Morgan Sindall Group plc

('the Company')

Result of AGM

4 May 2023

The Company announces the result of voting on the resolutions at its Annual General Meeting ('AGM') held on Thursday 4 May 2023, 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 19 were passed as ordinary resolutions, and resolutions 20 to 23 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 Company's audited financial statements, the strategic report and the directors' and corporate governance report and the auditor's report for the year ended 31 December 2022	38,458,740	100.00%	341	0.00%	38,459,081	81.22%	106,166
2. To approve the final dividend of 68 pence per ordinary share for the year ended 31 December 2022	38,564,057	100.00%	894	0.00%	38,564,951	81.44%	296
3. To approve the remuneration policy as set out on pages 141 to 151 of the Company's Annual Report	27,256,102	77.81%	7,774,480	22.19%	35,030,582	73.98%	3,534,665
4. To approve the remuneration report, (other than the part containing the remuneration policy), as set out on pages 134 to 163 of the Company's Annual Report	37,047,061	96.08%	1,512,063	3.92%	38,559,124	81.43%	7,623
5. To reappoint Michael Findlay as a director	37,251,074	96.60%	1,311,734	3.40%	38,562,808	81.44%	3,939
6. To reappoint John Morgan as a director	38,528,942	99.91%	34,841	0.09%	38,563,783	81.44%	2,964
7. To reappoint Steve Crummett a director	38,485,321	99.80%	78,995	0.20%	38,564,316	81.44%	2,431
8. To reappoint Malcolm Cooper as a director	38,280,862	99.27%	281,945	0.73%	38,562,807	81.44%	3,940

9. To reappoint Tracey Killen as a director	33,945,206	96.81%	1,116,954	3.19%	35,062,160	74.05%	3,504,587
10. To reappoint David Lowden as a director	37,924,716	98.34%	638,562	1.66%	38,563,278	81.44%	3,469
11. To reappoint Jen Tippin as a director	38,287,092	99.28%	276,384	0.72%	38,563,476	81.44%	3,271
12. To reappoint Kathy Quashie as a director	38,286,568	99.28%	276,378	0.72%	38,562,946	81.44%	3,801
13. To re-appoint Ernst & Young LLP as auditor of the Company	38,558,521	99.99%	2,949	0.01%	38,561,470	81.44%	5,277
14. To authorise the directors to determine the auditor's remuneration	38,563,446	99.99%	1,977	0.01%	38,565,423	81.44%	1,324
15. To authorise the Company and its subsidiaries to make donations to political organisations and incur political expenditure	38,438,808	99.68%	123,243	0.32%	38,562,051	81.44%	5,296
16. To authorise the directors to allot shares	38,058,044	98.69%	505,585	1.31%	38,563,629	81.44%	3,118
17. To approve the rules of the 2023 Long Term Incentive Plan ('the LTIP')	34,630,435	98.79%	424,657	1.21%	35,055,092	74.03%	3,511,655
18. To approve the rules of the 2023 Share Option Plan ('the SOP')	38,256,655	99.22%	300,528	0.78%	38,557,183	81.43%	9,564
19. To authorise the increase of the maximum fee paid to non-executive directors in aggregate to £800,000 p.a.	38,447,611	99.73%	105,884	0.27%	38,553,495	81.42%	13,252
Special Resolutions							
20. General authority to disapply pre-emption rights	38,461,532	99.75%	96,110	0.25%	38,557,642	81.43%	9,105
21. Specific authority to disapply pre-emption rights in connection with an acquisition or specified capital investment	38,444,312	99.71%	112,558	0.29%	38,556,870	81.43%	9,877
22. To authorise the Company to purchase its own shares	38,508,546	99.98%	8,881	0.02%	38,517,427	81.34%	49,320
23. To allow meetings of the Company to be called on 14 clear days' notice	38,155,288	98.94%	407,983	1.06%	38,563,271	81.44%	3,476

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 Chair 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 2023 the total number of ordinary shares in issue was 47,352,446 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.

7. While resolution 3 has passed and will be implemented, the remuneration committee appreciates that some shareholders have not been able to support the remuneration policy. The remuneration committee conducted a comprehensive engagement exercise with the Company's largest shareholders on proposed changes to the directors' remuneration policy in advance of this year's Annual General Meeting. The majority of shareholders were supportive of the resolution and of the remuneration committee's approach to future-proofing the policy. The Board is committed to open and transparent dialogue with shareholders and will continue to engage further with them to understand their views and concerns regarding this resolution. In accordance with the UK Corporate Governance Code, we will publish and update on this engagement no later than 5 November 2023.

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 Financial Conduct Authority's National Storage Mechanism and will shortly be available at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

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