

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
OF
Balfour Beatty plc

Passed 12 May 2010

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At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 12 May 2010, the following Resolution was passed as an Ordinary Resolution.

ORDINARY RESOLUTION

9. THAT:

the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares

9 1 up to a nominal amount of £114,237,405,

9 2 comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £114,237,405 in connection with an offer by way of a rights issue, such authorities to apply in substitution for all previous authorities pursuant to Section 80 of the Companies Act 1985 and notwithstanding any authority given pursuant to the Company's Articles of Association adopted pursuant to Resolution 14, and to expire at the end of the next Annual General Meeting or on 1 July 2011, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

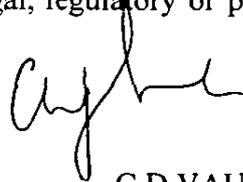
For the purposes of this resolution, "rights issue" means an offer to

(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

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those securities, 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.

A handwritten signature in black ink, appearing to read 'C D Vaughan', written in a cursive style.

C D VAUGHAN

Company Secretary & General Counsel