

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT, WHICH CONTAINS THE NOTICE OF THE COMPANY'S ANNUAL GENERAL MEETING, IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO TAKE, PLEASE CONSULT AN INDEPENDENT FINANCIAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN BABCOCK INTERNATIONAL GROUP PLC (THE "COMPANY"), PLEASE PASS THIS DOCUMENT TO THE PERSON THROUGH WHOM YOU MADE YOUR SALE OR TRANSFER FOR FORWARDING TO YOUR PURCHASER OR TRANSFEREE.

COVID-19 – Impact on Annual General Meeting

IN ACCORDANCE WITH UK PUBLIC HEALTH GUIDELINES RELATING TO COVID-19, SHAREHOLDERS SHOULD NOT ATTEND THE AGM IN PERSON THIS YEAR.

Details of how to vote on the resolutions at the AGM and submit questions to the Company are set out below.

Dear shareholder

We propose to hold the Company's Annual General Meeting ("**AGM**") at 11.00 am on Tuesday, 4 August 2020 at the Company's registered office, 33 Wigmore Street, London, W1U 1QX. We set out the proposed resolutions, together with explanatory notes, on pages 2 to 6. Resolutions 18 to 20 will be proposed as special resolutions. All the rest will be proposed as ordinary resolutions. In line with our customary practice, voting will be by a poll rather than on a show of hands, which ensures that the votes of shareholders who are not permitted to attend in person will be counted.

At the time of publication of this document, the UK Government has prohibited large public gatherings, save in certain limited circumstances. In light of these measures and in order to protect the health and safety of the Company's shareholders and directors, we hope that shareholders will understand that the AGM will be run as a closed meeting at the Company's registered office. Shareholders and other attendees will not be able to attend in person. Instead, the Company will make arrangements to ensure that the legal requirements to hold the meeting can be satisfied through the attendance of two Company officers constituting the minimum quorum for the AGM. The AGM will only carry out the formal business of the meeting as set out in this Notice.

Due to the COVID-19 situation, we strongly encourage all shareholders to vote in advance by proxy. You can vote by proxy by visiting www.babcock-shares.com and following the instructions. 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 is on your share certificate or dividend confirmation. Given the restrictions on attendance set out above, shareholders are strongly encouraged to appoint the "*Chair of the meeting*" as their proxy, rather than a named person who will not be permitted to attend the AGM.

Alternatively, please contact our Registrars, Link Asset Services, using the contact details set out in the Important Information for Shareholders on page 11. Our Registrar must receive your vote by 11.00am on Friday 31 July 2020 or, in the event the AGM is adjourned, not less than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting.

In light of the restrictions outlined above and to ensure shareholders still have the chance to engage in a dialogue with the Company, shareholders are encouraged to submit any questions by email to BabcockIR@babcockinternational.com. Please state your name and Investor Code in your email. Your question will be answered by email as soon as practical.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including any change to the location of the AGM) will be communicated to shareholders before the meeting, including through our website (www.babcockinternational.com/investors) and via an RNS announcement.

Your Board believes that all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of all of them, as your Directors intend to do in respect of their own beneficial holdings.

Ordinary Resolutions

Report and Accounts

1. To receive the audited financial statements of the Group and the Company for the year ended 31 March 2020, together with the Reports of the Directors and of the auditors thereon (the **"Company's 2020 Annual Report"**).

Directors' Remuneration Policy

2. To approve the Directors' remuneration policy set out on pages 118 to 124 of the Company's 2020 Annual Report.

Directors' Remuneration Report

3. To approve the Directors' remuneration report set out on pages 125 to 136 of the Company's 2020 Annual Report.

Re-election and election of Directors

4. To reappoint Ruth Cairnie as a Director of the Company.
5. To reappoint Sir David Omand as a Director of the Company.
6. To reappoint Prof. Victoire de Margerie as a Director of the Company.
7. To reappoint Lucy Dimes as a Director of the Company.
8. To reappoint Myles Lee as a Director of the Company.
9. To reappoint Kjersti Wiklund as a Director of the Company.
10. To reappoint Archie Bethel as a Director of the Company.
11. To reappoint Franco Martinelli as a Director of the Company.
12. To appoint Russ Houlden as a Director of the Company.
13. To appoint Carl-Peter Forster as a Director of the Company.

Auditor

14. To reappoint PricewaterhouseCoopers LLP as independent auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the shareholders.
15. To authorise the Audit and Risk Committee (for and on behalf of the Directors of the Company) to set the remuneration of the independent auditor, as they shall in their discretion see fit.

Political Donations and expenditure

16. To resolve 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 16 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 16 and ending on 30 September 2021 or, if sooner, the conclusion of the annual general meeting of the Company in 2021 unless previously renewed, varied or revoked by the Company in general meeting.

For the purpose of this Resolution 16 '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.

Authority to Allot

17. To resolve that, in substitution for all such existing authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount equal to £101,119,319.40; and
- (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £101,119,319.40 in connection with an offer by way of a rights issue,

such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next annual general meeting (or, if earlier, until the close of business on 30 September 2021) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors of the Company may allot shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired. References in this Resolution 17 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the 2006 Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 17 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

Disapplication of Pre-emption Rights

18. To resolve that, in substitution for all such existing authorities, and subject to the passing of Resolution 17, the Directors of the Company be and are hereby generally empowered, pursuant to sections 570 and 573 of the 2006 Act, to:

- (a) allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution 17; and/or
- (b) sell ordinary shares (as defined in section 560(1) of the 2006 Act) held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the 2006 Act, provided that such authority shall be limited to:
 - (i) the allotment of equity securities and/or sale of treasury shares for cash in connection with or pursuant to an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 17, by way of a rights issue only):
 - A. to ordinary shareholders in proportion (as nearly as may be practicable) to their holdings; and
 - B. to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such limits, exclusions, restrictions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical difficulties which may arise in, or under the laws or regulatory requirements of, any territory or any other matter whatsoever; and

- (ii) the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 17 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (i) of this Resolution 18), up to an aggregate nominal amount of £15,167,898, calculated in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights,

such authority to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next annual general meeting (or, if earlier, until the close of business on 30 September 2021) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

For the purpose of this Resolution 18, 'rights issue' has the same meaning as in Resolution 17 above.

Authority to Purchase Own Shares

19. To resolve that the Company be and is 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 its ordinary shares of 60p each ("ordinary shares") in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 50,559,660 shares, representing approximately 10% of the issued share capital of the Company at 15 June 2020 (being the latest practicable date prior to the publication of this notice);
 - (b) the price which may be paid for each ordinary share shall not be less than the nominal value thereof exclusive of the expenses of purchase;
 - (c) the price which may be paid for each ordinary share (exclusive of the expenses of purchase) shall not exceed the higher of (i) an amount equal to 105% of the average of the middle market quotation for 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) an amount equal to the higher of the price of an ordinary share quoted for the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - (d) the authority hereby conferred shall (unless previously renewed, varied or revoked by the Company at a general meeting) expire at the end of the Company's next annual general meeting (or, if earlier, the close of business on 30 September 2021); and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares in pursuance of any such contract as if this authority had not expired.

Notice for General Meetings

20. That a general meeting of the Company (other than an annual general meeting) may be called by the Directors of the Company on not less than 14 clear days' notice.

By order of the Board

Jack Borrett

Company Secretary

18 June 2020

Registered Office: 33 Wigmore Street, London W1U 1QX

Explanatory Notes to the Resolutions

The shareholders will pass Ordinary Resolutions 1 to 17 if the votes cast for the Resolutions are more than those cast against.

The Board considers that all the Resolutions in the notice of the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Your Directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own beneficial holdings.

Resolution 1: Report and Accounts

The Directors must lay the Annual Report and Accounts before the shareholders at each Annual General Meeting.

Resolution 2: Directors' Remuneration Policy

All UK listed companies must seek shareholder approval of their remuneration policy every three years. Shareholders approved our current remuneration policy at the 2017 AGM. We are proposing a revised Directors' Remuneration Policy, details of which are set out in the Directors' Remuneration Policy Report on pages 118 to 124 of the Company's 2020 Annual Report.

Resolution 3: Directors' Remuneration Report

We are asking shareholders to approve the Directors' Remuneration report for the year ended 31 March 2020, which is set out on pages 125 to 136 of the Company's 2020 Annual Report. The vote upon this resolution is advisory. The vote is not specific to individual levels of remuneration and the directors' entitlement to remuneration is not conditional on it.

Resolutions 4 to 11: Reappointment of Directors

The Directors named in resolutions 4 to 11, all of whom were appointed or reappointed at last year's AGM, are standing for reappointment at the AGM in line with the provisions of the UK Corporate Governance Code (the 'Code'). Following the annual performance evaluation of all Directors, the Board is satisfied that the performance of each Director continues to be effective and demonstrates commitment to his or her role. Their biographical details, which are set out on pages 7 to 9, demonstrate how the Board has the appropriate balance of skills, experience independence and knowledge to lead the Company's long-term sustainable success. Accordingly, the Board unanimously recommends their reappointment.

The Board has reviewed the independence of its Non-Executive Directors and has determined that each of them continues to be independent. The Board considered the independence of Sir David Omand, who has served on the Board for over nine years, and was satisfied that he continues to be so. The Board welcomes his expertise and the continuity of support he provides as the composition of the Board evolves. However, Sir David Omand will step down as a Senior Independent Director, with Carl-Peter Forster taking over following the AGM. In addition, Sir David Omand will not serve on either the Audit and Risk Committee or the Remuneration Committee. Following Ian Duncan's retirement at the AGM, Russ Houlden will chair the Company's Audit and Risk Committee. Russ brings valuable expertise in accounting and performance improvement. Furthermore, Kjersti Wiklund now chairs the Company's Remuneration Committee, following Jeff Randall stepping down from the Chair on 31 March 2020. She has sat on the Remuneration Committee for over a year and has relevant experience as the current Chair of the Remuneration Committee of Trainline plc.

Resolutions 12 and 13: Appointment of Directors who joined the board since the last AGM

In line with article 123 of the Company's Articles, all Directors appointed by the Board since the date of the last annual general meeting are subject to election by shareholders at the first annual general meeting after their appointment. Accordingly, as the Board appointed Russ Houlden on 1 April 2020 and Carl-Peter Forster on 1 June 2020, we are asking shareholders to approve their appointment. The Nominations Committee led the process of identifying and recommending the appointment of Russ and Carl-Peter to the Board based on pre-defined criteria of experience, knowledge, skills and independence.

Resolution 14 and 15: Re-appointment and remuneration of the auditor

On the recommendation of the Audit and Risk Committee, the Board is recommending to shareholders the reappointment of PricewaterhouseCoopers LLP as the Company's auditor from the conclusion of the AGM until the conclusion of the next annual general meeting. Please see page 112 of the Company's 2020 Annual Report for further detail. In accordance with standard practice, resolution 15 authorises the Audit and Risk Committee, on behalf of the Board, to determine the remuneration of the Company's auditor.

Resolution 16: Political donations and expenditure

We do not make political donations or incur political expenditure within the ordinary meaning of those terms. However, certain activities undertaken in the usual course of business may inadvertently fall within the legal definition of political donation or political expenditure. In line with standard practice, we annually ask shareholders to approve on a precautionary basis a limited authority to ensure that the Company does not commit any technical breach of the 2006 Act.

Resolution 17: Authority to Allot

Under section 551 of the 2006 Act, the Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. This resolution seeks authority to allot (a) shares up to an aggregate nominal value of £101,119,319.40 and (b) equity securities up to a further aggregate nominal amount of £101,119,319.40, where the allotment is in connection with a fully pre-emptive rights issue. These amounts will each represent a maximum of 33.3% respectively and together a maximum of 66.6% of the total issued ordinary share capital of the Company as at 15 June 2020*.

This resolution is in accordance with the guidance provided by the Investment Association on the Directors' authority to allot. This guidance permits resolutions seeking authority to allot shares representing two-thirds of the Company's issued share capital if Directors only use the extra authority (that part provided by paragraph (b) of Resolution 17) to allot shares pursuant to a fully pre-emptive rights issue. If granted, this authority will expire at the end of the Company's annual general meeting in 2021 (or, if earlier, the close of business on 30 September 2021). As at 15 June 2020* the Company held no treasury shares.

The Directors have no present intention of exercising the allotment authority sought under Resolution 17 unless required for the allotment of ordinary shares in respect of options and awards under employee share plans. However, the Directors consider it desirable to have the flexibility to use it should opportunities arise. If the Directors do exercise the authority, the Directors intend to follow market best practice as regards its use.

Shareholders will pass Resolutions 18 to 20, which are Special Resolutions, if at least 75% of the votes cast are in favour.

Resolution 18: Disapplication of Pre-emption Rights

Under section 561(1) of the 2006 Act, a company cannot issue ordinary shares until the Company has first offered them pro rata to existing shareholders.

We are asking shareholder authority to allot a limited number of shares or equity securities or sell treasury shares otherwise than to existing shareholders pro rata to their holdings. Apart from offers or invitations in proportion to the respective number of shares held, the authority in Resolution 18 will be limited to the issue of shares and sales of treasury shares for cash up to a maximum aggregate nominal value of £15,167,898 (representing approximately 5% of the Company's issued ordinary share capital as at 15 June 2020*).

With the possible exception of issues of further shares under the Company's executive or employee share schemes, the Directors do not have any present intention of exercising this authority but consider it desirable to have the flexibility to use it should opportunities arise.

If granted this authority will expire at the conclusion of the annual general meeting of the Company to be held in 2021, (or, if earlier, the close of business on 30 September 2021). The Directors will have regard to institutional shareholder guidelines in relation to any exercise of this authority, in particular the requirement for advance consultation and explanation before making any such issue, which exceeds 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period. Resolution 18 complies with the Investment Association's guidelines and follows the resolution templates issued by the Pre-Emption Group in May 2016.

Resolution 19: Authority to Purchase Own Shares

If passed, Resolution 19 will renew the general authority for the Company to make market purchases of its own ordinary shares as permitted by the 2006 Act. Many other listed companies have this authority. This resolution specifies the maximum number of shares which the Company may acquire (a maximum of 10% of the Company's issued share capital as at 15 June 2020*), as well as minimum and maximum prices. If granted, the authority would expire at the conclusion of the annual general meeting of the Company to be held in 2021 (or, if earlier, the close of business on 30 September 2021). The Company would either cancel or hold as treasury shares any shares purchased under this authority.

As at 15 June 2020*, the total number of ordinary shares that may be issued on the exercise or vesting of outstanding options or awards under the Company's executive or employee share schemes represented approximately 1.40% of the Company's issued share capital as at that date. If the authority given by this Resolution 19 was exercised in full and those shares were subsequently cancelled, these options or awards would represent 1.55% of the Company's issued ordinary share capital.

The Directors have no present intention of using this authority. They would only exercise the authority if it was in the best interests of shareholders generally to do so and (except in the case of a purchase of own shares to fulfil obligations under the Company's executive or employee share schemes) any purchase would be likely to result in an increase in earnings per share.

Resolution 20: Notice for General Meetings

Authority is sought from shareholders to allow general meetings (other than annual general meetings) to be called on 14 clear days' notice rather than the 21 days otherwise required by section 307A of the 2006 Act. The Company would like to preserve the authority given at last year's AGM. The Company would not use the shorter notice period as a matter of routine for general meetings, but only where the business of the meeting merits the flexibility and is to the advantage of shareholders as a whole.

* 15 June 2020 being the latest practicable date prior to the publication of this notice.

Directors' biographies

The following biographical details support the Board's recommendation to appoint or reappoint each of the Directors of the Company named in resolutions 4 to 13.

Ruth Cairnie

Independent Non-Executive Director

Appointed: April 2019

Tenure: One year

Nationality: British

Experience: Ruth brings extensive experience of the engineering sector gained from a 37-year international career spanning senior functional and line roles at Royal Dutch Shell plc. She has experience advising government departments on strategic development and capability building.

External appointments: Ruth is currently the Senior Independent Director of Associated British Foods plc. She is Patron of the Women in Defence Charter, the Chair of POWERful Women, an initiative to advance gender diversity within the energy sector and a trustee of Windsor Leadership.

Previous roles: She has been a Non-Executive Director of Rolls Royce Holdings plc, ContourGlobal plc, Keller Group PLC and a member of the finance committee of the University of Cambridge.

Qualifications: Ruth is a Master of Advance Studies in Mathematics from the University of Cambridge and holds a BSc Joint Honours in Mathematics and Physics from the University of Bristol.

Sir David Omand GCB

Independent Non-Executive Director

Appointed: April 2009

Tenure: 11 years

Nationality: British

Experience: Sir David brings extensive UK intelligence and change management experience.

External appointments: Sir David is a visiting professor in the Department of War Studies, King's College London, and PSIA Sciences Po in Paris, where he teaches intelligence studies. He is a senior advisor to Paladin Capital Group LLP, which invests in the cyber security sector.

Previous roles: He served in various senior roles in the UK Government service, including as UK Government Security and Intelligence Coordinator, Permanent Secretary of the Home Office, Director of GCHQ (the UK Signals Intelligence and Information Assurance Agency) and Deputy Under-Secretary of State for Policy in the Ministry of Defence.

Qualifications: Sir David holds a degree in Economics from Cambridge University, has an honorary Doctorate from Birmingham University and he recently completed a degree in Mathematics and Theoretical Physics with the Open University.

Prof. Victoire de Margerie

Independent Non-Executive Director

Appointed: February 2016

Tenure: 4 years

Nationality: French

Experience: Victoire brings strong international strategic and commercial experience.

External appointments: Victoire is the Executive Chairman of Rondol (France), a start up developing micro machinery for advanced industry applications. She is also a Non-Executive Director of Eurazeo S.A. (France) and Arkema (France).

Previous roles: She was a Non-Executive Director of Banque Transatlantique, Italcementi S.p.A (Italy), Morgan Advanced Materials Plc (UK), Norsk Hydro ASA (Norway) and Outokumpu Oyj (Finland). During her earlier executive career, Victoire held senior management positions in France, Germany and the USA, with Atochem, Carnaud MetalBox and Pechiney.

Qualifications: She holds a PhD in Strategic Management from Université Panthéon-Assas and a Master in Business Administration from HEC Paris.

Lucy Dimes

Independent Non-Executive Director

Appointed: April 2018

Tenure: 2 years

Nationality: British

Experience: Lucy is currently the Group Transformation Officer at Virgin Money UK PLC and brings experience in industries at the forefront of growth and technology-based innovation and an understanding of complex outsourcing and long-term global strategic partnerships.

Previous roles: She was a Non-Executive Director of Berendsen PLC and in her executive career, Lucy was Chief Executive Officer, UBM EMEA until September 2018 and previously Chief Executive Officer, UK & Ireland, of Fujitsu, the Chief Operating Officer and Executive Director of Equiniti Group, Chief Executive Officer UK & Ireland of Alcatel Lucent (now Nokia) and prior to that had a 19-year career at BT.

Qualifications: Lucy holds an MBA from London Business School and a First Class Honours Degree in Business Studies from Manchester Metropolitan University.

Myles Lee

Independent Non-Executive Director

Appointed: April 2015

Tenure: 5 years

Nationality: Irish

Experience: Myles brings extensive global experience in management, M&A and finance.

External appointments: Myles is a Non-Executive Director of UDG Healthcare PLC and Trane Technologies plc, which is listed on the New York Stock Exchange.

Previous roles: He was Chief Executive Officer (from 2009 to 2013) and Finance Director (from 2003 to 2008) of CRH plc.

Qualifications: Myles holds a degree in Civil Engineering and is a Fellow of the Institute of Chartered Accountants in Ireland.

Kjersti Wiklund

Independent Non-Executive Director

Appointed: April 2018

Tenure: 2 years

Nationality: Norwegian

Experience: Kjersti brings broad technology and business experience gained across Europe, Eastern Europe/Russia and Asia.

External appointments: Kjersti is a Non-Executive Director of Spectris PLC, Trainline plc and Zegona Communications PLC.

Previous roles: She has held senior roles, including Director, Group Technology Operations of Vodafone, and Chief Operating Officer of VimpelCom Russia, Deputy Chief Executive Officer and Chief Technology Officer of Kyivstar in Ukraine, Executive Vice President and Chief Technology Officer of Digi Telecommunications in Malaysia, and Executive Vice President and Chief Information Officer at Telenor in Norway.

Qualifications: Kjersti holds a Master of Business Management from BI Norwegian Business School and an MSc in Electrical Engineering from Chalmers University of Technology, Sweden.

Archie Bethel CBE

Chief Executive

Appointed: Board Director May 2010 and Chief Executive September 2016

Tenure: 10 years

Nationality: British

Experience: Archie was Chief Executive, Marine and Technology division, from June 2007, having joined the Group in January 2004. He was appointed Chief Executive on 1 September 2016. He is President of the Society of Maritime Industries and is a Lay Member of the Court of the University of Strathclyde.

Previous roles: He held various Engineering and Senior Management roles in Vetco Gray International Inc. in both the UK and US. He was also Chief Executive of Scottish Enterprise Lanarkshire and Chief Operating Officer of Motherwell Bridge Group.

Qualifications: BSc, MBA and DSc(h.c.) from University of Strathclyde. Archie is a Chartered Mechanical Engineer, a Fellow of the Royal Academy of Engineering and a Fellow of the Royal Society of Edinburgh.

Franco Martinelli

Group Finance Director

Appointed: Board Director August 2014

Tenure: 6 years

Nationality: British

Experience: Franco served 12 years with the Group as Group Financial Controller, prior to his appointment as Group Finance Director. Before joining Babcock, Franco worked across the support services and engineering sector.

External appointments: Russ is currently the Audit Committee Chairman of Orange Polska SA, which is listed on the Warsaw Stock Exchange.

Previous roles: He was Group Financial Controller at Powell Duffryn plc and before that he held divisional and group roles at Courtaulds, James Capel and BP.

Qualifications: Franco is a Chartered Accountant and has a degree in Physics from Exeter University.

Russ Houlden

Independent Non-Executive Director

Appointed: April 2020

Tenure: Two months

Nationality: British

Experience: Russ brings accounting and treasury management experience along with his extensive knowledge of driving performance improvement.

Previous roles: He was Chairman of the Financial Reporting Committee of the 100 Group (from 2013 to March 2020), Chief Financial Officer (from 2010 to July 2020) of United Utilities Group PLC and Chief Financial Officer of Telecom New Zealand (from 2008 to 2010).

Qualifications: Russ holds a first class honours degree in Management Sciences from Warwick Business School and is a Fellow of the Chartered Institute of Management Accountants, a Chartered Global Management Accountant and a Fellow of the Association of Corporate Treasurers.

Carl-Peter Forster

Independent Non-Executive Director

Appointed: June 2020

Tenure: One month

Nationality: German

Experience: Carl-Peter brings extensive manufacturing and international experience.

External appointments: Carl-Peter is currently the Chairman of Chemring Group PLC and Senior Independent Director of IMI plc.

Previous roles: Carl-Peter held senior leadership positions in some of the world's largest automotive manufacturers, including BMW, General Motors and Tata Motors (including Jaguar Land Rover). He was also previously a Non-Executive Director of Rexam PLC and Rolls-Royce plc.

Qualifications: Carl-Peter holds a Diploma in Economics from Bonn University and a Diploma in Aeronautical Engineering from Technical University in Munich.

Important Information for Shareholders

1. As explained on page 1 above, shareholders will not be permitted to attend the AGM and are strongly encouraged to appoint a proxy to exercise all of their rights to vote on their behalf at the AGM. Shareholders are strongly encouraged to appoint the "Chair of the meeting" as their proxy, rather than a named person who will not be permitted to attend the meeting. A shareholder may appoint more than one proxy in relation to the meeting, if you appoint each proxy 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. You appoint a proxy 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 is on your share certificate or dividend confirmation. Alternatively, please contact the Registrars, Link Asset Services, whose contact details detailed in note 16 below. Your proxy will vote as you instruct and must attend the Annual General Meeting for your vote to count. Completion and submission of a proxy instruction will not preclude a member from attending and voting in person at the AGM, although attendance will be subject to the COVID-19 restrictions set out above.
2. The Company's registrars must receive your proxy instructions by 11.00 am on Friday 31 July 2020 in order to be valid. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register in respect of the joint holding (the first named being deemed the most senior).
3. Any person to whom this notice is sent who is a person nominated under section 146 of 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.
4. 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.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the 2006 Act, only those shareholders on the register of members of the Company at close of business on Friday 31 July 2020 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, may (subject to the COVID-19 restrictions set out above) attend and vote at the meeting in respect of the number of shares registered in their names at that time. The Company will disregard any changes to the entries on the register of members after this time in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
6. As at 15 June 2020 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consisted of 505,596,597 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 505,596,597 votes.
7. A corporate shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises powers over the same share.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting or any adjournment(s) by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST-sponsored members, as well as those CREST members, who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be received by the issuer's agent (ID RA10) by 11.00 am on Friday 31 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations apply in relation to the input of CREST Proxy Instructions. The CREST member concerned must take (or procure, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, that his/her CREST sponsor or voting service provider(s) take(s) such action as necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
12. As explained above, shareholders are encouraged to submit questions by email to BabcockIR@babcockinternational.com and they will be answered as soon as practical after receipt. In the event that a public meeting is held, the Company must answer any question relating to the business under consideration at the AGM, but not if:
 - (a) to do so would interfere unduly with the progress of the AGM or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
13. Under section 527 of the 2006 Act, members subject to threshold requirements may require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts laid before the Annual General Meeting; or (ii) any circumstance connected with the Company's auditor ceasing to hold office since the previous Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business, which may be dealt with at the Annual General Meeting, includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
14. Any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this notice of Annual General Meeting (or in any related documents including the proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.
15. A copy of this notice, and other information required by section 311A of the 2006 Act, can be found at www.babcockinternational.com.
16. Contact details for our Registrars:

Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent, BR3 4TU

Email: enquiries@linkgroup.co.uk
Tel: +44 (0)37 1664 0300
(Calls are charged at standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.)

www.babcock-shares.com



Babcock International Group PLC

33 Wigmore Street

London W1U 1QX

Tel +44 (0)20 7355 5300

www.babcockinternational.com