**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 |

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| 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.

Enquiries:

Clare Sheridan
Company Secretary
+44 (0) 20 7307 9200