

Form of Proxy
Annual General Meeting (AGM)
13 May 2021

Balfour Beatty

Barcode:

Event Code:

Please read the Notice of AGM and the accompanying notes overleaf carefully before completing this 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[†] on my/our behalf at the AGM of Balfour Beatty plc to be held at 10:00 am on Thursday 13 May 2021 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.

[†] For the appointment of more than one proxy, please refer to note (ii) overleaf.

Please tick the box opposite if this proxy appointment is one of multiple appointments being made.

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

		For	Against	Vote withheld
Ordinary Business				
Resolution 1	To adopt the Directors' Report and Accounts for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To approve the Directors' Remuneration Report for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To declare a final dividend on the ordinary shares of the Company	<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 A 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"/>
Special Business				
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 adopt the rules of the Balfour Beatty Performance Share Plan 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	To adopt the Articles of Association*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	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 19	To renew the authority for the Company to purchase its own ordinary shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20	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). You may also use this service to submit documents relating to the appointment of a proxy and to revoke the appointment of a proxy. If you would like to submit your Form of Proxy electronically via the internet, you may do so via www.balfourbeatty-shares.com. You will need to register to use this service if you have not already done so. Once registration is complete, you may give instructions to a proxy or proxies online by following the instructions provided.

Notes to the Form of Proxy:

- (i) As set out in the Notice of AGM, according to the current government guidance, restrictions will still be in place on the date of the AGM that prohibit group gatherings, restrict travel and mandate 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 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 the health and safety of fellow shareholders and our staff, and will not be permitted admission if they intend to do so.

As the AGM will be a closed meeting, we strongly encourage shareholders to exercise their votes by submitting proxy forms electronically or by post in advance of the meeting. To ensure your vote counts, only the Chair of the meeting should be appointed as proxy. Proxies must be submitted as soon as possible, and in any event no later than 10:00am BST on Tuesday 11 May 2021.

- (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. However, as the meeting will be a closed 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 proxy, please cross out either or both of the words "speak" or "vote" on the Form of Proxy as you deem appropriate. For convenience, the appointment of the Chair of the AGM has already been included. 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) The "Vote withheld" option is provided to enable you to abstain from voting on any particular resolution. However, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- (iv) To be valid this Form must be signed and received by Link Group no later than 10.00 am on Tuesday 11 May 2021. 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 this Form of Proxy.
- (v) UK shareholders should reply by posting their Form of Proxy to Link Group 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 Group, PXS, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom.
- (vi) 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. If you have not previously done so, you will need to register to use this service.
- (vii) All enquiries relating to this Form should be directed to Link Group.

Please write to: Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Telephone: 0371 664 0564. 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 between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can email: shareholderenquiries@linkgroup.co.uk. Link Group 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. You can also visit www.signalshares.com to manage your shareholding, and access share-related services and share plans online.

Notice of availability: Notice of AGM

Important – please read carefully.

You can now access the Notice of AGM at www.balfourbeatty.com/investors.

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

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 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 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 2020 and by visiting our website at www.balfourbeatty.com/sustainability.

To report unsolicited telephone calls or correspondence concerning investment matters from organisations or persons claiming or implying that they have some connection with the Company, please contact Action Fraud, which is the UK's national fraud reporting centre and a service run by the National Fraud Authority – the government agency that helps to co-ordinate the fight against fraud in the UK. Please visit: www.actionfraud.police.uk or call 0300 123 2040.

You should also report any such approaches to The Financial Conduct Authority, an independent non-governmental body, given statutory powers by The Financial Services and Markets Act 2000 to ensure that the relevant markets work well. Please visit: www.fca.org.uk or contact the consumer contact centre on 0800 111 6768 or on consumer.queries@fca.org.uk.

The websites operated by Action Fraud and The Financial Conduct Authority are not part of the Balfour Beatty eShareholder programme.

Balfour Beatty

Shareholder communication election form

Shareholder Name:

Investor Code:

Option 1: Receive shareholder communications and documents electronically (i.e. by email with links to the documents on our website at www.balfourbeatty.com). If you have not already elected for electronic communications under our eShareholder programme, you can do so now by ticking the box opposite, providing your email address and returning this card to Link Group: FREEPOST SAS, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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 and following the instructions there.

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). 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 been received you will continue to receive hard copy documents.

Shareholders who choose an option can change their minds at any time by notifying Link Group.