



RESULTS OF 2023 AGM

At the Company's Annual General Meeting held on 11 May 2023 (the "AGM"), the resolutions set out in the Notice of Meeting, circulated to shareholders on 4 April 2023, were passed by the requisite majorities. Resolutions 1 to 17 were passed as ordinary resolutions and Resolutions 18 to 21 were passed as special resolutions.

As at 6.30pm on 9 May 2023, the number of issued shares in the Company was 276,684,741 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 2022 Annual Report and Accounts</i>	175,212,131	99.98	33,840	0.02	175,245,971	63.34%	44,951
Resolution 2 <i>Approve the Directors' Remuneration Report</i>	174,748,301	99.75	435,145	0.25	175,183,446	63.32%	107,476
Resolution 3 <i>Approve the Directors' Remuneration Policy</i>	170,214,500	97.17	4,965,240	2.83	175,179,740	63.31%	111,182
Resolution 4 <i>Elect Kate Rock</i>	174,704,500	99.69	538,106	0.31	175,242,606	63.34%	48,316
Resolution 5 <i>Re-elect Alex Vaughan</i>	174,967,291	99.87	230,714	0.13	175,198,005	63.32%	92,917
Resolution 6 <i>Re-elect Helen Willis</i>	174,929,049	99.84	281,747	0.16	175,210,796	63.33%	80,126
Resolution 7 <i>Re-elect Bishoy Azmy</i>	173,700,144	99.17	1,452,940	0.83	175,153,084	63.30%	137,838
Resolution 8 <i>Re-elect Neil Crockett</i>	175,124,573	99.94	113,587	0.06	175,238,160	63.33%	52,762
Resolution 9 <i>Re-elect Jacqueline de Rojas</i>	174,883,349	99.80	355,553	0.20	175,238,902	63.34%	52,020
Resolution 10 <i>Re-elect Fiona MacAulay</i>	170,990,022	97.58	4,244,861	2.42	175,234,883	63.33%	56,039
Resolution 11 <i>Re-elect Tony Quinlan</i>	175,090,338	99.94	99,193	0.06	175,189,531	63.32%	101,391
Resolution 12 <i>Re-appoint PwC as auditor</i>	174,898,592	99.94	102,102	0.06	175,000,694	63.25%	290,228

Resolution	175,000,000	99.97	192,192	0.00	175,000,000	99.20%	200,220
Resolution 13 <i>Authorise the auditor's remuneration</i>	175,131,059	99.96	66,234	0.04	175,197,293	63.32%	93,629
Resolution 14 <i>Authorise political donations</i>	156,757,425	89.46	18,464,450	10.54	175,221,875	63.33%	69,047
Resolution 15 <i>Authorise the allotment of shares</i>	174,645,009	99.68	555,138	0.32	175,200,147	63.32%	90,775
Resolution 16 <i>Approve the Costain 2023 Long Term Incentive Plan</i>	174,645,506	99.79	362,650	0.21	175,008,156	63.25%	282,766
Resolution 17 <i>Approve the Costain 2023 Share Deferral Plan</i>	174,670,388	99.77	408,712	0.23	175,079,100	63.28%	211,822
Resolution 18 <i>Approve the disapplication of pre-emption rights (general)</i>	170,399,780	97.32	4,692,463	2.68	175,092,243	63.28%	198,679
Resolution 19 <i>Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	163,678,285	93.49	11,389,550	6.51	175,067,835	63.27%	218,087
Resolution 20 <i>Authorise the purchase of own shares</i>	175,044,757	99.90	170,005	0.10	175,214,762	63.33%	76,160
Resolution 21 <i>Approve the holding of General Meetings (other than AGMs) on 14 clear days' notice</i>	174,793,689	99.73	472,738	0.27	175,266,427	63.35%	24,495

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 2023 AGM will be available to view on the Company's website at www.costain.com.

Enquiries

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