

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY 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

16. **THAT**, subject to and conditional upon the passing of the special resolution set out in the notice dated 11 April 2016 convening a meeting (the Class Meeting) of the holders of the cumulative convertible redeemable preference shares of 1p each in the Company (preference shares), the Company be hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the 2006 Act) to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of ordinary shares of 50p each in the Company (ordinary shares) and/or preference shares on such terms as the Directors think fit, and where such shares are held in treasury, the Company may, among other things, use them for the purpose of its employee share schemes provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 68,973,961 and the maximum number of preference shares hereby authorised to be purchased is 16,775,968;
 - (b) the maximum price, exclusive of expenses, which may be paid for a share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for a share of the same class (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

- (c) the minimum price, exclusive of expenses, which may be paid for a share is its nominal value; and
- (d) this authority will expire unless previously revoked or varied, at the conclusion of the Class Meeting which will follow the AGM of the Company to be held in 2017, or on 1 July 2017, whichever is the earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

A handwritten signature in black ink, appearing to read 'A R Astin', with a large, sweeping flourish above the letters.

A R ASTIN
Company Secretary