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Signed: *Tim George*

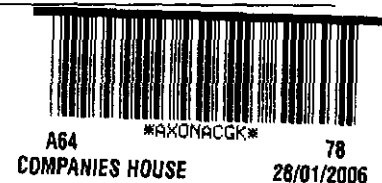
Date: *27 Jan 2006*

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

Memorandum of Association
of
CARILLION PLC

Tim George
Deputy Company Secretary
Carillion plc

- 1 The Company's name is Carillion plc.
- 2 The Company is to be a public company.
- 3 The Company's registered office is to be situated in England and Wales.
- 4 The Company's objects are:
 - 4.1 to carry on all or any of the businesses of a holding company and to co-ordinate all or any part of the businesses and operations of any and all companies, firms and businesses controlled directly or indirectly by the Company or in which the Company is interested in any part of the world, whether as a shareholder or otherwise and whether directly or indirectly, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same;
 - 4.2 to carry on construction services businesses of any kind including the businesses of a building contractor, civil engineering contractor, mechanical and electrical contractor, property dealer, developer or manager and design, technical, environmental, materials or other consultant and the businesses of asset maintenance and renewal, infrastructure management, facilities management, project management and construction management;
 - 4.3 to purchase or otherwise acquire and to manufacture and deal in bricks, stone and other building materials of any kind, and all implements, machinery, vehicles, scaffolding and other equipment and articles used in the construction industry;
 - 4.4 to purchase or otherwise acquire and to manufacture portable buildings for use as offices, storage, accommodation or for any other purpose connected with the work of buildings and contractors and to purchase or otherwise acquire lands, houses, offices, workshops, buildings and premises;
 - 4.5 to carry on all or any of the businesses of investors, trustees, financiers, financial agents, merchants and traders and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company;



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- 4.6 to carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise;
- 4.7 to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange;
- 4.8 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities;
- 4.9 to purchase or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work;
- 4.10 to amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body;
- 4.11 to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description;
- 4.12 to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security;
- 4.13 to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business;
- 4.14 to issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company;
- 4.15 to sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up;
- 4.16 to procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England;

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- 4.17 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members;
- 4.18 (i) to establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any associated company, or who are or were at any time directors or officers of the Company or of any associated company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any associated company; and to make payments for or towards the insurance of any such persons;
- (ii) to establish and maintain, and to lend or contribute to, any scheme for encouraging or facilitating the holding of shares or debentures or other securities in the Company or any associated company by or for the benefit of its employees or former employees, or those of any associated company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any associated company with a view to enabling them to acquire shares in the Company or any associated company;
- (iii) (a) to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any associated company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any associated company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or associated company or pension fund and (b) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability;
- (iv) in this Clause 4.18:
- (a) an "associated company" is any company (i) which is the Company's holding company or (ii) in which the Company or its holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or (iii) which is in any way allied to or associated with the Company or its holding company or any of the predecessors of the Company or of such holding company, or (iv) which is a subsidiary undertaking of any other associated company; and
- (b) "holding company" and "subsidiary undertaking" have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989;
- 4.19 to distribute among members of the Company *in specie* or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law;

4.20 to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others;

4.21 to do all such other things as may be considered to be incidental or conducive to any of the above objects;

and it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

5 The liability of the members is limited.

6 The Company's share capital is £211,500,000 divided into 423,000,000 shares of 50 pence each, with power to divide the shares in the capital for the time being (whether original or increased) into several classes, and to attach thereto respectively any preferential, defined, qualified or special rights, privileges or conditions.

Note: The Company's share capital was increased from £162,500,000 to £211,500,000 at an Extraordinary General Meeting held on 23rd January 2006.

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Signed:

Date:

Tim George
27 Jan. 2006

Tim George
Company Secretary
C. 1000

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of ordinary shares shown opposite our name.

Names and Addresses of Subscribers	Number of ordinary shares taken by Subscriber
Ogier Nominees Limited Pirouet House Union Street St. Helier Jersey JE4 9WG	1
Reigo Nominees Limited Pirouet House Union Street St. Helier Jersey JE4 9WG	1
Total shares taken:	2

For and on behalf of

Ogier Nominees Limited

C. Bruce
Director

For and on behalf of

Reigo Nominees Limited

C. Bruce
Director

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Signed:

Tim George

Date:

27 Jan. 2006

Dated

28 May 1999

Tim George

Director/Company Secretary

Witness to the above Signatures:

Elsbeth Openshaw
SOLICITOR
OGIER & LE MASURIER
WHITELEY CHAMBERS
DON STREET
ST HELIER, JERSEY