

CARILLION PLC (the Company)
Company Number: 3782379



THE COMPANIES ACTS 1985, 1989 and 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

At the Annual General Meeting of the Company held at Austin Court, 80 Cambridge Street, Birmingham B1 2NP on Wednesday 6 May 2009 at 12 noon, the following resolutions were passed:

Ordinary Resolutions

1. To receive the accounts for the year ended 31 December 2008 together with the directors' and auditor's reports.
2. To approve the remuneration report for the year ended 31 December 2008.
3. To re-elect David Ossian Maloney as a Director.
4. To re-elect Vanda Murray as a Director.
5. To re-appoint KPMG Audit Plc as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the remuneration of KPMG Audit Plc as auditor for the period of appointment.
7. To declare a final dividend of 8.9 pence per share on the ordinary shares.
8. **That the authorised share capital of the Company be and is hereby increased to £350,000,000 by the creation of 175,000,000 additional ordinary shares of 50 pence each.**
9. That the Board be authorised to allot relevant securities (as defined in the Companies Act 1985):
 - (a) up to a nominal amount of £65,952,362; and
 - (b) comprising equity securities (as defined in the Companies Act 1985) up to a nominal amount of £131,904,725 (after deducting from such limit any relevant securities allotted under paragraph (a) above in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary.

but so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates and any legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 23 June 2010) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the

Board may allot relevant securities under any such offer or agreement as if the authority had not ended.

10. That in accordance with Section 366 and Section 367 of the Companies Act 2006 (the "Act"), the Company, and each company which is or becomes its subsidiary during the period to which this resolution relates, be and is hereby authorised during the period commencing on the date of this Annual General Meeting and ending on the earlier of 31 May 2010 and the date of the Company's next Annual General Meeting to:

10.1. make political donations to political parties not exceeding £100,000 in total;

10.2 make political donations to political organisations other than political parties not exceeding £100,000 in total; and/or

10.3 incur political expenditure not exceeding £100,000 in total,

but such that the total aggregate amount shall not in any case exceed £100,000. For the purposes of this resolution, the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act.

Special Resolutions

11. That, if resolution 9 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 1985) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the Companies Act 1985, free of the restriction in Section 89(1) of the Companies Act 1985, such power to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of resolution 9, by way of a rights issue only);

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise considers necessary,

but so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, and any legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

(b) in the case of the authority granted under paragraph (a) of resolution 9, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount £9,892,854,

such power in each case to apply until the end of next year's Annual General Meeting or, if earlier, until the close of business on 23 June 2010 but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

12. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985 or, after 1 October 2009, Section 693(4) of the Companies Act 2006) of ordinary shares of 50p each in the capital of the Company ("Ordinary Shares") provided that:-

- (a) the maximum number of Ordinary Shares authorised to be acquired is 39,571,417;
 - (b) the minimum price which may be paid for each Ordinary Share is 50p (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (a) 105 per cent of the average of the middle market quotations for the Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made; and (b) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out;
 - (d) this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this resolution is passed or, if earlier, 15 months after that date; and
 - (e) the Company may make a contract of purchase for Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration.
13. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Tim George
Deputy Company Secretary
Carillion plc
Dated: 14 May 2009