

# Costain Group PLC

## (the “Company”)

### Results of 2021 AGM

At the Company’s Annual General Meeting held on 6 May 2021 (the “AGM”), the resolutions set out in the Notice of Meeting, circulated to shareholders on 1 April 2021, were passed by the requisite majorities. The meeting was convened with the minimum necessary quorum of two shareholders. Resolutions 1 to 13 were passed as ordinary resolutions and Resolutions 14 to 17 were passed as special resolutions.

As at 6.30pm on 4 May 2021, the number of issued shares in the Company was 274,949,741 ordinary shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM. In accordance with the Company’s Articles of Association, the resolutions were put to the meeting on a poll in which every member present in person or by proxy had one vote for every share held.

The poll results, on which Equiniti, the Company’s registrar, acted as scrutineer are as follows:

RESOLUTION	NUMBER OF VOTES FOR	% of Votes Cast	NUMBER OF VOTES AGAINST	% of Votes Cast	TOTAL VOTES CAST	% of Issued Share Capital Voted	NUMBER OF VOTES WITHHELD
Resolution 1 <i>Receive the 2020 Annual Report and Accounts</i>	173,981,616	<b>99.95%</b>	86,549	0.05%	174,068,165	63.31%	17,070
Resolution 2 <i>Approve the Directors’ Remuneration Report</i>	170,444,719	<b>98.18%</b>	3,160,283	1.82%	173,605,002	63.14%	480,233
Resolution 3 <i>Re-elect Dr Paul Golby</i>	173,721,793	<b>99.81%</b>	333,022	0.19%	174,054,815	63.30%	30,420
Resolution 4 <i>Re-elect Mr Alex Vaughan</i>	173,721,668	<b>99.80%</b>	340,334	0.20%	174,062,002	63.31%	23,233
Resolution 5 <i>Elect Ms Helen Willis</i>	173,747,541	<b>99.82%</b>	305,363	0.18%	174,052,904	63.30%	32,331
Resolution 6 <i>Elect Mr Bishoy Azmy</i>	173,573,256	<b>99.88%</b>	211,484	0.12%	173,784,740	63.21%	300,495
Resolution 7 <i>Re-elect Ms Jacqueline de Rojas</i>	173,739,303	<b>99.82%</b>	319,940	0.18%	174,059,243	63.31%	25,992
Resolution 8 <i>Elect Mr Tony Quinlan</i>	173,530,526	<b>99.84%</b>	269,887	0.16%	173,800,413	63.21%	284,822
Resolution 9 <i>Re-elect Ms Alison Wood</i>	173,735,545	<b>99.82%</b>	318,006	0.18%	174,053,551	63.30%	31,684
Resolution 10 <i>Re-appoint PwC as auditor</i>	173,452,413	<b>99.82%</b>	313,010	0.18%	173,765,423	63.20%	319,812

RESOLUTION	NUMBER OF VOTES FOR	% of Votes Cast	NUMBER OF VOTES AGAINST	% of Votes Cast	TOTAL VOTES CAST	% of Issued Share Capital Voted	NUMBER OF VOTES WITHHELD
Resolution 11 <i>Authorise the auditor's remuneration</i>	173,897,259	<b>99.93%</b>	116,028	0.07%	174,013,287	63.29%	71,948
Resolution 12 <i>Authorise political donations</i>	154,662,936	<b>88.86%</b>	19,386,047	11.14%	174,048,983	63.30%	36,252
Resolution 13 <i>Authorise the allotment of shares</i>	173,239,394	<b>99.54%</b>	805,068	0.46%	174,044,462	63.30%	40,773
Resolution 14 <i>Approve the disapplication of pre-emption rights (general)</i>	173,310,261	<b>99.59%</b>	717,415	0.41%	174,027,676	63.29%	57,559
Resolution 15 <i>Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	173,356,530	<b>99.61%</b>	676,418	0.39%	174,032,948	63.30%	52,287
Resolution 16 <i>Authorise the purchase of own shares</i>	173,779,878	<b>99.83%</b>	290,699	0.17%	174,070,577	63.31%	14,658
Resolution 17 <i>Approve the holding of General Meetings (not AGMs) on 14 clear days' notice</i>	173,630,658	<b>99.75%</b>	435,085	0.25%	174,065,743	63.31%	19,492

**Notes:**

1. There were no restrictions on shareholders to cast votes on any of the resolutions proposed at the AGM.
2. Percentages are expressed as a proportion of the total votes cast (which does not include votes withheld).
3. A vote withheld is not a vote in law and is not included in the calculation of the votes 'For' or 'Against' the resolutions, nor the total votes cast.
4. Any proxy appointments which gave discretion to the Chairman have been included in the 'For' totals.

In accordance with Listing Rule 9.6.2R, copies of all resolutions passed at the AGM today, other than those concerning ordinary business, will be submitted to the National Storage Mechanism, where they will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. In addition, copies of these resolutions will also be filed with Companies House.

The results of the 2021 AGM will be available to view on the Company's website at [www.costain.com](http://www.costain.com).

**6 May 2021**

**Enquiries:**

**Costain**

Alex Vaughan, Chief Executive Officer  
Helen Willis, Chief Financial Officer  
Sara Lipscombe, Group Communications Director

**Tel: 01628 842 444**

**MHP Communications**

Tim Rowntree  
Peter Hewer

**Tel: 020 3128 8658**  
**Costain@mhpc.com**