

The 'Result of AGM' announcement released on 5 May 2016 at 15:26 under RNS No 4120X has been amended. The changes are identified with an asterisk (*).

The full amended text is shown below.

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

Result of AGM

5 May 2016

The Company announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Thursday 5 May 2016, 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 15 were passed as ordinary resolutions, and resolutions 16 to 18 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 2015	35,526,579	100.00	0	0.00	35,526,579	80.19	10,263
2. To declare a final dividend of 17 pence per share	35,536,032	99.999995*	193	0.000005*	35,536,225	80.21	617
3. To elect Malcolm Cooper as a director	35,419,491	99.67	115,597	0.33	35,535,088	80.21	1,754
4. To re-elect Adrian Martin as a director	35,527,387	99.98	8,255	0.02	35,535,642	80.21	1,200
5. To re-elect John Morgan as a director	34,825,556	98.00	710,886	2.00	35,536,442	80.21	400
6. To re-elect Steve Crummett a director	35,408,251	99.64	128,191	0.36	35,536,442	80.21	400
7. To re-elect Patrick De Smedt as a director	35,531,149	99.99	4,493	0.01	35,535,642	80.21	1,200
8. To re-elect Simon Gulliford as a director	35,530,361	99.99	5,281	0.01	35,535,642	80.21	1,200
9. To re-elect Liz Peace as a director	35,532,949	99.99	3,493	0.01	35,536,442	80.21	400
10. To approve the directors’ remuneration report, (other than the part containing the directors’ remuneration policy), for the year ended 31 December 2015	35,215,349	99.11	316,805	0.89	35,532,154	80.20	4,688

Ordinary Resolutions	Votes For	%	Votes against	%	Total Votes	% of issued share capital voted	Votes withheld
11. To re-appoint Deloitte LLP as auditor	34,550,100	98.13	657,440	1.87	35,207,540	79.47	329,302
12. To authorise the directors to fix the auditor's remuneration	35,531,767	99.99	4,287	0.01	35,536,054	80.21	788
13. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	33,833,086	95.21	1,703,070	4.79	35,536,156	80.21	686
14. To amend the maximum directors' fee limit which may be paid up to £600,000 per annum.	34,975,072	99.91	30,978	0.09	35,006,050	79.02	530,792
15. To authorise the directors to allot shares	35,507,540	99.93	25,179	0.07	35,532,719	80.21	4,123
Special Resolutions							
16. To dis-apply pre-emption rights	32,071,391	98.36	535,467	1.64	32,606,858	73.60	2,929,784
17. To authorise the Company to purchase its own shares	35,003,029	98.50	531,999	1.50	35,535,028	80.21	1,814
18. To allow meetings of the Company to be called on 14 clear days' notice	33,739,112	94.95	1,795,376	5.05	35,534,488	80.21	2,354

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 3 May 2016 the total number of ordinary shares in issue, was 44,302,364 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 at the National Storage Mechanism <http://www.morningstar.co.uk/uk/NSM> and on the Company's website www.corporate.morgansindall.com. In accordance with LR 9.6.2, a copy of the resolutions passed, other than resolutions concerning ordinary business, will shortly be submitted to the National Storage Mechanism.

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