

Notice of Annual General Meeting

Notice is hereby given that the 2008 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 13 May 2008 at 11.00am 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 2007 together with the Independent Auditors' Report thereon.
- (2) To declare a final dividend of 12.0p per ordinary share, such dividend to be paid on 30 May 2008 to members on the register at the close of business on 2 May 2008.
- (3) To approve the Directors' Remuneration Report for the year ended 31 December 2007.
- (4) To re-elect as a Director Mr J R Atkinson who retires by rotation.
- (5) To re-elect as a Director Mr E G F Brown who retires by rotation.
- (6) To re-elect as a Director Mr R T Scholes 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 ten 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 resolutions numbered 9 to 12 will be proposed as ordinary resolutions and resolutions numbered 13 to 15 will be proposed as special resolutions:

- (9) THAT the Company may send or supply any documents or information to members by making them available on a website for the purposes of paragraph 10(2) of schedule 5 to the Companies Act 2006 and otherwise.
- (10) THAT the Company may use electronic means (within the meaning of the Disclosure Rules and Transparency Rules sourcebook published by the Financial Services Authority) to convey information to members.
- (11) THAT the payment by the Company of Directors' fees in the sum of £318,000 for 2007 in excess of the limit contained in article 92 of the Company's current articles of association be and is hereby ratified.
- (12) 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 £2,210,141 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
 - (ii) 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.

- (13) THAT, subject to the passing of resolution 12 above, the Directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94(2) of the Act) of the Company within the terms of the authority set out in resolution 12 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 £331,521

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.

- (14) 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 6,630,423 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.
- (15) THAT the draft regulations produced to the meeting be and are hereby adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company.

By order of the Board

Jackie Holman
Secretary
28 February 2008

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

Notice of Annual General Meeting continued

Notes

1. Resolutions 9 and 10 – Consent to website and electronic communications

As a result of the changes made to the Act by the implementation of the Companies Act 2006 ('2006 Act'), it is now considered best practice to obtain shareholder approval to website communications and, notwithstanding the fact that the Company already has this power in its existing articles of association, the Company is seeking this approval by means of resolution 9. For officially listed companies, the Disclosure and Transparency Rules of the Financial Services Authority also require a shareholders' resolution to be passed approving communications by all electronic means (which includes email, fax and website communications) where a shareholder gives his express consent to such communications. Resolution 10, if passed, will partially satisfy this requirement. By proposing these resolutions at the 2008 Annual General Meeting, at this stage the Company is looking to put in place a framework to facilitate the electronic communications regime. The Company will contact shareholders about these proposals in more detail in the event that it ultimately decides to implement electronic communications with shareholders in full.

2. Resolution 11 – Ratification of 2007 Directors' fees

The articles fix the total aggregate sum which may be paid to the directors as fees for their services as directors (not including any salary which may be payable in respect of their executive duties), without seeking shareholder consent. The current limit of £250,000 was set in May 2001 and increases annually from that date, in line with the retail prices index, giving a limit of £295,924 at May 2007. This limit was exceeded in 2007, when fees paid to the Directors amounted to £318,000. The Board considers that the current limit is no longer appropriate and is seeking a higher limit going forward, as noted in 5c below. Shareholders are asked to ratify the fees paid to the Directors in 2007.

3. Resolutions 12 and 13 – 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 12 and 13 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 £2,210,141 which is equal to approximately 33.3% of the issued ordinary share capital at 28 February 2008. 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 £331,521 representing about 5% of the issued ordinary share capital at 28 February 2008 or, other than for cash, in a rights issue.

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 12 and 13 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.

4. Resolution 14 – 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. The Board has announced that it intends to use its authority to buy back up to 5% of its share capital during the remainder of 2008.

5. Resolution 15 – Adoption of new articles of association

As a result of the changes to the laws relating to companies brought into force in the 2006 Act, it has been necessary to make certain consequential changes to the Company's articles of association. In addition a number of other changes are proposed to bring the Company's articles in line with market practice. The principal changes to the articles of association, if adopted, are as follows:

- 5a the provisions relating to notice and frequency of general meetings have been amended in accordance with the provisions of the 2006 Act so that: (i) the Company will hold an Annual General Meeting within the six-month period following its accounting reference date, rather than once every 15 months as currently required; and (ii) for all general meetings of the Company (other than Annual General Meetings) the Company need only give 14 clear days' notice. The Act currently requires that 21 clear days' notice is given of any meeting at which a special resolution is proposed;
- 5b shareholders will be permitted to appoint multiple proxies to attend, speak and vote at general meetings of the Company and such proxies will also be allowed to vote on a resolution put to a meeting on a show of hands as well as on a poll. In addition, the current articles of association require that in order for the appointment of a proxy to be valid, proxy forms must be received by the Company 48 hours before the meeting. The 2006 Act permits the Company to disregard days which are not working days for the purposes of calculating this time period and the new articles of association have been amended to give the Board discretion in regard to this time period;
- 5c the current articles fix the total aggregate sum which may be paid to the directors as fees for their services as directors (not including any salary which may be payable in respect of their executive duties) at £250,000. This sum is increased annually from May 2001 in line with the retail prices index. The Board is of the view that this limit is no longer appropriate, given the current size of the Company and having regard to the limits put in place by other listed companies of our size. It is therefore proposing this limit is increased to £500,000 and that, in line with most other companies, it is limited to fees paid to non-executive directors;

- 5d the articles have been amended to include a new article which requires the directors to retire by rotation every three years;
- 5e the 2006 Act removes the requirement that directors who have attained the age of 70 vacate office and accordingly the Company has removed this provision in its articles;
- 5f the 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The new articles of association give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed; and

- 5g the 2006 Act also permits the Company to provide an indemnity in favour of directors and officers of associated companies including any corporate pension scheme trustees and the Company has updated the new articles to provide for this.

As the provisions of the 2006 Act are gradually phased in it is the Company's intention, subject to shareholder approval, to continue to update its articles of association in accordance with the 2006 Act.

6. Record Date

Only those shareholders registered in the register of members of the Company as at 6.00pm on 11 May 2008 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 11 May 2008 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.

7. Proxies

7a 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 2030 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.

7b 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 11.00am on 11 May 2008 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

7c 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 7RA01 by no later than 11.00am on 11 May 2008. 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

Notice of Annual General Meeting continued

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.

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 30 and 31.