

How to get to Painters' Hall

Location: Painters' Hall is situated less than five minutes' walk from Mansion House underground station.

Mansion House underground station: This is served by the Circle and District lines and is located in London fare zone 1.

Other London underground stations: Bank (Central and Northern lines and Docklands Light Railway), Cannon Street (Circle and District lines) and St Paul's (Central line) are all situated within 10 minutes' walk from Painters' Hall. All of these stations are also in London fare zone 1.

Bus: Routes 11, 15, 17, 23, 26, 76, 358 and 521 all run nearby.

Parking: There is no on street parking around Painters' Hall. We therefore recommend the use of public transport, although car parks are available within five minutes' walk at Baynard House Car Park on Queen Victoria Street or at Bell Wharf Lane, off Upper Thames Street (Thames Exchange NCP).



Balfour Beatty

Shareholder communication – your choice

An increasing number of shareholders now recognise the urgent need to reduce the environmental impact and associated costs of printing and posting shareholder documents such as the Annual Report and the AGM notice.

Our eShareholder programme, where we use electronic and website communication, 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.

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.

You can choose from the options set out overleaf. Where possible, we would like to encourage shareholders to receive notifications from us by email which would reduce our environmental impact and costs.

We have a clear vision for operating sustainably, with specific goals. You will find evidence of this throughout our Annual Report and Accounts 2016 and by visiting our website at www.balfourbeatty.com/sustainability.

Form of Proxy

Annual General Meeting
18 May 2017



Barcode:

Investor Code:

Event Code:

Please read the Notice of Annual General Meeting 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 ordinary shares over which proxy appointed

as my/our proxy to attend, speak and vote in respect of my/our voting entitlement[†] on my/our behalf at the Annual General Meeting of Balfour Beatty plc to be held at 11.00 am on Thursday 18 May 2017 at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD, 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 resolutions.

[†] 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.

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

	For	Against	Vote withheld
Ordinary Business			
Resolution 1 To adopt the Directors' Report and Accounts for the year ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To approve the Directors' Remuneration Report for the year ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To declare a final dividend on the ordinary shares of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To re-elect Mr P S Aiken AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 To re-elect Dr S R Billingham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 To re-elect Mr S J Doughty CMG as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 To re-elect Mr I G T Ferguson CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 To re-elect Mr P J Harrison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 To re-elect Mr L M Quinn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 To reappoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business			
Resolution 13 To authorise the Company and its UK subsidiaries to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 To authorise the Directors to allot shares for cash on a non pre-emptive basis*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16 To renew the authority for the Company to purchase its own ordinary and preference shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17 To authorise the Company to hold general meetings, other than an Annual General Meeting, on 14 clear days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Special resolution

Your Board recommends that you vote in favour of all of the above resolutions.

To assist with arrangements, if you will be attending the meeting in person, please tick the box opposite

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 ordinary 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 ordinary 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 ordinary 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 AGM 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 11.00 am on 16 May 2017. 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 AGM. 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

Annual General Meeting
18 May 2017

Barcode:

Investor Code:

Signature of person attending

Balfour Beatty

The Annual General Meeting of the Company will take place on Thursday 18 May 2017 at 11.00 am at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD.

If you plan to attend the AGM, 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 AGM and will speed up admission to the meeting. Registration will commence at 10.00 am.

Notice of availability: Annual Report and Accounts 2016 and Notice of AGM.

Important – please read carefully.

You can now access the Annual Report and Accounts 2016 and the Notice of AGM at www.balfourbeatty.com/investors.

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).

Balfour Beatty

Shareholder communication election form

Shareholder Name:

Investor Code:

Option 1: Receive shareholder communications and documents electronically (i.e. by email with links to the documents on our website at www.balfourbeatty.com). If you have not already elected for electronic communications under our eShareholder programme, you can do so now by ticking the box opposite, and providing your email address and returning 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 and following the instructions there. Your email address will not be used for any other purpose.

Option 2: Continue to receive printed shareholder communications and documents through the post.

To do this, please tick the box opposite and return this card to Capita Asset Services as follows: FREEPOST CAPITA SAS. Please note that delivery using this service can take up to five business days.

Please note that if your response has not been received by 9 May 2017 and you have not already registered for electronic shareholder communications, you will be **deemed to have elected to receive written notification** informing you when shareholder communications and documents have been published and are available to view on our website at www.balfourbeatty.com.

Shareholders who choose an option can change their minds at any time on notifying Capita Asset Services.

Please read the important information overleaf.