

Morgan Sindall Group plc
(‘the Company’)
LEI: 2138008339ULDGZRB345

Result of AGM

8 May 2019

The Company announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Wednesday 8 May 2019, as set out in the AGM notice.

A poll was held on each of the resolutions and all the resolutions were duly passed by the required majority. Resolutions 1 to 13 were passed as ordinary resolutions, and resolutions 14 to 17 were passed as special resolutions. The results of the poll were as follows:

Ordinary Resolutions	Votes for	%	Votes against	%	Total votes	% of issued share capital voted	Votes withheld
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 2018	35,784,480	100.00	74	0.00	35,784,554	78.69%	60,047
2. To declare a final dividend of 34 pence per share	35,844,334	100.00	267	0.00	35,844,601	78.82%	0
3. To re-elect Michael Findlay as a director	35,548,362	99.18	294,479	0.82	35,842,841	78.82%	1,759
4. To re-elect John Morgan as a director	35,733,948	99.69	110,353	0.31	35,844,301	78.82%	300
5. To re-elect Steve Crummett a director	35,674,341	99.53	168,501	0.47	35,842,842	78.82%	1,759
6. To re-elect Malcolm Cooper as a director	32,815,826	99.73	90,072	0.27	32,905,898	72.36%	2,938,703
7. To re-elect Tracey Killen as a director	34,954,613	97.52	888,229	2.48	35,842,842	78.82%	1,759
8. To elect David Lowden as a director	35,668,529	99.52	171,621	0.48	35,840,150	78.81%	4,451
9. To approve the directors’ remuneration report, (other than the part containing the directors’ remuneration policy), for the year ended 31 December 2018	35,817,332	99.93	23,528	0.07	35,840,860	78.81%	3,740
10. To re-appoint Deloitte LLP as auditor	35,426,118	98.86	407,429	1.14	35,833,547	78.80%	11,053
11. To authorise the directors to fix the auditor’s remuneration	35,796,345	99.89	39,621	0.11	35,835,966	78.80%	8,635
12. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	34,688,621	96.81	1,144,795	3.19	35,833,416	78.80%	9,685
13. To authorise the directors to allot shares	35,282,531	98.44	559,000	1.56	35,841,531	78.82%	3,070

Special Resolutions							
14. General authority to disapply pre-emption rights	35,708,034	99.64	130,244	0.36	35,838,278	78.81%	6,323
15. Specific authority to disapply pre-emption rights	35,452,468	98.92	385,809	1.08	35,838,277	78.81%	6,323
16. To authorise the Company to purchase its own shares	35,338,892	98.68	473,476	1.32	35,812,368	78.75%	32,232
17. To allow meetings of the Company to be called on 14 clear days' notice	35,447,613	98.90	394,256	1.10	35,841,869	78.82%	2,732

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 7 May 2019 the total number of ordinary shares in issue was 45,474,739 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. In accordance with LR 9.6.2, a copy of the resolutions passed which are required to be made available for inspection has been submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM.

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