

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Keller Group plc (incorporated and registered in England and Wales with company number 02442580) will be held at the offices of Smithfield Consultants Limited, 10 Aldersgate Street, London EC1A 4HJ on 19 May 2009 at 10.00am for the transaction of the following business:

Ordinary business

- 1) To receive and adopt the Directors' Report and the Statement of Accounts for the year ended 31 December 2008 together with the Independent Auditors' Report thereon.
- 2) To declare a final dividend of 13.8p per ordinary share, such dividend to be paid on 29 May 2009 to members on the register at the close of business on 1 May 2009.
- 3) To approve the Directors' Remuneration Report for the year ended 31 December 2008.
- 4) To elect as a Director Mr R A Franklin, who has been re-appointed by the board since the last Annual General Meeting.
- 5) To re-elect as a Director Mr P López Jiménez who retires by rotation.
- 6) To re-elect as a Director Mr R M Rubright who retires by rotation.
- 7) To re-elect as a Director Dr J M West who, having served on the Board as a Non-executive Director for eleven years, offers himself for re-election.
- 8) To re-appoint KPMG Audit Plc as Auditors to the Company and to authorise the Directors to fix their remuneration.

To consider and, if thought fit, to pass the following resolutions of which resolution numbered 9 will be proposed as an ordinary resolution and resolutions numbered 10, 11 and 12 will be proposed as special resolutions:

(9) THAT:

- (i) the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the Act) to allot relevant securities (as defined in Section 80(2) of the Act) of the Company up to an aggregate nominal amount of £2,210,607 during the period commencing on 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 Company may make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired;

- (ii) the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 94 of the Act to allot equity securities of the Company in connection with a rights issue in favour of ordinary shareholders where the equity securities (as defined in Section 94 of the Act) respectively attributed to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £2,210,607 during the period commencing on 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 Company may make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired; and
 - (iii) all previous authorisations given by the Company in general meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked to the extent not previously exercised.
- 10) THAT, subject to the passing of resolution 9 above, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities of the Company for cash within the terms of the authority set out in resolution 9 above as if Section 89(1) of the Act did not apply to such allotment provided that such power shall be limited to:
- (i) the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares subject only to such exclusions or other arrangements as the Directors may consider expedient to deal with fractional entitlements or legal or practical considerations arising under the laws of any territory or the requirements of any regulatory body; and
 - (ii) the allotment (otherwise than pursuant to paragraph (i) of this resolution) of equity securities up to an aggregate nominal value of £331,591 and shall expire at the conclusion of the next Annual General Meeting of the Company save that the Directors may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.
- 11) THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 days' notice.

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- 12) THAT the Company be and is hereby granted general and unconditional authority (pursuant to Section 166 of the Act) to make market purchases (as defined in Section 163 of the Act) of up to in aggregate 6,631,823 of its own ordinary shares of 10p each in the capital of the Company ('ordinary shares') (representing 10% of the Company's issued ordinary share capital at the date of this notice) provided that:
- (i) the maximum price which may be paid for an ordinary share is an amount equal to not more than 5% above the average of the middle market quotations for the shares taken from the London Stock Exchange Daily Official List for the five business days before the day on which the purchase is made exclusive of expenses payable by the Company;
 - (ii) the minimum price which may be paid for a share is 10p; and
 - (iii) the authority conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may, before such expiry, enter into a contract for the purchase of its own shares which would or may require to be completed or executed wholly or partly after the expiration of this authority as if the said authority had not expired.

By order of the Board

Jackie Holman
Secretary
2 March 2009

Registered office:
Capital House, 25 Chapel Street
London NW1 5DH

Notes

1. Resolution 4 – Election of Mr R A Franklin

Mr Franklin was first appointed to the Board in July 2007. However, due to an administrative error, Mr Franklin did not stand for election at the 2008 Annual General Meeting and now offers himself for election for the first time.

2. Resolutions 9 and 10 – Authority to allot shares

Under the Companies Act 1985 (the Act), the Directors of the Company may only allot unissued shares if authorised to do so under Section 80 of the Act. Section 89 of the Act prevents allotments for cash, other than to existing shareholders in proportion to their existing holdings, unless the Directors are specifically authorised. This gives existing shareholders what are known as 'pre-emption rights'.

The articles of association give a general authority to the Directors to allot unissued shares and disapply these pre-emption rights. Passing resolutions 9 and 10 will extend the Directors' flexibility to act in the best interests of shareholders, when opportunities arise, to issue new shares.

The Directors will be able to issue new shares up to a nominal value of £2,210,607 which is equal to approximately 33.3% of the issued ordinary share capital as at 2 March 2009. Additionally, in accordance with recently issued guidance from the Association of British Insurers, the Directors will be able to issue further shares up to a nominal value of £2,210,607 to existing shareholders in proportion to their holdings. The Directors will also be able either to issue shares for cash, other than to existing shareholders in proportion to their existing holdings, up to a maximum nominal amount of £331,591 representing about 5% of the issued ordinary share capital at 2 March 2009 or, other than for cash, in a rights issue without prior consultation with shareholders.

These arrangements are intended to ensure that the interests of existing shareholders are protected so that, for example, in the event of a share issue which is not a rights issue, the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 5% by the issue of new shares for cash to new shareholders.

The Board has no current plans to allot ordinary shares and does not intend to issue more than 7.5% of the issued share capital, other than in a rights issue, in any three-year period.

The authority sought by resolutions 9 and 10 will expire at the conclusion of the next Annual General Meeting, but could be varied or withdrawn by agreement of shareholders at an intervening general meeting.

3. Resolution 11 – 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 days' notice of a general meeting, unless the Company offers the 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. The Directive is due to come into effect on 3 August 2009. Passing resolution 11 will mean that the Company can call a meeting other than an Annual General Meeting on 14 days' notice.

4. Resolution 12 – 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 the issued ordinary share capital. The resolution specifies the maximum and minimum prices at which the shares may be bought at the date of the notice. The authority sought will expire at the conclusion of the next Annual General Meeting.

5. Record date

Only those shareholders registered in the register of members of the Company as at 6.00pm on 17 May 2009 or, in the event that the meeting is adjourned, in the register of members as at 6.00pm on the date that is two days before 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 6.00pm on 17 May 2009 or, in the event that the meeting is adjourned, after 6.00pm on the date that is two days before any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.

6. Proxies

- 6a 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 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 0871 384 2264 or 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. 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 in the Company 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.
- 6b 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 6ZL so as to arrive no later than 10.00am on 17 May 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

- 6c 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. CREST personal members or other CREST sponsored members and those CREST members who have appointed a 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 (formerly CRESTCo'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 10.00am on 17 May 2009. 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 providers 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.

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7. Multiple corporate representatives

- 7a Under the Companies Act 2006, a corporate shareholder is entitled to appoint more than one corporate representative and all of those appointed can attend the meeting of the Company. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the Annual General Meeting so that:
- 7b If a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- 7c If more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (7b) above.

8. Directors' service contracts and biographical details

Copies of all the Directors' service contracts or memoranda of the terms thereof; the register of interests of Directors in the share capital of the Company; and the memorandum, current articles of association and proposed new 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. Directors' biographical details are set out on pages 28 and 29.

9. Place of meeting

The map below shows the location of the offices of Smithfield Consultants Limited, where the meeting will take place.

