

Barcode:

Event Code:

Please read the Notice of AGM and the accompanying notes overleaf carefully before completing the Form of Proxy. **To ensure your vote counts, only the Chair of the AGM should be appointed as proxy.**

I/We being a member of Balfour Beatty plc hereby appoint the Chair of the AGM 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<sup>†</sup> on my/our behalf at the AGM of Balfour Beatty plc to be held at 12:00 noon on Thursday 25 June 2020 at The Curve Building, Axis Business Park, Langley, Berkshire SL3 8AG, 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.

<sup>†</sup> 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
<b>Ordinary Business</b>				
Resolution 1	To adopt the Directors' Report and Accounts for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To approve the Directors' Remuneration Policy to take effect from the conclusion of the AGM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To approve the Directors' Remuneration Report for the year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr P S Aiken AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Dr S R Billingham CBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To re-elect Mr S J Doughty CMG as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To re-elect Mr P J Harrison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	To re-elect Mr M A Lucki as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	To re-elect Ms B J Moorhouse 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 re-elect Ms Anne Drinkwater as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	To reappoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	To authorise the Directors to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>				
Resolution 14	To authorise the Company and its UK subsidiaries to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	To authorise the Directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	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 17	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 18	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.

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](http://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](http://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) As set out in the Notice of AGM, current government guidance prohibits group gatherings and mandates a policy of social distancing due to the risk of Covid-19; therefore, the AGM will be a closed meeting convened with the minimum quorum of shareholders as stated in the Articles of Association. Balfour Beatty intends to facilitate the quorum of shareholders for this meeting. All other shareholders should not attempt to attend the AGM in person, in order to protect fellow shareholders and our staff, and will not be permitted admission if they intend to do so.

As the AGM is a closed meeting, we strongly encourage shareholders to exercise their votes by submitting proxy forms electronically or by post in advance of the meeting.

- (ii) 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. To ensure your vote counts, only the Chair of the AGM should be appointed as proxy. Shareholders are permitted to restrict the rights of proxies. 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 Chair of the AGM has already been included. If you wish to appoint the Chair of the AGM, you need only complete, sign and date in the space provided (see reverse). If you wish to appoint someone other than the Chair of the AGM as your proxy, you should insert the name of your proxy in the space provided (see reverse) and delete the words "the Chair of the AGM". 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.
- (iii) 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 Chair 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.
- (iv) 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.
- (v) To be valid this Form must be signed and received by Link Asset Services no later than 12.00 noon on 23 June 2020. 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 (e.g. 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.
- (vi) UK shareholders should reply by posting their Form of Proxy to Link 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: Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom.
- (vii) Shares held in uncertificated form (i.e. 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](http://www.balfourbeatty-shares.com). If you have not previously done so, you will need to register to use the service.
- (viii) All enquiries relating to this Form should be directed to Link 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 (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.

## Notice of availability: Notice of AGM

### Important – please read carefully.

You can now access the Notice of AGM at [www.balfourbeatty.com/investors](http://www.balfourbeatty.com/investors).

You can vote electronically via the Balfour Beatty Share Portal at [www.balfourbeatty-shares.com](http://www.balfourbeatty-shares.com). If not already registered, you will need your Investor Code.

## 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 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](http://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 directly 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 below. 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 2019 and by visiting our website at [www.balfourbeatty.com/sustainability](http://www.balfourbeatty.com/sustainability).

# 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](http://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 Link Asset Services as follows: FREEPOST SAS, 34 Beckenham Road, BR3 9ZA. Please note that delivery using this service can take up to five business days (no stamp is required). Alternatively, you can register to receive electronic communications by visiting the Balfour Beatty Share Portal at [www.balfourbeatty-shares.com](http://www.balfourbeatty-shares.com) and following the instructions there.

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Email address

Your email address will not be used for any other purpose.

**Option 2: Receive shareholder communications and documents electronically (i.e. by letter notifying you of document availability on our website at [www.balfourbeatty.com](http://www.balfourbeatty.com)).** To do this, please tick the box opposite and return this card to the address shown in Option 1.

Please note if no response has not been received you will continue to receive hard copy documents.

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