

Resolutions of Carillion plc

(a company incorporated under the Companies Act 1985 and registered in England and Wales
with Registered No 3782379)

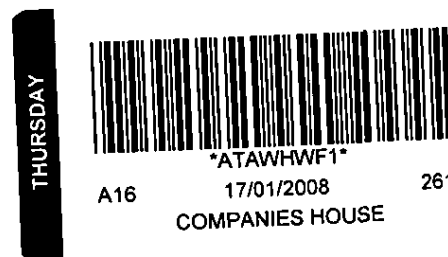
(passed on 14 January 2008)

At the EXTRAORDINARY GENERAL MEETING of Carillion plc (the "Company") duly convened and held at the City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP at 2 00pm on 14 January 2008, the following resolution was duly passed

ORDINARY RESOLUTION

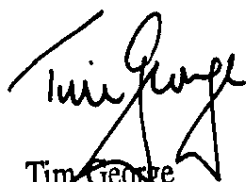
THAT

- (A) the proposed acquisition (the "Acquisition") by the Company of the entire issued and to be issued ordinary share capital of Alfred McAlpine plc to be effected pursuant to a scheme of arrangement (the "Scheme") under Section 425 of the Companies Act 1985 between Alfred McAlpine and the holders of the Scheme Shares (as defined in the Scheme), details of which are contained in a document dated 21 December 2007 (the "Scheme Document"), a copy of which, initialed 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 Section 974 of the Companies Act 2006) 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 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 (such modifications or amendments not being of a material nature) if approved by them and to take all necessary or appropriate steps to complete or to procure the completion of the 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,
- (B) subject to and conditional upon the Acquisition becoming or being declared 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 Alfred McAlpine 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")), the authorised share capital of the Company be and it is



hereby increased from £211,500,000 to £262,500,000 by the creation of a further 102,000,000 ordinary shares of nominal value of 50 pence each in the Company, and

- (C) subject to and conditional upon the Acquisition becoming or being declared unconditional (save for any conditions relating to the Court Sanction, Registration or Admission), the Board be and it is hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (in addition to the authority conferred on it on 9 May 2007) to exercise all powers of the Company to allot relevant securities (as defined in the said section 80) up to an aggregate nominal amount of £56,838,755, which authority shall expire on 14 January 2009 (unless previously revoked or varied by the Company in general meeting), 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



Tim George
Deputy Company Secretary
Carillion plc

15 January 2008.

