

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

*COMPANY LIMITED BY SHARES*

ORDINARY RESOLUTIONS  
OF

**Balfour Beatty plc**

Passed 14 May 2009

SATURDAY



At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 14 May 2009, the following Resolutions were passed as an Ordinary Resolution.

**ORDINARY RESOLUTION**


**11. THAT:**

- (i) the Directors be authorised in the terms of paragraph (B)(i) of Article 11 of the Company's Articles to allot relevant securities for the period beginning on 14 May 2009 and ending at the conclusion of the Company's Annual General Meeting to be held in 2010, or on 1 July 2010, whichever shall be the earlier and for such period the Section 80 Amount (as defined in paragraph (B)(iii) of that Article) shall be £79,673,710; and
- (ii) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act) comprising equity securities (as defined in Section 94(2) of the 1985 Act) up to a further nominal amount of £79,673,710 in connection with an offer by way of a rights issue, such authority to expire at the end of the next Annual General Meeting or on 1 July 2010, whichever shall be the earlier but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends, such authority to replace the authority to allot relevant securities granted by resolution 7 passed at the Annual General Meeting of the Company held on 15 May 2008.

For the purposes of the authority in paragraph (ii) above "rights issue" means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (b) people who are 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, to subscribe 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.

A handwritten signature in black ink, appearing to read 'C D Vaughan', with a stylized, cursive script.

C D VAUGHAN  
*Company Secretary & General Counsel*