

No. 395826

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
Balfour Beatty plc

Passed 19 May 2011

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 19 May 2011, 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 19 set out in the Company's Notice of Annual General Meeting dated 8 April 2011 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



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COMPANIES HOUSE