



Costain Group PLC (the Company)  
15 May 2025

## RESULTS OF 2025 AGM

At the Company's Annual General Meeting held on 15 May 2025 (the "AGM"), the resolutions set out in the Notice of Meeting, circulated to shareholders on 8 April 2025, were passed by the requisite majorities. Resolutions 1 to 15 were passed as ordinary resolutions and Resolutions 16 to 19 were passed as special resolutions.

As at 6.30pm on 13 May 2025, the number of issued shares in the Company was 272,566,087 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 2024 Annual Report and Accounts</i>	136,946,541	100.00	917	0.00	136,947,458	50.24%	371,514
Resolution 2 <i>Approve the Directors' Remuneration Report</i>	122,038,548	89.03	15,034,382	10.97	137,072,930	50.29%	246,042
Resolution 3 <i>Declare a final dividend</i>	137,260,549	100.00	1,383	0.00	137,261,932	50.36%	57,040
Resolution 4 <i>Re-elect Kate Rock</i>	124,942,765	91.05	12,279,743	8.95	137,222,508	50.34%	96,464
Resolution 5 <i>Re-elect Alex Vaughan</i>	136,994,523	99.93	99,269	0.07	137,093,792	50.30%	225,180
Resolution 6 <i>Re-elect Helen Willis</i>	136,829,561	99.71	392,196	0.29	137,221,757	50.34%	97,215
Resolution 7 <i>Re-elect Amanda Fisher</i>	135,111,544	98.47	2,103,294	1.53	137,214,838	50.34%	104,134
Resolution 8 <i>Re-elect Fiona MacAulay</i>	121,306,403	97.76	2,774,387	2.24	124,080,790	45.52%	13,238,182
Resolution 9 <i>Re-elect Steve Mogford</i>	135,084,117	98.45	2,131,196	1.55	137,215,313	50.34%	103,659
Resolution 10 <i>Re-elect Tony Quinlan</i>	135,125,294	98.47	2,103,491	1.53	137,228,785	50.35%	90,187
Resolution 11 <i>Re-appoint PwC as auditor</i>	136,922,567	99.88	167,322	0.12	137,089,889	50.30%	229,083
Resolution 12 <i>Authorise the auditor's remuneration</i>	137,191,725	99.98	27,353	0.02	137,219,078	50.34%	99,894
Resolution 13 <i>Authorise political donations</i>	110,277,659	80.40	26,883,189	19.60	137,160,848	50.32%	158,124
Resolution 14 <i>Authorise the allotment of shares</i>	136,684,412	99.58	581,728	0.42	137,266,140	50.36%	52,832
Resolution 15 <i>Authorise the renewal of the scrip dividend scheme</i>	137,173,167	99.98	28,246	0.02	137,201,413	50.34%	117,559
Resolution 16							

<i>Approve the disapplication of pre-emption rights (general)</i>	133,956,619	97.63	3,248,409	2.37	137,205,028	50.34%	113,944
<i>Resolution 17 Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	128,105,902	93.36	9,112,790	6.64	137,218,692	50.34%	100,280
<i>Resolution 18 Authorise the purchase of own ordinary shares</i>	137,058,732	99.93	92,989	0.07	137,151,721	50.32%	167,251
<i>Resolution 19 Approve the holding of General Meetings (other than AGMs) on 14 clear days' notice</i>	136,595,047	99.50	684,001	0.50	137,279,048	50.37%	39,924

**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>. Copies of these resolutions will also be filed with Companies House.

The results of the 2025 AGM will be available to view on the Company's website at [www.costain.com](http://www.costain.com).

**Enquiries**

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