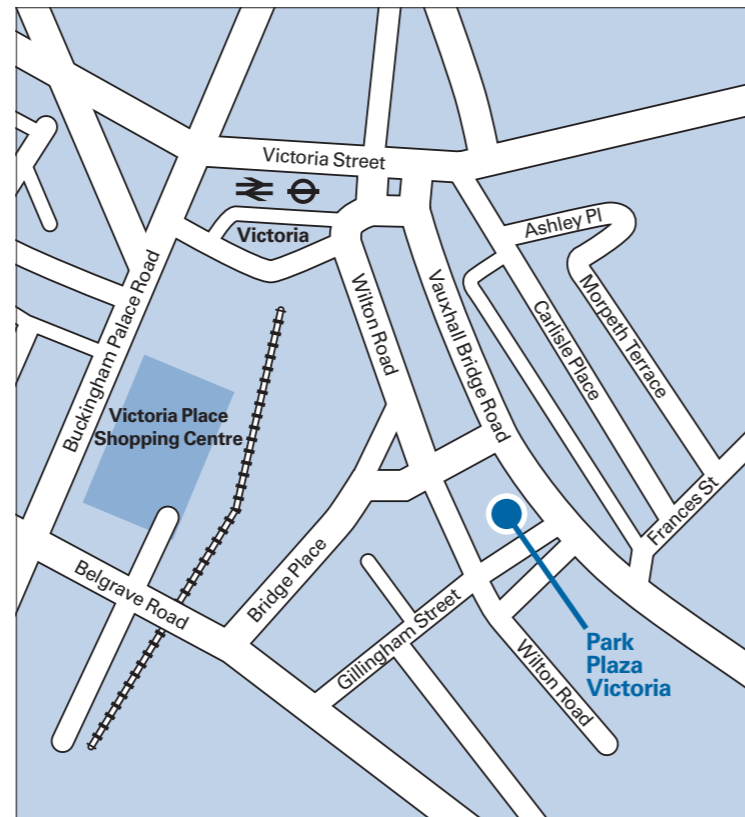


If you plan to attend the Class Meeting (see overleaf), please bring this card with you and hand it in to the shareholder registration desk on arrival. It shows that you are entitled to attend and vote at the Class Meeting and will speed up admission to the meeting. Registration will commence at 10.00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

You can now access the Annual Report and Accounts 2014 and the Notice of Class Meeting at [www.balfourbeatty.com](http://www.balfourbeatty.com).

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 overleaf).



## Balfour Beatty

### Electronic Shareholder communication – why not take the next step?

You have already taken an important step to help reduce our impact on the environment by viewing the Annual Report and Accounts 2014 electronically on the Company's website at [www.balfourbeatty.com](http://www.balfourbeatty.com).

Why not take a step further and agree to receive all of the Company's shareholder communications electronically?

Electronic 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.

If you would like to participate in the Company's eShareholder programme, please provide your email address below and return 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](http://www.balfourbeatty-shares.com) and following the instructions there. Your email address will not be used for any other purpose.

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](http://www.balfourbeatty.com/sustainability).

\_\_\_\_\_  
Email address

## Form of proxy

### Class Meeting of Preference Shareholders

14 May 2015

Barcode:

Investor Code:

Event Code:

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



as my/our proxy to attend, speak and vote in respect of my/our voting entitlement<sup>1</sup> on my/our behalf at the Class Meeting of Preference Shareholders of Balfour Beatty plc to be held at 11.45 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 resolution.

<sup>1</sup>For 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.

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

	For	Against	Vote withheld
To consider and, if thought fit, pass the following resolution as a special resolution:			
To sanction the passing and implementation of Resolution 15 set out in the Company's Notice of Annual General Meeting dated 14 April 2015 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred.	<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.			<input type="checkbox"/>

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](http://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](http://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 preference 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 preference 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 preference 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 Class 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 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 11.45 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 Class 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 9.00 am to 5.30 pm, UK time).

**Attendance Card**  
Class Meeting of Preference Shareholders  
14 May 2015

**Balfour Beatty**

The Class Meeting of Preference Shareholders will take place on Thursday 14 May 2015 at 11.45 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 Class Meeting of holders of Cumulative Convertible Redeemable Preference Shares and the accompanying notes carefully before completing the Form of Proxy.

**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](http://www.balfourbeatty.com) provides a range of information about the Company, our people and businesses and our policies on corporate governance and corporate responsibility. It should be regarded as your first point of reference for information on any of these matters. The share price can also be found there.

The Balfour Beatty Share Portal at [www.balfourbeatty-shares.com](http://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.

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](http://www.actionfraud.police.uk) or call 0300 123 2040.

You should also report any such approaches to The Financial Conduct Authority, an independent non-governmental body, given statutory powers by The Financial Services and Markets Act 2000 to ensure that the relevant markets work well. Please visit: [www.fca.org.uk](http://www.fca.org.uk) or contact the consumer contact centre on 0800 111 6768 or on [consumer.queries@fca.org.uk](mailto:consumer.queries@fca.org.uk).

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

**Please read the important information overleaf**