

16 May 2019

**Keller Group plc ("the Company")**  
**2019 AGM Results**

Keller Group plc (the "Company") announces that all resolutions were passed by the requisite majorities at the Company's Annual General Meeting held at Leonardo Royal St. Paul's Hotel, 10 Godliman Street, London EC4V 5AJ at 11:00am on Thursday, 16 May 2019.

In line with recommended practice, a poll was conducted on each resolution at the meeting. The total voting rights (the issued share capital excluding Treasury Shares) on 14 May 2019 was 72,059,880.

The total number of votes received on each resolution is as follows:

<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Total Votes</b>	<b>Votes Withheld</b>
1 - To receive the report and accounts	57,464,728	100.00%	195	0.00%	57,464,923	35,811
2 - To approve the Directors' remuneration report	45,776,928	79.97%	11,466,440	20.03%	57,243,368	257,365
3 – To declare a final dividend of 23.9p per Ordinary Share	57,500,689	100.00%	45	0.00%	57,500,734	0
4 – To appoint Ernst & Young LLP as Auditors	57,351,954	99.74%	148,385	0.26%	57,500,339	395
5 - To agree the Auditors' remuneration	57,476,674	99.99%	4,225	0.01%	57,480,899	19,835
6 - To elect Paula Bell	57,318,956	99.69%	178,566	0.31%	57,497,522	3,212
7 - To elect Baroness Kate Rock	56,979,506	99.10%	518,566	0.90%	57,498,072	2,662
8 - To elect Michael Speakman	57,018,180	99.17%	475,342	0.83%	57,493,522	7,212
9 - To re-elect Peter Hill CBE	57,158,941	99.41%	338,698	0.59%	57,497,639	3,095
10 - To re-elect Mr James Hind	57,081,884	99.28%	416,305	0.72%	57,498,189	2,545
11 - To re-elect Eva Lindqvist	57,067,319	99.25%	430,870	0.75%	57,498,189	2,545
12 – To re-elect Alain Michaelis	57,188,209	99.46%	309,980	0.54%	57,498,189	2,545
13 – To re-elect Nancy Tuor Moore	57,319,043	99.69%	179,146	0.31%	57,498,189	2,545

14 - To re-elect Dr Venu Raju	57,186,502	99.46%	311,687	0.54%	57,498,189	2,545
15 - To re-elect Dr Paul Withers	57,341,770	99.73%	152,419	0.27%	57,494,189	6,545
16 - Authority to allot shares	54,093,352	94.08%	3,404,837	5.92%	57,498,189	2,545
17 - Authority to disapply pre-emption rights	56,380,172	99.32%	387,447	0.68%	56,767,619	733,115
18 - Authority to disapply pre-emption rights (limited circumstances)	53,277,370	93.85%	3,490,249	6.15%	56,767,619	733,115
19 - Authority to buy back shares	57,048,745	99.44%	323,488	0.56%	57,372,233	128,501
20 - Authority to make political donations	55,312,331	96.20%	2,184,203	3.80%	57,496,534	4,200
21 - Authority to call a general meeting on 14 days' notice	55,584,442	96.67%	1,914,142	3.33%	57,498,584	2,150

Prior to the AGM, ISS proxy advisors recommended that shareholders vote against Resolution 2 (To approve the Directors' remuneration report) due to the number of shares awarded to Executive Directors in 2019 under the Company's Long Term Incentive Plan not being scaled back in recognition of the fall in the Company's share price during 2018.

We have engaged with a large number of our major shareholders in recent weeks, and would like to thank them for giving us the opportunity to speak to them ahead of our AGM. As a result, the Remuneration Committee has undertaken that, at the time of vesting of the 2019 award it will make a determination as to whether to use its discretion to reduce vesting levels as appropriate. The Remuneration Committee has also determined that should the share price at the time of the 2020 grant not be materially higher than that on which the 2019 grants were awarded, the 2020 awards will be scaled back from those awarded in 2019.

The majority of our shareholders, including the Company's major shareholders, were supportive in their vote and we will continue to engage with shareholders on this subject going forward.

This announcement will be available for viewing on the Company's website, [www.keller.com](http://www.keller.com), as soon as practicable.

In accordance with Listing Rule 9.6.2, copies of the resolutions passed (other than those concerning ordinary business) will shortly be submitted to the National Storage Mechanism and will be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

The full text of all the resolutions passed at the meeting can be found in the Notice of Annual General Meeting, which is available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and on the Company's website at [www.keller.com](http://www.keller.com).

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LEI number: 549300QO4MBL43UHSN10

Classification: 3.1 Additional regulated information required to be disclosed under the laws of a Member State

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