

## **BALFOUR BEATTY PLC (the Company)**

### **Notice of Redemption of Cumulative Convertible Redeemable Preference Shares of 1p each (Preference Shares)**

The Company gave notice on 1 June 2020 that, in accordance with Article 4.1.6(i) of the Company's Articles of Association in place at that time (the **Articles**), it intended to redeem the Preference Shares in full at 100p per Preference Share (the **Redemption Amount**) together with accrued interest to the date of repayment at 5.375p per Preference Share (the **Accrued Interest**) on 1 July 2020 (the **Redemption Date**).

The Company made settlement of the Redemption Amount and the Accrued Interest on the Redemption Date as follows:

If you held Preference Shares in uncertificated form in CREST, you were automatically issued the Redemption Amount through CREST on the Redemption Date. You therefore did not need to take any action to receive the Redemption Amount.

If you held Preference Shares in certificated form, subject to you surrendering your Preference Share certificate(s), you would have received the Redemption Amount by cheque, which was posted on the Redemption Date by first class post, to the address recorded for you in the Company's register of members.

**If you did not receive the Redemption Amount and wish to now claim the Redemption Amount, if still outstanding, you should return the certificate(s) together with this letter to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.**

**Note that Equiniti Limited replaced Link Asset Services as the Company's registrar on 30 May 2022.**

**If some or all of your certificate(s) have been lost or you are unable to locate them please complete the Balfour Beatty plc Lost Share Certificate Deed of Indemnity in the Appendix to this letter with the details of the certificate(s) you are unable to locate and arrange for all shareholders to sign before returning it together with this letter to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.** Please note that the certificate(s) ceased to have any value after the Redemption Date.

**For the avoidance of doubt, all outstanding Preference Shares were repaid on the Redemption Date and such Preference Shares ceased to bear interest as from that date.**

**Upon return by certificated shareholders of their share certificate(s) or the Lost Share Certificate Deed of Indemnity, payment of the Redemption Amount to all holders shall constitute an absolute discharge of the Company in respect thereof in accordance with Article 4.1.6(xiii) of the Articles.**

Please provide a contact telephone number should Equiniti need to contact you in case of any query:

Should you have any queries concerning this notice of redemption please contact the Registrars, Equiniti, on +44 (0)371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales; calls may be recorded and monitored for security and training purposes.

Please note that neither the Company nor Equiniti are able to provide shareholders with any financial, legal or tax advice. If you have any such queries then you should contact your accountant, solicitor or tax adviser.

## APPENDIX:

The Directors  
Balfour Beatty plc (the Company) c/o Equiniti  
Corporate Actions  
Aspect House,  
Spencer Road,  
Lancing  
BN99 6DA

Dear Directors,

I/we request the Redemption Amount as represented by the enclosed certificate(s) to be issued to the name(s) and address as held on the register of members of the Company as holders of the Preference Shares.

The number of Balfour Beatty plc Preference Shares I/we wish to redeem:	
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If you have lost or mislaid your certificates representing your holding of Cumulative Convertible Redeemable Preference Shares of 1p each, please complete the Indemnity Form below.

### Balfour Beatty plc Lost Share Certificate Deed of Indemnity Form

1. I/We confirm that the original share certificate(s) for the undermentioned Cumulative Convertible Redeemable Preference Shares of 1p each in the capital of the Company (Preference Shares), all of which are registered in my/our name, has been lost, mislaid, damaged or destroyed.

Certificate number(s)	Number of Preference Shares	Name(s) and address of shareholder(s)
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

2. I/We hereby confirm that:
  - 2.1 I/we are the registered legal and beneficial owner of the Preference Shares;
  - 2.2 I/we are the only person(s) named in the original share certificate(s) and entitled to be registered in the register of members of the Company as holders of the Preference Shares; and
  - 2.3 none of the Preference Shares nor the certificate(s) for them have been transferred, charged, lent, sold, deposited or otherwise dealt with in any manner affecting my/our absolute title (legal and beneficial) to the Preference Shares.
3. In return for the payment by the Company of the Redemption Amount (as defined in the notice of redemption dated 1 June 2020), I/we hereby irrevocably and unconditionally undertake for the purposes of the Company Articles in accordance with Article 4.1.6(ii) of the Articles in place at the date of redemption):
  - 3.1 to indemnify and to keep indemnified the Company on an after-tax basis from and against all actions, losses, liabilities, proceedings, claims, demands, costs and expenses which may arise by reason of the original certificate remaining outstanding or by reason of the payment of the Redemption Amount without the production of the original certificate(s); and
  - 3.2 to deliver the original certificate to the Company for cancellation or permanently destroy such certificate(s) should it ever be recovered.
4. This indemnity will continue in force even if the original certificate(s) is returned to the Company.
5. This indemnity applies irrespective of whether the number and date of the original certificate(s) are known.
6. This indemnity shall be binding upon me/us and my/our successors.
7. The terms of this indemnity and any disputes or claims (including non-contractual disputes or claims) arising out of, or in connection with, its subject matter are governed by and construed in accordance with the laws of England and Wales.
8. I/We agree that this Deed of Indemnity will not be used to provide me/us with a replacement share certificate.
9. I/We understand that Equiniti Limited will bear no responsibility for the purposes of the Deed of Indemnity.
10. I/We acknowledge that this Deed of Indemnity is a document produced by the Company and is in no way affiliated with Equiniti Limited.
11. I/We understand that the purpose of this Deed of Indemnity provided by the Company is to only fulfil the requirements of the Company Articles in accordance with Article 4.1.6(ii) and is deemed to be used for no other purpose.

This indemnity has been delivered as a deed on the date stated on the beginning of it.

**Signatory:**

SIGNED as a DEED by:

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SHAREHOLDER 1 NAME

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SIGNATURE OF SHAREHOLDER 1

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SHAREHOLDER 2 NAME

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SIGNATURE OF SHAREHOLDER 2

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SHAREHOLDER 3 NAME

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SIGNATURE OF SHAREHOLDER 3

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SHAREHOLDER 4 NAME

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SIGNATURE OF SHAREHOLDER 4

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OR

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OR

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NAME OF COMPANY

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NAME OF AUTHORISED SIGNATORY

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SIGNATURE OF AUTHORISED SIGNATORY

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NAME OF AUTHORISED SIGNATORY

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SIGNATURE OF AUTHORISED SIGNATORY

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in the presence of:

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NAME OF WITNESS:

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SIGNATURE OF WITNESS

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ADDRESS OF WITNESS:

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OCCUPATION OF WITNESS:

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Companies will be required to sign as per their Company's Authorised Signatory List and provide a copy with this form to enable the signatures provided to be verified.

**Note to registered holder: Please arrange for this Deed of Indemnity to be completed, signed, witnessed and dated and returned to the Company at the address first stated above. Please insert an alternative execution clause if the clause above is not appropriate for your chosen method of execution.**