

# Costain Group PLC (the “Company”)

## Results of General Meeting held on 17 March 2014

Further to the announcements made on 27 February 2014 and earlier today in respect of the Capital Raising, the Company is pleased to announce that at the General Meeting of the Company held at 10.00 a.m. today the Resolutions, as set out in the Notice of General Meeting found at the end of the combined circular and prospectus of the Company published on 27 February 2014, were each duly passed on a show of hands.

Details of the proxies from shareholders in respect of each Resolution are set out below:

	<b>TOTAL VOTES CAST</b>	<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>VOTES WITHHELD</b>
<b>Resolution 1</b> <i>(authority to allot shares)</i>	38,556,476	35,188,407  (91.26% of votes cast)	3,368,069  (8.74% of votes cast)	53,477
<b>Resolution 2</b> <i>(authority to incur borrowings)</i>	38,597,812	38,396,882  (99.48% of votes cast)	200,930  (0.52% of votes cast)	12,141
<b>Resolution 3</b> <i>(final dividend)</i>	38,609,423	38,592,498  (99.96% of votes cast)	16,925  (0.04% of votes cast)	530

Notes:

1. Percentages are expressed as a proportion of the total votes cast (which does not include votes withheld)
2. 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.
3. Any proxy appointments which gave discretion to the Chairman have been included in the ‘For’ totals.

A copy of this announcement confirming the proxy figures will be available on the Company’s website.

In accordance with Listing Rule 9.6.2R, copies of the Resolutions will be submitted to the National Storage Mechanism, where they will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM). In addition, copies of the Resolutions will also be filed with Companies House.

The Capital Raising remains conditional upon:

- (i) the Placing Agreement becoming unconditional; and
- (ii) Admission becoming effective by not later than 8.00 a.m. on 18 March 2014 or such later time and/or date as Rothschild and the Bookrunners may agree.

Admission is expected to take place on 18 March 2014.

17 March 2014

**ENQUIRIES:**

**Costain Group PLC**  
Tracey Wood  
Company Secretary

**Tel: 01628 842 444**

**Instinctif Partners**  
Mark Garraway  
Helen Tarbet

**Tel: 020 7457 2020**