

Keller Group plc
Bank Guarantees and Facilities Committee
Terms of Reference

Reference to “the Committee” shall mean the Bank Guarantees and Facilities Committee.

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

1. Constitution

The Keller Group plc Bank Guarantees and Facilities Committee (“the Committee”) is constituted by the Board to consider matters related to the provision of bank guarantees and facilities 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.

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) negotiate, agree and approve any arrangement for the provision by the Company of any guarantee, indemnity or other support in respect of any overdraft, loan, bonding, credit or other banking or financial facility or accommodation provided or to be provided to any company which is for the time being a subsidiary of the Company;
- b) approve any guarantee, indemnity, letter or other document required in connection with any such arrangement, and to authorise signature of any such document on behalf of the Company or the execution (either as a deed or by affixation of the Company’s common seal) of any such document by the Company; and
- c) approve the renewal, on the same terms, of an existing loan facility that was originally agreed by the Board of Directors and to authorise signature of any such facility document on behalf of the Company or the execution (either as a deed or by affixation of the Company’s common seal) of any such facility document by the Company.