

Babcock International Group PLC

Notice of Annual General Meeting

THIS DOCUMENT, WHICH CONTAINS THE NOTICE OF THE ANNUAL GENERAL MEETING OF BABCOCK INTERNATIONAL GROUP PLC (THE "COMPANY"), IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO TAKE, PLEASE CONSULT AN INDEPENDENT FINANCIAL ADVISER, WHO IS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM, OR IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE PASS THIS DOCUMENT TO THE PERSON THROUGH WHOM YOU MADE YOUR SALE OR TRANSFER FOR FORWARDING TO YOUR PURCHASER OR TRANSFEREE.

Dear Shareholder

I am pleased to announce that the Company will hold its Annual General Meeting ("AGM") at the Grosvenor House Hotel, Park Lane, London W1 K 7TN on Thursday, 28 September 2023 at 10.30am. The AGM is an important event in our corporate calendar as it provides the Board of Directors with an opportunity to present a review of the Company's performance, update shareholders on the Group's strategic priorities and listen to and respond to shareholder questions.

We set out the proposed resolutions, together with explanatory notes, on pages 2 to 6. Resolutions 17 to 19 will be proposed as special resolutions. All the rest will be proposed as ordinary resolutions. In line with our customary practice, we will hold the vote by a poll rather than on a show of hands, which ensures that we count the votes of shareholders who are not attending in person. Speaking on behalf of the Board of Directors, we encourage shareholders to submit any questions they would like to have answered at the AGM in advance, as this will enable us to respond to as many questions as possible at the AGM. You can do this by email to groupsecretariat@babcockinternational.com. If you attend the AGM, you may also submit questions during the meeting.

Voting

You can vote by proxy by visiting www.babcock-shares.com and following the instructions on that website. 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, to receive a paper form, please contact our Registrars, Link Group, using the contact details set out in the Important Information for Shareholders on page 8. Our Registrar must receive your vote by 10.30am on Tuesday, 26 September 2023 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. Further information on how to appoint a proxy is set out on pages 7 and 8.

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish.

Recommendation

Your Directors believe that all of the proposed resolutions are in the best interests of the Company and its shareholders as a whole and

We hereby give notice that Babcock International Group PLC will hold this year's Annual General Meeting at 10.30am on Thursday, 28 September 2023 at Grosvenor House Hotel, Park Lane, London W1K 7TN, to consider and, if thought fit, to pass the following resolutions.

Ordinary Resolutions

Annual Report and Financial Statements

1. To receive the audited financial statements of the Company and its subsidiary undertakings (the "Group") for the year ended 31 March 2023, together with the Reports of the Directors and of the auditors thereon (the "Company's Annual Report and Financial Statements 2023").

Directors' Remuneration Policy

2. To approve the Directors' remuneration policy set out on pages 136 to 141 of the Company's Annual Report and Financial Statements 2023.

Directors' Remuneration Report

3. To approve the Directors' remuneration report as set out on pages 142 to 152 of the Company's Annual Report and Financial Statements 2023.

Re-election and election of Directors

4. To reappoint Ruth Cairnie as a Director of the Company.
5. To reappoint Carl-Peter Forster as a Director of the Company.
6. To reappoint Lucy Dimes as a Director of the Company.
7. To reappoint The Right Honourable, The Lord Parker of Minsmere, GCVO, KCB as a Director of the Company.
8. To reappoint John Ramsay as a Director of the Company.
9. To appoint Jane Moriarty as a Director of the Company.
10. To appoint Sir Kevin Smith as a Director of the Company.
11. To reappoint David Lockwood as a Director of the Company.
12. To reappoint David Mellors as a Director of the Company.

Auditor

13. To reappoint Deloitte LLP as independent auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the shareholders.
14. To authorise the Audit 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

15. 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 15 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 15 and ending on 30 September 2024 or, if sooner, the conclusion of the annual general meeting of the Company in 2024 unless previously renewed, varied or revoked by the Company in general meeting.

For the purpose of this Resolution 15 '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 Purchase Own Shares

18. 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 31 July 2023 (being the latest practicable date prior to the publication of this notice);
 - (b)

Explanatory Notes to the Resolutions

The shareholders will pass Ordinary Resolutions 1 to 16 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 Financial Statements 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 2020 AGM. We are proposing a revised Directors' Remuneration Policy, details of which are set out in the Directors' Remuneration Policy Report on pages 136 to 141 of the Company's Annual Report and Financial Statements 2023.

Resolution 3: Directors' Remuneration Report

We are asking shareholders to approve the Directors' remuneration report for the year ended 31 March 2023, which is set out on pages 142 to 152 of the Company's Annual Report and Financial Statements 2023. 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 12: Appointment and reappointment of Directors

In line with article 80 of the Company's articles of association and the provisions of the UK Corporate Governance Code (the 'Code'), all Directors will retire at the AGM and stand for re-appointment, as proposed in resolutions 4 to 8, along with those in resolutions 11 and 12. The Directors named in resolutions 4 to 8 and 11 and 12 were all appointed or reappointed at last year's AGM.

In terms of resolutions 9 and 10, the Board appointed Jane Moriarty on 1 December 2022 and Sir Kevin Smith on 1 June 2023 and, accordingly, we are asking shareholders to approve their appointment. The Nominations Committee led the process of identifying and recommending the appointment of Jane and Sir Kevin to the Board based on pre-defined criteria of experience, knowledge, skills and independence. In the case of Jane, the Nominations Committee sought in particular to enhance the Board's financial expertise, to support John Ramsay and the Audit Committee (for more information please see pages 122 and 123 of the Company's Annual Report and Financial Statements 2023). Jane brings this expertise from her long executive career at KPMG, extensive experience of business issues from her restructuring work and diverse non-executive experience in recent years. The appointment of Sir Kevin strengthens the Board's operational and strategic experience in the defence sector which is an increased focus for the Group. Sir Kevin has an in-depth knowledge of defence having spent most his career in the sector, first with BAE Systems for over 20 years and then with GKN, where he was CEO for eight years. He is also an experienced non-executive director having served on the board of Rolls-Royce.

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 in Appendix 1 to this Notice, 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.

Resolutions 13 and 14: Re-appointment and remuneration of the auditor

On the recommendation of the Audit Committee, the Board is recommending to shareholders the reappointment of Deloitte LLP as the Company's auditor from the conclusion of the AGM until the conclusion of the next annual general meeting. Please see page 127 of the Company's Annual Report and Financial Statements 2023 for further detail. In accordance with standard practice, resolution 14 authorises the Audit Committee, on behalf of the Board, to determine the remuneration of the Company's auditor.

Resolution 15: 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, on an annual basis, we 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 16: 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 (such amount to be reduced by any allotments or grants made under paragraph (b) in excess of such amount) and (b) equity securities up to an aggregate nominal amount of £202,238,638.80 (such amount to be reduced by any allotments or grants made under paragraph (a)) where the allotment is in connection with a fully pre-emptive offer (including a rights issue or open offer). These amounts represent a maximum of 33.3% and 66.6% respectively of the total issued ordinary share capital of the Company as at 31 July 2023*.

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 up to two-thirds of the Company's issued share capital if Directors use such authority (that part provided by paragraph (b) of Resolution 16) to allot shares pursuant to a fully pre-emptive offer, including a rights issue or open offer. If granted, this authority will expire at the end of the Company's annual general meeting in 2024 (or, if earlier, the close of business on 28 December 2024). As at 31 July 2023* the Company held no treasury shares.

The Directors have no present intention of exercising the allotment authority sought under Resolution 16 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 17 to 19, which are Special Resolutions, if at least 75% of the votes cast are in favour.

Resolution 17: Disapplication of Pre-emption Rights least the g.5 0 0 7m07 Tmisarshares.

Important Information for Shareholders

1. Shareholders 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 AGM. Shareholders are encouraged to appoint the 'Chair of the meeting' as their proxy.
2. 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number which, when taken together with the numbers of shares set out in the other proxy appointments, is in excess of the number of shares held by the Shareholder may result in the proxy appointments being invalid. 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. Shareholders will need to log in to their Babcock share portal or register if they have not previously done so. To register, Shareholders will need their Investor Code which can be found on their share certificates or dividend confirmations. Alternatively, Shareholders may contact the Registrars. A proxy will vote as instructed and must attend the AGM for a Shareholder's votes to be counted.
3. To be valid, proxy instructions must be received by the Company's registrars by 10.30am on Tuesday, 26 September 2023 (or not less than 48 hours before the time fixed for any adjourned AGM, provided that no account shall be taken of any part of a day that is not a working day).
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 entered on the register of members of the Company at close of business on Tuesday, 26 September 2023 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.
6. As at 31 July 2023* 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 & International Limited's specifications, anEST) bmt a.eurocl

Appendix 1

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 12.

RUTH CAIRNIE

Chair

Appointed: April 2019

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. She has been a Non-Executive Director of Rolls-Royce Holdings plc, ContourGlobal plc and Keller Group PLC and a member of the finance committee of the University of Cambridge. She is a fellow of the Energy Institute and previously Chair of POWERful Women. Ruth is a Master of Advanced Studies in Mathematics from the University of Cambridge and holds a BSc Joint Honours in Mathematics and Physics from the University of Bristol.

Current external appointments: Ruth is currently a Non-Executive Director of BT Group plc and Associated British Foods plc. She is Patron of the Women in Defence Charter, a trustee of Windsor Leadership and a trustee of the White Ensign Association.

CARL-PETER FORSTER

Senior Independent Director

Experience: Carl-Peter, a German national, brings extensive manufacturing and international experience. 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. Carl-Peter holds a Diploma in Economics from Bonn University and a Diploma in Aeronautical Engineering from the Technical University in Munich.

Current external appointments: Carl-Peter is currently the Chairman of Chemring Group PLC and the Chair of Vesuvius plc.

LUCY DIMES

Independent Non-Executive Director

Appointed: April 2018

Experience: Lucy brings experience in industries at the forefront of growth and technology-based innovation and an understanding of complex outsourcing and global strategic partnerships, having been the Chief Strategy and Transformation Officer of Virgin Money UK Plc, the CEO of UBM EMEA and Chief Executive Officer, UK & Ireland, of Fujitsu. She has also held senior roles at Equiniti Group, Alcatel Lucent (now Nokia) and BT. Lucy was a Non-Executive Director of Berendsen PLC and a member of its Audit, Remuneration and Nominations Committees. Lucy holds an MBA from London Business School and a degree in Business Studies from Manchester Metropolitan University.

Current external appointments: Lucy is the Chair of iomart plc.

THE RIGHT HONOURABLE THE LORD PARKER OF MINSMERE, GCVO, KCB

Independent Non-Executive Director

Experience: Lord Parker brings extensive experience of working at the highest level of public service including a focus on new technology-centred change and championing inclusion. Lord Parker has had a long career in a wide range of national security and intelligence roles in the UK, which culminated in him becoming the Director General of MI5, the UK Government's national security agency, in 2013. He retired from this role in 2020. Lord Parker is a graduate of Natural Sciences from Cambridge University.

Current external appointments: Lord Chamberlain (head of the Royal Household), member of the House of Lords, Board Adviser to Telicent Ltd, Distinguished Fellow at the Royal United Services Institute and Visiting Professor at Northumbria University.

JOHN RAMSAY

Independent Non-Executive Director

Appointed: January 2022

Experience: John, a Chartered Accountant, brings with him over 30 years of international business and finance experience. He served as Chief Financial Officer of Syngenta AG from 2007 to 2016, and interim Chief Executive Officer of Syngenta from October 2015 to June 2016. Prior to joining Syngenta, he held senior international finance roles with Zeneca Agrochemicals and ICI.

Current external appointments: John is a member of the Supervisory Board at Koninklijke DSM N.V. and is a Non-Executive Director of Croda International PLC and RHI Magnesita N.V. He is Audit Committee Chair at each of these companies.

DAVID LOCKWOOD OBE

Chief Executive Officer

Appointed: September 2020

Experience: David brings wide-ranging knowledge of the defence and aviation markets, as well as a wealth of experience in both technology and innovation. David was CEO of Cobham plc (from 2016 to March 2020) and prior to that he was CEO of Laird PLC (from 2012 to September 2016). His career includes senior management roles at BT Global Services, BAE Systems and Thales Corporation. He received an OBE for services to industry in Scotland in 2011. David has a Degree in Mathematics from the University of York and is a Chartered Accountant. He is a Fellow of the Royal Aeronautical Society and the Royal Society of Arts and Commerce.

Current external appointments: None.

DAVID MELLORS

Chief Financial Officer

Appointed: November 2020

Experience: David brings extensive CFO experience in defence, aerospace and commercial markets. David was previously CFO of Cobham plc and prior to that he was CFO of QinetiQ Group plc from 2008 to 2016 and also served as interim Chief Executive for a period. His career includes several roles at Logica PLC, CMG plc and Rio Tinto PLC. David has a Degree in Physics from Oxford University and is a member of the Institute of Chartered Accountants in England and Wales.

Current external appointments: None.

JANE MORIARTY

Independent Non-Executive Director

Appointed: December 2022

Experience: Jane, an Irish national and a Chartered Accountant, brings with her over 30 years of international business and finance experience. After a long executive career with KPMG, where she was a senior advisory partner, Jane has held a number of Non-Executive roles.

Current external appointments: Jane is a Non-Executive Director of Mitchells & Butlers plc, where she chairs the audit committee and is also Senior Independent Director, and of The Quarto Group Inc, where she chairs the audit and remuneration committees as well as being the Vice-Chair. She is also a Non-Executive Director at NG Bailey.

SIR KEVIN SMITH

Independent Non-Executive Director

Appointed: June 2023

Experience: Sir Kevin spent almost 20 years at BAE Systems plc predominantly in its Military Aircraft Division and BAe Defence before becoming Group Managing Director with responsibilities for new business and international strategy. Following this Sir Kevin joined the Board of GKN PLC, the FTSE listed global engineering and manufacturing company, initially leading the Aerospace and Defence businesses, and then serving 9 years as Group Chief Executive. He went on to spend 4 years in Hong Kong as a Partner at Unitas Capital and his non-executive career includes 8 years at Rolls Royce where he served as Senior Independent Director.

Current external appointments: None



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