

This document is important and requires your immediate attention, so please read it straight away.

If you are not sure what you should do, please consult an appropriate independent adviser. If you have sold or transferred your shares in Balfour Beatty plc, please send this circular and the accompanying Form of Proxy to the person who sold or transferred the shares for you so they can be passed on to the person who now owns the shares.

Balfour Beatty

Annual General Meeting 2019 and Class Meeting of Preference Shareholders

Dear Shareholder

I am pleased to send you details of the Annual General Meeting (AGM) of Balfour Beatty plc (Balfour Beatty or the Company), which we will be holding on Thursday 16 May 2019 at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD. The AGM is an important event in the Balfour Beatty calendar and provides the opportunity to update you on performance for the financial year, as well as offering you the opportunity to ask questions and vote on the items of business.

Each chair of your Board's Audit and Risk, Nomination, Remuneration and Safety and Sustainability Committees will be available at the AGM to answer any questions arising from the work of those Committees.

The AGM will start at 11.00 am and the formal notice of the AGM is set out on pages 7 to 9.

Immediately following the AGM, we will be holding a Class Meeting of the holders of the Company's cumulative convertible redeemable preference shares (Class Meeting). The formal notice of the Class Meeting is set out on page 10.

The business we will consider at the AGM

We will update you on the progress of your Company and conduct certain formal business concerning its governance. The AGM will cover standard matters that are dealt with at every AGM (resolutions 1 to 13). Resolutions 14 to 18 are similar to those which shareholders have passed in previous years.

Each one of the 18 resolutions that we are asking you to vote on is written in a formal way to make it legally valid. To make things clearer, we have explained each resolution in the following pages.

As is usual at the AGM and Class Meeting, I shall invite questions from shareholders present at each of those meetings. It would be helpful if you could send us the details of any proposed questions in advance, although this is not obligatory.

Questions may be sent by post to the Company Secretary at the Company's Registered Office or by email to info@balfourbeatty.com, with the heading "AGM 2019" or "Class Meeting 2019", as appropriate.

What to do next

If you hold ordinary shares in Balfour Beatty, you are entitled to vote on the resolutions and attend the AGM. It is important for the good governance of your Company that all holders of ordinary shares, regardless of the number of shares that they own, exercise their right to vote even if they cannot attend the meeting.

As many of our shareholders are unable to attend the meeting in person, we have decided again this year that voting on resolutions at the AGM will be by way of a poll and not by a show of hands. A poll is the fairest way of ensuring the wishes of shareholders are properly reflected at general meetings as it records the decision of all shareholders who have voted by proxy, and those who attend the meeting in person, based on the number of shares they hold. The results will be published on the Company's website as soon as practicable after the meeting.

If you cannot attend, you can nominate someone else to attend the meeting and vote for you, or you can nominate me to vote for you. For your proxy appointment to be effective, you need to complete and return the white Form of Proxy enclosed with this circular, or register your proxy appointment and voting instructions over the internet, by 11.00 am on Tuesday 14 May 2019. I am grateful to the many shareholders who have lodged proxy votes in the past.

There is more information on what you need to do if you want to appoint a proxy on pages 5 and 6. If you complete and return the white Form of Proxy, or register your proxy appointment and voting instructions over the internet, you can still attend the AGM and vote instead of your proxy.

Please note that if you hold only preference shares in Balfour Beatty and do not hold any ordinary shares, you are not entitled to vote on any of the resolutions or attend the AGM.

Class Meeting

If you hold preference shares in Balfour Beatty, you are entitled to vote on the resolution and attend the Class Meeting. If you cannot attend, you can use the blue Form of Proxy to nominate someone else to attend the meeting and vote for you, or you can nominate me to vote for you. If you want to appoint a proxy for the Class Meeting, you need to complete and return the blue Form of Proxy enclosed with this circular, or register your proxy appointment and voting instructions over the internet, by 11.45 am on Tuesday 14 May 2019.

If you complete and return the blue Form of Proxy, or register your proxy appointment and voting instructions over the internet, you can still attend the Class Meeting and vote instead of your proxy.

Recommendation

Your Directors believe that all the proposed resolutions to be considered at the AGM and Class Meeting are in the best interests of Balfour Beatty and its shareholders as a whole. Your Directors unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own beneficial shareholdings in Balfour Beatty.

There is more information about the AGM and the Class Meeting on the following pages.

Yours sincerely



Philip Aiken
Chairman
4 April 2019

Balfour Beatty plc
Registered Office: 5 Churchill Place,
Canary Wharf, London E14 5HU
Registered in England and Wales
with number 395826

We will be holding our AGM on Thursday 16 May 2019 at Painters' Hall. The meeting will start at 11.00 am and the formal notice of the meeting is set out on pages 7 to 9.

In these explanatory notes, the references to 29 March 2019 and to 30 June 2019 are to the latest practicable date prior to the publication of this circular and the latest date by which the Company must hold an AGM in 2019, respectively.

Resolutions 1 to 15

Each of these resolutions (which we have explained below) will be proposed as an ordinary resolution. For these resolutions to be passed, more than 50% of the votes cast must be in favour.

1. Directors' Report and Accounts

The Directors are required to present to the AGM the Company's accounts for the year ended 31 December 2018 and the reports of the Directors and the independent auditor on those accounts. These are all contained in the Company's Annual Report and Accounts 2018 (2018 Annual Report).

2. Directors' Remuneration Report

The Directors are required to put an ordinary resolution to the AGM seeking approval of the Remuneration Report which is contained in the 2018 Annual Report.

Shareholders are reminded that, as the vote is advisory, it does not affect the actual remuneration paid to any individual Director, nor is the entitlement of any individual Director, whether under a service contract or letter of appointment, conditional on the resolution being passed.

As the Directors' Remuneration Policy was approved by shareholders at the Company's AGM in 2017, it does not require to be approved again at this year's AGM. It will be put to shareholders again no later than the Company's AGM in 2020; it can be found in full at www.balfourbeatty.com/remuneration-policy.

3. Dividend

Shareholders must approve the final dividend payable for each ordinary share held. However, the final dividend cannot exceed the amount recommended by the Directors, which is 3.2p for each ordinary share. If approved, the final dividend will be paid on 5 July 2019 to holders of ordinary shares who are on the Company's Register of Members on 14 May 2019. The proposed final dividend will bring the total dividend for 2018 to 4.8p per ordinary share. For 2017, the total dividend was 3.6p per ordinary share.

4. to 11. Election and Re-election of Directors

Anne Drinkwater will stand for election at this year's AGM following her appointment to the Board on 1 December 2018. All other Directors who are currently in office will seek re-election at the AGM in accordance with the recommendations of the UK Corporate Governance Code.

Each of the Directors bring skills and experience which enhance the quality of debate in the boardroom and provides guidance in the Company's affairs. There are, however, specific areas where the non-executive Directors, in particular, bring a wealth of insight and, although not exhaustive, some of their most significant strengths are highlighted on page 71 of the 2018 Annual Report. The Directors believe that your Board continues to include an appropriate balance of skills, experience, independence and knowledge of the Company and retains the ability to provide effective leadership to the Group.

Following formal performance evaluations with all Board members carried out in October 2018, the Chairman is satisfied that each of the non-executive Directors continues to be effective and demonstrates commitment to the role, including commitment of time for Board and Committee meetings. Accordingly, your Board believes that the re-election of each of the Directors is in the best interests of your Company.

For information about each of your Directors seeking re-election, please refer to pages 11 and 12 of this circular.

12. and 13. Independent auditor

The Company must appoint an auditor at every general meeting at which accounts are presented to shareholders. KPMG LLP has indicated its willingness to continue to act as the Company's auditor for another year. On the recommendation of the Audit and Risk Committee, Resolution 12 proposes that KPMG LLP be reappointed as auditor of the Company.

Resolution 13 authorises your Board's Audit and Risk Committee to determine the remuneration of the auditor. Seeking separate authorities to appoint the auditor and to determine their remuneration is in accordance with best practice.

14. Authority to incur political expenditure

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for political donations in the European Union (EU) to registered political parties, other political organisations or an independent election candidate, totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definition of political donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and representation of the business community.

It could include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular political party or political organisation.

It remains the policy of the Company and its subsidiaries not to make political donations or incur political expenditure in the EU as those expressions are normally understood. However, your Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming matters which affect its business. In order to avoid the inadvertent infringement of the Companies Act 2006, your Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure up to a maximum aggregate amount of £25,000 in the EU. The authority sought by this resolution will expire at the conclusion of the Company's AGM in 2020 or on 30 June 2020, whichever is the earlier.

In line with best practice guidelines published by the Investment Association, this resolution is put to shareholders annually, rather than every four years as permitted by the Companies Act 2006.

15. Authority to allot ordinary shares

The purpose of this resolution is to renew your Directors' authority to allot shares on a pre-emptive basis. The authority in paragraph (a) would give your Directors authority to allot new shares, or to grant rights to subscribe for or convert any security into shares, up to a nominal value of £114,956,603 representing approximately one-third of the Company's total issued ordinary share capital, exclusive of treasury shares, as at 29 March 2019.

The authority in paragraph (b) would give your Directors authority to allot new shares, or to grant rights to subscribe for or convert any security into shares, only in connection with a fully pre-emptive rights issue up to a further nominal value of £114,956,603. This is in line with the Investment Association's Share Capital Management Guidelines.

As at 29 March 2019, no shares were held by the Company as treasury shares. Your Directors have no current plans to exercise this authority. Your Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments. This will enable them to act in the best interests of shareholders when opportunities arise, by issuing ordinary shares at short notice, without the need to convene a general meeting.

This authority renews that given at last year's AGM and will expire at the conclusion of the Company's AGM in 2020 or, on 30 June 2020, whichever is the earlier, although your Directors intend to continue the practice of seeking renewal of this power at each AGM.

Resolutions 16, 17 and 18

These resolutions will be proposed as special resolutions. For these resolutions to be passed, at least 75% of the votes cast must be in favour.

16. Authority to allot ordinary shares for cash on a non pre-emptive basis

If your Directors allot new shares (or sell treasury shares) for cash (other than in connection with an employee share scheme), they must first offer them to existing shareholders in proportion to their existing holdings (known as pre-emption rights). However, there may be occasions when your Directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This resolution seeks shareholders' approval to do this.

The resolution seeks approval for the allotment of new ordinary shares of up to a nominal amount of £17,243,490 for cash (which includes the sale of any shares held in treasury), representing 5% of the Company's issued ordinary share capital as at 29 March 2019. This authority falls within the Pre-Emption Group's Statement of Principles.

Your Directors intend to adhere to the provisions of the Pre-Emption Group's Statement of Principles not to allot shares (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the Company's issued ordinary capital in any rolling three-year period, without prior consultation with shareholders.

This authority renews that given at last year's AGM and will expire at the conclusion of the Company's AGM in 2020, or on 30 June 2020, whichever is the earlier. A renewal of this authority will be proposed at each subsequent AGM and the authority sought will fall within the Pre-Emption Group's Statement of Principles.

17. Authority for the Company to purchase its own ordinary and preference shares

Your Directors are committed to managing the Company's share capital effectively and it is proposed that, in common with many other listed companies, the Company continues to have the authority to make market purchases of its own shares. The number of shares the Company can buy is limited to a maximum of 10% of the Company's issued ordinary share capital and just under 15% of the Company's issued preference share capital, calculated by reference to the number of ordinary and preference shares respectively in issue at 29 March 2019.

The resolution sets out the lowest and the highest prices the Company can pay for its shares. The authorities expire at the conclusion of the Class Meeting which will follow the Company's AGM in 2020 or, on 30 June 2020, whichever is the earlier.

The Company's Articles of Association require that, to be effective, the holders of the Company's preference shares must also approve the authority. Accordingly, a meeting of holders of preference shares will be held in order to seek their approval for the authority.

This resolution is consistent with the Investment Association's Share Capital Management Guidelines which are more restrictive than the Companies Act 2006. Your Board will continue to monitor the capital requirements of the Company carefully and, although there are no plans to purchase ordinary or preference shares at the moment, the Directors consider it prudent to be able to act at short notice if the circumstances warrant it. Your Board will only make use of these authorities if it is satisfied: that it would promote the success of the Company to do so; that it could be expected to result in an increase in earnings per share; and accordingly that the purchase is in the interests of shareholders as a whole.

During 2018, no ordinary shares or preference shares were purchased for cancellation or to be held as treasury shares under the equivalent authorities granted at the 2018 AGM and Class Meeting of preference shareholders.

As at 29 March 2019, there were no outstanding warrants or options to subscribe for ordinary shares.

If the Company purchases its own shares they will be cancelled or held as treasury shares. The Companies Act 2006 permits the Company to hold shares purchased as treasury shares rather than treat them as cancelled. Any shares held in treasury may subsequently be cancelled, resold for cash or used to satisfy share options and share awards under an employee share scheme. Once shares are held in treasury, the Company is not entitled to exercise any rights, including the rights to attend and vote at meetings and receive dividends, in respect of those shares. Your Board will only hold shares in treasury where it believes this course of action would promote the success of the Company.

18. Notice of general meetings

Changes made to the Companies Act 2006 by The Companies (Shareholders' Rights) Regulations 2009 (the Regulations) increase the notice period required for general meetings to 21 days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Such approval will not affect AGMs, which will continue to be held on at least 21 clear days' notice.

Before the Regulations came into force, the Company was able to call general meetings (other than AGMs) on 14 clear days' notice. In order to preserve this ability, this resolution seeks renewal of the shareholder approval given at the 2018 AGM. If renewed, this approval will be effective until the conclusion of the Company's AGM in 2020, when your Directors intend to seek further renewal.

Shareholders should note that the changes to the Companies Act 2006 pursuant to the Regulations mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company has provided an electronic voting facility for several years and intends to continue to do so.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility offered by the shorter notice period would be in the best interests of shareholders generally, taking into account the circumstances and business of the meeting, including whether the business is time sensitive.

Class Meeting

We will be holding a Class Meeting of holders of preference shares on Thursday 16 May 2019 at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD. The Class Meeting will start at 11.45 am (or, if later, immediately after the completion of the AGM) and formal notice of the meeting is set out on page 10.

The only item to be considered will be proposed as a special resolution, which will require at least 75% of the votes cast to be in favour of the resolution.

The resolution is explained on this page under Resolution 17 "Authority for the Company to purchase its own ordinary and preference shares".

Important information for shareholders

You (or any appointed proxy) have the right to attend, speak and vote at the AGM and/or the Class Meeting (as the case may be) if you are a holder of ordinary and/or preference shares as shown on the Company's share register at close of business on Tuesday 14 May 2019 (or, in the event of an adjournment, at close of business on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the AGM and/or the Class Meeting.

If you cannot attend the AGM and/or the Class Meeting (as the case may be), you may appoint someone else as your proxy. The number of shares that you hold as at the relevant deadline will determine how many votes you will have directly or through your proxy (or proxies).

Time and place of meetings

Balfour Beatty's AGM will be held first and will start promptly at 11.00 am on Thursday 16 May 2019 at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD. The Class Meeting will be held at 11.45 am or, if later, immediately after the completion of the AGM and will be held at the same location as the AGM.

Registration for both meetings will start at 10.00 am.

What you need to bring

Please keep and bring with you the attendance card attached to your Form of Proxy. It will authenticate your right to attend, speak and vote and will speed up your admission. You may also find it helpful to bring this circular with you, so that you can refer to it at the meetings.

Joint shareholders

All joint shareholders may attend and speak at the meetings. However, only the first shareholder listed on the Register of Members is entitled to vote.

Shareholders with disabilities

The venue for the meetings has full access for the disabled. As usual, there will be sound amplification to assist those present to follow the proceedings.

If you are not coming to the meetings

You may appoint a proxy – someone who will attend the AGM and/or the Class Meeting (as the case may be) on your behalf and exercise all or any of your rights to speak and vote – by completing and returning the relevant Form(s) of Proxy, white for the holders of ordinary shares and blue for the holders of preference shares, in accordance with the following instructions.

A proxy need not be a member of the Company.

Before completing the relevant Form(s) of Proxy, please read the following explanatory notes.

How to complete the Form(s) of Proxy

1. Appointing the Chairman as your proxy

For convenience, the appointment of the Chairman of the Meeting has already been included. If you wish to make this appointment, you need only complete, sign and date the relevant Form.

The relevant Form enables you to instruct the Chairman how to vote on the resolutions to be proposed at the AGM or the Class Meeting. These resolutions are set out in the meeting notices from pages 7 to 9 and are explained on pages 2 and 3. He will vote (or withhold his vote) as he thinks fit on any other business which may properly come before the meetings.

Please place an "X" in the appropriate box alongside each resolution to indicate whether, and if so, how you wish your vote to be cast in relation to that resolution. In the absence of any specific instruction on how to vote on a particular resolution, your proxy may vote as the proxy thinks fit on any motion to amend a resolution or to adjourn the meeting, or on any other resolution proposed at the AGM or the Class Meeting. The "Vote withheld" option is provided, in accordance with best practice, so as to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.

2. Appointing someone other than the Chairman as your proxy

If you wish to appoint someone else as your proxy, you should insert the name of your proxy in the space provided.

If necessary, please enter in the box next to the proxy's name the number of shares over which they are authorised to act as your proxy. If left blank, the proxy will have your full voting entitlement.

3. Appointing more than one person as your proxy

To appoint more than one person as your proxy, you may photocopy the relevant Form(s) of Proxy in relation to each proxy you wish to appoint. Each Form should clearly indicate the name of the proxy and the number of 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.

All Forms must be signed and should be returned together in the same envelope.

4. Signing the Form(s) of Proxy

Before posting the relevant Form(s) of Proxy, please check that it has been signed and dated. In the case of joint holders, any one of you may sign.

If someone signs the Form(s) on your behalf, you or that person must send it to the Company's Registrars, Link Asset Services (see 6 to 8 below) with the authority under which it is signed, or a copy of the authority which has been certified by a solicitor or notary.

5. Corporate appointment of proxy

Where the person appointing the proxy is a company, the relevant Form(s) of Proxy must be either under seal or under the hand of a duly authorised officer or attorney and the appropriate power of attorney or other authority must be lodged with the Form(s).

6. Posting details

To be valid, a Form of Proxy, together with any authority (see 4 and 5 above), must be received by Link Asset Services not later than 11.00 am on Tuesday 14 May 2019 for the holders of ordinary shares, or 11.45 am on Tuesday 14 May 2019 for the holders of preference shares, or if the relevant meeting is adjourned, 48 hours before the time for holding the relevant adjourned meeting.

Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the relevant meeting.

7. UK shareholders

Each UK shareholder should reply by posting a Form of Proxy to Link Asset Services in the envelope provided. No stamp is required. Alternatively, you may vote electronically via the internet at www.balfourbeatty-shares.com (see 10 overleaf).

Important information for shareholders continued

8. Shareholders outside the UK

Shareholders with addresses outside the UK should reply by returning their Form(s) of Proxy in an envelope to Link Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU, United Kingdom. Alternatively, you may vote electronically via the internet at www.balfourbeatty-shares.com (see 10 below).

9. Duplicate Forms of Proxy

If Link Asset Services receive two or more Forms of Proxy from the same shareholder relating to the same shareholding, they will act upon the one that is delivered last (regardless of its date). If they cannot confirm which one was delivered last (regardless of its date), they will not act on any of the Forms. If your Form arrives after the voting deadline, it will not be valid and will not replace any earlier Forms that they have received.

10. Electronic proxy submission

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 the service if you have not already done so. Once registration is complete, you may vote online by following the instructions provided.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meetings and any adjournment(s) thereof by utilising the procedures described in the CREST manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the relevant notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

11. Documents

The formal notice of the AGM on pages 7 to 9 provides details of the documents which are available for inspection prior to and during the AGM.

12. General information

Tea and coffee will be available up to the commencement of the AGM and light refreshments will be available after the meetings.

For the safety of everybody at our AGM and Class Meeting, you may be asked to provide proof of your identity and to allow our security staff to search any bags or packages. Please allow time for these procedures. You will not be allowed to enter the meetings with recording equipment, cameras, or any other inappropriate item which may interfere with the good order of the meetings. Large bags, rucksacks and suitcases cannot be brought into the meetings. Storage and cloakroom facilities will be provided. If, having registered, you wish to leave the building, you should first report to the registration desk. If you fail to do this, you may have difficulty gaining readmission. We may refuse entry to persons whose demeanour or behaviour we believe may interfere with the good order of the meetings. Anyone attempting to take photographs, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic equipment before the meetings begin.

We hope you will understand that these arrangements are for the protection of all shareholders and to ensure good order at the meetings.

If you have any comments or questions concerning either the AGM or the Class Meeting, you can write to the Company Secretary either by post to the Company's registered office or by email to info@balfourbeatty.com, with the heading "AGM 2019" or "Class Meeting 2019" as appropriate. Notices of termination of proxy appointment, or requests for additional Forms of Proxy, should not be sent to this email address. If you wish to give notice of the termination of a proxy appointment, please send a letter to the Company's Registrars giving the full details. This should arrive before the voting deadline. Please note that, as indicated on the Shareholder information page, any administrative enquiry relating to your shareholding should, in the first instance, be directed to the Company's Registrars clearly stating your registered name and address and, if available, shareholder reference number.

You can obtain the results of the AGM and Class Meeting by telephoning the Company's Registrars after the meetings have ended. The results will also be announced to the UK Listing Authority via a Regulatory Information Service and will appear on the Balfour Beatty website (at www.balfourbeatty.com) as soon as practicable following the meetings.

13. Duplicate mailings

You may have received separate sets of documents as it was not possible to combine your records – for example, because different dividend payment instructions apply. Any shareholders who now wish to stop duplicate mailings by combining their records should contact Link Asset Services (see Shareholder Information in the Annual Report on pages 199-200).

Notice of Annual General Meeting

Notice is hereby given that the seventy-fourth Annual General Meeting (AGM) of Balfour Beatty plc (the Company) will be held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD, on Thursday 16 May 2019 at 11.00 am for the following purposes:

Ordinary Business

1. To receive and, if thought fit, adopt the Directors' Report and Accounts for the year ended 31 December 2018.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2018.
3. To declare a final dividend of 3.2p per share on the ordinary shares of the Company.
4. To re-elect Mr P S Aiken AM as a Director.
5. To re-elect Dr S R Billingham as a Director.
6. To re-elect Mr S J Doughty CMG as a Director.
7. To re-elect Mr P J Harrison as a Director.
8. To re-elect Mr M A Lucki as a Director.
9. To re-elect Ms B J Moorhouse as a Director.
10. To re-elect Mr L M Quinn as a Director.
11. To elect Miss Anne Drinkwater
12. To reappoint KPMG LLP as auditor.
13. To authorise the Audit and Risk Committee of the Board to determine the remuneration of the auditor.

Special Business

14. To consider and, if thought fit, pass as an ordinary resolution:

THAT:

- (a) the Company and those companies which are UK subsidiaries of the Company or become UK subsidiaries of the Company during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006 (the 2006 Act) at any time during the period from the date of the passing of this resolution to the conclusion of the AGM to be held in 2020, or on 30 June 2020, whichever is the earlier:
 - (i) to make political donations to political parties and/or independent election candidates not exceeding £25,000 in total;
 - (ii) to make political donations to political organisations other than political parties not exceeding £25,000 in total; and
 - (iii) to incur political expenditure not exceeding £25,000 in total;
- provided that the aggregate amount of any such donations and expenditure shall not exceed £25,000;
- (b) all existing authorisations and approvals relating to political donations or expenditure are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
 - (c) words and expressions defined for the purpose of Part 14 of the 2006 Act shall have the same meaning in this resolution.

15. To consider and, if thought fit, pass as an ordinary resolution:

THAT:

- (a) the authority conferred on the Directors by Article 8.2 of the Company's Articles of Association be renewed for the period ending at the end of the next AGM or on 30 June 2020, whichever is the earlier, and for such period the Section 551 Amount (as defined in the Company's Articles of Association) shall be £114,956,603; and

- (b) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £114,956,603 in connection with an offer by way of a rights issue, such authority to expire at the end of the next AGM or on 30 June 2020, whichever is the earlier;

but so that the Company may make offers and enter into agreements during the period referred to in paragraphs (a) and (b) above which would, or might, require shares to be allotted or rights to subscribe for, or convert other securities into, shares to be granted after the authority ends.

For the purposes of this resolution, "rights issue" means an offer to:

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Notice of Annual General Meeting continued

16. To consider and, if thought fit, pass as a special resolution:

THAT subject to the passing of Resolution 15:

- (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 15 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 15 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 30 June 2020, 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 15.

17. To consider and, if thought fit, pass as a special resolution:

THAT, subject to and conditional upon the passing of the special resolution set out in the notice dated 4 April 2019 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 2020, or on 30 June 2020, 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).

18. To consider and, if thought fit, pass as a special resolution:

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

By Order of the Board

Jonathan Lagan

Group General Counsel and
Company Secretary
Dated 4 April 2019

Registered Office: 5 Churchill Place,
Canary Wharf, London E14 5HU
Registered in England and Wales
with number 395826

Notes:

- (i) As at 29 March 2019 (being the latest practicable date before the publication of this notice) the Company's issued ordinary share capital consisted of 689,739,619 ordinary shares of 50p each carrying one vote. Therefore, the total ordinary voting rights in the Company as at 29 March 2019 were 689,739,619.
- (ii) Voting at the AGM will be by poll rather than by a show of hands. The Chairman will invite each shareholder and proxy present to complete a poll card indicating how they wish to cast their votes in respect of each resolution. Poll cards will be provided at the meeting and will be collected at the end of the AGM. Once the results have been verified by the Company's Registrars, they will be notified to the UK Listing Authority and published on the Company's website (at www.balfourbeatty.com).
- (iii) A holder of ordinary shares entitled to attend and vote is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.
- (iv) If you do not have a Form of Proxy and believe that you should have one, please contact the Company's Registrars on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge.

If you are outside the UK, please call +44 (0)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.

- (v) The Company specifies that only those holders of ordinary shares registered in the Register of Members of the Company at close of business on Tuesday 14 May 2019 will be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the relevant register of securities after close of business on Tuesday 14 May 2019 will be disregarded in determining the rights of any person to attend or vote at the meeting (and any adjournment thereof).
- (vi) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the 2006 Act) to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (vii) The statement of the rights of shareholders in relation to the appointment of proxies in this notice above does not apply to Nominated Persons. The rights described in Note (iii) can only be exercised by shareholders of the Company.
- (viii) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (ix) Any holder of ordinary shares attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on the Company's website (www.balfourbeatty.com) in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (x) Under Section 338 and Section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company:
- (a) to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or
 - (b) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.
- A resolution may properly be moved or a matter may properly be included in the business unless:
- (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
 - (b) it is defamatory of any person; or
 - (c) it is frivolous or vexatious.
- Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 4 April 2019, being the date six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
- (xi) Under Section 527 of the 2006 Act shareholders that meet the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
 - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.
- The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under Section 527 of the 2006 Act.
- A request must be received by the Company not later than 9 May 2019, being the date one week before the AGM.
- (xii) Copies of Directors' service contracts and letters of appointment and the Articles of Association of the Company are available for inspection during usual business hours at the registered office of the Company on any weekday (Saturdays and public holidays excluded) from the date of this notice until the date of the AGM and also at the place of the AGM for at least 15 minutes prior to, and until the conclusion of, the AGM.
- (xiii) You may not use any electronic address provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- (xiv) A copy of this notice and other information required by Section 311A of the 2006 Act can be found at www.balfourbeatty.com.

Notice of Class Meeting of Preference Shareholders

Notice is hereby given that a meeting of the holders of the cumulative convertible redeemable preference shares of 1p each in Balfour Beatty plc (the Company) will be held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD, on Thursday 16 May 2019 at 11.45 am or as soon as practicable thereafter as the Annual General Meeting of the Company, convened for the same day at the same place at 11.00 am, shall have been concluded or adjourned, for the following purpose:

To consider, and if thought fit, pass as a special resolution:

THAT the holders of the cumulative convertible redeemable preference shares of 1p each in the Company hereby sanction the passing and implementation of Resolution 17 set out in the Company's Notice of Annual General Meeting dated 4 April 2019 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred.

By Order of the Board

Jonathan Lagan

Group General Counsel and
Company Secretary
Dated 4 April 2019

Registered Office: 5 Churchill Place,
Canary Wharf, London E14 5HU
Registered in England and Wales
with number 395826

Notes:

- (i) As at 29 March 2019 (being the latest practicable date before the publication of this notice) the Company's issued preference share capital consisted of 111,839,795 cumulative convertible redeemable preference shares of 1p each (preference shares) carrying one vote. Therefore, the total preference voting rights in the Company as at 29 March 2019 were 111,839,795.
- (ii) Voting at the Class Meeting will be by poll rather than by a show of hands. The Chairman will invite each shareholder and proxy present to complete a poll card indicating how they wish to cast their votes in respect of the resolution. Poll cards will be provided at the meeting and will be collected at the end of the Class Meeting. Once the results have been verified by the Company's Registrars, they will be notified to the UK Listing Authority and published on the Company's website (at www.balfourbeatty.com).
- (iii) A holder of preference shares is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.
- (iv) If you do not have a Form of Proxy and believe that you should have one, please contact the Company's Registrars on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge.

If you are outside the UK, please call +44 (0)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.
- (v) The Company specifies that only those holders of preference shares registered in the Register of Members of the Company at close of business on Tuesday 14 May 2019 will be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the relevant register of securities after close of business on Tuesday 14 May 2019 will be disregarded in determining the rights of any person to attend or vote at the meeting (and any adjournment thereof).
- (vi) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the 2006 Act) to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- (vii) The statement of the rights of shareholders in relation to the appointment of proxies in this notice does not apply to Nominated Persons. The rights described in Note (iii) can only be exercised by shareholders of the Company.
- (viii) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (ix) Any holder of preference shares attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on the Company's website (www.balfourbeatty.com) in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (x) You may not use any electronic address provided in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
- (xi) A copy of this notice and other information required by Section 311A of the 2006 Act can be found at www.balfourbeatty.com.
- (xii) If a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting will be adjourned to be held at 5 Churchill Place, Canary Wharf, London E14 5HU on Friday 17 May 2019 at 9.30am.

Biographical details of Directors seeking re-election or election

Philip Aiken AM (Resolution 4) Chairman

Date of appointment: 26 March 2015

Age as at 12 March 2019: 70

Committee membership:

Nom (Chair)/Rem/SS

Experience: Philip has over 45 years of experience including extensive international business expertise, principally in the resources sectors. Philip was a non-executive director of National Grid plc, chairman of Robert Walters plc and a non-executive (and senior independent) director of Kazakhmys plc and Essar Energy plc, and a senior adviser at Macquarie Bank Ltd. Prior to that, he was Group President Energy at BHP Billiton and President of BHP Petroleum, chief executive of BTR Nylex, and held senior roles in BOC Group.

During 2018, Philip served as the chairman of Gammon China Ltd, the 50:50 joint venture between Balfour Beatty and Jardine Matheson, and its subsidiary Gammon Construction Holdings Ltd. Philip now serves as a non-executive director of the Gammon business.

External responsibilities: Philip is non-executive chairman of Aveva Group plc and a non-executive director of Newcrest Mining Limited.

Philip brings to the Board a wealth of experience in industry and commerce and extensive international business experience in the industrial and resources sectors, having worked across the UK, US, Asia and the Middle East. In addition to his business expertise, Philip is an experienced chairman and continues to lead the Board effectively as confirmed by the 2018 board evaluation process. Philip holds a degree in Chemical Engineering from the University of Sydney and is also a graduate of Harvard Business School's Advanced Management Programme. He was appointed a Member of the Order of Australia in 2013 in recognition of his contribution to Anglo-Australian business.

Dr Stephen Billingham (Resolution 5) Non-executive Director

Date of appointment: 1 June 2015

Age at 12 March 2019: 60

Committee membership: AR (Chair)/Nom

Experience: Stephen has significant recent and relevant financial experience providing him with the depth of knowledge to chair the Audit and Risk Committee effectively. Stephen has worked in the construction, infrastructure and support services industries for over 30 years equipping him with a thorough understanding of the sectors in which the Group operates.

Stephen was group finance director (CFO) of British Energy Group plc (FTSE 100 power generator) and WS Atkins plc (FTSE 250, and the UK's largest engineering consultancy) and ran Punch Taverns plc (the UK's second largest pub owner) as executive chairman. He played instrumental roles in the financial and operational turnarounds of all three companies. He also spent 11 years with Balfour Beatty's predecessor company BICC plc in corporate finance and other roles. Stephen studied Economics and Government at Brunel University, has a PhD in Accounting and Finance from Aston University and is a fellow of the Association of Corporate Treasurers.

Stephen brings to the Board immense experience of different industries, including construction and support services, from both the supplier and client sides, as well as having a strong background in finance from several complex international organisations. This has enabled him to make a significant contribution to the work of the Board in general, and to his role as chairman of the Audit and Risk Committee, in particular. Stephen's external senior board-level experience combined with his years of experience serving the Balfour Beatty Board make him well placed to take the role of Senior Independent Director in May 2019.

External responsibilities: Stephen is currently non-executive chairman of Anglian Water Group Ltd, the UK water and sewage company, and Urenco Ltd, the international uranium fuel enricher. He chaired the Urenco Ltd Audit Committee from 2009 to 2015 and has been a member of the Anglian Water Audit Committee from 2014 to 2018.

Stuart Doughty CMG (Resolution 6) Non-executive Director

Date of appointment: 8 April 2015

Age at 12 March 2019: 75

Committee membership:

SS (Chair)/AR/Nom

Experience: Stuart holds a degree in Civil Engineering from Cardiff University and has over 54 years' experience in the civil engineering, construction and infrastructure sectors. With a strong background in the industries that Balfour Beatty operates, Stuart brings to the Board an in-depth understanding of the challenges and opportunities that the Company faces. In particular, Stuart brings practical insights to his role as Chair of the Safety and Sustainability Committee.

Stuart was chief executive of Costain Group PLC between 2001 and 2005. This followed executive positions in Welsh multi-utility Hyder plc, Alfred McAlpine plc and Tarmac Construction, where he represented the company on the Channel Tunnel board, following 21 years with John Laing Construction.

He has also served as a senior non-executive director of Scott Wilson Group plc, and as chairman of Alstec Ltd, Somero Plc and Beck and Pollitzer Limited. He is a Chartered Engineer and a fellow of both the Institution of Civil Engineers and the Institute of Highway Engineers. Stuart was honoured in 2004 by the Queen with a CMG for services to international trade and investment and also received an honorary doctorate from Aston University in 2018.

External responsibilities: Stuart is the chairman of the Finance and Major Projects Committee for Aston University.

Biographical details of Directors seeking re-election or election *continued*

Philip Harrison (Resolution 7) **Chief Financial Officer**

Date of appointment: 1 June 2015

Age at 12 March 2019: 58

Committee membership: GTIC/FGPC

Experience: Philip was appointed as Chief Financial Officer of the Company in June 2015 having previously served as group finance director at Hogg Robinson Group plc, and as group finance director at VT Group plc. Prior to that, he was VP Finance at Hewlett-Packard Europe, Middle East and Africa region and was a member of the EMEA board. Philip's earlier career included senior international finance roles at Compaq, Rank Xerox and Texas Instruments. Philip was educated at Manchester University and holds a degree in Management Science. He is a Fellow of the Chartered Institute of Management Accountants. Philip brings his considerable financial expertise and experience of working in large multi-national manufacturing and services businesses to his role on the Board. This year, he has continued to provide robust financial management for the Group as evidenced by the positive trends in financial performance.

Michael Lucki (Resolution 8) **Non-executive Director**

Date of appointment: 1 July 2017

Age at 12 March 2019: 62

Committee membership: AR/Rem

Experience: Michael has over 35 years of business and leadership experience in the US and internationally in the engineering and construction sector. His extensive knowledge of the US infrastructure market in particular continues to benefit the Board's understanding of this key region for the Group.

Michael holds a BS degree in Business Administration with an emphasis in Accounting from California State University, Los Angeles. Michael has held a number of leadership and finance roles during his career, including chief financial officer, executive vice president and board member at CH2M HILL.

He was formerly an audit partner at Ernst & Young LLP and appointed as their Americas and Global Industry Leader for Infrastructure, Construction and Engineering Practices. Latterly, he has acted as a strategic advisor to companies and private equity firms in the engineering and construction industry.

External responsibilities: Michael is currently a board member at Psomas and also serves as an advisory board member at Anchor QEA, LLC. He is a trustee of the California State University System Foundation Board and a member of the Investment Advisory Committee of The California State University System.

Barbara Moorhouse (Resolution 9) **Non-executive Director**

Date of appointment: 1 June 2017

Age at 12 March 2019: 60

Committee membership: AR/Rem

Experience: Barbara has extensive leadership experience across the private, public and regulated sectors including the infrastructure industry.

She was group finance director at Morgan Sindall plc, regulatory director at South West Water and chief finance officer for two international listed IT companies – Kewill Systems plc and Scala Business Solutions NV. Subsequently, Barbara was Director General at the Ministry of Justice and the Department for Transport. Her most recent executive appointment was as chief operating officer at Westminster City Council. She holds a Master's degree in Politics, Philosophy and Economics from Oxford University and is a fellow of the Chartered Institute of Management Accountants and an associate member of the Association of Corporate Treasurers.

Barbara brings a strategic view to the Board with direct knowledge of areas relevant to key stakeholders of the Group. She combines significant and broad experience from client sectors, with finance expertise gained in large scale, highly complex organisations and continues to contribute effectively to the Board.

External responsibilities: Barbara is currently chair of the Rail Safety Standards Board, a non-executive director of Microgen Plc and Agility Trains, and a trustee for Guy's and St Thomas' Charity.

Leo Quinn (Resolution 10) **Group Chief Executive**

Date of appointment: 1 January 2015

Age at 12 March 2019: 62

Committee membership:
Nom/SS/GTIC (Chair)/FGPC (Chair)

Experience: Leo has a strong track record in leading and delivering complex transformation strategies for large international companies. Since his appointment to the Board in 2015, Leo has overseen the successful turnaround of Balfour Beatty most notably in strengthening the balance sheet, and returning the businesses to industry standard margins in 2018. He is expected to continue to develop the Group's capacity for profitable managed growth on a long-term sustainable basis.

Leo is a civil engineer and began his career at Balfour Beatty. He was educated at Portsmouth University and Imperial College, London where he completed his MSc in Management Science. Before being appointed as Group Chief Executive at Balfour Beatty, Leo spent four years as group chief executive of QinetiQ Group plc and prior to that, five years as chief executive officer of De La Rue plc. Before this, he spent almost four years as chief operating officer of Invensys plc's production management business, headquartered in the US and 16 years with Honeywell Inc. in senior management roles across the UK, Europe, the Middle East and Africa, including global president of H&BC Enterprise Solutions. Leo was previously a non-executive director of Betfair Group plc and Tomkins plc.

External responsibilities: Leo is the founder of 'The 5% Club', a UK employer led initiative focused on creating momentum behind the recruitment of apprentices and graduates into the workforce.

Anne Drinkwater (Resolution 11) **Non-executive Director**

Date of appointment: 1 December 2018

Age at 12 March 2019: 63

Committee membership: Rem/SS

Experience: Anne brings to the Board significant experience of the energy industry including multiple large capital expenditure projects with infrastructure considerations. In addition, Anne has knowledge of doing business in both the UK and US, being key geographies for the Group. Anne was at BP plc for over 30 years, holding a number of senior strategic and operational roles across multiple jurisdictions including the US, Norway, Indonesia, the Middle East and Africa culminating in the role of president and CEO of BP's Canadian business.

Anne was previously oil and gas advisor to the Falkland Islands Government and has previously held non-executive director roles at Aker Solutions A.S.A. and UK listed Tullow Oil plc where she served on a number of key board committees. Among these appointments, Anne was a member of the remuneration committee at Tullow Oil plc for four years providing her with the depth of experience necessary to effectively chair the remuneration committee at Balfour Beatty.

External responsibilities: Anne is a non-executive director of Equinor A.S.A.

Shareholder information

Financial calendar

2019	
16 May	Ex-dividend date for final 2018 ordinary dividend
16 May	Annual General Meeting
17 May	Final 2018 ordinary dividend record date
23 May	Ex-dividend date for July 2019 preference dividend
24 May	July 2019 preference dividend record date
1 July	Preference dividend payable
5 July	Final 2018 ordinary dividend payable
14 August*	Announcement of 2019 half-year results
24 October*	Ex-dividend date for interim 2019 ordinary dividend
25 October*	Interim 2019 ordinary dividend record date
21 November	Ex-dividend date for January 2020 preference dividend
22 November	January 2020 preference dividend record date
6 December*	Interim 2019 ordinary dividend payable
2020	
1 January	Preference dividend payable

Note

* Provisional date.

Registrars

The Balfour Beatty share register is maintained by the Company's Registrars, Link Asset Services. All administrative enquiries relating to shareholdings and requests to receive corporate documents by email should, in the first instance, be directed to Link Asset Services, clearly stating your registered address and, if available, your shareholder reference number. Please write to:

Link Asset Services, The Registry,
34 Beckenham Road, Beckenham,
Kent BR3 4TU.

Telephone: 0871 664 0300 from the UK.

Calls cost 12p per minute plus your phone company's access charge. If you are outside the UK, please call +44 (0)371 664 0300. Calls from outside the UK will be charged at the applicable international rate. Lines are open Monday to Friday 9.00 am to 5.30 pm, UK time, excluding public holidays in England and Wales. Alternatively, you can email: enquiries@linkgroup.co.uk.

Link Asset Services can help you to: check your shareholding; register a change of address or name; obtain a replacement dividend cheque or tax voucher; or record the death of a shareholder.

Dividends and dividend reinvestment plan

Dividends may be paid directly into your bank or building society account through the Bankers Automated Clearing System (BACS). The Registrars can provide a dividend mandate form. A dividend reinvestment plan (DRIP) is offered which allows holders of ordinary shares to reinvest their cash dividends in the Company's shares through a specially arranged share dealing service. Full details of the DRIP and its charges, together with mandate forms, are available at www.balfourbeatty-shares.com.

International payment service

Shareholders outside the UK may elect to receive dividends direct into their overseas bank account, or by currency draft, instead of by sterling cheque. For further information, contact the Company's Registrars on +44 (0)371 664 0391 (from outside the UK) or 0871 664 0385 from the UK. Calls from outside the UK will be charged at the applicable international rate. Lines are open Monday to Friday 9.00 am to 5.30 pm, UK time, excluding public holidays in England and Wales. Alternatively, you can log on to www.balfourbeatty-shares.com and click on the link for International Payment Service.

Shareholder information on the internet and electronic communications

Our website 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.

You can create a Share Portal account, through which you will be able 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; change your registered address; sign up to receive e-communications or access the online proxy voting facility; and download and print shareholder forms.

The Share Portal is easy to use. Please visit www.balfourbeatty-shares.com. Alternatively, you can email: Shareportal@linkgroup.co.uk.

Shareholder information continued

Unsolicited telephone calls

In the past, some of our shareholders have received unsolicited telephone calls or correspondence concerning investment matters from organisations or persons claiming or implying that they have some connection with the Company. These are typically from overseas-based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high-risk shares in UK or overseas investments. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free reports on the Company.

If you receive any unsolicited investment advice:

- always ensure the firm is on the Financial Conduct Authority (FCA) Register and is allowed to give financial advice before handing over your money. You can check via www.fsa.gov.uk/register/home.do
- double-check the caller is from the firm they say they are – ask for their name and telephone number and say you will call them back. Check their identity by calling the firm using the contact number listed on the FCA Register. If there are no contact details on the FCA Register or you are told that they are out of date, or if you have any other doubts, call the FCA Consumer Helpline on 0800 111 6768
- if you are approached about a share scam, please visit the FCA's ScamSmart website at www.fca.org.uk/scamsmart where you can access information about the various types of scam, including share and boiler room fraud, see the FCA's Warning List and reports on firms about whom consumers have expressed concerns. Alternatively, you can call the FCA Consumer Helpline (see above). If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or be eligible to receive payment under the Financial Services Compensation Scheme if things go wrong
- you should also report any approach to Action Fraud, which is the UK's national fraud reporting centre, at www.actionfraud.police.uk, or by calling 0300 123 2040.

Gifting shares to your family or to charity

To transfer shares to another member of your family as a gift, please ask the Registrars for a Balfour Beatty gift transfer form. Alternatively, if you only have a small number of shares whose value makes it uneconomic to sell them, you may wish to consider donating them to the share donation charity ShareGift (registered charity no. 1052686), whose work Balfour Beatty supports.

Any shares you donate to ShareGift will be aggregated, sold when possible, and the proceeds will be donated to a wide range of other UK charities. Since ShareGift was launched, over £27m has been given to more than 2,600 charities.

The relevant share transfer form may be obtained from the Registrars. For more information visit www.sharegift.org.

Share dealing services

Link Asset Services (a trading name of Link Market Services Trustees Limited) provide a telephone and online share dealing service for UK and EEA resident shareholders. To use this service, telephone: 0371 664 0445. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open Monday to Friday 8.00 am to 4.30 pm, UK time, excluding public holidays in England and Wales. Alternatively, you can log on to www.linksharedeal.com.

Link Market Services Trustees Limited is authorised and regulated by the Financial Conduct Authority and is also authorised to conduct cross border business within the EEA under the provisions of the EU Markets in Financial Instruments Directive.

London Stock Exchange Codes

The London Stock Exchange Daily Official List (SEDOL) codes are: Ordinary shares: 0096162. Preference shares: 0097820.

The London Stock Exchange ticker codes are: Ordinary shares: BBY; Preference shares: BBYB.

Capital gains tax (CGT)

For CGT purposes the market value on 31 March 1982 of Balfour Beatty plc's ordinary shares of 50p each was 267.6p per share. This has been adjusted for the 1 for 5 rights issue in June 1992, the 2 for 11 rights issue in September 1996 and the 3 for 7 rights issue in October 2009 and assumes that all rights have been taken up.

Consolidated tax vouchers

Balfour Beatty issues a consolidated tax voucher annually to all shareholders who have their dividends paid direct to their bank accounts. If you would prefer to receive a tax voucher at each dividend payment date rather than annually, please contact the Registrars. A copy of the consolidated tax voucher may be downloaded from the Share Portal at www.balfourbeatty-shares.com.

Enquiries

Enquiries relating to Balfour Beatty's results, business and financial position should be made in writing to the Corporate Communications Department at the address shown below or by email to info@balfourbeatty.com.

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5 Churchill Place, Canary Wharf,
London E14 5HU. Registered in England
and Wales, registered number 395826.

Notes

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