

Babcock International Group PLC

Babcock International Group PLC Remuneration Committee

The Committee shall review its own performance, constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

3. Meetings

The Committee shall meet at least four times in each year and otherwise as required. The Secretary of the Committee will summon meetings of the Committee at the request of any of its members. Unless otherwise agreed, the Secretary shall forward notice of each meeting confirming the venue, time and date together with an agenda to each member of the Committee and any other person required to attend prior to the date of the meeting. The members of the Committee can waive this requirement if all consent.

4. Duties

Babcock International Group PLC
Remuneration Committee

- (c) the policy for authorising claims for expenses from the Chair, Chief Executive and Executive Directors;
- (vi) report and account directly to shareholders, on behalf of the Board, for Directors' remuneration by way of the Company's annual report (to form part of the Directors' report);
- (vii) r

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- (xxi) ensure that all short- and long-term incentives for Executives and senior management are consistent with and support sound, risk management and are aligned with customer and shareholder interests;
- (xxii) design, operate and invoke agreed withholding policies, e.g. “clawback” and “malus”, to protect against rewards for failure; and
- (xxiii) ensure that the provisions regarding disclosure of information, including pensions, as set out in any relevant legal requirements and the UK Corporate Governance Code, are fulfilled.