

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 22 May 2009

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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 22 May 2009, 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 13 set out in the Company's Notice of Annual General Meeting dated 8 April 2009 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*

