

Company Number: 00395826

THE COMPANIES ACT 2006

BALFOUR BEATTY PLC
(the 'Company')

At the Annual General Meeting of the Company duly convened and held at The Curve Building, Axis Business Park, Langley, Slough, SL3 8AG on Thursday 12 May 2022 at 11 am BST, the following Ordinary Resolution and Special Resolutions were passed:

Resolution 16 - Authority to allot ordinary shares (ordinary resolution)

IT WAS RESOLVED THAT:

(a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares, and to grant rights to subscribe for, or to convert any security into, shares, up to an aggregate nominal amount of £106,138,382.33, such authority to expire at the end of the next AGM or on 30 June 2023, whichever is the earlier; and

(b) the Directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the 2006 Act, 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 £106,138,382.33 in connection with an offer by way of a rights issue, such authority to expire at the end of the next AGM or on 30 June 2023, 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.

Resolution 17 - Authority to allot ordinary shares for cash on a non-pre-emptive basis (special resolution)

IT WAS RESOLVED THAT the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by Resolution 16 above and

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to sell treasury shares wholly for cash, as if Section 561(1) of the 2006 Act did not apply to such allotment or sale, in each case:

(a) in connection with a rights issue; and

(b) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £17,243,490.47,

such authority to expire at the end of the next AGM or on 30 June 2023, whichever is 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 and treasury shares to be sold after the authority given by this resolution has expired.

For the purposes of this resolution, 'rights issue' has the same meaning as in Resolution 16.

Resolution 18 - Authority for the Company to purchase its own ordinary shares (special resolution)

IT WAS RESOLVED THAT the Company be hereby generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of ordinary shares of 50p each in the Company (ordinary shares) on such terms as the Directors think fit, 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 63,683,029;

(b) the maximum price, exclusive of expenses, which may be paid for a share is the higher of:

(i) an amount equal to 105% of the average of the middle market quotations of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

(c) the minimum price, exclusive of expenses, which may be paid for a share is its nominal value; and

(d) this authority will expire unless previously revoked or varied, at the end of the next AGM or on 30 June 2023, whichever is the earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

Resolution 19 - Notice of general meetings (special resolution)

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

Signed: _____

Tracey Wood

General Counsel and Company Secretary