

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
of  
**Balfour Beatty plc**

Passed 12 May 2011



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**

**19. 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 8 April 2011 convening a separate meeting of the holders of the cumulative convertible redeemable preference shares of 1p each in the Company ("preference shares") (the "Class Meeting") 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 capital of the Company ("ordinary shares") and/or preference shares in the Company, 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 68,649,797 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 (exclusive of expenses) to 105% of the average of the middle market quotation 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 as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003,
- (c) the minimum price, exclusive of expenses, which may be paid for a share is its nominal value; and
- (d) this authority will expire at the conclusion of the separate Class Meeting which will follow the AGM of the Company to be held in 2012, or on 1 July 2012, whichever shall be the earlier, unless such authority is renewed prior to that time (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry)



C D VAUGHAN  
*Company Secretary & General Counsel*