

Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting of Keller Group plc (incorporated and registered in England and Wales with company number 02442580) (the 'Company') will be held at the offices of RBS Hoare Govett Limited, 250 Bishopsgate, London EC2M 4AA on 17 May 2011 at 11.00 am for the following purposes:

To consider and, if thought fit, to pass the following resolutions of which resolutions 1- 9 inclusive will be proposed as ordinary resolutions and resolutions 10-12 inclusive will be proposed as special resolutions. In accordance with the Company's articles of association, resolutions 1, 2 and 4 -11 inclusive shall be ordinary business and resolutions 3 and 12 shall be special business.

1. To receive the Company's annual accounts for the year ended 31 December 2010, together with the reports of the directors of the Company (the 'Directors') and the auditors thereon.
2. To declare a final dividend of 15.2p per ordinary share, such dividend to be paid on 27 May 2011 to members on the register at the close of business on 6 May 2011.
3. To approve the report on Directors' remuneration for the year ended 31 December 2010.
4. To re-elect as a Director Mr Justin Atkinson, who retires by rotation.
5. To re-elect as a Director Mr Gerry Brown, who retires by rotation.
6. To elect as a Director Ms Ruth Cairnie, who has been appointed since the last Annual General Meeting.
7. To elect as a Director Mr Chris Girling, who has been appointed since the last Annual General Meeting.
8. To re-appoint KPMG Audit Plc as auditors of the Company and to authorise the Directors to fix their remuneration.
9. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot Relevant Securities:
 - (i) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £4,431,549 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (ii) of this resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority):
 - (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 paragraph (i) of this resolution, up to an aggregate nominal amount of £2,215,774 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (i) of this resolution in excess of £2,215,774, provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 17 August 2012 (whichever is the earlier), save that, in each case, the Company shall be entitled to make any offer or agreement before the expiry of the authority which would or might require Relevant Securities to be allotted after such expiry and the Directors shall be entitled to allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, 'Relevant Securities' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

All previous authorisations given by the Company in General Meeting or otherwise pursuant to section 551 of the Act 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 generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash and to sell Ordinary Shares held by the Company as treasury shares for cash pursuant to the authorities conferred by resolution 9 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:
 - (i) in respect of the authority conferred by resolution 9(i), the allotment of equity securities or sale of treasury shares in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority):
 - (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) the allotment of equity securities (whether by way of a rights issue, open offer or otherwise) or sale of treasury shares pursuant to the authority granted by paragraph (ii) of resolution 9 (in each case, otherwise than pursuant to paragraph (i) of this resolution) up to an aggregate nominal amount of £332,366;

and (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 17 August 2012 (whichever is the earlier), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) for cash after such expiry and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if the power conferred hereby had not expired.

All previous authorisations given by the Company in General Meeting or otherwise pursuant to section 570 and 573 of the Act are hereby revoked to the extent not previously exercised.

11. 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 6,647,323 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 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 Daily Official List for the five business days immediately preceding the day on which the purchase is made (exclusive of expenses payable by the Company); 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;
- (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, 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.

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

By order of the Board

Jackie Holman
Secretary
28 February 2011

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

Notes

1. Resolution 1 – Accounts and reports

A public company is required to lay its annual accounts and report 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 3 – Directors' remuneration

Under the Act, officially listed companies are required to put an ordinary resolution to shareholders on the Directors' remuneration report at the General Meeting of the Company before which the accounts are laid.

3. Resolutions 4 and 5 – Re-election of Directors

The Company's articles of association require that at every Annual General Meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third shall retire from office. Mr Justin Atkinson will retire by rotation and will offer himself for re-election. Mr Gerry Brown, who has now served for nine years on the Board, will also retire and offer himself for re-election. Following performance evaluations, the Chairman has confirmed that both Directors' performance continues to be effective and they continue to demonstrate commitment to their roles.

4. Resolutions 6 and 7 – Election of Directors

The Company's articles of association require that any Director appointed since the previous Annual General Meeting shall stand for election by the members at the next Annual General Meeting. Accordingly, Ms Ruth Cairnie and Mr Chris Girling will seek election by the members, as unanimously recommended by the Board. Brief biographical details of all Directors standing for election are set out on pages 16 and 17 of the Company's Annual Report and Accounts for the financial year ended 31 December 2010.

5. Resolution 8 – Re-appointment of auditors and auditors' remuneration

Under the Act, the auditors of a company must be re-appointed at each General Meeting at which accounts are presented. Resolution 8 proposes the re-appointment of the Company's existing auditors, KPMG Audit Plc, for a further year. 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 8 gives authority to the Directors to determine the auditors' remuneration.

6. Resolutions 9 and 10 – 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'.

Under resolution 9(i), the Directors will be able to issue new shares up to a nominal amount of £4,431,549, which is equal to approximately two-thirds of the Company's issued Ordinary Share capital as at 28 February 2011, to existing shareholders in proportion to their holdings in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority). This amount shall be reduced to the extent that any shares are allotted under the authority granted by resolution 9(ii).

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Additionally, resolution 9(ii) will give the Directors the authority to issue shares up to a nominal amount of £2,215,774, which is equal to approximately one-third of the Company's issued Ordinary Share capital at 28 February 2011. This amount shall be reduced to the extent that any shares are allotted pursuant to the authority granted by resolution 9(i) in excess of £2,215,774.

Under resolution 10(i), the Directors will be able to issue shares for cash, other than to existing shareholders in proportion to their existing holdings, in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority).

Under resolution 10(ii), the Directors will be able to issue shares for cash, other than to existing shareholders in proportion to their existing holdings, up to a maximum nominal amount of £332,366, representing approximately 5% of the Company's issued Ordinary Share capital at 28 February 2011. This is intended to ensure that existing shareholders are provided with an element of protection.

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 respect of 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 following the passing of these resolutions, but could be varied or withdrawn by agreement of shareholders at an intervening General Meeting.

7. Resolution 11 – 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.

8. Resolution 12 – 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. Passing resolution 12 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.

9. Record date

Only those shareholders registered in the register of members of the Company as at 6.00 pm on 15 May 2011 or, in the event that the meeting is adjourned, in the register of members as at 6.00 pm on the date that is two 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 6.00 pm on 15 May 2011 or, in the event that the meeting is adjourned, after 6.00 pm on the date that is two days before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.

10. Proxies

10a 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 0871 384 2264. Calls to this number are charged at 8p per minute from a BT landline. Other telephony costs may vary. 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.

10b 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 11.00 am on 13 May 2011 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

10c 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). 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 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 13 May 2011. 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.

11. 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.

12. Multiple corporate representatives

12a 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.

12b 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.

13. 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 (see note 16 below), 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.

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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 in note 14 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:
 - (i) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
 - (ii) 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
 - (iii) the statement may be dealt with as part of the business of the meeting.

14. Methods of making requests

Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 13 above:

- (a) may be made either:
 - (i) in hard copy, by sending it to The Secretary, Keller Group plc, 12th Floor, Capital House, 25 Chapel Street, London, NW1 5DH; or
 - (ii) in electronic form, by sending it to + 44 (0)20 7616 7576, marked for the attention of The Secretary or to info@keller.co.uk (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 (or by fax) must be signed by the shareholder(s).

15. 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.

16. Issued share capital

As at 28 February 2011, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 66,473,235 Ordinary Shares, carrying one vote each. As the Company holds 2,162,527 Ordinary Shares in treasury, in respect of which it cannot exercise any votes, the total voting rights in the Company as at 28 February 2011 are 64,310,708.

17. Information available on the Company's website

The following information is, or will be, available on the Company's website (www.keller.co.uk), as required by section 311A of the Act: (i) the contents of this notice of the meeting; (ii) the total number of Ordinary Shares, in respect of which members are entitled to exercise voting rights at the meeting; (iii) the total voting rights that members are entitled to exercise at the meeting in respect of the Ordinary Shares; and (iv) any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice.

18. Documents available for inspection

Copies of all the Directors' service contracts, letters of appointment or memoranda of the terms thereof; the register of interests of Directors in the share capital of the Company; and the 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.

19. 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 0871 384 2264; calls to this number are charged at 8p per minute from a BT landline; other telephony costs may vary. Lines are open from 8.30 am to 5.30 pm. 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.

Directors' biographical details are set out on pages 16 and 17.