

No. 395826

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

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*COMPANY LIMITED BY SHARES*

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**SPECIAL RESOLUTION  
OF  
Balfour Beatty plc**

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Passed 21 May 2010

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At a SEPARATE CLASS MEETING of the holders of Cumulative Convertible Redeemable Preference Shares of 1p each in the above-named Company, convened and held on 21 May 2010, the following Resolution was passed as a Special Resolution.

**SPECIAL RESOLUTION**

**THAT** the holders of the Cumulative Convertible Redeemable Preference Shares of 1p each in the Company hereby sanction the passing and implementation of resolution 11 set out in the Company's Notice of Annual General Meeting dated 8 April 2010 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred.



C D VAUGHAN  
*Company Secretary & General Counsel*

