

**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 11 May 2005 at 11.30 a.m., the following resolutions were passed:

**Ordinary Resolutions**

1. To receive the accounts for the year ended 31 December 2004 together with the directors' and auditor's reports thereon.
2. To approve the remuneration report for the year ended 31 December 2004.
3. To elect David Noel Christopher Garman as a director.
4. To elect Philip Graham Rogerson as a director.
5. To re-elect Christopher Francis Gregory Girling as a director.
6. 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.
7. To authorise the directors to determine the remuneration of KPMG Audit Plc as auditors for the period of appointment.
8. To declare a final dividend of 4.825 pence per share on the ordinary shares;
9. 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 five years after the date of the passing of this resolution and that for such period the Section 80 Amount (authority to allot shares) shall be £35,716,362.
10. That in accordance with Sections 347C and 347D of the Companies Act 1985 (the "Act"), the Company and Carillion Construction Limited (being a wholly owned subsidiary of the Company) are each authorised to make Donations to EU Political Organisations not exceeding £100,000 in total and to incur EU Political Expenditure not exceeding £100,000 in total (as such terms are defined in Section 347A of the Act) in each calendar year during the period of three years beginning with the passing of this resolution. In any event, the total amount of Donations made and EU Political Expenditure incurred by both the Company and by Carillion Construction Limited pursuant to this resolution in each calendar year shall not exceed £100,000.




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## Special Resolutions

11. 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 9 in the notice convening this meeting and that for this purpose the Section 89 Amount shall be £5,362,817.
12. 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 21,451,268;
  - (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: 12 May 2005