

**Morgan Sindall Group plc (the "Company")**

**Company Number 00521970**

THURSDAY



**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 RBS, 250 Bishopsgate, London, EC2M 4AA on 3 May 2012 at 12.00 noon.**

**ORDINARY RESOLUTIONS**

14 That the directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company

(a) up to a nominal amount of £720,319 25 (such amount to be reduced by the nominal amount allotted or granted 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 ('the Act')) up to a nominal amount of £1,440,638 50 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue

(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, such authorities to apply until the end of the next annual general meeting of the Company (or, if earlier, until the close of business on 3 August 2013) 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**

15 That if resolution 14 is passed, the directors be authorised to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited

(a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only)

(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 14 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £108,047 90

such power to apply until the end of the next annual general meeting of the Company (or, if earlier, until the close of business on 3 August 2013) 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 treasury shares to be sold) after the authority ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended

16 That, pursuant to section 701 of the Act, the Company be and is hereby generally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of up to 4,321,915 of its own ordinary shares, representing an aggregate nominal value of £216,095 75 on the basis that

(a) the minimum price, exclusive of expenses, which may be paid for each ordinary share shall be the nominal value of that share,

(b) 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, and

(c) this authority will expire at close of business on 3 August 2013 or, if earlier, at the conclusion of the next annual general meeting of the Company (except in relation to the purchase of ordinary shares the contract for which is concluded before such date and which is to be executed wholly or partly after such date)

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

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



Company Secretary

9 May 2012

Date