

**Morgan Sindall Group plc**  
**ANNUAL GENERAL MEETING**  
**3 May 2012**

**Proxy Declarations - Final**

Number of shareholders at meeting date: 1,642

Number of voting shares in issue at meeting date: 43,219,154

The number of votes per share: 1 vote per share

	For			Against		Withheld	
	Votes	Holders	Total votes cast for/against	Votes	Holders	Votes	Holders
<b>Ordinary Resolutions</b>							
1. To receive the financial statements and the reports of the directors and the auditors for the year ended 31 December 2011	31,849,284	237	99.99%	1,440	2	1,200	2
2. To declare a final dividend of 30.0p per share	31,851,084	240	99.99%	840	1	0	0
3. To re-elect Patrick De Smedt as a director	30,716,912	234	98.96%	323,221	12	811,791	4
4. To re-elect Geraldine Gallacher as a director	30,665,137	232	96.28%	1,184,187	17	2,600	1
5. To re-elect Simon Gulliford as a director	31,524,746	234	98.98%	323,978	12	3,200	2
6. To re-elect Adrian Martin as a director	31,550,381	234	99.06%	298,943	12	2,600	1
7. To re-elect John Morgan as a director	30,585,588	235	98.24%	547,275	14	719,061	3
8. To re-elect David Mulligan as a director	31,547,394	236	99.05%	301,930	11	2,600	1
9. To re-elect Paul Smith as a director	31,546,394	235	99.05%	302,930	12	2,600	1
10. To re-elect Paul Whitmore as a director	31,547,394	236	99.05%	301,930	11	2,600	1
11. To approve the directors' remuneration report for the year ended 31 December 2011	30,498,651	220	98.52%	457,862	22	895,411	7
12. To re-appoint Deloitte LLP as auditors	31,846,915	233	99.99%	4,409	8	600	1
13. To authorise the directors to fix the auditors' remuneration	31,849,441	238	99.99%	2,483	5	0	0
14. To authorise the directors to allot shares	31,382,995	224	98.79%	383,751	19	85,178	5
<b>Special Resolutions</b>							
15. To dis-apply pre-emption rights	31,797,310	221	99.84%	49,531	18	5,083	4
16. To authorise the Company to purchase its own shares	31,843,921	230	99.98%	7,545	10	458	2
17. To allow meetings of the Company to be called on 14 clear days' notice	30,027,653	226	94.27%	1,824,271	27	0	0
<b>Ordinary Resolutions</b>							
18. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	30,760,693	200	96.62%	1,076,225	36	15,006	8
19. To approve the proposed amendment to the rules of the Morgan Sindall Executive Remuneration Plan 2005	30,570,613	214	96.00%	1,273,891	28	7,420	6

Please note that the votes to be cast at the Chairman's discretion have been included in the 'For' vote