

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

FRIDAY



**THE COMPANIES ACTS 1985, 1989 and 2006**  
**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 2 May 2012 at 12 noon, the following resolutions were passed

**Ordinary Resolutions**

- 1 To receive the accounts for the year ended 31 December 2011 together with the directors' and auditor's reports
- 2 To approve the remuneration report for the year ended 31 December 2011
- 3 To elect Philip Nevill Green as a Director
- 4 To elect Andrew James Harrower Dougal as a Director
- 5 To re-elect Richard John Adam as a Director
- 6 To re-elect Richard John Howson as a Director
- 7 To re-elect Steven Lewis Mogford as a Director
- 8 To re-elect Vanda Murray as a Director
- 9 To re-elect Philip Graham Rogerson as a Director
- 10 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
- 11 To authorise the Directors to determine the remuneration of KPMG Audit Plc as auditor for the period of appointment
- 12 To declare a final dividend of 11 6 pence per share on the ordinary shares
- 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 an equivalent sum), and
  - (b) comprising equity securities (as defined in section 560 (1) 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 1 August 2013) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted after the authority ends and the Board may allot shares under any such offer or agreement as if the authority had not ended

- 14 That, in accordance with section 366 and section 367 of the Companies Act 2006, the Company, and each company which is or becomes its subsidiary during the period to which this resolution relates, be and is hereby authorised during the period commencing on the date of this Annual General Meeting and ending on the earlier of 31 May 2013 and the date of the Company's next Annual General Meeting to

- (a) make political donations to political parties not exceeding £100,000 in total,
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in total, and/or
- (c) incur political expenditure not exceeding £100,000 in total,

but such that the total aggregate amount shall not in any case exceed £100,000 For the purposes of this resolution, the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006

- 15 That the rules of the Carillion plc Sharesave Scheme 2012 produced to the meeting (the "Scheme"), a summary of the principal terms of which are set out in the Explanatory Notes to the AGM Notice, be and are hereby approved and adopted by the Company and the Directors be and are hereby authorised to do all such acts and things necessary or expedient for the purposes of implementing and giving effect to the Scheme, including making any changes to the rules of the Scheme in order to obtain HM Revenue & Customs approval

#### **Special Resolutions**

- 16 That, if resolution 13 is passed, the Board be given power to allot equity securities (as defined in section 560 (1) 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 power 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 for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities (and for the sale of treasury shares) up to a nominal amount of £10,756,365,

such power in each case to apply until the end of next year's Annual General Meeting or, if earlier, until the close of business on 1 August 2013 but, in each case, during this period 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 power ends and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not ended

- 17 That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 50 pence each in the capital of the Company ('Ordinary Shares') provided that a

(a) the maximum number of Ordinary Shares authorised to be acquired is 43,025,462, b

(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 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 1 August 2013, 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

- 18 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  
3 May 2012