

No. 395826

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

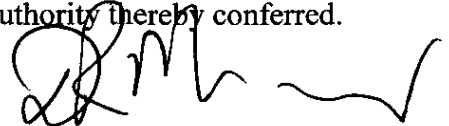
SPECIAL RESOLUTION
of
Balfour Beatty plc

Passed 22 May 2017

At a CLASS MEETING of the holders of Cumulative Convertible Redeemable Preference Shares of 1p each in the above-named Company, convened and held on 22 May 2017, 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 16 set out in the Company's Notice of Annual General Meeting dated 11 April 2017 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred.



D R MERCER
General Counsel and Company Secretary

