

Company No 3783019

THE COMPANIES ACTS 1985 TO 1989

RESOLUTIONS dated the 14th day of March 2005 agreed to by the sole member of the Company taking effect as

WRITTEN ELECTIVE RESOLUTIONS

of

CARILLION HOLDINGS LIMITED

presented for filing pursuant to Section 380(1) and 4(bb) of the Companies Act 1985

WE being the sole member of the above named Company, hereby resolve, and agree that resolutions number (1) (2) (3) and (4) shall take effect as WRITTEN ELECTIVE RESOLUTIONS, as follows:

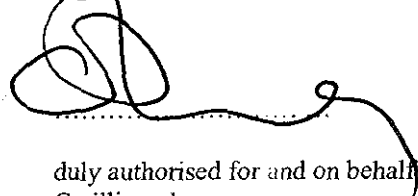
- (1) "THAT the provisions of Section 80(A) of the Companies Act 1985 shall apply, instead of the provisions of Section 80 (4) and (5) thereof, in relation to the giving or renewal, after the date of this resolution, of an authority under the said Section 80."
- (2) "THAT the Company shall, with effect from the date of this resolution, dispense with the laying of accounts and reports before the Company in general meeting."
- (3) "THAT the Company shall, with effect from the date of this resolution, dispense with the holding of Annual General Meetings."
- (4) "THAT the Company dispense with the obligation to appoint auditors annually."

SIGNED for and on behalf of the sole member and dated the 14th day of March 2005

Name of Member

Carillion plc

Signature


duly authorised for and on behalf of
Carillion plc

