



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

## Ordinary Resolutions

Annual Report and Financial Statements



## 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](#)

## Important Information for Shareholders

1.

. 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](http://www.babcock-shares.com) you would check the relevant box on the voting page if you are expecting to attend.





## Appendix 1 Directors' biographies

### Ruth Cairnie

Appointed:

Tenure:

Nationality:

Experience:

External appointments:

Previous roles:

Qualifications:

### Carl-Peter Forster

Appointed:

Tenure:

Nationality:

Experience:

**Russ Houlden**

**Appointed:**

**Tenure:**

**Nationality:**

**Experience:**

**Previous roles:**

**Qualifications:**

## David Lockwood OBE

Appointed:

Tenure:

Nationality:

Experience:

External appointments:

Previous roles:

Qualifications:

## David Mellors

Appointed:

Tenure:

Nationality:

Experience:

External appointments:

Previous roles:

## Appendix 2

### Auditor statement of circumstances on ceasing to hold office



**Appendix 3**

**Explanatory notes on the principal changes proposed to the Articles**





**babcock**<sup>TM</sup>

Babcock International Group PLC