

# Kier Group

## **Section 430(2B) Companies Act 2006 Statement**

The following information is provided in accordance with section 430(2B) of the Companies Act 2006 by Kier Group plc ("Kier" or "the Company").

Further to the announcement on 2 December 2025, the Company confirms that Simon Kesterton has stepped down from the role of Chief Financial Officer and stepped down from the Board on 31 December 2025.

### **Salary, pension and benefits**

The Company has made a payment to Simon in lieu of his notice entitlement as at 31 December 2025.

### **Annual bonus plan**

Simon will remain eligible to receive an annual bonus award in respect of the financial year ending 30 June 2026. Any bonus payment will be subject to Remuneration Committee approval and will be payable at the normal payment date following performance testing and time pro-rating.

### **Deferred bonus share awards**

Reflecting Simon's long service and contribution to the business, the deferred bonus share awards allocated in 2023, 2024 and 2025 have been released to him from the Employee Benefits Trust. Clawback provisions continue to apply to these awards.

<b>Date of grant</b>	<b>Number of shares subject to award</b>	<b>Treatment on termination</b>
30 October 2023	160,070	Vested on 31 December 2025
28 October 2024	83,199	Vested on 31 December 2025
28 October 2025	37,298	Vested on 31 December 2025

Registered company name: Kier Group plc

Registered office: 2nd Floor, Optimum House, Clippers Quay, Salford, M50 3XP

Registered in England No. 2708030

## Long-Term Incentive Plan (the “LTIP”)

Simon will retain his existing unvested awards under the LTIP. The awards will vest on the normal vesting date, following performance testing and time pro-rating. Dividend equivalents will be applied to any shares that vest and the two-year post-vest holding period will continue to apply.

All LTIP awards remain subject to the rules of the LTIP and to the malus and clawback provisions.

Date of grant	Number of shares subject to award	Treatment
28 October 2021 (FY22)	505,146	<p>Awards vested in October 2024.</p> <p>The vested shares are subject to a two-year holding period and will be released in October 2026.</p>
21 October 2022 (FY23)	640,337	<p>Awards vested in October 2025.</p> <p>The vested shares are subject to a two-year holding period and will be released in October 2027.</p>

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17 November 2023 (FY24)	966,058	<p>Due to vest in November 2026 (subject to performance conditions and time pro-rating).</p> <p>Any vested shares are subject to the two-year post-vesting holding period and will be released in November 2028.</p>
11 October 2024 (FY25)	668,190	<p>Due to vest in October 2027 (subject to performance conditions and time pro-rating).</p> <p>Any vested shares are subject to the two-year post-vesting holding period and will be released in October 2029.</p>
13 October 2025 (FY26)	500,780	<p>Due to vest in October 2028 (subject to performance conditions and time pro-rating).</p> <p>Any vested shares are subject to the two-year post-vesting holding period and will be released in October 2030.</p>

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## **Share Ownership Guideline**

Simon is required to maintain a shareholding equal in value to 200% of salary for two years following his date of leaving. The number of shares to be held in order to comply with the requirement has been fixed as at the date of termination of employment. The Remuneration Committee will monitor and ensure compliance with the requirement through the release of LTIP awards as above.

## **Malus and Clawback**

Malus and clawback provisions will continue to apply to all cash and share-based incentives. All retained incentive awards will continue to be subject to the relevant scheme rules.

All payments are in line with our approved Remuneration Policy.

Details of remuneration payments made to Simon Kesterton for FY26 will be disclosed in the Directors' Remuneration Report within the Company's Annual Report and Accounts for the year ended 30 June 2026.

30 January 2026

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