

SUPPLEMENT TO THE NOTICE OF ANNUAL GENERAL MEETING

to be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from an independent stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in John Laing Group plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

For the reasons set out below, an amended form of proxy for the annual general meeting (AGM) should be completed and returned as soon as possible in accordance with the instructions printed thereon. To be valid, it must reach the Company's registrar, Equiniti, no later than 48 hours before the time of the AGM. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk.

In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number. If you are a member of CREST, the electronic settlement system for UK securities, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the notes to the Notice of AGM and in the form of proxy. Electronic and CREST proxy voting instructions should also be submitted no later than 11.00am on 10 May 2016. Completion of a form of proxy or the appointment of a proxy electronically will not stop you from attending the meeting and voting in person should you so wish.

This document forms part of, and should be read alongside, the Notice of Annual General Meeting dated 7 March 2016. The notes and directions contained in the Notice of Annual General Meeting apply equally to this document.

SUPPLEMENT TO NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I am writing to you with details of an additional resolution to be put to shareholders at the annual general meeting (AGM) of John Laing Group plc (John Laing or the Company) which we are holding at 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am.

Due to an administrative oversight, the Notice of Annual General Meeting dated 7 March 2016 omitted a resolution in respect of our Directors' Remuneration Policy (details of which were included in the Annual Report).

Approval of the Directors' Remuneration Policy

(Resolution 18)

The policy sets out the Company's forward-looking policy on directors' remuneration and is subject to a binding shareholder vote. The policy describes the components of the executive and non-executive directors' remuneration. A copy of the policy is available on pages 52-57 of the Company's 2015 annual report and accounts and on the website at www.laing.com.

If resolution 18 is passed, the policy will take effect from 12 May 2016 (the effective date) and, from that time, the Company may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a director of the Company unless that payment is consistent with the policy, or such payment has otherwise been approved by a shareholder resolution.

The directors are required to seek shareholder approval for the Company's remuneration policy at least every three years, except in the event that a change to the policy is proposed or the advisory vote on the directors' annual report on remuneration is not passed in any year subsequent to the approval of the policy, in which case an earlier vote would be required.

Recommendation

The directors consider that the additional resolution to be put to the AGM is in the best interests of the Company and its shareholders as a whole and is most likely to promote the success of the Company. Your Board will be voting in favour of the proposed resolution and unanimously recommends that you do so as well.

Phil Nolan

CHAIRMAN

SUPPLEMENT TO NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am. In addition to the 17 resolutions set out in the Notice of Annual General Meeting dated 7 March 2016 (of which this document forms part) , you will also be asked to consider and vote on the resolution below (Resolution 18). Resolution 18 will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

18. To approve the Directors' Remuneration Policy (to take effect from 12 May 2016).

By Order of the Board

Carolyn Cattermole

COMPANY SECRETARY
18 April 2016

Registered Office:
1 Kingsway
London WC2B 6AN
United Kingdom

John Laing Group plc
Registered in England and Wales No. 5975300

NOTICE OF ANNUAL GENERAL MEETING

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If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from an independent stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in John Laing Group plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

A form of proxy for the annual general meeting (AGM) is enclosed and should be completed and returned as soon as possible in accordance with the instructions printed on the form of proxy. To be valid, it must reach the Company's registrar, Equiniti, no later than 48 hours before the time of the AGM. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk.

In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are on the enclosed form of proxy. If you are a member of CREST, the electronic settlement system for UK securities, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the notes to the notice of AGM (see pages 127 and 128 of this document) and in the form of proxy. Electronic and CREST proxy voting instructions should also be submitted no later than 11.00am on 10 May 2016. Completion of a form of proxy or the appointment of a proxy electronically will not stop you from attending the meeting and voting in person should you so wish.

CHAIRMAN'S LETTER

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I am writing to you with details of the annual general meeting (AGM) of John Laing Group plc (John Laing or the Company) which we are holding at 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am. As this will be our first AGM following the Company's listing on the London Stock Exchange (IPO) in February 2015, we very much hope that as many shareholders as possible will be able to attend.

Voting on all the proposed resolutions at the AGM will be conducted on a poll rather than on a show of hands. Voting on a poll is more transparent and equitable because it includes the votes of all shareholders, including those cast by proxies, rather than just the votes of those shareholders who attend the meeting.

Shareholders of the Company will be asked to consider and, if thought fit, approve resolutions in respect of the following matters:

Ordinary business

The Company's accounts and the reports of the Directors of the Company (the Directors) and the auditor of the Company (the external auditor);

The final dividend for the year ended 31 December 2015;

Re-election of Directors;

Approval of the remuneration report for the year ended 31 December 2015;

Reappointment of Deloitte LLP as auditor for the ensuing year;

Authority to determine the remuneration of the auditor;

Authority to allot shares; and

Authority to make political donations.

Special business

Waiver of pre-emption rights in certain circumstances;

Authority for the Company to purchase its own shares; and

Approval to reduce the notice period for a general meeting, other than an annual general meeting.

A brief description of these matters is set out below.

Notice of AGM

The formal notice of the AGM is set out on pages 125 to 128 of this document.

Report and accounts and final dividend

(resolutions 1 and 2)

The first resolution at the AGM relates to the receipt and consideration of the Company's accounts and the reports of the Directors and the external auditor for the financial year ended 31 December 2015.

Separately, shareholders will also be asked to approve the payment of a final dividend of 5.3 pence per ordinary share in respect of the year ended 31 December 2015, as recommended by the Directors.

If the recommended final dividend is approved, it is proposed that the dividend will be paid on 20 May 2016 to shareholders on the Company's register of members at the close of business on 22 April 2016 (the record date).

Re-election of directors

(resolutions 3 to 9)

In accordance with the UK Corporate Governance Code (the Code), all the Directors of the Company being eligible will offer themselves for re-election at the AGM. The re-election of directors will take effect from the conclusion of the meeting.

Following the evaluation exercise conducted in early 2016, as Chairman, I believe that the contribution and performance of each of the Directors continues to be valuable and effective and that it is appropriate for them to continue to serve as Directors of the Company.

In accordance with the Code, the Board has reviewed the independence of its non-executive Directors and has determined that they remain fully independent of management and that there are no relationships or circumstances likely to affect their character or judgement.

Biographical details for each of the Directors offering themselves for re-election are set out in pages 40 to 41.

CHAIRMAN'S LETTER (CONTINUED)

Directors' remuneration report

(resolution 10)

The Company believes that the Directors' remuneration report, which may be found on pages 50 to 62 of the annual report and accounts, demonstrates the link between our remuneration policy and practice, and the Company's strategy and performance.

The Directors' remuneration policy, a summary of which may be found on pages 52 to 57 of the annual report and accounts, sets out the Company's forward-looking policy on directors' remuneration and describes the components of the executive and non-executive Directors' remuneration.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' remuneration report and separately the Directors' remuneration policy.

The annual report on remuneration is included in the Directors' remuneration report and provides details of the remuneration paid to the Directors during the year ended 31 December 2015, including share awards. Shareholders are invited to approve the annual report on remuneration under resolution 10. This vote is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed. This vote will be in respect of the content of the annual report on remuneration and not specific to any Director's level or terms of remuneration.

External Auditor

(resolutions 11 and 12)

Resolutions will be proposed to reappoint Deloitte LLP as external auditor until the conclusion of the AGM in 2017 and to authorise the Directors to determine their remuneration.

Directors' authority to allot shares

(resolution 13)

Further to the provisions of section 551 of the Companies Act 2006 (the Act), shareholders will be asked to grant the Board of Directors the authority to allot shares, grant rights to subscribe for shares, or convert any security into shares in the Company (the new authority). The new authority would be valid until the close of the AGM in 2017.

If passed, the new authority would be limited to up to 122,307,692 ordinary shares (representing approximately 33.3% of the Company's issued ordinary share capital as at 7 March 2016 being the latest practicable date prior to the publication of this notice) save that, if the new authority were used in connection with a rights issue, it would be limited to up to 244,615,384 ordinary shares (representing approximately 66.6% of the company's issued share capital as at 7 March 2016).

In each case the number of shares to which the new authority applies is in addition to those committed to the various employee share plans. At the date this document was approved by the Board, the Directors had no intention to exercise this authority, although they considered its grant to be appropriate in order to preserve maximum flexibility for the future. The Directors intend to seek the approval of shareholders to renew this authority annually.

Political donations

(resolution 14)

The Act restricts companies from making donations to political parties, other political organisations or independent election candidates and from incurring political expenditure, in each case without shareholders' consent. It is not proposed or intended to alter the Company's policy of not making such donations or incurring such expenditure. However, the Act contains some potentially broad definitions and it may be that some of the activities of the Company and its subsidiaries fall within these definitions and, without the necessary authorisation, this could inhibit the Company's ability to communicate its views effectively to political audiences and to relevant interest groups. Accordingly, the Company believes that the authority contained in this resolution is necessary to allow it and its subsidiaries to fund activities which it is in the interests of shareholders that the John Laing group of companies should support. Such authority will enable the Company and its subsidiaries to be sure that they do not unintentionally commit a technical breach of the Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report and accounts. It is the Company's intention to seek renewal of this resolution on an annual basis.

Waiver of pre-emption rights*(resolution 15)*

Under section 561(1) of the Act, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights, so a resolution will be proposed to waive these statutory pre-emption provisions for a period ending at the close of the AGM in 2017.

Accordingly, this resolution proposes that authority is granted to the Board to issue equity securities for cash consideration either (i) by way of a rights or other pre-emptive issue or (ii) by way of a non-pre-emptive issue, in the latter case limited to a total of 36,692,307 ordinary shares, representing approximately 10% of the Company's issued ordinary share capital as at 7 March 2016. This resolution is conditional on resolution 13 being passed.

At the date this document was approved by the Board, the Directors had no intention to exercise this authority, although they considered its grant to be appropriate in order to preserve maximum flexibility for the future. The Directors intend to comply with the Pre-Emption Group's Statement of Principles and not to allot shares for cash on a non pre-emptive basis (i) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares; or (ii) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The Directors intend to seek the approval of shareholders to renew this authority annually.

Authority to purchase own shares*(resolution 16)*

Shareholders will be asked to authorise the market purchase by John Laing of a proportion of its issued ordinary share capital, subject to the limits referred to below.

The Directors consider it prudent to be able to act at short notice if circumstances warrant. In considering the purchase of ordinary shares, the Directors will follow the procedures laid down in the Act and will take into account cash resources, capital requirements and the effect of any purchase on gearing levels and on NAV and earnings per share. They will only consider exercising the authority when satisfied that it would be in the best interests of the Company and its shareholders as a whole to do so, having first considered any other investment opportunities open to the Company.

Any purchase by the Company of its own shares pursuant to this authority will be paid for out of distributable profits. Any shares which are repurchased will be dealt with in accordance with section 724 of the Act. The Company is entitled to hold the shares as treasury shares, sell them for cash, cancel them or transfer them pursuant to an employee share plan. The authority, which will expire at the close of the AGM in 2017, will be limited to the purchase of 36,692,307 ordinary shares, representing approximately 10% of John Laing's issued ordinary share capital as at 7 March 2016. The maximum price (excluding expenses) to be paid per ordinary share on any occasion will be restricted to the higher of (i) 105% of the average of the middle market quotations of an ordinary share of the Company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price will be 10p per ordinary share which is the nominal value of the shares.

Shareholders should understand that the maximum number of shares and the price range are stated merely for the purposes of compliance with statutory and Financial Conduct Authority (FCA) requirements in seeking this authority and should not be taken as any indication of the terms upon which the Company intends to make such purchases. At the date this document was approved by the Board, the Directors had no intention to exercise this authority.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employees' share schemes.

The Company's issued share capital as at 7 March 2016 (the latest practicable date prior to the publication of this document) was 366,923,076 ordinary shares of 10p each. The total number of awards over ordinary shares which were outstanding as at 7 March 2016 was approximately 1,763,030 which represents approximately 0.48% of the issued share capital of the Company at that date. If the maximum number of 36,692,307 shares were to be purchased by the Company (under resolution 16), the adjusted issued share capital would be 330,230,769 and the awards outstanding would represent approximately 0.53% of the adjusted issued share capital.

CHAIRMAN'S LETTER (CONTINUED)

Notice of general meetings

(resolution 17)

The Act sets the notice period required for general meetings of the Company at 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. This resolution seeks such approval. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next AGM, when it is intended that a renewal of the approval will be proposed.

Annual General Meeting

The resolutions referred to in this letter are included in the notice of AGM set out on pages 125 to 128 of this document. The AGM is to be held at 65 Fleet Street, London EC4Y 1HS at 11.00am on 12 May 2016. If you are unable to attend the AGM, please complete and return the enclosed form of proxy in the prepaid envelope provided so as to reach the Company's registrar, Equiniti, not less than 48 hours before the time of the AGM. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk. In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are on the enclosed form of proxy. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service.

Further details are contained in the notes to the notice of AGM and in the form of proxy.

Completion of a form of proxy or the appointment of a proxy electronically, will not stop you from attending the AGM and voting in person should you so wish. If you are unable to attend the AGM but would like to ask a question, please e-mail carolyn.cattermole@laing.com.

Recommendation

The Directors consider that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. Your Board will be voting in favour of all the proposed resolutions and unanimously recommends that you do so as well.

Yours sincerely,

Phil Nolan

CHAIRMAN

Registered Office:

1 Kingsway
London WC2B 6AN
United Kingdom

John Laing Group plc
Registered in England and Wales No. 5975300

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am. You will be asked to consider and vote on the resolutions below. Resolutions 14 to 16 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive and consider the audited accounts of the Company for the year ended 31 December 2015 and the report of the Directors and auditor thereon.
2. To declare a final dividend of 5.3 pence per ordinary share for the year ended 31 December 2015 as recommended by the Directors.
3. To re-elect Phil Nolan as Director of the Company with effect from the end of the meeting.
4. To re-elect Olivier Brousse as Director of the Company with effect from the end of the meeting.
5. To re-elect Patrick O'Donnell Bourke as Director of the Company with effect from the end of the meeting.
6. To re-elect David Rough as Director of the Company with effect from the end of the meeting.
7. To re-elect Jeremy Beeton as Director of the Company with effect from the end of the meeting.
8. To re-elect Toby Hiscock as Director of the Company with effect from the end of the meeting.
9. To re-elect Anne Wade as Director of the Company with effect from the end of the meeting.
10. To receive and approve the Directors' Remuneration Report contained within the annual report and accounts for the financial year ended 31 December 2015.
11. To re-appoint Deloitte LLP as the Company's auditor to hold office until the conclusion of the next general meeting of the company at which accounts are laid.
12. To authorise the Directors to agree the auditors' remuneration.
13. To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:
 - (a) THAT, pursuant to section 551 of the Companies Act 2006 (the Act), the Board be authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of £12,230,769.20; and
 - (ii) comprising equity securities, as defined in the Act, up to an aggregate nominal amount of £24,461,538.40 (including within such limit any shares or rights issued or granted under (i) above) in connection with an offer by way of a rights issue:
 - (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities;

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire (unless previously reviewed, varied or revoked by the Company in general meeting) at the close of the AGM in 2017 provided that, in each case, the Company may make offers and enter into agreements during the relevant period which would, or might, require shares in the Company to be allotted or rights to subscribe for, or convert any security into, shares to be granted, after the authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if the authority had not expired.
14. To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:
 - (a) THAT the Company and all companies that are its subsidiaries, at any time up to the end of the AGM in 2017, be authorised, in aggregate, to:
 - (i) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - (ii) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
 - (iii) incur political expenditure not exceeding £50,000 in total.

For the purposes of this authority the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Act.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

SPECIAL RESOLUTIONS

15. To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

- (a) THAT, subject to resolution 13 being passed, the Board be given authority to allot equity securities for cash under the authority given by that resolution, free of the restriction in section 561(1) of the Act, such authority to be limited:
- (i) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 13(a)(ii), by way of a rights issue only):
- (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (B) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities;

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (ii) in the case of the authority granted under resolution 13(a)(i), to the allotment (otherwise than under 15(a)(i) above) of equity securities with an aggregate nominal value of up to £3,669,230.70,

such authority to expire (unless previously reviewed, varied or revoked by the Company in general meeting) at the close of the AGM in 2017 provided that during the relevant period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

16. To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

- (a) THAT, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company provided that: (i) the maximum number of ordinary shares hereby authorised to be purchased is 36,692,307; (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p per share; (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; (iv) the authority hereby conferred shall expire at the close of the AGM in 2017; and (v) during the relevant period the Company may make a contract to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

17. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Carolyn Cattermole

COMPANY SECRETARY

7 March 2016

Registered Office:

1 Kingsway

London WC2B 6AN

United Kingdom

John Laing Group plc

Registered in England and Wales No. 5975300

Notes

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 6:00 p.m. on 10 May 2016 (or, if this meeting is adjourned, in the register of members at 6.00p.m. two days before the time of any adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of ordinary shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Any shareholder or nominee shareholder may appoint one or more persons (whether shareholders of the Company or not) to act as his/her proxy or proxies to attend, speak and vote instead of him/her. The form of proxy for use at the meeting must be deposited, together with any power of attorney or authority under which it is signed, at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours before the time appointed for the AGM or any adjournment thereof. An appropriate form of proxy is enclosed. Alternatively, you may register your vote online by visiting www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk. In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are on the enclosed form of proxy.
3. CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the AGM to be held at 11.00am on 12 May 2016 and any adjournment(s) thereof, by using the procedures described in the CREST manual (available via www.euroclear.com). 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 specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: RA19) by no later than 11.00am on 10 May 2016. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available 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/her 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 provider(s) is/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.

4. Completion of a form of proxy, or the appointment of a proxy electronically, will not stop you from attending the meeting and voting in person should you so wish.

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Shareholders may revoke a proxy instruction delivered pursuant to note 2, but to do so must inform the Company in writing by sending a signed hard copy notice clearly stating their intention to revoke the proxy appointment to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than the cut-off time (48 hours before the time appointed for the AGM) set out above. If a shareholder attempts to revoke their proxy appointment but the revocation is received after the time specified, such shareholder's original proxy appointment will remain valid unless the shareholder attends the AGM and votes in person.

The 2016 AGM will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on 12 May 2016 at 11.00am.

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. For this purpose seniority is determined by the order in which the names of the joint holders appear in the Company's register of members (the first-named being the most senior).

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Notes (continued)

5. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder, provided that no more than one corporate representative exercises powers over the same share.
6. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

7. As at 7 March 2016 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 366,923,076 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 7 March 2016 are 366,923,076 votes.
8. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:
 - the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

9. Any shareholder, proxy or corporate representative attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. The following documents will be available for inspection during normal business hours on any business day at the Company's registered office and will also be available during the AGM and for 15 minutes beforehand:
 - copies of the Directors' service contracts with, or letters of appointment by, the Company; and
 - the articles of association of the Company.
11. A copy of this notice, and other information required by section 311A of the Act, can be found at www.laing.com.
12. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.
13. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website (www.laing.com/investor-relations/regulatory-news.html) as soon as possible following the AGM.