

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

*COMPANY LIMITED BY SHARES*

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

Passed 12 May 2011



At the ANNUAL GENERAL MEETING of the above-named Company, convened and held on 12 May 2011, the following Resolution was passed as a Special Resolution.

**SPECIAL RESOLUTION**

21. **THAT** a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to read "C D Vaughan", is written over the printed name.

C D VAUGHAN

*Company Secretary & General Counsel*