

Notes:

- (i) Every holder of ordinary shares is entitled to appoint as his/her proxy another person, who need not be a shareholder of the Company, to exercise all or any of his/her rights to attend, speak and vote at the meeting. If you wish to restrict the rights of your proxies please cross out either or both of the words "speak" or "vote" as you deem appropriate. For convenience, the appointment of the Chairman has already been included. If you wish to appoint the Chairman, you need only complete, sign and date in the space provided (see reverse). If you wish to appoint someone other than the Chairman as your proxy, you should insert the name of your proxy in the space provided (see reverse) and delete the words "the Chairman of the Meeting or". If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of ordinary shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- (ii) To appoint more than one person as your proxy, you may photocopy the Form of Proxy in relation to each proxy you wish to appoint, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by you. Each Form should clearly indicate the name of the proxy (see reverse), and the number of ordinary shares in relation to which they are authorised to act as your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. The Chairman of the AGM may be appointed as one of your multiple proxies provided you follow the instructions set out in this Form. All Forms must be signed and should be returned together in the same envelope.
- (iii) Unless you give specific instructions on how to vote on a particular resolution, your proxy may vote as he or she thinks fit.
- (iv) The "Vote Withheld" option is provided to enable you to abstain from voting on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- (v) Only holders of ordinary shares entered on the Register of Members of the Company at 6.00 pm on 8 May 2012 or, if the meeting is adjourned, 48 hours before the time fixed for such adjourned meeting shall (if otherwise entitled to do so) be entitled to attend and vote at the meeting or any such adjournment. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting. This is in accordance with paragraph 41 of the Uncertificated Securities Regulations 2001 and Article 56 of the Company's articles of association.
- (vi) Before posting the Form of Proxy, please check that it has been signed and dated. In the case of joint holders, any one of you may sign, but the vote of the person whose name appears first in the Register of Members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies. If someone signs the Form on your behalf, you or that person must send it to Capita Registrars (see notes (viii) to (x) below) with the authority under which it is signed, or a copy of the authority which has been certified by a solicitor or notary.
- (vii) Where the person appointing the proxy is a company, the Form of Proxy must be executed either under seal or under the hand of a duly authorised officer or attorney and the appropriate power of attorney or other authority must be lodged with the Form of Proxy.
- (viii) To be valid, a Form of Proxy, together with any authority (see notes (vi) and (vii) above) must be received by Capita Registrars not later than 11.00 am on 8 May 2012, or if the meeting is adjourned, 48 hours before the time for holding the adjourned meeting. Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the meeting.
- (ix) UK shareholders should reply by posting their Form of Proxy to Capita Registrars in the envelope provided. No stamp is required.
- (x) Shareholders with addresses outside the UK should reply by posting their Form of Proxy in an envelope to: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.
- (xi) If Capita Registrars receive two or more proxies from the same shareholder relating to the same shareholding, they will act upon the one that is delivered last (regardless of its date). If they cannot confirm which one was delivered last (regardless of its date), they will not act on any of the Forms. If your Form of Proxy arrives after the voting deadline, it will not be valid and will not replace any earlier Forms that they have received.
- (xii) If you would like to submit your Form of Proxy electronically via the internet, you may do so via www.balfourbeatty-shares.com. If you have not previously done so, you will need to register to use the service. Once registration is complete, you may submit your Form of Proxy online by following the instructions provided.
- (xiii) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Capita Registrars (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Capita Registrars is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (xiv) All enquiries relating to this Form should be directed to Capita Registrars: Telephone 0871 664 0300 from the UK (calls cost 10p per minute plus network extras) and +44 20 8639 3999 from outside the UK (Monday to Friday 8.30 am to 5.30 pm, UK time).

Attendance Card

Annual General Meeting 10 May 2012

Line 1
Line 2
Line 3
Line 4
Line 5
Line 6
Line 7
Line 8
Line 9
Line 10
Line 11
Line 12
Line 13

Barcode:

Investor Code:

Signature of person attending

Please read the Notice of Annual General Meeting and the accompanying notes carefully before completing the Form of Proxy.

Balfour Beatty

The Annual General Meeting of the Company will take place on Thursday 10 May 2012 at 11.00 am at the Park Plaza Victoria, 239 Vauxhall Bridge Road, London SW1V 1EQ.

Please read General information overleaf for further details.

How to get to the Park Plaza Victoria

Parking: limited on-street parking around the Park Plaza Victoria. Public transport is recommended.

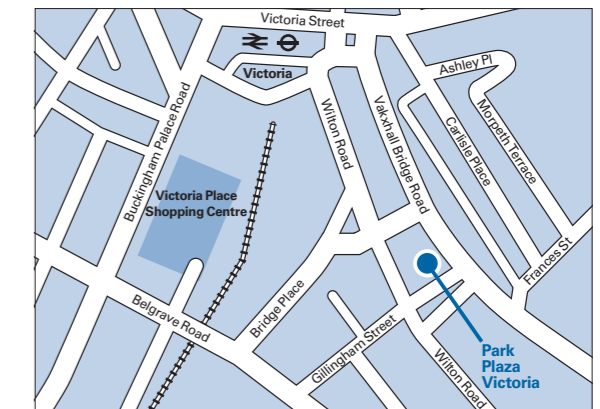
Location: two minutes' walk from Victoria mainline rail and underground station.

Victoria mainline station: Gatwick Express, Southeastern trains and Southern Railway.

Victoria underground station: Circle, District and Victoria lines.

Bus: routes 2, 11, 16, 24, 36, 38, 44, 52, 73, 82, 148, 170, 185, 211, 436, 507, C1, C2 and C10 serve Victoria station.

Victoria Coach Station: approximately 10 minutes' walk.



Balfour Beatty

Shareholder communication election form

Shareholder Name

Investor Code

Make full use of the services available under our eShareholder programme

Our website at www.balfourbeatty.com provides a range of information about the Company, its people and businesses and its policies on corporate governance and corporate responsibility. The share price can also be found there. It should be regarded as your first point of reference for information on any of these matters.

The Balfour Beatty Share Portal at www.balfourbeatty-shares.com enables you to access the full range of online shareholder services, including the ability to: view your holdings and indicative share price and valuation; view movements on your holdings and your dividend payment history; register a dividend mandate to have your dividends paid directly into your bank account; (for shareholders outside the UK) elect to receive dividends paid direct into your overseas bank account, or by currency draft, instead of by sterling cheque; change your registered address; sign up to receive electronic shareholder communications or access the online proxy voting facility; download and print shareholder forms. It is easy to use.

To report unsolicited telephone calls or correspondence concerning investment matters from organisations or persons claiming or implying that they have some connection with the Company, please contact Action Fraud, which is the UK's national fraud reporting centre and a service run by the National Fraud Authority – the government agency that helps to co-ordinate the fight against fraud in the UK. Please visit: www.actionfraud.police.uk

You should also report any such approaches to The Financial Services Authority, an independent non-governmental body, given statutory powers by the Financial Services and Markets Act 2000, which is the financial regulator for the UK. Please visit: www.fsa.gov.uk/scams

The websites operated by Action Fraud and The Financial Services Authority are not part of the Balfour Beatty eShareholder programme.

Please read the important information overleaf