

**Keller Group PLC**  
**Share Plans Committee**  
**Terms of Reference**

*Reference to “the Committee” shall mean the Share Plans Committee.*

*Reference to “the Board” shall mean the Board of Directors.*

## **1 Constitution**

The Keller Group PLC Share Plans Committee (“the Committee”) is constituted by the Board to consider matters related to the provision of share-based employee benefits for the Company and its subsidiaries.

## **2 Membership**

Each of the Directors and the Company Secretary is a member of the Committee. The Company Secretary is Secretary to the Committee and is responsible for servicing the meetings and for production of the Minutes.

## **3 Quorum**

The quorum is any two members. A member may not attend a meeting of the Committee where matters relating to their own share-based benefits are to be considered.

## **4 Meetings of the Committee**

### **a) Frequency**

The Committee meets when required.

### **b) Circulation of Minutes**

The Minutes of Committee meetings are circulated to the members of the Board.

## **5 Duties**

The Committee will:

- a) make all necessary arrangements for the formal offer/award of share incentives (provided the offer/award has first been approved by the Board of Directors or the Remuneration Committee) pursuant to a Company share plan and in particular to approve, and authorise the signature on behalf of the Company, of any invitation letter or share agreement;
- b) deal with all other administrative arrangements in relation to the Company’s share plans;
- c) accept valid exercises of options granted pursuant to such plans;
- d) at the end of vesting periods, to fulfil awards granted pursuant to such plans;
- e) vest partial awards in accordance with the rules of such plans and subject to Remuneration Committee approval;
- f) allot and issue any ordinary shares (or transfer from treasury shares or an employee benefit trust) in fulfilment of such awards; and
- g) delegate authority to Solium Capital UK Limited to act on behalf of Keller Group plc in accordance with the Services Access Agreement dated 7 February 2018 (including and not limited to requesting the transfer of shares from Treasury to satisfy any exercise of share awards).