

# Morgan Sindall Group plc

## ANNUAL GENERAL MEETING

8 May 2014

### Proxy Declarations - Final

Number of shareholders at meeting date: 1,416

Number of voting shares in issue at meeting date: 43,265,126

The number of votes per share: 1 vote per share

	For			Against		Withheld	
	Votes	Holders	Total votes cast for/discretion	Votes	Holders	Votes	Holders
<b>Ordinary Resolutions</b>							
1. To receive the financial statements and the reports of the directors and the auditor for the year ended 31 December 2013	32,735,131	210	100%	0	0	47,010	3
2. To declare a final dividend of 15.0p per share	32,641,178	211	100%	0	0	140,963	1
3. To re-elect Steve Crummett as a director	32,689,714	209	99.72%	91,543	6	884	3
4. To re-elect Patrick De Smedt as a director	32,704,961	207	99.79%	68,102	8	9,078	4
5. To re-elect Geraldine Gallacher as a director	32,234,559	206	99.81%	61,751	7	485,831	4
6. To re-elect Simon Gulliford as a director	30,931,110	205	94.36%	1,850,147	13	884	3
7. To re-elect Adrian Martin as a director	31,166,390	206	95.07%	1,615,204	13	547	2
8. To re-elect John Morgan as a director	30,307,543	206	92.45%	2,473,714	12	884	3
9. To re-elect Liz Peace as a director	32,713,055	206	99.79%	68,202	10	884	3
10. To approve the directors' remuneration policy for the year ended 31 December 2013	32,042,366	190	99.93%	22,315	17	717,459	11
11. To approve the directors' remuneration report, other than the part containing the directors' remuneration policy, for the year ended 31 December 2013	32,686,427	193	99.95%	16,114	17	79,600	6
12. To re-appoint Deloitte LLP as auditor	32,597,950	202	99.89%	37,373	8	146,818	6
13. To authorise the directors to fix the auditor's remuneration	32,777,205	207	99.99%	3,748	5	1,188	2
14. To authorise the directors to allot shares	32,580,829	201	99.39%	198,424	14	2,888	4
<b>Special Resolutions</b>							
15. To dis-apply pre-emption rights	32,765,130	194	99.95%	15,823	19	1,188	2
16. To authorise the Company to purchase its own shares	32,754,647	199	99.92%	27,494	15	0	0
17. To allow meetings of the Company to be called on 14 clear days' notice	30,303,998	192	92.44%	2,477,603	31	540	2
<b>Ordinary Resolutions</b>							

18.	To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	29,621,751	171	90.36%	3,159,325	42	565	2
19.	To approve the rules of the Morgan Sindall 2014 Long Term Incentive Plan (the "LTIP")	31,731,857	195	98.50%	483,597	16	566,687	8
20.	To authorise the rules of the Morgan Sindall 2014 Share Option Plan (the "SOP")	32,189,558	198	99.92%	25,896	12	566,687	8

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