

Morgan Sindall Group plc

Annual General Meeting 2012

Form of proxy

MORGAN  
SINDALL

BAR CODE  
INVESTOR CODE  
EVENT CODE

Please read the Notice of the 2012 Annual General Meeting and the notes overleaf before completing this form in BLACK ink.

I/We hereby appoint the Chairman of the Meeting or the following person (see note 1 overleaf)

Name of proxy

Number of shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our entitlement on my/our behalf at the Annual General Meeting of Morgan Sindall Group plc to be held at the offices of RBS, 250 Bishopsgate, London EC2M 4AA on 3 May 2012 at 12.00 noon and at any adjournment thereof.

☐ Please tick if you are appointing more than one proxy (see note 2 overleaf)

I have indicated with a 'X' how I/we wish my/our proxy to vote on the following resolutions:

Resolutions

1.

To receive the financial statements and the reports of the directors and the auditors for the year ended 31 December 2011
2.

To declare a final dividend of 30.0p per share
3.

To re-elect Patrick De Smedt as a director
4.

To re-elect Geraldine Gallagher as a director
5.

To re-elect Simon Gulliford as a director
6.

To re-elect Adrian Martin as a director
7.

To re-elect John Morgan as a director
8.

To re-elect David Mulligan as a director
9.

To re-elect Paul Smith as a director
10.

To re-elect Paul Whitmore as a director
11.

To approve the directors' remuneration report for the year ended 31 December 2011
12.

To re-appoint Deloitte LLP as auditors
13.

To authorise the directors to fix the auditors' remuneration
14.

To authorise the directors to allot shares
15.

To dis-apply pre-emption rights\*
16.

To authorise the Company to purchase its own shares\*
17.

To allow meetings of the Company to be called on 14 clear days notice\*
18.

To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure
19.

To approve the proposed amendment to the rules of the Morgan Sindall Executive Remuneration Plan 2005

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\*Indicates a special resolution

Signature

Date

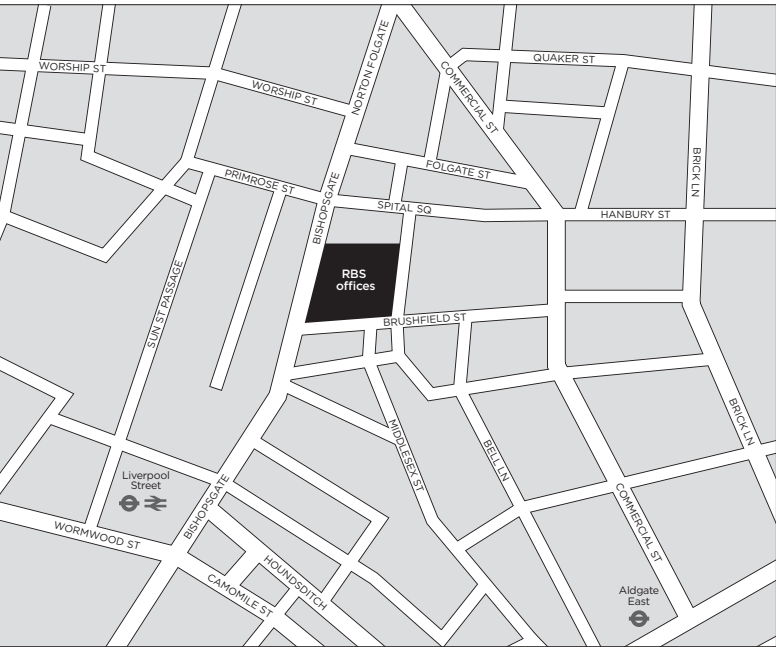
Alternatively you may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

Morgan Sindall Group plc

Annual General Meeting 2012

The Annual General Meeting is being held on Thursday, 3 May 2012 at 12.00 noon at the offices of RBS.

RBS, 250 Bishopsgate  
London EC2M 4AA



Please bring to the Annual General Meeting

BAR CODE  
INVESTOR CODE  
EVENT CODE

Attendance card

Annual General Meeting 2012

You are invited to attend the Annual General Meeting of Morgan Sindall Group plc ('the Company') to be held at the offices of RBS, 250 Bishopsgate, London EC2M 4AA on 3 May 2012 at 12.00 noon.

If you wish to attend the meeting, please sign this card and on arrival hand it to the Company's registrars to facilitate entry to the meeting.

Kindly note that this form is issued only to the addressee(s) and is specific to the unique designated account printed hereon.

This personalised form is not transferable between different account holders or uniquely designated accounts. The Company and Capita Registrars accept no liability for any appointment that does not comply with these conditions.

Name of shareholder

Signature

Capacity in which attending (please tick appropriate box).

As shareholder ☐

As proxy ☐

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<div data-bbox="647 1556 828 1577" data-label="Text"><p>Intentionally left blank</p></div>	<div data-bbox="1596 396 1914 457" data-label="Text"><p>BUSINESS REPLY SERVICE Licence No. RSBH-UXKS-LRBC</p></div> <div data-bbox="2418 394 2706 564" data-label="Image"></div> <div data-bbox="1801 726 2095 869" data-label="Text"><p>PXS 34 Beckenham Road Beckenham Kent BR3 4TU</p></div>	
	<div data-bbox="2089 1247 2187 1268" data-label="Caption"><p>Second fold</p></div> <div data-bbox="1504 1272 2742 1982" data-label="List-Group"><p><b>Explanatory notes:</b></p><ol style="list-style-type: none"><li>To appoint as proxy a person other than the Chairman of the Meeting, insert the full name of such person in the space provided. A proxy need not be a member of the Company.</li><li>If the proxy is being appointed in relation to part of your holding only, please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If the box is left blank, the proxy will be authorised in respect of your full voting entitlement. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise. All forms must be signed and dated and should be returned together in the same envelope. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting the Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras (lines are open 8.30am to 5.30pm Monday to Friday)) or you may photocopy this form.</li><li>Unless otherwise indicated on the form of proxy, the proxy may vote as he or she thinks fit or, at his or her discretion, abstain from voting on the specified resolutions. The proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the resolutions or any resolution to adjourn the meeting) which may properly come before the meeting.</li><li>Completion of a form of proxy will not prevent you from attending and voting at the meeting in person if you wish.</li><li>To be valid, a form of proxy must be completed and lodged no later than 12.00 noon on 1 May 2012 electronically (in accordance with the instructions on <a href="http://www.capitashareportal.com">www.capitashareportal.com</a>) or by post or by hand at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU.</li><li>Private shareholders may submit their proxy electronically via <a href="http://www.capitashareportal.com">www.capitashareportal.com</a>. From there you can log in to your Capita share portal account or register for the Capita share portal if you have not already done so. You will be able to vote immediately by selecting 'proxy voting' from the menu.</li><li>Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service. CREST members should refer to notes 9 to 12 to the Notice of Annual General Meeting in the circular accompanying this form of proxy in relation to the submission of a proxy appointment via CREST.</li><li>The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.</li><li>A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney. The appropriate power of attorney or other authority (if any) should be returned with the form of proxy.</li><li>If the form of proxy is signed by someone else on your behalf, his or her authority to sign (or a notarially certified or office copy thereof) must be returned with the form of proxy.</li><li>In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).</li><li>The 'Vote Withheld' option is to enable you to abstain from voting on any particular resolution. A vote withheld is not a vote in law and will not be counted in the votes 'For' or 'Against' a resolution.</li><li>The address (overleaf) is how your address appears on the Register of Members. If this information is incorrect please ring Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras) to request a change of address form.</li></ol></div> <div data-bbox="1504 1995 2365 2016" data-label="Text"><p>LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK by visiting <a href="http://www.capitashareportal.com">www.capitashareportal.com</a></p></div>	<div data-bbox="2766 1635 2783 1707" data-label="Text"><p>First fold</p></div>