

Form of Proxy for General Meeting

For use by ordinary shareholders in connection with the General Meeting to be held at Costain House, Vanwall Business Park, Maidenhead, Berkshire, SL6 4UB at 5.00 pm on 27 May 2020

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

0683-102-S

COSTAIN Form of Proxy - GENERAL MEETING

+ Voting ID [ ] Task ID [ ] Shareholder Reference Number (SRN) [ ]

You can submit your proxy electronically at www.sharevote.co.uk using the details above. Alternatively, you can complete the Proxy Form below and return this form to our registrar, Equiniti, by using the reply paid envelope provided I/we hereby appoint the Chairman of the meeting OR the following person (see Notes 2 and 3 overleaf) [ ] I/we wish my/our proxy to vote as indicated below in respect of the resolution to be proposed (or if no indication is given as to how the proxy will vote on the resolution, the proxy will exercise their discretion as to whether and if so how they vote) or on any other business which may properly come before the meeting (see Note 12 overleaf). Please mark the adjacent box with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 3 overleaf). [ ]

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, speak and to vote on my/our behalf in respect of my/our entitlement at the General Meeting of Costain Group PLC to be held at Costain House, Vanwall Business Park, Berkshire, SL6 4UB on 27 May 2020 and at any adjournments 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 Resolution For [ ] Against [ ] Vote withheld (see Note 13) [ ]

1. To authorise the Directors to allot shares in the Company in connection with the Capital Raising

Please sign and date below. [ ] Date [ ]

**Before completing the Form of Proxy overleaf, please read (i) the sections entitled 'Actions to be Taken' and 'Notes to the Notice of General Meeting' set out in the prospectus dated 7 May 2020, on pages 42 and 108-110 respectively, which was posted to shareholders and is available to view and download at [www.costain.com](http://www.costain.com) and (ii) the explanatory notes below:**

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting. 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 Chairman of the meeting or anyone else to be your proxy at the General Meeting. Given the current restrictions on attendance, you are encouraged to appoint the Chairman of the meeting to vote on your behalf. To appoint the Chairman 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 Chairman in respect of all of your shares, cross out the words 'the Chairman of the meeting OR' and insert the name of your proxy (who need not be a member of the Company) then fill in the voting instructions and sign and date the Form of Proxy. To appoint the Chairman 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 2849 (overseas callers should use +44 (0) 121 415 0264). Lines open 9.00 am to 5.00 pm, 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 chairman at the General Meeting.
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](http://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](http://www.sharevote.co.uk). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, by submitting your Form of Proxy at [www.shareview.co.uk](http://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 on screen instructions. For an electronic appointment to be valid the appointment must be received by Equiniti by no later than 5.00 p.m. on 25 May 2020 (or, if the meeting is adjourned, the date which is two days before the day of 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](http://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 5.00 p.m. on 25 May 2020. 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 meeting (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 6.30 p.m. on 25 May 2020. If the meeting is adjourned, you must be entered on the register by 6.30pm on the date which is two 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 meeting should you subsequently decide to do so. However, please note the restrictions on attendance at the Meeting as described in section 22 of Part V (Chairman's Letter) of the prospectus.
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 5.00 p.m. on 25 May 2020.

**Business Reply Plus  
Licence Number  
RTAK-KSAL-UBYG**



**Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8EF**