



Form of Proxy

Class Meeting of Preference Shareholders
19 May 2016



Barcode:

Investor Code:

Event Code:

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.

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 entitlement¹ on my/our behalf at the Class Meeting of Preference Shareholders of Balfour Beatty plc to be held at 11.45 am on Thursday 19 May 2016 at the London Marriott West India Quay Hotel, 22 Hertsmere Road, London E14 4ED, 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.

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.

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 16 set out in the Company's Notice of Annual General Meeting dated 11 April 2016 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). 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 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 17 May 2016. 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. 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. Calls cost 12p per minute plus your phone company's access charge. If you are outside the UK, please call +44 371 664 0300. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Attendance Card

Class Meeting of Preference Shareholders

19 May 2016

Balfour Beatty

The Class Meeting of Preference Shareholders will take place on Thursday 19 May 2016 at 11.45 am at the London Marriott West India Quay Hotel, 22 Hertsmere Road, London E14 4ED.

If you plan to attend the Class Meeting, 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 2015 and the Notice of Class Meeting 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 below).

Barcode:

Investor Code:

Signature of person attending

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 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 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 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 or contact the consumer contact centre on 0800 111 6768 or on 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

