



5 MAY 2022

Costain Group PLC (the "Company")

RESULTS OF 2022 AGM

At the Company's Annual General Meeting held on 5 May 2022 (the "AGM"), the resolutions set out in the Notice of Meeting, circulated to shareholders on 30 March 2022, were passed by the requisite majorities. Resolutions 1 to 16 were passed as ordinary resolutions and Resolutions 17 to 21 were passed as special resolutions.

As at 6.30pm on 3 May 2022, 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 EQ, 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 2021 Annual Report and Accounts</i>	177,614,044	99.98	37,637	0.02	177,651,681	64.61%	50,206
Resolution 2 <i>Approve the Directors' Remuneration Report</i>	132,739,031	87.94	18,199,623	12.06	150,938,654	54.90%	26,763,213
Resolution 3 <i>Re-elect Paul Golby</i>	176,507,077	99.35	1,147,064	0.65	177,654,141	64.61%	47,726
Resolution 4 <i>Re-elect Alex Vaughan</i>	177,325,773	99.82	318,645	0.18	177,644,418	64.61%	57,449
Resolution 5 <i>Re-elect Helen Willis</i>	177,352,265	99.84	288,015	0.16	177,640,280	64.61%	61,587
Resolution 6 <i>Re-elect Bishop Azmy</i>	176,817,260	99.54	811,437	0.46	177,628,697	64.60%	73,170
Resolution 7 <i>Elect Neil Crockett</i>	177,367,239	99.86	255,785	0.14	177,623,024	64.60%	78,843
Resolution 8 <i>Re-elect Jacqueline de Rojas</i>	176,576,020	99.40	1,064,415	0.60	177,640,435	64.61%	61,432

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 9 <i>Re-elect Tony Quinlan</i>	176,865,567	99.56	773,523	0.44	177,639,090	64.61%	62,777
Resolution 10 <i>Elect Fiona MacAulay</i>	165,422,109	93.12	12,217,053	6.88	177,639,162	64.61%	62,705
Resolution 11 <i>Re-appoint PwC as auditor</i>	177,103,443	99.84	288,742	0.16	177,392,185	64.52%	309,682
Resolution 12 <i>Authorise the auditor's remuneration</i>	177,511,256	99.92	139,512	0.08	177,650,768	64.61%	51,119
Resolution 13 <i>Authorise political donations</i>	158,424,203	89.19	19,206,367	10.81	177,630,570	64.60%	71,297
Resolution 14 <i>Authorise the allotment of shares</i>	177,151,660	99.75	451,709	0.25	177,603,369	64.59%	98,498
Resolution 15 <i>Authorise renewal of the Scrip Dividend Scheme</i>	177,341,314	99.83	309,231	0.17	177,650,545	64.61%	51,322
Resolution 16 <i>Approve the Costain 2022 Sharesave Plan</i>	177,162,063	99.72	498,560	0.28	177,660,623	64.62%	41,244
Resolution 17 <i>Approve the disapplication of pre-emption rights (general)</i>	173,138,405	97.47	4,492,674	2.53	177,631,079	64.60%	70,788
Resolution 18 <i>Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	173,174,824	97.50	4,448,602	2.50	177,623,426	64.60%	78,441
Resolution 19 <i>Authorise the purchase of own shares</i>	177,373,646	99.84	286,499	0.16	177,660,145	64.62%	41,722
Resolution 20 <i>Adopt new Articles of Association</i>	177,160,512	99.86	245,781	0.14	177,406,293	64.52%	295,574
Resolution 21 <i>Approve the holding of General Meetings (other than AGMs) on 14 clear days' notice</i>	176,808,261	99.51	866,505	0.49	177,674,766	64.62%	27,101

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 Chair 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 2022 AGM will be available to view on the Company's website at www.costain.com.

ENQUIRIES

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