

**Morgan Sindall Group plc  
(‘the Company’)**

**Result of AGM**

4 May 2017

The Company announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Thursday 4 May 2017, as set out in the AGM notice.

A poll was held on each of the resolutions and was passed by the required majority. Resolutions 1 to 14 were passed as ordinary resolutions, and resolutions 15 to 18 were passed as special resolutions. The results of the poll were as follows:

<b>Ordinary Resolutions</b>	<b>Votes for</b>	<b>%</b>	<b>Votes against</b>	<b>%</b>	<b>Total votes</b>	<b>% of issued share capital voted</b>	<b>Votes withheld</b>
1. To receive and accept the audited financial statements, the strategic report and the directors’ and auditor’s, reports for the year ended 31 December 2016	36,247,751	99.99	2,200	0.01	36,249,951	81.08	14,394
2. To declare a final dividend of 22 pence per share	36,264,345	100.00	0	0.00	36,264,345	81.11	0
3. To elect Michael Findlay as a director	33,403,164	99.84	52,191	0.16	33,455,355	74.83	2,808,990
4. To re-elect John Morgan as a director	36,079,258	99.60	144,930	0.40	36,224,188	81.02	40,157
5. To re-elect Steve Crummett a director	36,101,761	99.66	122,312	0.34	36,224,073	81.02	40,157
6. To re-elect Patrick De Smedt as a director	35,783,703	98.79	439,370	1.21	36,223,073	81.02	41,157
7. To re-elect Malcolm Cooper as a director	36,222,473	100.00	600	0.00	36,223,073	81.02	41,157
8. To re-elect Simon Gulliford as a director	36,221,473	100.00	1,600	0.00	36,223,073	81.02	41,157
9. To approve the directors’ remuneration policy	28,699,357	88.28	3,811,276	11.72	32,510,633	72.71	3,751,597
10. To approve the directors’ remuneration report, (other than the part containing the directors’ remuneration policy), for the year ended 31 December 2016	35,465,005	99.25	268,513	0.75	35,733,518	79.92	530,712
11. To re-appoint Deloitte LLP as auditor	34,238,133	94.88	1,847,411	5.12	36,085,544	80.71	178,801
12. To authorise the directors to fix the auditor’s remuneration	36,256,601	99.98	6,156	0.02	36,262,757	81.10	1,588
13. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	34,328,673	95.38	1,662,258	4.62	35,990,931	80.50	272,799

14. To authorise the directors to allot shares	36,182,657	99.88	42,024	0.12	36,224,681	81.02	39,106
<b>Special Resolutions</b>							
15. General authority to disapply pre-emption rights	36,012,389	99.31	248,433	0.69	36,260,822	81.10	3,465
16. Specific authority to disapply pre-emption rights	35,482,658	97.86	775,907	2.14	36,258,565	81.10	5,165
17. To authorise the Company to purchase its own shares	35,670,253	98.52	535,365	1.48	36,205,618	80.98	58,784
18. To allow meetings of the Company to be called on 14 clear days' notice	35,951,484	99.14	311,118	0.86	36,262,602	81.10	1,743

**Notes:**

1. Each shareholder present in person, or by proxy, was entitled to one vote per share held.
2. Proxy votes which gave discretion to the Chairman of the Annual General Meeting have been included in the 'For' total of the appropriate resolution.
3. 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.
4. Votes 'For' and 'Against' any resolution are expressed as a percentage of votes validly cast for that resolution.
5. At the close of business on 2 May 2017 the total number of ordinary shares in issue, was 44,711,198 and at that time, the Company did not hold any shares in treasury.
6. The scrutineer of the poll was Computershare Investor Services PLC, the Company's Share Registrar.

The full text of the resolutions can be found in the Notice of Annual General Meeting which is available for inspection on the Company's website [www.morgansindall.com](http://www.morgansindall.com). In accordance with LR 9.6.2, a copy of the resolution passed which is required to be made available for inspection has been submitted to the National Storage Mechanism and will shortly be available for inspection at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

**Enquiries:**

Clare Sheridan +44 (0) 20 7307 9200  
Company Secretary