

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

13. **THAT**, pursuant to Article 7 of the Company's Articles and subject to and conditional upon the passing of the special resolution set out in the Notice dated 8 April 2009 convening a separate Class Meeting of the holders of the Cumulative Convertible Redeemable Preference Shares of 1p each in the Company (the "Preference Shares"), the Company be and is hereby generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of Section 163(3) of that Act) of ordinary shares of 50p each in the Company (the "Ordinary Shares") and/or Preference Shares in the Company and, where such shares are held in treasury, the Company may, among other things, use them for the purpose of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 47,804,226 and the maximum number of Preference Shares hereby authorised to be purchased is 16,775,968;
 - (b) the maximum price (exclusive of expenses) which may be paid for a share shall be not more than the higher of:
 - (i) 5% above the average of the market value of a share of the same class for the five business days immediately preceding the date on which such share is contracted to be purchased; or

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- (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for "buy-back" programmes and stabilisation of financial instruments (No. 2273/2003);
- (c) the minimum price (exclusive of expenses) which may be paid for a share is its nominal value;
- (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the separate Class Meeting which will follow the Annual General Meeting of the Company to be held in 2010, or on 1 July 2010, whichever shall be the earlier; and
- (e) the Company may make a contract or contracts to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may purchase shares in pursuance of any such contract or contracts.



C D VAUGHAN
Company Secretary & General Counsel