

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
Balfour Beatty plc

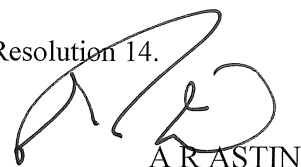
Passed 19 May 2016

At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 19 May 2016, the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

15. **THAT** subject to the passing of Resolution 14:
- (a) the power conferred on the Directors by Article 8.3 of the Company's Articles of Association be renewed for the period referred to in such Resolution 14 and for such period the Section 561 Amount (as defined in the Company's Articles of Association) shall be £17,243,490; and
 - (b) the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006 (the 2006 Act)) and sell treasury shares for cash pursuant to the authority given by paragraph (b) of Resolution 14 above and in connection with a rights issue as if Section 561(1) of the 2006 Act did not apply to such allotment, such power to expire at the end of the next AGM or on 1 July 2017, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this resolution, "rights issue" has the same meaning as in Resolution 14.



A R ASTIN
Company Secretary