

PROXY FORM
Costain Group PLC

The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Tuesday 7 May 2019 at 3.00pm.



+ +

[Name/Address of shareholder]

0683-091-S

Voting ID

Task ID

Shareholder Reference No.

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers.

Alternatively, you can complete the Proxy Form below and return this form to our registrar, Equiniti, by using the reply paid envelope provided.

Before completing the Proxy Form below, please read the explanatory notes overleaf.

Please indicate here with an 'X' if this Proxy Form is one of multiple instructions being given.

I/We, hereby appoint the chair of the meeting; or

in respect of ALL my shares or that number of my shares as specified below:

to be my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held on Tuesday 7 May 2019 at 3.00pm and at any adjournment thereof. I/We appoint my/our proxy to vote in the manner indicated below (or if no instructions are given, the proxy will exercise their discretion as to whether and if so how to vote):

Ordinary Resolutions	Vote		
	For	Against	Withheld (see Note 13 below)
1. To receive the 2018 Annual Report and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Dr Paul Golby.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Anthony Bickerstaff.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ms Jane Lodge.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ms Alison Wood.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr David McManus.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Ms Jacqueline de Rojas.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-appoint PricewaterhouseCoopers LLP (PwC) as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to allot shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To approve the renewal of the Scrip Dividend Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
15. To approve the disapplication of pre-emption rights (general).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the disapplication of pre-emption rights (acquisition or capital investment).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Company to purchase own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To adopt new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To enable general meetings to be held on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

+ Please indicate if you wish to attend the AGM +

Before completing the Form of Proxy overleaf, please read the explanatory notes below

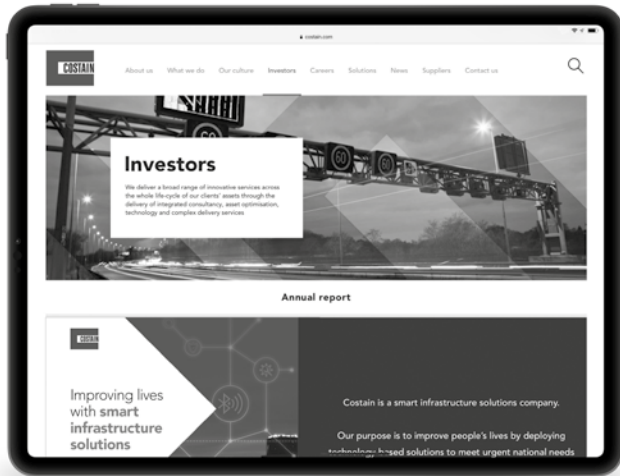
1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. A member so entitled may appoint a proxy or proxies, who need not be a member of the Company, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf.
2. You can appoint the chair of the meeting or anyone else to be your proxy at the AGM. To appoint the chair as your proxy in respect of all of your shares fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank. To appoint a proxy other than the chair in respect of all of your shares, cross out the words 'the chair of the meeting OR' and insert the name of your proxy (who need not be a member of the Company), then fill in any voting instructions and sign and date the Form of Proxy. To appoint the chair or other person in relation to part of your holding only, please enter in the space provided the number of shares in relation to which they are authorised to act as your proxy. If this space is left blank they will be authorised in respect of your full voting entitlement.
3. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by you. To appoint more than one proxy, you should photocopy the Form of Proxy or contact the Company's registrar, Equiniti, for further copies at the address set out in Note 17 or on 0371 384 2250 (overseas callers should use +44 (0) 121 415 7047). Lines open 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. If you are appointing more than one proxy, please indicate in the box overleaf the proxy holder's name and the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the Form of Proxy if the proxy instruction is one of multiple instructions being given. Multiple proxy appointments should be returned together in the same envelope. No proxy may be authorised to exercise votes which any other proxy has been authorised to exercise.
4. If you appoint multiple proxies you can, if you wish, give each proxy different instructions on how to vote (or whether to abstain from voting) by marking the voting direction section accordingly on each of the relevant forms appointing the proxies.
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time of receipt for proxies will take precedence. If you wish to change your proxy instruction you should submit a new Form of Proxy to Equiniti at the address set out in Note 17 or to the chair at the AGM.
6. As an alternative to completing this hard copy Form of Proxy, you may appoint a proxy or proxies electronically using the Equiniti website www.sharevote.co.uk. You are advised to read the terms and conditions governing the electronic voting service which can be found at www.sharevote.co.uk. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your form of proxy at www.shareview.co.uk by logging onto your portfolio using your user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions. Full instructions are given on both websites. You will require your unique Voting ID, Task ID and Shareholder Reference Number (SRN) printed on the front of this Form of Proxy. For an electronic appointment to be valid the appointment must be received by Equiniti by no later than 3.00pm on Friday 3 May 2019 (or, in the case of an adjourned meeting, not later than 48 hours (excluding non-working days) before the time set for the adjourned meeting). Should you complete your Form of Proxy electronically and then post a hard copy, the Form of Proxy that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 3.00pm on Friday 3 May 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. If the Form of Proxy is signed by someone on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation. The power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof must be lodged with Equiniti in accordance with the time scale in Note 17.
11. To be entitled to vote at the AGM (and for the purpose of determining the number of votes you may cast) you must be entered on the Company's Register of Members at 6.30pm on Friday 3 May 2019. If the meeting is adjourned, you must be entered on the register by 6.30pm on the date which is two working days before the time of any adjourned meeting.
12. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will be entitled to exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and, unless instructed otherwise, on any other business (including amendments to resolutions and any procedural business) which may properly come before the meeting.
13. The 'Vote Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
14. Any alterations to the Form of Proxy should be initialled.
15. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the AGM should you subsequently decide to do so.
16. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
17. To be valid the Form of Proxy must reach the Company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, together with the power of attorney or other authority, if any, under which it is signed or a copy of such authority certified notarially, by no later than 3.00pm on Friday 3 May 2019.



NOTICE OF AVAILABILITY

– Important, please read carefully.

You can now access the 2018 Annual Report and Accounts and 2019 Notice of Annual General Meeting on our website at www.costain.com



costain.com/investors

AGM ATTENDANCE CARD

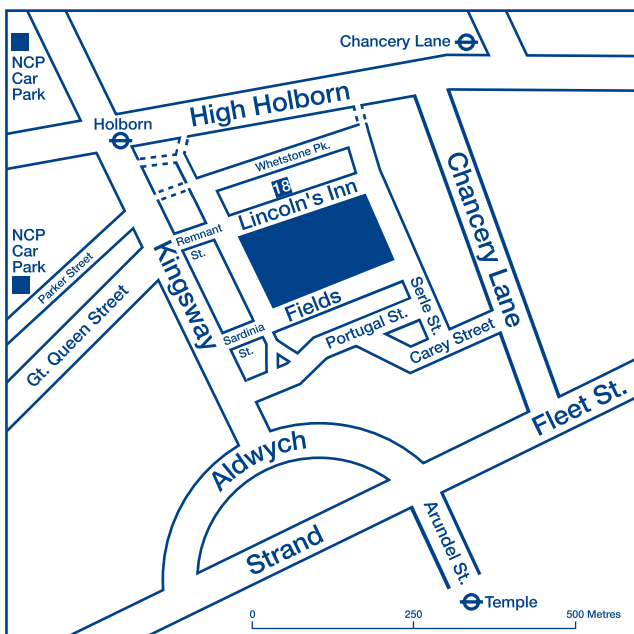
Costain Group PLC

If you attend the meeting, please bring this attendance card with you and hand it in at the registration desk.

[Name/Address of shareholder]

The 2019 Annual General Meeting is to be held at:

The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Tuesday 7 May 2019 at 3.00pm.





Costain Group plc

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