

Company Number: 3782379

THE COMPANIES ACTS 1985 and 1989
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

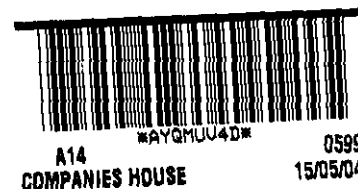
of

CARILLION PLC (the Company)

At the Annual General Meeting of the Company held at Austin Court, 80 Cambridge Street, Birmingham B1 2NP on Wednesday 12 May 2004 at 11.30 a.m., the following resolutions were passed:

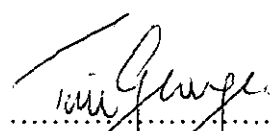
Ordinary Resolutions

1. To receive the accounts for the year ended 31 December 2003 together with the directors' and auditor's reports thereon.
2. To approve the remuneration report for the year ended 31 December 2003.
3. To re-elect Sir Neville Simms as a director.
4. To re-elect Roger Dickens as a director.
5. To re-elect John McDonough as a director.
6. To re-elect Jean-Paul Parayre as a director.
7. To re-appoint KPMG Audit Plc as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the directors to determine the remuneration of KPMG Audit Plc as auditors for the period of appointment.
9. To declare:
 - (a) a final dividend of 3.475 pence per share on the ordinary shares; and
 - (b) a special dividend of 1.7 pence per share on the ordinary shares.
10. That in substitution for all existing authorities, the authority to allot relevant securities set out in Article 9 of the Company's Articles of Association be given to the directors for the period expiring 5 years after the date of the passing of this resolution and that for such period the Section 80 (authority to allot shares) Amount shall be £35,660,764.



Special Resolutions

11. That the Articles of Association be and are hereby amended by adding the words:-
- (a) "and to sell treasury shares wholly for cash" to Article 9.3 after the words "paragraph 9.2 above"; and
 - (b) "and, for the avoidance doubt, references to 'allotments' shall include the sale of any treasury shares" at the end of Article 9.5(f).
12. That in accordance with Article 9.3 of the Company's Articles of Association the directors be empowered to allot equity securities and sell treasury shares for cash as if Section 89(1) of the Companies Act 1985 did not apply to the allotment or sale for the period referred to in resolution 10 in the notice convening this meeting and that for this purpose the Section 89 Amount shall be £5,349,115.
13. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 50p each in the capital of the Company ("Ordinary Shares") provided that:-
- (a) the maximum number of Ordinary Shares authorised to be acquired is 21,396,458;
 - (b) the minimum price which may be paid for each Ordinary Share is 50p (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is, in respect of a share contracted to be purchased on any day, an amount equal to 105 per cent of the average of the middle market quotations of Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made;
 - (d) this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this resolution is passed or, if earlier, 15 months after that date; and
 - (e) the Company may make a contract of purchase of Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration.


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Tim George
Deputy Company Secretary
Carillion plc

Dated: 13 May 2004