



RESULTS OF 2024 AGM

At the Company's Annual General Meeting held on 16 May 2024 (the "AGM"), the resolutions set out in the Notice of Meeting, circulated to shareholders on 9 April 2024, were passed by the requisite majorities. Resolutions 1 to 16 were passed as ordinary resolutions and Resolutions 17 to 21 were passed as special resolutions.

As at 6.30pm on 14 May 2024, the number of issued shares in the Company was 278,348,885 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 2023 Annual Report and Accounts</i>	162,245,869	99.97	48,878	0.03	162,294,747	58.31%	42,465
Resolution 2 <i>Approve the Directors' Remuneration Report</i>	142,966,208	88.10	19,313,449	11.90	162,279,657	58.30%	57,555
Resolution 3 <i>Declare a final dividend</i>	162,293,870	99.99	18,060	0.01	162,311,930	58.31%	25,282
Resolution 4 <i>Re-elect Kate Rock</i>	143,961,847	88.71	18,324,483	11.29	162,286,330	58.30%	50,882
Resolution 5 <i>Re-elect Alex Vaughan</i>	162,159,512	99.93	120,129	0.07	162,279,641	58.30%	57,571
Resolution 6 <i>Re-elect Helen Willis</i>	162,167,817	99.93	118,514	0.07	162,286,331	58.30%	50,881
Resolution 7 <i>Re-elect Fiona MacAulay</i>	160,782,031	99.08	1,492,379	0.92	162,274,410	58.30%	62,802
Resolution 8 <i>Re-elect Tony Quinlan</i>	160,900,931	99.15	1,385,399	0.85	162,286,330	58.30%	50,882
Resolution 9 <i>Elect Amanda Fisher</i>	162,096,541	99.88	186,795	0.12	162,283,336	58.30%	53,876
Resolution 10 <i>Elect Steve Mogford</i>	162,158,420	99.92	127,911	0.08	162,286,331	58.30%	50,881
Resolution 11 <i>Re-appoint PwC as auditor</i>	162,162,298	99.93	117,035	0.07	162,279,333	58.30%	57,879
Resolution 12 <i>Authorise the auditor's remuneration</i>	162,220,047	99.96	64,696	0.04	162,284,743	58.30%	52,469

Resolution 13 <i>Authorise sub-division of ordinary shares</i>	161,103,337	99.27	1,180,753	0.73	162,284,090	58.30%	53,122
Resolution 14 <i>Approve terms of deferred shares</i>	161,173,308	99.30	1,141,624	0.70	162,314,932	58.31%	22,280
Resolution 15 <i>Authorise political donations</i>	146,944,453	90.53	15,378,184	9.47	162,322,637	58.32%	14,575
Resolution 16 <i>Authorise the allotment of shares</i>	162,078,649	99.86	227,686	0.14	162,306,335	58.31%	30,877
Resolution 17 <i>Approve the disapplication of pre-emption rights (general)</i>	156,961,651	96.72	5,328,005	3.28	162,289,656	58.30%	47,556
Resolution 18 <i>Approve the disapplication of pre-emption rights (acquisition or capital investment)</i>	151,341,233	93.25	10,947,702	6.75	162,288,935	58.30%	48,277
Resolution 19 <i>Authorise the purchase of deferred shares</i>	161,229,689	99.35	1,062,013	0.65	162,291,702	58.31%	45,510
Resolution 20 <i>Authorise the purchase of own ordinary shares</i>	162,144,189	99.92	133,216	0.08	162,277,405	58.30%	50,807
Resolution 21 <i>Approve the holding of General Meetings (other than AGMs) on 14 clear days' notice</i>	161,060,024	99.23	1,250,022	0.77	162,310,046	58.31%	18,166

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 2024 AGM will be available to view on the Company's website at www.costain.com.

Enquiries

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