

CARILLION PLC (the Company)
Company Number 3782379

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

At the Annual General Meeting of the Company held at Austin Court, 80 Cambridge Street, Birmingham B1 2NP on Wednesday 9 May 2007 at 12 noon, the following resolutions were passed

Ordinary Resolutions

- 1 To receive the accounts for the year ended 31 December 2006 together with the directors' and auditor's reports
- 2 To approve the remuneration report for the year ended 31 December 2006
- 3 To elect Richard John Adam as a director
- 4 To elect Thomas Donald Kenny as a director
- 5 To elect Steven Lewis Mogford as a director
- 6 To re-elect John McDonough as a director
- 7 To re-appoint KPMG Audit Plc as auditor 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 auditor for the period of appointment
- 9 To declare a final dividend of 5.9 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 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 £46,873,789
- 11 That in accordance with Sections 347C and 347D of the Companies Act 1985 (the "Act"), the Company and Canllion 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) during the period beginning with the date of the passing of this resolution and ending on 9 May 2008 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2008. In any event, the total amount of donations made and EU Political Expenditure incurred by both the Company and by Canllion Construction Limited pursuant to this resolution shall not exceed £100,000

Special Resolutions

- 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 £7,031,068

WEDNESDAY



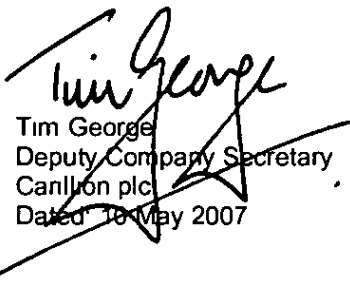
A31 16/05/2007 325
COMPANIES HOUSE

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 28,124,273,
- (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 the higher of (a) 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 before the purchase is made, and (b) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange,
- (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

14 That the Articles of Association be and are hereby amended as follows

- (a) by adding the words "sending it (in accordance with the Statutes)" to Article 137 1(b) after the word "by" and before the words "using electronic communications",
- (b) by deleting the words "to send either the notice or document itself or a notification of its availability on a web site" from Article 137 1(b), and
- (c) by adding the words "or by publication on a web-site in accordance with the Statutes" after the words "to the Company for that purpose" to Article 137 1 (b)


Tim George
Deputy Company Secretary
Canllun plc
Dated 10 May 2007