

No. 395826

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

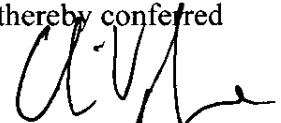
SPECIAL RESOLUTION
of
Balfour Beatty plc

Passed 18 May 2015

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 18 May 2015, 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 15 set out in the Company's Notice of Annual General Meeting dated 14 April 2015 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred



C D VAUGHAN

Chief Corporate Officer and Company Secretary

WEDNESDAY



RM *R47TUTIR* #7
20/05/2015
COMPANIES HOUSE