

General information

The Directors of Balfour Beatty plc invite you to attend the sixty-seventh Annual General Meeting ("AGM") of the Company on Thursday 10 May 2012 at 11.00 am. It will be held at the Park Plaza Victoria, 239 Vauxhall Bridge Road, London SW1V 1EQ. If you or your proxy are attending the meeting, please sign and bring this card with you and hand it in at the shareholder registration desk on arrival. Registration will start at 10.00 am. Immediately following the AGM, there will be a Class Meeting ("Class Meeting") of Preference Shareholders.

The AGM and Class Meeting are both business meetings. There are no crèche facilities at the Park Plaza Victoria and we advise against bringing young children to the venue.

Refreshments will be available before and after the meetings.

For the safety of everybody at our AGM and Class Meeting, you may be asked to provide proof of your identity and to allow our security staff to search any bags or packages. Please allow time for these procedures. It would be helpful if you did not bring suitcases or large bags, cameras or laptop computers to the venue. You may not be allowed to enter the meetings with recording equipment, cameras, mobile telephones, or any other inappropriate item which may interfere with the good order of the meetings. Storage and cloakroom facilities will be provided.

If, having registered, you wish to leave the building, you should first report to the registration desk. If you fail to do this, you may have difficulty gaining re-admission. We may refuse entry to persons whose demeanour or behaviour we believe may interfere with the good order of the meetings.

We hope you will understand that these arrangements are for the protection of all shareholders.

If you have any comments or questions concerning either the AGM, or the Class Meeting, you can write to the Chief Corporate Officer and Company Secretary either by post to the Company's registered office or by email to info@balfourbeatty.com, with the heading "AGM 2012" or "Class Meeting 2012", as appropriate.

Notices of termination of proxy appointment, or requests for additional Forms of Proxy, should not be sent to this email address. If you wish to give notice of the termination of a proxy appointment, please send a letter to the Company's Registrars giving the full details. This should arrive before the voting deadline. Please note that any administrative enquiry relating to your shareholding should, in the first instance, be directed to the Company's Registrars clearly stating your registered name and address and, if available, shareholder reference number.

This year, the resolutions will be voted on by poll instead of by show of hands. You can obtain the results of the AGM and Class Meeting by telephoning the Company's Registrars after the meetings have ended. The results will also be announced to the UK Listing Authority via a Regulatory Information Service and will appear on the Balfour Beatty website at www.balfourbeatty.com as soon as practicable following the meetings.

Balfour Beatty

Shareholder communication – your choice

We are writing to ask how you would like us to communicate with you in future when we publish shareholder documents such as the annual report and the AGM notice.

Electronic and website communication as part of our eShareholder programme provides you with easy and convenient access to shareholder documents. It also saves paper and postage which helps us limit our environmental impact and reduce costs.

You can choose from the options set out overleaf.

We have a clear vision for operating sustainably, with specific goals. You will find evidence of this throughout our Annual report and accounts 2011 and in more detail in our Sustainability report 2011 at www.balfourbeatty.com/sr11.

Form of proxy Annual General Meeting 10 May 2012

Balfour Beatty

Barcode:

- Line 1
- Line 2
- Line 3
- Line 4
- Line 5
- Line 6

Investor Code:

Event Code:

I/We being a member of the Company hereby appoint the Chairman of the Meeting or No. of ordinary shares over which proxy appointed

as my/our proxy to attend, speak and vote in respect of my/our voting entitlement¹ on my/our behalf at the Annual General Meeting of Balfour Beatty plc to be held at 11.00 am on Thursday 10 May 2012 at the Park Plaza Victoria, 239 Vauxhall Bridge Road, London SW1V 1EQ, and at any adjournment thereof. I/We have indicated with an "X" how I/we wish my/our votes to be cast on the following resolutions.

¹For the appointment of more than one proxy, please refer to note (ii) overleaf.

Please tick the box opposite if this proxy appointment is one of multiple appointments being made.

Resolutions Please mark "X" in the appropriate box to indicate how you wish to vote

	For	Against	Vote withheld
Ordinary Business			
Resolution 1 To adopt the Directors' report and accounts for the year ended 31 December 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To approve the Directors' remuneration report for the year ended 31 December 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To declare a final dividend on the ordinary shares of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To re-elect Mr S Marshall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To re-elect Mr R M Amen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Mr M J Donovan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Mr I G T Ferguson CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 To re-elect Mr G E H Krossa as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 To re-elect Mr D J Magrath as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 To re-elect Mr A J McNaughton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 To re-elect Mr A L P Rabin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 To re-elect Mr G C Roberts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 To re-elect Mr I P Tyler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 To re-elect Mr R J W Walvis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 To re-elect Mr P J L Zinkin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16 To re-appoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
Resolution 17 To authorise the Company and its UK subsidiaries to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19 To authorise the Directors to allot shares for cash*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20 To renew the authority for the Company to purchase its own ordinary and preference shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21 To authorise the Company to hold general meetings, other than an Annual General Meeting, on 14 clear days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Special resolution

Your Board recommends that you vote in favour of all of the above resolutions.

To assist with arrangements, if you will be attending the meeting in person, please tick the box opposite

Signature

Date

CREST members may use the CREST electronic appointment service to appoint and/or give instructions to a proxy or proxies following the procedures described in the CREST manual (available at www.euroclear.com/CREST). You may also use this service to submit documents relating to the appointment of a proxy and to revoke the appointment of a proxy. If you would like to submit your Form of Proxy electronically via the internet, you may do so via www.balfourbeatty-shares.com. You will need to register to use this service if you have not already done so. Once registration is complete, you may give instructions to a proxy or proxies online by following the instructions provided.

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
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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.

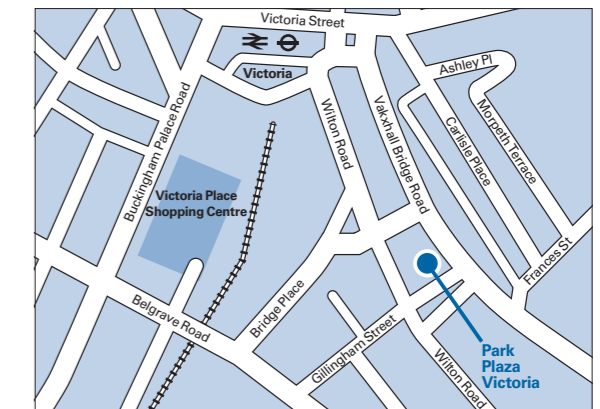
Location: two minutes' walk from Victoria mainline rail and underground station.

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

Option 1: Receive shareholder communications and documents electronically (i.e. by email with links to the documents on our website at www.balfourbeatty.com). If you have not already elected for electronic communications under our eShareholder programme, you can do so now by ticking the box opposite, and providing your email address and returning this card to Capita Registrars as follows: Freepost RLYX-GZTU-KRRG, SAS, 34 Beckenham Road, Beckenham BR3 9ZA. Alternatively, you can register to receive electronic communications by visiting the Balfour Beatty Share Portal at www.balfourbeatty-shares.com and following the instructions there. Your email address will not be used for any other purpose.

Option 2: Continue to receive printed shareholder communications and documents through the post. To do this, please tick the box opposite and return this card to Capita Registrars as follows: Freepost RLYX-GZTU-KRRG, SAS, 34 Beckenham Road, Beckenham BR3 9ZA.

Please note that if your response has not been received by 3 May 2012 and you have not already registered for electronic shareholder communications, you will be **deemed to have elected to receive written notification** informing you when shareholder communications and documents have been published and are available to view on our website at www.balfourbeatty.com.

Shareholders who choose an option can change their minds at any time on notifying Capita Registrars.

Please read the important information overleaf