## Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting	Issuer			
1 Issuer's name		2 Issuer's employer identification number (EIN)		
Kier Group plc				
3 Name of contact for ad	ditional information 4	Telephon	e No. of contact	5 Email address of contact
Anthony Ballance			01767 355910	anthony.ballance@kier.co.uk
6 Number and street (or F	O.O. box if mail is not de	7 City, town, or post office, state, and Zip code of contact		
Tempsford Hall, Tempsfor	d			Sandy, Bedfordshire, SG19 2BD
8 Date of action	u	Salidy, Dedictustille, 3019 200		
18 May 2015 10 CUSIP number	11 Serial number(s)	Tradeab	e rights to acquire new ord 12 Ticker symbol	dinary shares 13 Account number(s)
10 COSIF Number	TT Senathumber(s)		12 Hicker Symbol	Account number(s)
See Attachment			KIE	
				ee back of form for additional questions.
		licable, the	date of the action or the dat	te against which shareholders' ownership is measured for
the action ► See Att	achment			
15 Describe the quantitat	ive effect of the organiz	ational act	on on the basis of the secur	ity in the hands of a U.S. taxpayer as an adjustment per
	ge of old basis ► See			
	<del>2 1</del> 1			
46 December the coloniation				
		s and the c	ata that supports the calcul	ation, such as the market values of securities and the
valuation dates ► See	Attachment			
				₩

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Part	ш .	Organizational Action (continued)		
17 I	List the	e applicable Internal Revenue Code section(s) and subsection(s) upon which the tax t	reatment is based ▶	See Attachment
18 (	Can an	y resulting loss be recognized? ► See Attachment		
	Odir dir	y resulting 1000 be recognized. P		
	_			
19	Provide	e any other information necessary to implement the adjustment, such as the reportab	le tax vear ▶ N/A	
13	TOVIGO	cuty out of information necessary to implement the adjustment, such as the second	, <u></u>	
	Ulant	ler penalties of perjury, I declare that I have examined this return, including accompanying sche	dules and statements at	nd to the best of my knowledge, and
	helie	er, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all info	rmation of which prepare	er has any knowledge.
Sign		(/K     / / )	20 17	July 2015.
Here	Sign	nature •	Date > 27	July 2013.
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		A NID DALLANCE	Title ► GROUP HE	AD OF TAX
	Print	t your name ► A N P BALLANCE	Date	IDTIN
Paid		Print/Type preparer's name Preparer's signature		Dneck II if
	arer		S	self-employed
			F	Firm's EIN ▶
use	Only	Size in the size of the size o		Phone no.
-	#20000 FE	Firm's address   Internal Process   Internal Proces		
Send	Form 8	3937 (including accompanying statements) to: Department of the Treasury, Internal R	sveniue pervice, Ogge	11, 01 04201-0004