

Company Number: 00395826

THE COMPANIES ACT 2006

**BALFOUR BEATTY PLC
(the 'Company')**

At the Annual General Meeting of the Company duly convened and held at The Curve Building, Axis Business Park, Langley, Berkshire, SL3 8AG on Thursday 25 June 2020 at 12pm BST, the following special business resolutions were passed:

ORDINARY RESOLUTIONS

Authority to incur political expenditure

Resolution 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 2021 AGM to be held in 2021, or on 30 June 2021, 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.

Resolution 15

Authority to allot ordinary shares

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 2021, 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 2006 Act 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 2021, 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.

SPECIAL RESOLUTIONS

Resolution 16

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

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 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 2021, 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.

Resolution 17

Authority for the Company to purchase its own ordinary shares

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

THAT, the Company be hereby generally and unconditionally authorised for the purposes of Section 701 of 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) 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;
- (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 of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such ordinary 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 end of the next AGM or on 30 June 2021, 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).

Resolution 18

Notice of general meetings

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