

Section 172 statement

As a Board, we have always taken decisions for the long term. Collectively and individually, our aim is always to uphold the highest standards of conduct. We understand that our business can only grow and be successful over the long term if we understand and respect the views and needs of our employees, customers and the communities in which we operate, as well as our suppliers, the environment and the shareholders to whom we are accountable.

In summary, as required by section 172 of the 2006 Act, a director of a company must act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its shareholders. In doing this, the director must have regard, amongst other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- company's reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

The Directors of Keller – and those of all UK companies – must act in accordance with a set of general duties. These duties are detailed in the 2006 Act and include a duty to promote the success of the company, which is summarised above. As part of their induction, the Directors are briefed on their duties and they can access professional advice on these – either through the company or, if they judge it necessary, from an independent provider. The Directors fulfil their duties partly through a governance framework that delegates day-to-day decision-making to employees of the company. The Board recognises that such delegation needs to be much more than simple financial authorities and, in this section of the report, we have summarised our governance structure. This covers: the values and behaviours expected of our employees; the standards they must adhere to; how we engage with stakeholders; and how the Board looks to ensure that we have a robust system of control and assurance processes.

For more detail on our governance framework, see pages 78 and 79. Details about the principal decisions the Board made during the year and the activities of the Committees can be found on page 75.

Our stakeholders, why they are important to us and the duties we perform

Shareholders

Delivering for our shareholders ensures that the business continues to be successful in the long term and can therefore continue to deliver for all our stakeholders.



Strategy

The Chief Executive Officer and Chief Financial Officer met major shareholders following the preliminary announcement of the Group's 2020 results to discuss a number of matters, including progress against the Group's strategy. The Chief Executive Officer and the Chief Financial Officer had calls with major shareholders following the announcement of the Group's 2021 interim results. Following these announcements, analysts' notes were circulated to the Board.

Performance

The Board initiated an investor perception audit and received feedback. The Chief Executive Officer and the Chief Financial Officer had calls with major shareholders following the Group's trading update announcement in November 2021. The Chairman and the Senior Independent Director had calls with shareholders to discuss Group performance and risk management throughout the year.

Website

The investor relations section of our website provides information on the financial calendar, dividends, AGMs and other areas of interest to shareholders. Copies of annual reports and investor presentations are available to view and download. Shareholders can also register to receive 'news alerts' relating to the Group's activities.

AGM

The Board uses the AGM as an opportunity to communicate with shareholders, who are invited to attend, ask questions and meet Directors prior to, and after, the formal proceedings. The Chairs of the Main Board Committees are present at the AGM to answer questions on the work of their Committees.

The results of the voting at the 2021 AGM can be found on our website.

Dividend

We have consistently either grown or maintained our dividend in the 27 years since listing. We have strong cash generation and a robust balance sheet, which together support our ability to continue to increase the dividend to shareholders sustainably through the market cycle.

Outcomes for our shareholders:

- Keller is a stable business with a long-term track record.
- Continued growth opportunities.



Employees

Our people are our most valuable asset. We want them to be inspired and motivated, equipped with the right skills, tools and standards to be successful.



Workforce engagement

During 2021, the Board continued its approach to engagement with the workforce led by Baroness Kate Rock, Keller's designated Non-executive Director for employee engagement matters.

Our Non-executive Directors each led engagement focus groups on topics ranging from safety to innovation.

Also in 2021 we introduced our Diversity, Equity and Inclusion commitments and implemented our Wellbeing Foundations.

Communications

We communicate regularly with our employees through face-to-face meetings, webcasts, our company intranet and newsletter and site and office visits.

Outcomes for our employees:

- Local and global opportunities.
- Development and training.
- Long-term employment.



Customers

Our customers are central to our business – without them we would not exist. We want to deliver a consistently high performance in an efficient and continuously improving way across all our strategic levers so as to meet our customers' needs.



Suppliers

Building strong relationships with our suppliers enables us to obtain the best value, service and quality. We want to work with suppliers who understand us and adhere to our ways of working.



Communities

What we do is an integral part of the community and the community is ultimately our customer. Poor relationships can damage and even destroy our reputation. Good relationships win us goodwill.



Contact

The Chief Executive Officer and the Divisional Presidents are in regular contact with our customers, and they regularly brief the Board on our performance in delivering on our commitments to customers and the quality of these critical relationships.

Research

We conduct a wide range of customer research to better understand their expectations of us.

During the year, our local teams engaged with our customer network to better understand their requirements throughout the pandemic.

Outcomes for our customers:

- Benefit from Keller's global strength and local focus.
- Provision of cost-effective geotechnical solutions.

Procurement

Established in 2016, our procurement function continued to work hard to understand our supply chain and how to develop deeper and more strategic relationships with key suppliers.

Working together to do the right thing

Keller's Supply Chain Code of Business Conduct sets out our expectations that our supply chain should respect the human rights of their employees and contractors and treat them fairly, in accordance with all applicable laws.

Increased communications with our suppliers during the year has assisted us in managing our resources and materials on site.

Outcomes for our suppliers:

- Local relationship with a financially strong global company.
- Support in meeting global supply chain standards.

Contributing to the community

The Board recognises the importance of leading a company that not only generates value for shareholders but also contributes to wider society.

The Board adopted a Charitable Giving Policy in 2021 and approved a donation of £300,000 to UNICEF in support of COVAX.

Our environmental impact

As a geotechnical engineering specialist, we understand that environmental and climate risks could impact us directly. We are committed to protecting the environment, and aim to have a positive impact on it – so we safeguard the future.

Outcomes for our communities:

- Local employment.
- Charitable partnerships.
- Participation by our employees in community events.
- Sustainable commitments.