

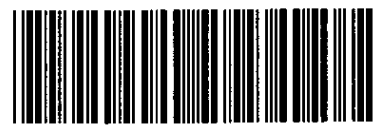
**CARILLION PLC (the Company)**  
**Company Number: 3782379**

**ORDINARY AND SPECIAL RESOLUTIONS**

At the Annual General Meeting of the Company held at Austin Court, 80 Cambridge Street, Birmingham B1 2NP on Wednesday 3<sup>rd</sup> May 2017 at 12 noon, the following resolutions were passed:

**Ordinary Resolutions**

1. To receive the accounts for the year ended 31 December 2016 together with the Directors' and auditor's reports.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy set out on pages 74 to 81 of the report) for the year ended 31 December 2016.
3. To approve the Directors' Remuneration Policy set out on pages 74 to 81 of the Directors' Remuneration Report.
4. To declare a final dividend of 12.65 pence per share on the ordinary shares.
5. To elect Zafar Iqbal Khan as a Director.
6. To re-elect Keith Robertson Cochrane as a Director.
7. To re-elect Andrew James Harrower Dougal as a Director.
8. To re-elect Philip Nevill Green as a Director.
9. To re-elect Alison Jane Horner as a Director.
10. To re-elect Richard John Howson as a Director.
11. To reappoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Directors to determine the remuneration of KPMG LLP as auditor for the period of appointment.
13. That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
  - (a) up to a nominal amount of £71,709,104 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in Section 560 of the Companies Act 2006) up to a nominal amount of £143,418,209 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:



(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates and any legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 3 August 2018) but, in each case, so that the Company may make offers and enter into agreements which would, or might, require shares to be allotted after the authority expires and the Board may allot shares under any such offer or agreement as if the authority had not expired.

### **Special Resolutions**

14. That, if resolution 13 is passed, the Board be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by that resolution, and/or to sell ordinary shares held by the Company as treasury shares for cash, as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but, in the case of the authority granted under paragraph (b) of resolution 13, by way of a rights issue only);

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

ii) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, and any legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) in the case of the authority granted under paragraph (a) of resolution 13, and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £10,756,366 in aggregate being 5 per cent of the Company's issued ordinary share capital as at 1 March 2017;

such authority to expire at the end of next year's Annual General Meeting (or, if earlier, at the close of business on 3 August 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. That, if resolution 13 is passed, the Board be given the power in addition to any power granted under resolution 14 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 13 and/or to sell treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £10,756,366 in aggregate being 5 per cent of the Company's issued ordinary share capital as at 1 March 2017; and

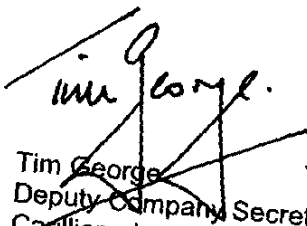
(b) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of next year's Annual General Meeting (or, if earlier, at the close of business on 3 August 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreements as if the authority had not expired.

16. That the Company is authorised to make market purchases (as defined in Section 701 the Companies Act 2006) of ordinary shares of 50 pence each in the Company provided that:

- (a) the maximum number of ordinary shares authorised to be acquired is 43,025,462;
- (b) the minimum price which may be paid for each ordinary share is 50 pence (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for ordinary shares is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for the ordinary shares taken from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made; and (b) the higher of the last independent trade and the highest current independent purchase bid on the London Stock Exchange Official List at the time the purchase is carried out;
- (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, at the close of business on 3 August 2018; and
- (e) in each case, the Company may enter into a contract to purchase ordinary shares under this authority before this authority expires which will or may be completed or executed wholly or partly after its expiration and the Company may purchase ordinary shares pursuant to such contract as if the authority had not ended.

16. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

  
Tim George  
Deputy Company Secretary  
Carillion plc  
5 May 2017