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Costain Group PLC (the Company or Costain)
30 October 2024

EXERCISE OF NIL COST OPTIONS

(a) Total Beneficial Holding of Shares

Costain announces that, following the exercise of share awards granted under the Company's 2014 Share Deferral Plan (SDP) as detailed in section (b) below, Helen Willis, chief financial officer, held the number of ordinary shares of 1 pence each in the share capital of the Company (the "Shares") as set out in the table below:

Name of Director	Total beneficial holding of Shares held prior to the transactions detailed in section (b) below	Total beneficial holding of Shares held following the transactions detailed in section (b) below
Helen Willis	0	132,248

(b) Share Deferral Plan (SDP)

On 6 April 2022, awards were granted under the Costain Group PLC 2014 Share Deferral Plan to certain Directors and employees of the Company. The awards were granted in the form of options with a nil exercise price over a fixed number of Shares (the "Awards"). No consideration was paid for the grant of the Awards. The Awards vested on 6 April 2024 and became exercisable for a period of ten years from the date of grant.

On 29 October 2024, the Company was advised that Buck Trustees (Guernsey) Limited, as Trustee of the Costain Group Employee Trust, had undertaken the following transaction:

On 28 October 2024, Helen Willis exercised her Award to acquire the number of Shares as set out in the table below. Also as detailed below, Helen sold a number of Shares sufficient to satisfy her income tax and national insurance liability arising on exercise and then, in line with the Company's remuneration policy, Helen retained 50% and sold 50% of the remaining shares.

Name of Director	Total number of Shares acquired on exercise of Awards (including Dividend Shares accrued at vesting)	Exercise Price	Number of Shares sold to satisfy Tax and National Insurance Liabilities, such Shares sold at a price per Share of 107.00 pence	Number of additional Shares sold at a price per Share of 106.75 pence	Number of Shares retained*
Helen Willis	499,052	Nil	234,555	132,249	132,248

* transferred to spouse, retaining the beneficial ownership of the shares.

The completion of Dealing Form must not be taken to constitute any representation or warranty that the requirements of the Market Abuse Regulation.

Notification of Dealing Form

1.	Details of the Person Discharging Managerial Responsibility ("PDMR") / person closely associated with them ("PCA")		
a)	Name	HELEN MARGARET WILLIS	
2.	Reason for the notification		
a)	Position /status	CHIEF FINANCIAL OFFICER/ PDMR	
b)	Initial notification / amendment	INITIAL NOTIFICATION	
3.	Details of the Issuer		
a)	Name	COSTAIN GROUP PLC	
b)	LEI code	213800PKIJBZ2EDTKC88	
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument, type of instrument Identification code	ORDINARY SHARES OF 1 PENCE EACH ISIN: GB00B64NSP76	
b)	Nature of the transaction	(1) EXERCISE OF NIL COST OPTIONS UNDER THE COMPANY'S 2014 SHARE DEFERRAL PLAN (2022 SDP GRANT) (2) SALE OF SHARES TO SATISFY TAX AND NI LIABILITIES	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		(1) Nil Cost	499,052
		(2) £1.07	234,555
d)	Aggregated information - Aggregated volume - Price	Total number of Shares vested - 499,052 Number of Shares sold to cover Tax and NI - 234,555 Total price - £250,973.85	
e)	Date of the transaction	(1) 28 OCTOBER 2024 (2) 28 OCTOBER 2024	
f)	Place of the transaction	(1) OUTSIDE A TRADING VENUE (2) OUTSIDE A TRADING VENUE	

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a)	Description of the financial instrument, type of instrument Identification code	ORDINARY SHARES OF 1 PENCE EACH ISIN: GB00B64NSP76	
b)	Nature of the transaction	SALE OF SHARES	

c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£1.0675	132,249
d)	Aggregated information - Aggregated volume - Price	Total number of shares sold - 132,249 Total price - £141,175.81	
e)	Date of the transaction	29 OCTOBER 2024	
f)	Place of the transaction	LONDON STOCK EXCHANGE	

Enquiries:

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