

Morgan Sindall Group plc

ANNUAL GENERAL MEETING

9 May 2013

Proxy Declarations - Final

Number of shareholders at meeting date: 1,674

Number of voting shares in issue at meeting date: 43,232,461

The number of votes per share: 1 vote per share

	For			Against		Withheld	
	Votes	Holders	Total votes cast for/against	Votes	Holders	Votes	Holders
Ordinary Resolutions							
1. To receive the financial statements and the reports of the directors and the auditors for the year ended 31 December 2012	33,390,901	233	33,393,608	2,707	4	155	1
2. To declare a final dividend of 15.0p per share	33,393,051	235	33,393,763	712	1	0	0
3. To elect Steve Crummett as a director	33,051,817	230	33,391,939	340,122	8	1,824	5
4. To elect Liz Peace as a director	33,098,366	226	33,390,059	291,693	10	3,704	6
5. To re-elect Patrick De Smedt as a director	33,097,082	227	33,389,676	292,594	9	4,087	5
6. To re-elect Geraldine Gallacher as a director	32,527,104	227	33,392,676	865,572	14	1,087	3
7. To re-elect Simon Gulliford as a director	30,890,394	227	33,390,676	2,500,282	15	3,087	4
8. To re-elect Adrian Martin as a director	32,947,169	228	33,392,676	445,507	11	1,087	3
9. To re-elect John Morgan as a director	32,685,376	226	33,393,176	707,800	18	587	2
10. To re-elect Paul Whitmore as a director	33,049,315	229	33,392,676	343,361	10	1,087	3
11. To approve the directors' remuneration report for the year ended 31 December 2012	32,266,803	214	32,820,340	553,537	23	573,423	7
12. To re-appoint Deloitte LLP as auditor	33,381,703	226	33,390,382	8,679	8	3,381	4
13. To authorise the directors to fix the auditor's remuneration	33,386,586	230	33,391,840	5,254	6	1,923	3
14. To authorise the directors to allot shares	33,164,183	226	33,393,176	228,993	16	587	2
Special Resolutions							
15. To dis-apply pre-emption rights	33,266,415	217	33,391,288	124,873	19	2,475	3
16. To authorise the Company to purchase its own shares	33,364,658	222	33,393,763	29,105	16	0	0
17. To allow meetings of the Company to be called on 14 clear days' notice	30,290,528	218	33,393,435	3,102,907	31	327	2
Ordinary Resolutions							
18. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	29,634,166	189	33,389,433	3,755,267	44	2,430	4

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