

**Company Number: 3782379**

**THE COMPANIES ACT 1985 and 1989  
PUBLIC COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTIONS**

**of**

**CARILLION PLC**

At the Annual General Meeting of the Company held in the Albany Suite at the Forte Posthouse Birmingham City, Smallbrook Queensway, Birmingham B5 4EW on Wednesday 16 May 2001 at 11.30 am, the following ordinary resolutions were passed:

"THAT the Accounts as circulated to shareholders, comprising the Group Profit and Loss Account for the year ended 31 December 2000 and the Group and Company Balance Sheets at that date, together with the Directors', Auditor's and Remuneration Reports, be and are hereby received."

"THAT Mr RJ Dickens be and is hereby elected a Director of the Company."

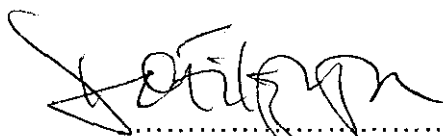
"THAT Mr J McDonough be and is hereby elected a Director of the Company."

"THAT Sir Neville Simms be and is hereby re-elected a Director of the Company."

"THAT Mr J-P Parayre be and is hereby re-elected a Director of the Company."

"THAT KPMG Audit Plc be and is hereby re-appointed as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the Auditor for the period of appointment."

"THAT in respect of the year ended 31 December 2000, a final dividend of 2.78 pence per share be and is hereby declared for payment to those ordinary shareholders appearing on the register at the close of business on 4 May 2001."



D O FitzHugh  
Company Secretary

Dated: 25/5/2001

