

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

We propose to hold the Company's Annual General Meeting ("AGM") at 11.00am on 22 September 2021 at Grosvenor House Hotel, Park Lane, London W1K7TN. We set out the proposed resolutions, together with explanatory notes, on pages 2 to 6. Resolutions 15 to 18 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 thens on public gatherings and non-essential

s to the arrangements for the AGM (including any change to the location of the AGM) will be communicated to be the meeting, including through our website (www.babcockinternational.com) and via an RNS announcement. Should be the arrangements in this way, it is possible that we will not be in a position to accommodate shareholders beyond the to hold a quorate meeting.

circumstances applicable at the time we may have to put in place some COVID-safe measures which shareholders of should observe, such as the wearing of a face covering (unless exempt), to practice social distancing and follow any indicated.

current expectation for the physical meeting to proceed as planned, we strongly encourage all shareholders to vote in and appoint the "Chair of the meeting" as their proxy rather than any other named person who may not be permitted I in the event of new restrictions on public gatherings and non-essential travel being imposed by the UK Government. at their vote will be counted if ultimately they (or any other proxy they might otherwise appoint) are not able to attend

roxy by visiting www.babcock-shares.com and following the instructions on that website. You will need to log in to your tal or register, if you have not previously done so. To register, you will need your Investor Code, which is on your share end confirmation. Alternatively, to receive a paper form, please contact our Registrars, Link Group, using the contact ne Important Information for Shareholders on page 8. Our Registrar must receive your vote by 11.00am on 20 or, in the event the AGM is adjourned, not less than 48 hours (excluding nonewexpleint the time fixed

Notice is hereby given that this year's Annual General Meeting of Babcock International Group FLC will be held at 11.00am on Wednesday, 22 September 2021 at Grosvenor House Hotel, Park Lane, London W1K7TN, to consider and, if thought fit, to pass the following resolutions.

Ordinary Resolutions

Annual Report and Financial Statements

1.

Authority to Purchase Own Shares

16.

Shareholders will pass Resolutions 15 to 18, which are Special Resolutions, if at least 75% of the votes cast are in favour.

Resolution 15: Disapplication of Pre-emption Rights

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

We are asking shareholders for 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 15 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 6 August 2021*).

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 oppo

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. As explained on page 1 above, shareholders are strongly encouraged to appoint the "Chair of the meeting" as their proxy, rather than any other named person who may not be permitted to attend the AGM in the event that new restrictions on physical gatherings and non-essential travel are imposed by the UK Government in light of the COVID-19 pandemic. All Shareholders are asked to let us know in advance if they are intending to attend the AGM in order that we can make sure that we have suitable arrangements in place. We would be grateful if when voting via www.babcock-shares.com you would check the relevant box on the voting page if you are expecting to attend.
- 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. 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. Completion and submission of a proxy instruction will not preclude a member from attending and voting in person at the AGM subject to any new restrictions on physical gatherings or non-essential travel which may be imposed by the UK Government in light of the COVID-19 pandemic.
- 3. To be valid, proxy instructions must be received by the Company's registrars by 11.00am on 20 September 2021 (or not less than

3.

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 3 to 10.

Ruth Cairnie

Chair

Appointed: April 2019

Tenure: 2 years

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, a trustee of Windsor Leadership and a trustee of the White Ensign Association.

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 Advanced Studies in Mathematics from the University of Cambridge and holds a BSc Joint Honours in Mathematics and Physics from the University of Bristol. She is a fellow of the Energy Institute.

Carl-Peter Forster

Senior Independent Director

Appointed: June 2020

Tenure: 1 year

Nationality: German

Experience: Carl-Peter brings extensive manufacturing and intf0 Tc 0 ments:

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Russ Houlden

Independent Non-Executive Director

Appointed: April 2020

Tenure: 1 year 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 of United Utilities Group PLC (from 2010 to July 2020), Chief Financial Officer of Telecom New Zealand (from 2008 to 2010) and Finance Director of Lovells (from 2002 to 2008). Until 2002 he held a variety of divisional Finance Director positions in ICI and BT.

Qualifications: Russ holds a first class honours deRu1o (FJJ)(cto)4cg s1F7.4 (fH)7.9 (c)4 (9 S(no)7-01 Tw H 7.6 (urs)8.8 (F/TT3 r of)so)7.6 (nrFinan Tdv

David Lockwood OBE

Chief Executive Officer

Appointed: September 2020

Tenure: 9 months Nationality: British

Experience: David brings wide-ranging knowledge of the defence and aviation markets, as well as a wealth of experience in both

technology and innovation.

External appointments: None.

Previous roles: 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.

Qualifications: 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. He received an OBE for services to industry in Sociland in 2011.

David Mellors

Chief Financial Officer

Appointed: November 2020

Tenure: 7 months

Nationality: British

Experience: Extensive CFO experience in defence, aerospace and commercial markets.

External appointments: None.

Previous roles: David was previously CFO of Cobham plc and prior to that he was CFO of QinetiQ Group plc from 2008 to 2016. His

Appendix 2 Auditor statement of circumstances on ceasing to hold office



Appendix 3

Explanatory notes on the principal changes proposed to the Articles

A summary of the principal changes introduced by the New Articles is set out below:

General

The opportunity has been taken generally to use clearer language in the New Articles, to remove any provisions which are redundant or which duplicate provisions of the 2006 Act and to update provisions according to the 2006 Act and other relevant legislation. Change of name (Article 4)

2. Article 4 permits the Company to change its name by a resolution of the Directors.

Before the 2006 Act came into force, a company could only change its name by special resolution. However, the 2006 Act now allows a company to change its name by other means as provided in its articles, such as by a resolution of the Directors. This provision is commonly found in other listed companies' articles of association and provides flexibility.

The Company currently has no intention of changing its name.

3. Shares (Article 9)

This Article has been added to make it clear that the Directors have the flexibility to deal with shares in the Company, subject to the requirements of (among other things) the 2006 Act (including those provisions relating to authority to allot shares and pre-emption rights) and the other provisions of the New Articles.

4. Uncertificated shares (Article 13)

This article has been updated to reflect the participation in and transfer of shares through CREST.

5. Share certificates (Articles 14, 16 and 17)

Certain minor changes have been made to shareholders' rights to receive share certificates; Article 14 (Right to Share Certificates) has been aligned with the legislative provisions of the CA 2006.

Article 16 (Execution of Share Certificates) provides for certain execution formalities to apply upon the issuance of a share certificate. Article 17 (Share Certificates Sent at Holder's Risk) also clarifies that the Company will not be responsible for share certificates lost or delayed in delivery.

6. Lien on partly paid shares (Articles 19 and 20)

Article 19 (Enforcing a Lien by Sale) has been amended to provide the Directors with additional flexibility to enforce liens on partly paid shares.

Article 20 (Application on Proceeds of Sale) provides that, if shares on which the Company has a lien are sold, the Company need not pay anything until the certificate representing the shares sold has been delivered to the Company for cancellation.

7. Interest due on non-payment (Article 24)

The maximum annual interest rate applicable when calls on shares are made and the money due remains unpaid has been changed from 15% to 5% above the Bank of England base rate, in line with the Model Articles for public companies.

8. Payment of calls (Article 27)

The maximum annual interest rate applicable on advanca

11. Transmission (Articles 41 - 44)

Minor changes have been made to the provisions on transmission of shares on the death of a shareholder.

12. Sub-division of shares (Article 45)

This Article has been added to clarify that shares resulting from a sub-division of the Company's existing shares may, as compared with the Company's other shares, also have deferred or other rights or restrictions of any kind. This change will make the administration of any sub-division of shares more straightforward.

The introduction of this Article does not change the requirement for a sub-division of the Company's existing shares to be approved by way of a shareholders' ordinary resolution.

13. Operation of general meetings (Articles 47 to 62)

At present, the Current Articles do not contain any express provisions on how a 'hybrid' meeting may be validly held and conducted. The New Articles provide that the Company may hold hybrid general meetings (including AGMs) in such a way that enables shareholders to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The New Articles provide the Company with more flexibility to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. For instance, the Company may give notice of any such changes in any manner considered appropriate (rather than via an advertisement in two national newspapers). The New Articles also explicitly allow the Company to introduce health aduce AGMs) AGIc3.4 ge AGMs (se5epa)10 (n.005 T

19. Vacation of office by Directors (Article 85)

Additional power has been given for the Directors to pass a resolution or sign a written notice to remove a Director from office.

20. Cap on non-executive Directors' remuneration (Article 88)

The Current Articles specify that the maximum aggregate remuneration of non-executive Directors is £850,000 per annum, subject to the shareholders authorising a higher amount by ordinary resolution. The New Articles increase this maximum to £1,000,000 which reflects the position previously decided upon by the Company, as approved by shareholders by way of ordinary resolution passed at the Company's annual general meeting held in 2018.

21. Expenses (Article 90)

In line with market practice, Article 90 (on expenses of Directors) has been updated to expressly allow for expenses of former Directors to be paid as well as those of directors or former directors of any holding company of the Company in accordance with the 2006 Act.

22. Directors below minimum through vacancies (Article 102)

The Current Articles currently provide that, where the number of continuing Directors falls below the minimum number or the number required for quorum of the board of Directors, they may only act either to appoint further Directors themselves or summon general meetings.

New Article 102 would provide greater flexibility to the Company as it would allow continuing Directors or a sole continuing Director to act notwithstanding any vacancy (including to fill vacancies and summon general meetings for the purpose of appointing further Directors). The Company considers it prudent to provide Directors Directors and Summon general meetings for the purpose of appointing further Directors).



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