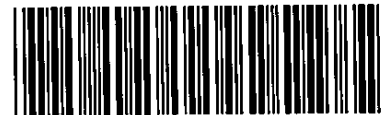


THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
Balfour Beatty plc

Passed 12 May 2011



EQT200C
EDX 14 15 11 268
COMPANIES HOUSE

At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 12 May 2011, the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

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

THAT subject to the passing of Resolution 17

- (i) 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 17 above and for such period the Section 561 Amount shall be £17,162,449 Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006 (the "2006 Act"), and
- (ii) the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by paragraph (ii) of Resolution 17 above 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 1 July 2012, 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 17 above

A handwritten signature in black ink, appearing to read 'C D VAUGHAN'.

C D VAUGHAN
Company Secretary & General Counsel