Equiniti overseas helpline number is +44 121 415 0804; 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.

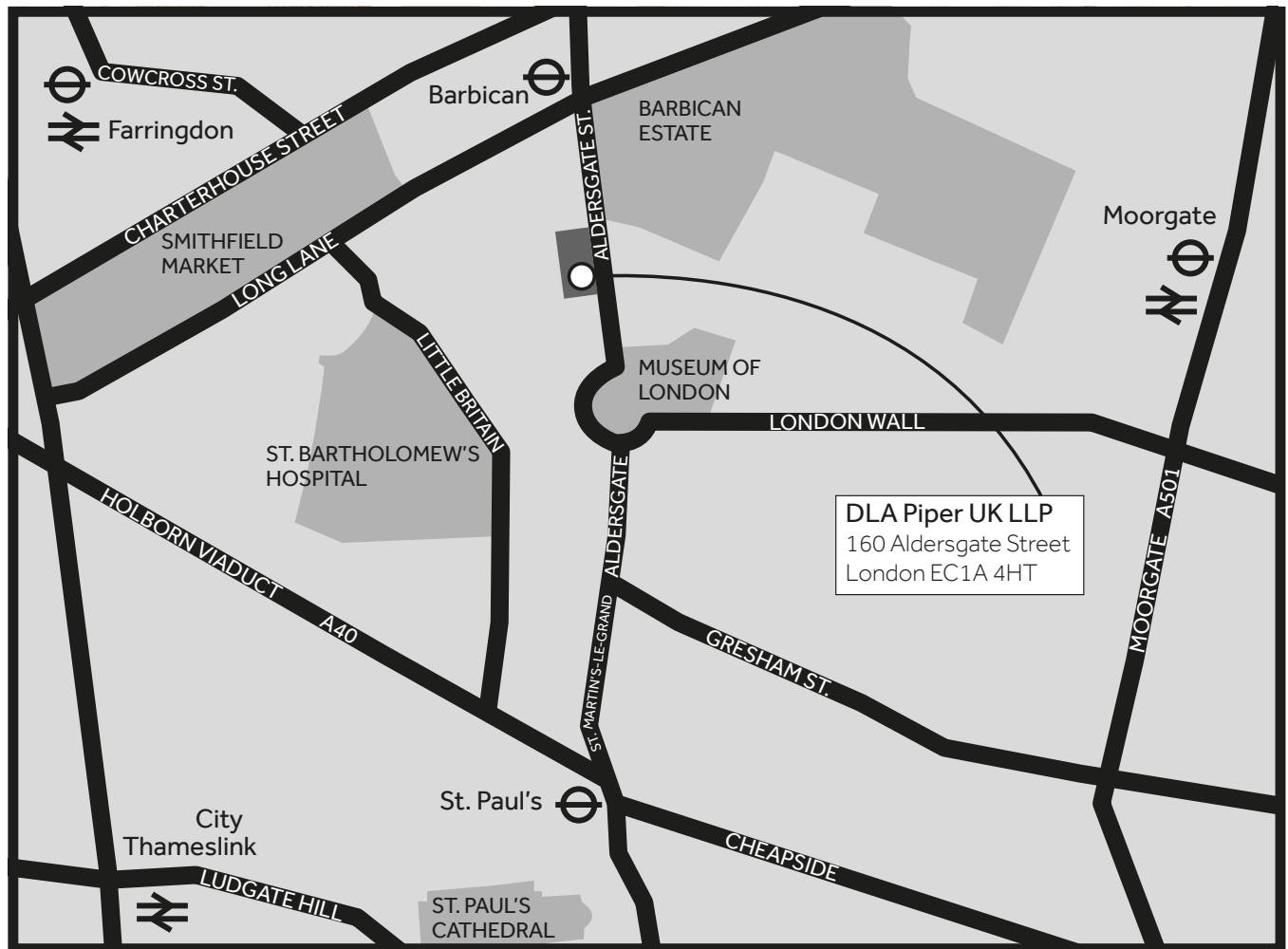
(xiii) EU General Data Protection Regulation

Under the EU General Data Protection Regulation, which took 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

How to get to the Annual General Meeting

Thursday 21 May 2020 at 11.00am, at the offices of:

DLA Piper UK LLP
160 Aldersgate Street
London
EC1A 4HT



Appendix 1: Biographies of Directors

1 Peter Hill CBE

Peter brings significant leadership credentials, experience and knowledge to the Board. Peter is a Non-executive Director and Chairman-designate of Petra Diamonds Limited. He was previously Non-executive Chairman of Volution Group plc from its IPO in 2014 to January 2020; of Imagination Technologies plc from February 2017 until its sale to Canyon Bridge Partners in September 2017; of Alent plc from 2012 to the end of 2015; Chief Executive of the electronics and technology group Laird PLC from 2002 to late 2011; a Non-executive Director on the Boards of Cookson Group plc, Meggitt plc and Oxford Instruments plc. He has been a Non-executive Board member of UK Trade and Investment, and a Non-executive Director on the Board of the Royal Air Force, chaired by the UK Secretary of State for Defence.

His early career was spent with natural resources companies Anglo American, Rio Tinto and BP; he was an Executive Director on the Board of Costain Group plc, and he has also held management positions with BTR plc and Invensys plc. Peter holds a degree in Mining Engineering and an MBA from the London Business School, and is a Chartered Engineer and a Fellow of the Institute of Minerals, Materials and Mining. He was born and brought up in the Middle East, has lived and worked in the USA and Southern Africa, and has longstanding business connections with Continental Europe and Australasia.

2 Paula Bell

Paula has extensive international strategic, financial, commercial and M&A experience from large listed global companies and is currently the Chief Financial & Operations Officer of Spirent Communications plc, a leading multinational testing and solutions group. From 2013 to 2016 she was Chief Financial Officer of support services group John Menzies plc and between 2006 and 2013 was Group Finance Director of the advanced engineering group Ricardo plc. Previously, she held senior management positions at BAA plc, AWG plc and Rolls-Royce plc.

Paula was a Non-executive Director and Chairman of the Audit Committee of the global FTSE 250 engineering and technology group Laird PLC from 2012 until its acquisition and delisting in July 2018, including a period as Senior Independent Director. Paula is a Fellow of the Chartered Institute of Management Accountants and a Chartered Global Management Accountant.

3 Eva Lindqvist

Eva brings a broad and global management skillset in the industrial and service sectors to the Board. Eva, a Swedish citizen, graduated with a Master of Science in Engineering and Applied Physics from the Linköping Institute of Technology, and holds an MBA from the University of Melbourne. She is a member of the Royal Swedish Academy of Engineering Sciences, and has lived and worked across Europe, North America and Asia.

Eva spent 20 years with Ericsson in progressively senior roles, focusing on strategy, production development and international sales, which included assignments in the USA and in Japan. In 2000 she joined the Scandinavian telecommunications company Telia Sonera, being Senior Vice President, Marketing Products and Services for its mobile telecoms division, before becoming Chief Executive of Telia Sonera's international carrier.

She is a Non-executive Director, and Chair of the Remuneration Committee, of Bodcote plc; and Sweco AB, Europe's leading architecture and engineering consultancy. Eva was a Non-executive Director of Assa Abloy AB, the global security products company and Caverion AB, the global provider of energy efficient solutions to the building industries.

4 Nancy Tuor Moore

Nancy has extensive international business experience, together with a proven record in winning and safely delivering both global and local contracts. Between 1992 and 2012, Nancy served three terms of three years each on the board of directors of CH2M Hill, Inc., a global leader in consulting design, design-build and project management, latterly as Group President and Corporate Sponsor for Sustainability. Prior to that, she held a number of senior executive roles within CH2M Hill, both in the US and internationally, most notably leading the Rocky Flats Closure Project in Golden, Colorado, the world's largest nuclear environmental clean-up programme, and delivering the Masdar City Project development, the desert community that aims to be carbon neutral and zero waste, in Abu Dhabi. Nancy is a Non-executive Director of Terracon, Inc. and IMA Financial Group, Inc., and Chairman of the Board of Governors for Colorado State University.

5 Baroness Kate Rock

Kate has a strong international background in corporate communications and business relations. She was a partner at College Hill for 12 years from 1996, where she provided strategic counsel and business communications advice to international public and private companies. Kate was appointed a Life Peer in 2015. She is currently a member of the House of Lords Select Committee on the Rural Economy and a member of the board of the world's first Centre for Data Ethics and Innovation. From 2017–2018 she was a member of the House of Lords Select Committee on Artificial Intelligence.

Kate was Vice-Chairman of the Conservative Party with responsibility for business engagement until July 2016, giving her wide-ranging exposure to a large number of industries, including large-scale infra-structure projects. She is also a Senior Adviser at Instinctif Partners. Kate holds a BA in Publishing and History.

6 Michael Speakman

Michael is a highly experienced listed company executive director who brings significant global knowledge obtained in blue-chip engineering groups. Michael was appointed Chief Executive Officer on 12 December 2019 and has been a member of the Board of Directors since August 2018. Before joining Keller, Michael was Chief Financial Officer of Cape plc, a leading international provider of industrial services, employing some 20,000 people. He has over 30 years of experience across a range of industries, holding senior operational, divisional and corporate roles within TI Group plc and Smiths Group plc between 1982 and 2004, before his appointment as Chief Financial Officer for the oilfield services company Expro International Group plc. Michael holds a BSc in Engineering and is a Fellow of the Chartered Institute of Management Accountants.



