

Morgan Sindall Group plc (the "Company")

Company Number 00521970

The following resolutions (numbered in accordance with the Notice of Meeting), were passed at the Annual General Meeting of Morgan Sindall Group plc held at the offices of Jefferies Hoare Govett, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ on 5 May 2016 at 10:00 a.m.

ORDINARY RESOLUTIONS

14. That the maximum fee which may be paid to each director (excluding amounts payable under any other provision of the Articles of Association of the Company) in accordance with article 86 of the Articles of Association of the Company be increased to £600,000 per annum.
15. That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into such shares in the Company:
 - (a) up to an aggregate nominal amount of £738,333.80 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such amount); and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £1,476,667.60 (such amount to be reduced by any allotments made or rights granted pursuant to paragraph (a) above) in connection with an offer by way of a rights issue (as defined in the Listing Rules published by the Financial Conduct Authority):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities in the capital of the Company as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, any legal, regulatory or practical problems, in, or under the laws of, any territory or the requirements of any regulatory body or exchange or any other matter, provided that (unless revoked, varied or renewed) such authority shall apply until the end of the Company's next AGM, or close of business on 5 August 2017, whichever is earlier, but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert

securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

16. That if resolution 15 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, such power to be limited:

- (a) up to an aggregate nominal amount of £736,079.85 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) below in excess of such amount); and

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities or, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 15 and/or in the case of any sale of treasury shares for cash, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £221,500.15,

such power to apply until the end of the Company's next AGM, or close of business on 5 August 2017, whichever is earlier but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power ends and the directors may allot equity securities (and/ or sell treasury shares) under any such offer or agreement as if the authority had not ended.

17. That pursuant to section 701 of the Companies Act 2006, the Company be and is hereby generally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of any of the Company's ordinary shares of 5 pence each ('Ordinary Shares') on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the minimum price which may be paid for each Ordinary Share (exclusive of expenses) shall be the nominal value of that Ordinary Share;

- (b) the maximum aggregate number of Ordinary Shares authorised to be purchased is 4,430,003;

- (c) the maximum price which may be paid for each Ordinary Share shall be the higher of (i) an amount equal to 105% of the average of the closing middle market quotations for an Ordinary Share, as derived from the London Stock Exchange's Daily Official List, for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased and; (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out, in each case, exclusive of expenses,

such authority to expire at the Company's next AGM, or close of business on 5 August 2017, whichever is earlier, but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to such contract as if the authority had not ended.

18. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.



Company Secretary



Date