

Morgan Sindall Group plc
Annual General Meeting
7 May 2015
Proxy Declarations - Final

- Number of shareholders at meeting date: 1,700
- Number of voting shares in issue at meeting date: 44,286,645
- The number of votes per share: 1 vote per share

Ordinary Resolutions	Votes For	%	Votes against	%	Total Votes	% of issued share capital voted	Votes withheld
1. To receive the audited financial statements, the strategic report and the directors' and auditor's, reports for the year ended 31 December 2014	36,258,910	99.99	3,335	0.01	36,262,245	81.88	22,399
2. To declare a final dividend of 15 pence per share	36,284,644	100	0	0.00	36,284,644	81.93	0
3. To re-elect Steve Crummett as a director	36,150,223	99.65	128,759	0.35	36,278,802	81.92	5,842
4. To re-elect Patrick De Smedt as a director	36,274,209	99.99	4,593	0.01	36,278,802	81.92	5,842
5. To re-elect Simon Gulliford as a director	36,273,655	99.99	5,147	0.01	36,278,802	81.92	5,842
6. To re-elect Adrian Martin as a director	35,910,818	98.98	368,719	1.02	36,279,537	81.92	5,107
7. To re-elect John Morgan as a director	35,215,032	97.06	1,066,212	2.94	36,281,244	81.92	3,400
8. To re-elect Liz Peace as a director	36,273,702	99.99	4,883	0.01	36,278,585	81.92	6,059
9. To approve the directors' remuneration policy for the year ended 31 December 2014	35,592,847	98.46	557,603	1.54	36,150,450	81.63	131,594
10. To approve the directors' remuneration report, (other than the part containing the directors' remuneration policy), for the year ended 31 December 2014	36,137,232	99.61	142,578	0.39	36,279,810	81.92	4,564

11. To re-appoint Deloitte LLP as auditor	35,477,325	98.13	675,112	1.87	36,152,437	81.63	131,937
Ordinary Resolutions (continued)	Votes For	%	Votes against	%	Total Votes	% of issued share capital voted	Votes withheld
12. To authorise the directors to fix the auditor's remuneration	36,275,833	99.98	5,809	0.02	36,281,642	81.92	3,002
13. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	32,886,732	90.65	3,392,787	9.35	36,279,519	81.92	5,125
14. To authorise the directors to allot shares	36,247,597	99.91	32,974	0.09	36,280,391	81.92	4,253
Special Resolutions							
15. To dis-apply pre-emption rights	36,263,240	99.97	11,268	0.03	36,274,508	81.91	10,136
16. To authorise the Company to purchase its own shares	36,272,771	99.98	8,656	0.02	36,281,427	81.92	3,217
17. To allow meetings of the Company to be called on 14 clear days' notice	33,889,929	93.42	2,388,687	6.58	36,278,616	81.92	6,028

Notes:

1. Proxy votes which gave discretion to the Chairman of the Annual General Meeting have been included in the 'For' total of the appropriate resolution.
2. A 'Vote Withheld' is not a vote in law and is not counted in the calculation of the proportion of the votes 'For' and 'Against' any resolution nor in the calculation of the proportion of 'Total issued share capital instructed' for any resolution.
3. Votes 'For' and 'Against' any resolution are expressed as a percentage of votes validly cast for that resolution.