

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 resolutions were passed:

**Ordinary Resolutions**


1. THAT:

- (A) the proposed acquisition by the Company of the entire issued and to be issued share capital of Mowlem plc to be effected pursuant to a scheme of arrangement (the "Scheme") under Section 425 of the Companies Act 1985 (the "Act") between Mowlem and the holders of the Scheme Shares (as defined in the Scheme), details of which are contained in a document dated 6 January 2006 (the "Scheme Document"), a copy of which, initialled by the Chairman of the meeting for the purposes of identification, has been produced to the meeting or on such other terms (which are not materially different to the terms of the Scheme as set out in the Scheme Document but which may include an acquisition implemented by way of takeover offer pursuant to Sections 428 to 430E of the Act) and subject to such other conditions as may be approved by the directors of the Company (the "Board") (or any duly authorised committee thereof) be and is hereby approved; and
- (B) the directors (or any duly authorised committee thereof) be and are hereby authorised to bind the Company to the Scheme in its original or in any modified or amended form if approved by them and to take all necessary or appropriate steps to complete or to procure the completion of such acquisition and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments which are of a material nature) as the Board or any duly authorised committee thereof may deem necessary, expedient or appropriate.

- ~~2. 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.

3. THAT, subject to and conditional upon the Acquisition becoming unconditional (save for any conditions relating to the Court Sanction, Registration or Admission) and upon the authorised share capital of the Company being increased pursuant to Ordinary Resolution 2, the Board be and it is hereby generally and unconditionally authorised (in substitution for the authority conferred on it on 11 May 2005) to exercise all powers of the Company to allot relevant securities as set out in Article 9 of the Company's Articles of Association and which authority shall expire on 23 January 2011 (unless previously revoked or varied by the Company in general meeting) and for such period the Section 80 amount shall be an aggregate nominal amount of £80,500,640, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

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