

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY 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 an Ordinary Resolution.

ORDINARY RESOLUTION

17. **To consider and, if thought fit, pass as an ordinary resolution:**

THAT.

- (i) the authority conferred on the Directors by Article 8 2 of the Company's Articles of Association be renewed for the period ending at the end of the next AGM or on 1 July 2012, whichever is the earlier, and for such period the Section 551 Amount shall be £114,416,329, and
- (ii) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a further nominal amount of £114,416,329 in connection with an offer by way of a rights issue, such authority 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 shares to be allotted or rights to subscribe for, or convert other securities into, shares to be granted after the authority ends

The authorities in this Resolution apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act

For the purposes of this resolution, "rights issue" means an offer to

- (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, and

- (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, Shareholders to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory



C D VAUGHAN

Company Secretary & General Counsel