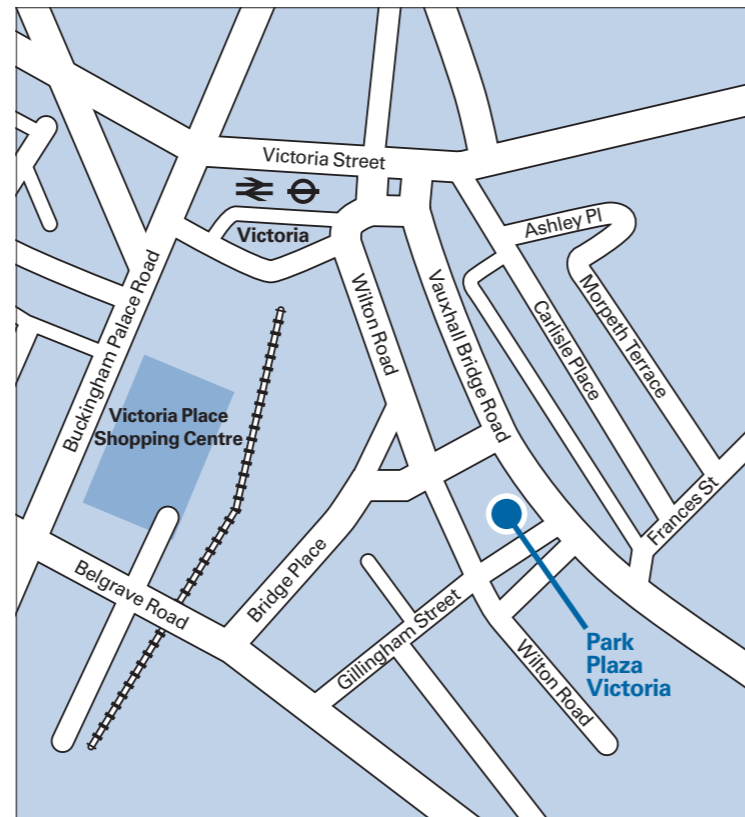


If you plan to attend the AGM (see overleaf), please bring this card with you and hand it in to the shareholder registration desk on arrival. It shows that you are entitled to attend and vote at the AGM and will speed up admission to the meeting. Registration will commence at 10.00 am.

You can now access the Annual Report and Accounts 2014 and the Notice of AGM at www.balfourbeatty.com.

You can vote electronically via the Balfour Beatty Share Portal at www.balfourbeatty-shares.com. If not already registered, you will need your Investor Code (shown overleaf).



Balfour Beatty

Shareholder communication – your choice

An increasing number of shareholders now recognise the urgent need to reduce the environmental impact and associated costs of printing and posting shareholder documents such as the Annual Report and the AGM notice.

Our eShareholder programme, where we use electronic and website communication, 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.

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; and download and print shareholder forms. It is easy to use.

You can choose from the options set out overleaf. Where possible, we would like to encourage shareholders to receive notifications from us by email which would reduce our environmental impact and costs.

We have a clear vision for operating sustainably, with specific goals. You will find evidence of this throughout our Annual Report and Accounts 2014 and by visiting our website at www.balfourbeatty.com/sustainability.

Form of proxy Annual General Meeting 14 May 2015

Balfour Beatty

Barcode:

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 14 May 2015 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 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To approve the Directors' Remuneration Report for the year ended 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To elect Mr P S Aiken AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To re-elect Mr R M Amen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To elect Mr S J Doughty CMG as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Mr I G T Ferguson CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Mrs V M Kempston Darkes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 To elect Mr L M Quinn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 To re-elect Mr G C Roberts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 To reappoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 To authorise the Directors to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 To authorise the Company and its UK subsidiaries to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 To authorise the Directors to allot shares for cash*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 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 16 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 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 a particular 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 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) 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.
- (iv) To be valid this Form must be signed and received by Capita Asset Services no later than 11.00 am on 12 May 2015. 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 (ie 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 AGM. Shareholders who wish to vote electronically via the internet may do so via 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 9.00 am to 5.30 pm, UK time).

Attendance Card
Annual General Meeting
14 May 2015

Balfour Beatty

The Annual General Meeting of the Company will take place on Thursday 14 May 2015 at 11.00 am at the Park Plaza Victoria, 239 Vauxhall Bridge Road, London SW1V 1EQ.

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 from the venue.

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

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 Asset Services as follows: FREEPOST CAPITA SAS. 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 Asset Services as follows: FREEPOST CAPITA SAS.

Please note that if your response has not been received by 12 May 2015 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 Asset Services.

Please read the important information overleaf