

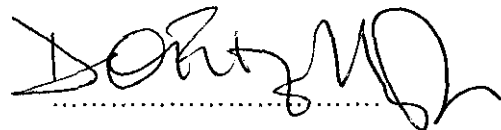
Company No 3782379

THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
CARILLION PLC

At the Annual General Meeting of the Company held in the Albany Suite at the Forte Posthouse Birmingham City, Smallbrook Queensway, Birmingham B5 4EW on Wednesday 16 May 2001 at 11.30am the following resolution was passed as a special resolution of the Company:-

SPECIAL RESOLUTION

That the articles of association of the Company be altered as set out in the printed document marked "A" produced to the meeting and signed by the Chairman for the purpose of identification.



D O FitzHugh,
Company Secretary

Dated: 25/5/.....2001

