

THE COMPANIES ACT 1929  
AND  
THE COMPANIES ACT 2006

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*COMPANY LIMITED BY SHARES*

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

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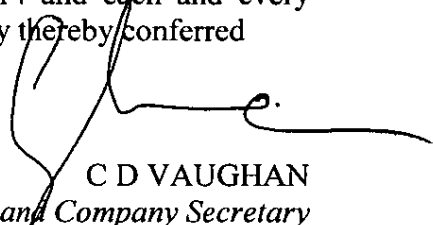
Passed 20 May 2014

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At a CLASS MEETING of the holders of Cumulative Convertible Redeemable Preference Shares of 1p each in the above-named Company, convened and held on 20 May 2014, 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 20 set out in the Company's Notice of Annual General Meeting dated 25 March 2014 and each and every contract to purchase shares entered into within the terms of the authority thereby conferred

  
C D VAUGHAN  
*Chief Corporate Officer and Company Secretary*

FRIDAY



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23/05/2014

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