

# Attendance Card

General Meeting  
28 October 2014

# Balfour Beatty

## NOTICE OF AVAILABILITY – CIRCULAR TO SHAREHOLDERS AND NOTICE OF GENERAL MEETING

**IMPORTANT – Please read carefully.**  
**You can access the Circular to Shareholders and Notice of General Meeting in respect of the proposed sale of Parsons Brinckerhoff at [www.balfourbeatty.com](http://www.balfourbeatty.com)**

If you plan to attend the General Meeting (see overleaf), please bring this card with you and hand it in to the shareholder registration desk on arrival. It shows that you are entitled to attend and vote at the General Meeting and will speed up admission to the meeting. Registration will commence at 9.00 a.m.

You can vote electronically via the Balfour Beatty Share Portal at [www.balfourbeatty-shares.com](http://www.balfourbeatty-shares.com). If not already registered you will need your Investor Code (shown below).

Barcode:

Investor Code:

Signature of person attending

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

# Form of Proxy

General Meeting  
28 October 2014

Barcode:

Investor Code:

Event Code: B468G44361

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 entitlement on my/our behalf at the General Meeting of Balfour Beatty plc to be held at 9.30 a.m. on Tuesday 28 October 2014 at Goldman Sachs International, River Court, 120 Fleet Street, London EC4A 2BE, and at any adjournment thereof. I/We have indicated with a "X" how I/We wish my/our votes to be cast on the resolution.

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

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

**Resolution** Please mark "X" in the appropriate box to indicate how you wish to vote.

	For	Against	Vote withheld
To approve the Transaction on the terms set out in the Transaction Agreements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

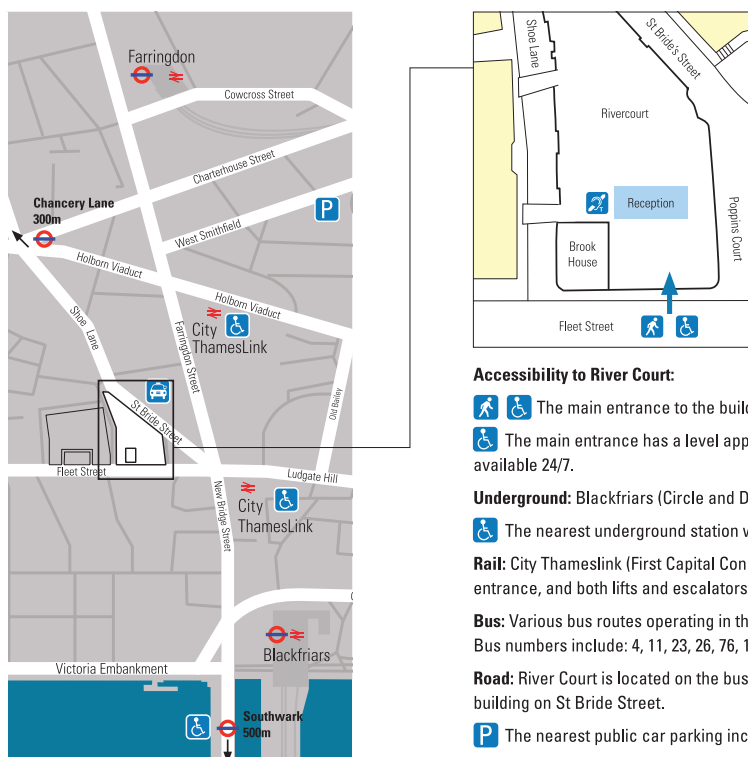
**Your Board recommends that you vote in favour of the above resolution.**

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

Signature

Date

The General Meeting of the Company will take place on Tuesday 28 October 2014 at 9.30 a.m. at the offices of Goldman Sachs International, **River Court, 120 Fleet Street, London EC4A 2BE** shown on the map below



#### Accessibility to River Court:

- The main entrance to the building is located off Fleet Street.
- The main entrance has a level approach directly into the main reception area. Assistance and intercom system are available 24/7.
- Underground:** Blackfriars (Circle and District lines) and Chancery Lane (Central line).
  - The nearest underground station with step-free access from platform to street level is 1.4 km at Southwark (Jubilee line).
- Rail:** City Thameslink (First Capital Connect). The main entrance is on Ludgate Hill. There is level access throughout the main entrance, and both lifts and escalators lead down to platform level.
- Bus:** Various bus routes operating in the vicinity of River Court with the nearest stops on Fleet Street and Farringdon Street. Bus numbers include: 4, 11, 23, 26, 76, 172.
- Road:** River Court is located on the busy thoroughfare of Fleet Street. Setting down and collection is also possible to the side of the building on St Bride Street.
- The nearest public car parking including pay and display street parking is on West Smithfield and Queen Victoria Street.

## Notes to the Form of Proxy:

- (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. Unless you give specific instructions on how to vote on the resolution, your proxy may vote as he or she thinks fit.
- (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 General Meeting 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) The "Vote Withheld" option is provided to enable you to abstain from voting on the 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" the resolution.
- (iv) To be valid this Form must be signed and received by Capita Asset Services no later than 9.30 a.m. on 26 October 2014. Only the first named joint holder need sign the Form. If the holder is a corporation, the Form must show the company's common seal, or be signed on its behalf by an attorney or officer stating their capacity (eg director or secretary). Any power of attorney or other authority under which this Form of Proxy is signed (or a certified copy of such power or authority) must be included with it.
- (v) UK shareholders should reply by posting their Form of Proxy to Capita Asset Services in the envelope provided. No stamp is required. Shareholders with addresses outside the UK should reply by posting their Form of Proxy in an envelope to: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.
- (vi) Shares held in uncertificated form (i.e. CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual and in the Notice of General Meeting. Shareholders who wish to vote electronically via the internet may do so via [www.balfourbeatty-shares.com](http://www.balfourbeatty-shares.com). If you have not previously done so, you will need to register to use the service.
- (vii) All enquiries relating to this Form should be directed to Capita Asset Services: 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 a.m. to 5.30 p.m., UK time).