

Carillion plc

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

Held at 25 Maddox Street, London, W1S 2QN
on
Thursday 8 June 2017 at 10 am

Present:	Mr. P.N. Green	Chairman
	Mr. K.R. Cochrane	
	Mr. A.J.H. Dougal	
	Mrs. A.J. Horner	
	Mr. R.J. Howson	
	Mr. Z.I. Khan	
In attendance:	Mr. R.F. Tapp	Secretary
	Mr. A.R. Green	
	Mr. N.P. Taylor	
	Mr. C.W.Y. Underhill	Slaughter and May (part only)
	Mr. D. Arch	Stifel (part only)
	Mr. T. Perry	Morgan Stanley (part only)
	Mr. V. Litchfield	Lazard (part only)
	Mr. N. Fowler	Lazard (part only)

Minute
No:

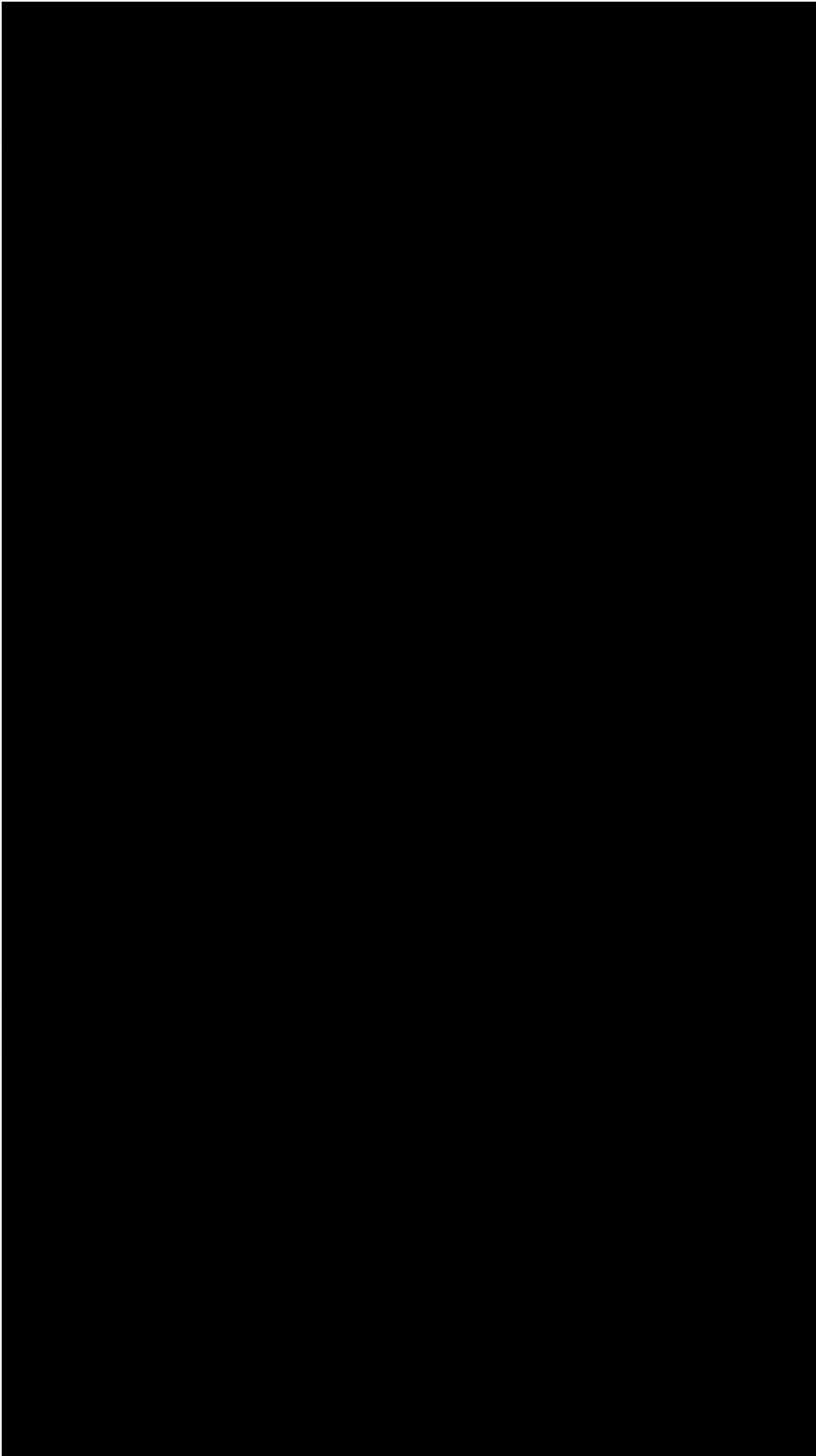
ACTION

2140 Project Salmon

The Chairman welcomed Messrs. Arch, Moorhouse, Litchfield, Fowler and Underhill to the meeting.

Mr Howson introduced the matter, and noted that a process had been commenced which would allow the Board to determine, should it so wish, that an equity issue be announced. It was stressed that no decision had been, or could be, taken without the Board's full and informed consent: the work in hand simply allowed the necessary preparations to be made.

Mr Litchfield tabled a paper which dealt with a number of aspects of the proposed project, including a summary of the Group's financial position noting the Group's increasing leverage and the possible implications and consequences. It went on to consider details of the possible equity issue, an indicative timetable, a description of the standby underwriting and a summary of the key work streams.



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2141 Minutes

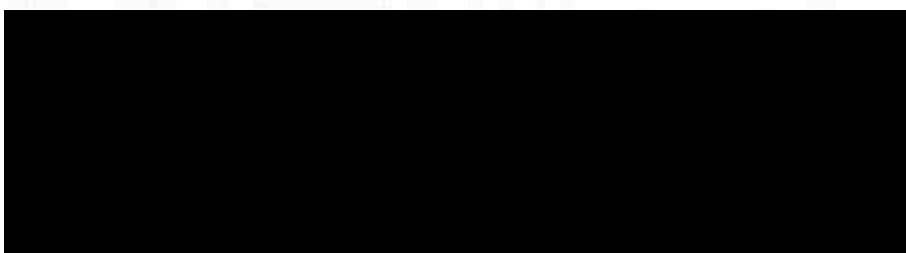
The minutes of the meetings of 3, 5, 16 and 23 May, and of the minutes of the Annual General Meeting, were approved.

Matters arising – 3 May:

- a. **Health and Safety – Kings Cross.** Completed - the Chairman is scheduled to visit the project again in the next few weeks, and the health and safety plan will be formally tested again prior to that visit.
- b. **Health and Safety – Rokstad.** Mr Jones will address the Board at the forthcoming Board visit in July.
- c. **Sustainability Report.** Completed.
- d. **Connections.** Mr Howson has followed up the connections suggested by the Chairman.
- e. **PLC review.** The position is under review.
- f. **June strategy day.** Completed.
- g. **Comparative report.** This would be provided at the meeting.
- h. **Risk management.** This has been scheduled for the Strategy Meeting agenda on 7 June.
- i. **RF2.** The timing of RF2 is aligned with the June strategy session.

2142 Finance Director's Report

Mr Khan spoke to his report which had been circulated. The Board discussed Mr Khan's paper, together with RF2, which had been circulated, and the cash report.



The position in relation to both CS and CCS was discussed in detail, and Mr Adam Green was asked to comment on the changes and threats to his business's numbers since RF2. The Board noted that it was essential that a common position be established.

The Chairman noted that there were errors and inconsistencies in the supporting material tabled at the Board in relation to this and the subsequent agenda item, and stressed that it was essential that the

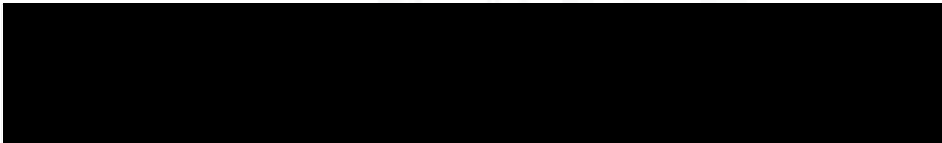
Board received accurate and timely documentation and was appraised fully of any material change.

With regard to the cash report, the deterioration in the position during the half-year was noted, and Mr Cochrane requested that advisers be asked to confirm that no disclosure obligation arose in consequence.

RJH

The work winning report, MPC approvals and management accounts pack were noted.

2143 Business Plan



2144 Health and Safety

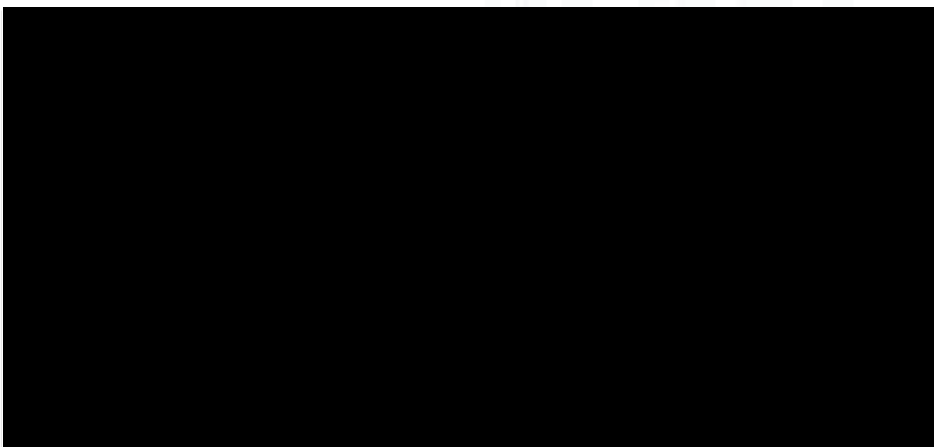
Mr Howson briefed the Board on the health and safety performance in the month, noting that two projects had been reviewed in the month, as detailed in the report. Work was in hand to develop a report of such reviews, having regard to the fact that investigations were of necessity carried out under legal privilege.

Key performance indicators had been trending up in the last two months, a reversal of the trend in the early months of the year.

2145 Sustainability Report

The Sustainability Report was noted.

2146 Chief Executive's Report

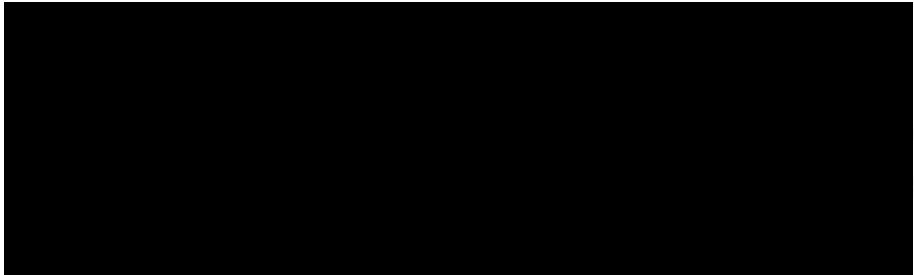


2147 Operations Reports: Carillion Construction Services



He noted also that the Carilliontelent business was fully engaged in pursuing the Virgin Media and Gigaclear opportunities.

2148 Operations Reports: Carillion Services



He noted also that confidential information had been received that we had been successful in relation to Hestia North, meaning that the business had secured three Hestia contracts.

2149 Acquisitions and Disposals Update

The paper had been distributed and was noted.

2150 Governance

(a) Director's Dealings: DBP Awards

The awards made to Messrs. Howson and Khan under the Deferred Bonus Plan were noted.

(b) Insurance renewals

The previously circulated paper noting current insurance position and outlook for the remaining insurance renewals was noted.

2151 Deferred Matters


The Carillion Services, Carillion Construction Services and Communications and Government Affairs papers were deferred to a future meeting.

2152 Next Meeting

The next scheduled meeting would take place on Wednesday 5 July.

2153 Chairman and Non-Executive's Review

The executives left the meeting and the Chairman and non-executive directors held a short review meeting.



CHAIRMAN