

Company Number: 3782379

THE COMPANIES ACTS 1985 and 1989

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

CARILLION PLC (the Company)

At the Extraordinary General Meeting of the Company held at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP on Monday 23<sup>rd</sup> January 2006 at 12 noon, the following resolution was, inter alia, passed:

**Ordinary Resolution**

1. THAT subject to and conditional upon the Acquisition becoming unconditional (save for any conditions relating to (i) the delivery of the orders of the High Court of Justice in England and Wales sanctioning the Scheme and confirming the reduction of capital in Mowlem to the Registrar of Companies in England and Wales (the "Court Sanction"), (ii) registration of such orders by the Registrar of Companies in England and Wales ("Registration"), and (iii) the admission of the ordinary shares of 50 pence each in the Company to be issued pursuant to the Acquisition becoming effective in accordance with the Listing Rules, or as appropriate, the UK Listing Authority and the London Stock Exchange agreeing to admit such shares to the Official List and to trading on the main market of the London Stock Exchange respectively ("Admission")) and upon the acquisition by the Company being approved pursuant to Ordinary Resolution 1, the authorised share capital of the Company be and it is hereby increased from £162,500,000 to £211,500,000 by the creation of a further 98,000,000 ordinary shares of 50 pence each.



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Tim George  
Deputy Company Secretary  
Carillion plc  
Dated: 27 January 2006

