

THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
Balfour Beatty plc**

Passed 14 May 2009

At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 14 May 2009, the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

12. **THAT**, subject to and conditional upon the passing of resolution 11 set out in this Notice of Annual General Meeting dated 8 April 2009, the Directors be empowered:
- (i) in the terms of paragraph (B)(ii) of Article 11 of the Company's Articles to allot equity securities pursuant to the authority granted by that resolution wholly for cash 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 89 Amount (as defined in paragraph (B)(iii) of that Article) shall be £11,951,056; and
 - (ii) the Directors be empowered to allot equity securities (as defined in Section 94(2) of the 1985 Act) wholly for cash pursuant to the authority given by paragraph (ii) of resolution 11 above in connection with a rights issue as if Section 89(1) of the 1985 Act did not apply to such allotment, such power to expire at the end of the Company's 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 this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

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For the purposes of this resolution, an allotment of equity securities pursuant to the authority granted by resolution 11 shall be deemed to include the sale of relevant shares in the Company which, immediately before such sale, were held by the Company as treasury shares and "rights issue" has the same meaning as that set out in resolution 11.

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

C D VAUGHAN
Company Secretary & General Counsel