

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
Balfour Beatty plc

Passed 14 May 2015

At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 14 May 2015, the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

16. THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.



C D VAUGHAN

Chief Corporate Officer and Company Secretary