

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

*COMPANY LIMITED BY SHARES*

**SPECIAL RESOLUTION**  
of  
**Balfour Beatty plc**

Passed 19 May 2016

SATURDAY



At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 19 May 2016, the following Resolution was passed as an Ordinary Resolution

**ORDINARY RESOLUTION**

**14. THAT:**

- (a) 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 2017, whichever is the earlier, and for such period the Section 551 Amount (as defined in the Company's Articles of Association) shall be £114,956,603, and
- (b) 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 up to a further nominal amount of £114,956,603 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 2017, whichever is the earlier,

but so that the Company may make offers and enter into agreements during the period referred to in paragraphs (a) and (b) above 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

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

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them, and
- (ii) 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 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 or any other matter

A handwritten signature in black ink, appearing to be 'A R Astin', with a large loop at the start and a smaller loop at the end.

A R ASTIN  
*Company Secretary*