



## RESULTS OF 2026 AGM

At the Company's Annual General Meeting held on 14 May 2026 (the "AGM"), the resolutions set out in the Notice of Meeting, circulated to shareholders on 2 April 2026, were passed by the requisite majorities. Resolutions 1 to 16 were passed as ordinary resolutions and Resolutions 17 to 20 were passed as special resolutions.

As at 6.30pm on 12 May 2026, the number of issued shares in the Company was 267,747,810 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 2025 Annual Report and Accounts</i>	122,390,832	99.98	24,892	0.02	122,415,724	45.71%	1,022,025
Resolution 2 <i>Approve the Directors' Remuneration Report</i>	114,267,912	92.64	9,073,480	7.36	123,341,392	46.06%	96,337
Resolution 3 <i>Approve the Directors' Remuneration Policy</i>	111,771,960	90.57	11,632,858	9.43	123,404,818	46.08%	32,911
Resolution 4 <i>Declare a final dividend</i>	123,369,592	99.97	41,689	0.03	123,411,281	46.08%	26,448
Resolution 5 <i>Re-elect Kate Rock</i>	106,367,997	86.21	17,015,796	13.79	123,383,793	46.07%	53,956
Resolution 6 <i>Re-elect Alex Vaughan</i>	123,058,333	99.73	338,615	0.27	123,396,948	46.08%	40,801
Resolution 7 <i>Re-elect Helen Willis</i>	123,037,680	99.72	344,896	0.28	123,382,576	46.07%	55,173
Resolution 8 <i>Re-elect Amanda Fisher</i>	121,445,358	98.46	1,897,889	1.54	123,343,247	46.06%	94,482
Resolution 9 <i>Re-elect Fiona MacAulay</i>	112,767,824	97.97	2,334,052	2.03	115,101,876	42.98%	8,335,853
Resolution 10 <i>Re-elect Steve Mogford</i>	121,356,715	98.39	1,986,827	1.61	123,343,542	46.06%	94,187
Resolution 11 <i>Re-elect Tony Quinlan</i>	121,476,069	98.46	1,898,071	1.54	123,374,140	46.07%	63,609
Resolution 12 <i>Re-appoint PwC as auditor</i>	123,278,825	99.94	79,306	0.06	123,358,131	46.06%	79,618
Resolution 13	123,318,417	99.94	75,980	0.06	123,394,397	46.08%	43,332

<i>Authorise the auditor's remuneration</i>							
Resolution 14 <i>Authorise political donations</i>	98,026,323	79.43	25,381,607	20.57	123,407,930	46.08%	29,799
Resolution 15 <i>Authorise the allotment of shares</i>	122,059,754	98.90	1,357,156	1.10	123,416,910	46.09%	20,819
Resolution 16 <i>Approve the amendments to the 2023 LTIP Plan Rules</i>	123,136,576	99.81	231,110	0.19	123,367,686	46.07%	70,043
Resolution 17 <i>Approve the disapplication of pre-emption rights (general)</i>	121,888,857	98.80	1,478,880	1.20	123,367,737	46.07%	69,992
Resolution 18 <i>Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	121,055,942	98.18	2,247,187	1.82	123,303,129	46.04%	134,600
Resolution 19 <i>Authorise the purchase of own ordinary shares</i>	122,917,204	99.90	126,442	0.10	123,043,646	45.95%	394,103
Resolution 20 <i>Approve the holding of General Meetings (other than AGMs) on 14 clear days' notice</i>	122,570,095	99.32	835,239	0.68	123,405,334	46.08%	32,415

**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.

The Board notes that resolution 14 was passed with less than 80% of votes in favour. It remains the policy of the Company to not make political donations or to incur political expenditure. The Board will engage with shareholders in respect of this resolution to ensure their views are understood. In accordance with provision 4 of the UK Corporate Governance Code, the Board will provide an update on this engagement within 6 months of the AGM, as well as a final summary in the Company's 2026 Annual Report.

In accordance with UK Listing Rule 6.4.2, 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>. Copies of these resolutions will also be filed with Companies House.

The results of the 2026 AGM will be available to view on the Company's website at [www.costain.com](http://www.costain.com).

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