

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

**Result of AGM**

4 May 2018

The Company announces the result of voting on the resolutions at its Annual General Meeting (‘AGM’) held on Friday 4 May 2018, 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 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 2017	33,515,683	99.99	2,250	0.01	33,517,933	74.93%	63,227
2. To declare a final dividend of 29 pence per share	33,577,142	100.00	193	0.00	33,577,335	75.06%	3,825
3. To elect Michael Findlay as a director	33,476,898	99.70	99,971	0.30	33,576,869	75.06%	4,290
4. To re-elect John Morgan as a director	33,543,306	99.90	35,212	0.10	33,578,518	75.06%	2,642
5. To re-elect Steve Crummett a director	33,400,932	99.47	177,586	0.53	33,578,518	75.06%	2,642
6. To re-elect Patrick De Smedt as a director	33,481,245	99.71	97,273	0.29	33,578,518	75.06%	2,642
7. To re-elect Malcolm Cooper as a director	33,491,269	99.74	86,537	0.26	33,577,806	75.06%	3,354
8. To elect Tracey Killen as a director	33,571,178	99.98	7,505	0.02	33,578,683	75.06%	2,477
9. To approve the directors’ remuneration report, (other than the part containing the directors’ remuneration policy), for the year ended 31 December 2017	33,355,798	99.35	219,006	0.65	33,574,804	75.06%	6,355
10. To re-appoint Deloitte LLP as auditor	33,297,151	99.16	281,531	0.84	33,578,682	75.06%	2,477
11. To authorise the directors to fix the auditor’s remuneration	33,542,429	99.90	34,493	0.10	33,576,922	75.06%	4,237
12. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	32,374,435	96.43	1,197,344	3.57	33,571,779	75.05%	9,381
13. To authorise the directors to allot shares	33,490,646	99.79	69,371	0.21	33,560,017	75.02%	21,143

<b>Special Resolutions</b>							
14. General authority to disapply pre-emption rights	33,404,396	99.49	170,722	0.51	33,575,118	75.06%	6,042
15. Specific authority to disapply pre-emption rights	33,106,305	98.60	470,460	1.40	33,576,765	75.06%	4,394
16. To authorise the Company to purchase its own shares	33,501,883	99.87	42,159	0.13	33,544,042	74.99%	37,117
17. To allow meetings of the Company to be called on 14 clear days' notice	33,309,966	99.20	269,017	0.80	33,578,983	75.07%	2,177
18. To adopt the new savings-related share option plan.	33,489,238	99.74	86,220	0.26	33,575,458	75.06%	4,952

**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 2018 the total number of ordinary shares in issue, was 44,732,855 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 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.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

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