

THIS DOCUMENT, WHICH CONTAINS THE NOTICE OF THE COMPANY'S ANNUAL GENERAL MEETING, IS IMPORTANT AND REQUIRES



Political Donations

17. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the '2006 Act'), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution 17 is effective are authorised to:

- (a) make political donations to a political party or to an independent election candidate;
- (b) make political donations to political organisations other than political parties; and
- (c) incur any political expenditure,

up to an aggregate amount of £100,000, with the amount authorised under each of paragraphs (a) to (c) also being limited to such amount, in each case during the period beginning with the date of the passing of this Resolution 17 and ending on 30 September 2019 or, if sooner, the conclusion of the annual general meeting of the Company in 2019 unless previously renewed, varied or revoked by the Company in general meeting.

For the purpose of this Resolution 17 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with sections 363, 364 and 365 of the 2006 Act.

Important Information for Shareholders

1. Explanations of the Resolutions are given in the explanatory notes to the Resolutions on pages 5 to 7 of this document.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company and can be appointed by completing the proxy form on the Babcock share portal at www.babcock-shares.com and following the instructions provided. You will need to log in to your Babcock share portal or register if you have not previously done so. To register you will need your Investor Code which can be found on your share certificate or dividend confirmation. Alternatively contact the Registrars. Your proxy will vote as you instruct and must attend the Annual General Meeting for your vote to be counted. You can appoint the Chairman of the meeting as your proxy. Completion and submission of a proxy instruction will not preclude a member from attending and voting in person at the Annual General Meeting.
3. To be valid, proxy instructions must be received by the Company's registrars, by 11:00 am on **Tuesday 17 July 2018**.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. A Nominated Person does not have the right of a member to appoint a proxy.
5. Copies of the following documents are available for inspection at the Company's registered office during normal business hours until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting:
 - (a) terms of appointment under which the Non-Executive Directors of the Company are engaged;
 - (b) Executive Directors' service agreements; and
 - (c) Articles of Association.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the 2006 Act, only those Shareholders entered on the register of members of the Company at close of business on 17 July 2018 or, in the event that the meeting is adjourned, on the register of members of the Company at close of business on the day two days (excluding any part of a day that is not a working day) before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
7. As at 6 June 2018 (being the last practicable day prior to the publication of this notice) the Company's issued share capital

Directors

Resolutions 4 to 12: Under the UK Corporate Governance Code (the 'Code'), section B.7.1 states that all Directors of FTSE 350 companies should be subject to annual reappointment by Shareholders. The Company follows this provision of the Code. The Directors covered by Resolutions 4 to 12 were each reappointed as Directors at last year's annual general meeting and are now standing for their annual reappointment under this provision. Following the annual performance evaluation of all Directors (which, in the case of Sir David Omand, who has been on the Board for nine years and whose current three-year term of appointment is due to expire at this year's Annual General Meeting, was particularly rigorous), the Board is satisfied that each Director continues to be effective and to demonstrate commitment to his or her role. Accordingly, the Board unanimously recommends their reappointment. Their biographical details are set out on pages 86 and 87 of the Annual Report (a copy of which is available on the Company's website at www.babcockinternational.com). The Board considers each of the Non-Executive Directors standing for reappointment named in Resolutions 8 to 12 to be independent.

Resolutions 13 and 14: Under section B.7.1 of the Code and article 123 of the Company's Articles, all Directors appointed by the Board since the date of the last annual general meeting should be subject to election by Shareholders at the first annual general meeting after their appointment. Accordingly, Kjersti Wikkund and Lucy Dimes, appointed to the Board on 1 April 2018, will be proposed for election by shareholders. The Nominations Committee led the process of identifying and recommending the appointment of Kjersti and Lucy to the Board based on pre-defined criteria of experience, knowledge, skills and, in the case of Non-Executive Directors, independence. This process is outlined in further detail on page 93 of the Annual Report. Lucy's and Kjersti's biographical details are set out on page 87 of the Annual Report (a copy of which is available on the Company's website at www.babcockinternational.com).

The Nominations Committee and the Board unanimously support the election of Kjersti Wikkund and Lucy Dimes, who bring valuable experience to the Board. The Board is satisfied as to their effectiveness and commitment to the role of Director and considers them to be independent.

Auditor

Resolution 15: The Company is required to appoint an auditor to serve for each financial year of the Company. The Board is recommending to Shareholders the reappointment of PricewaterhouseCoopers LLP as the Company's auditor. Therefore this Resolution would reappoint PricewaterhouseCoopers LLP to act as auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of the next annual general meeting. More about the appointment of the auditor and audit tender is set out on page 97 of the Annual Report.

Resolution 16: This Resolution authorises the Audit and Risk Committee (for and on behalf of the Directors of the Company), in accordance with standard practice, to negotiate and agree the remuneration of the Company's auditor.

Political Donations

Resolution 17: It is the Company's policy not to make political donations or incur political expenditure as those

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