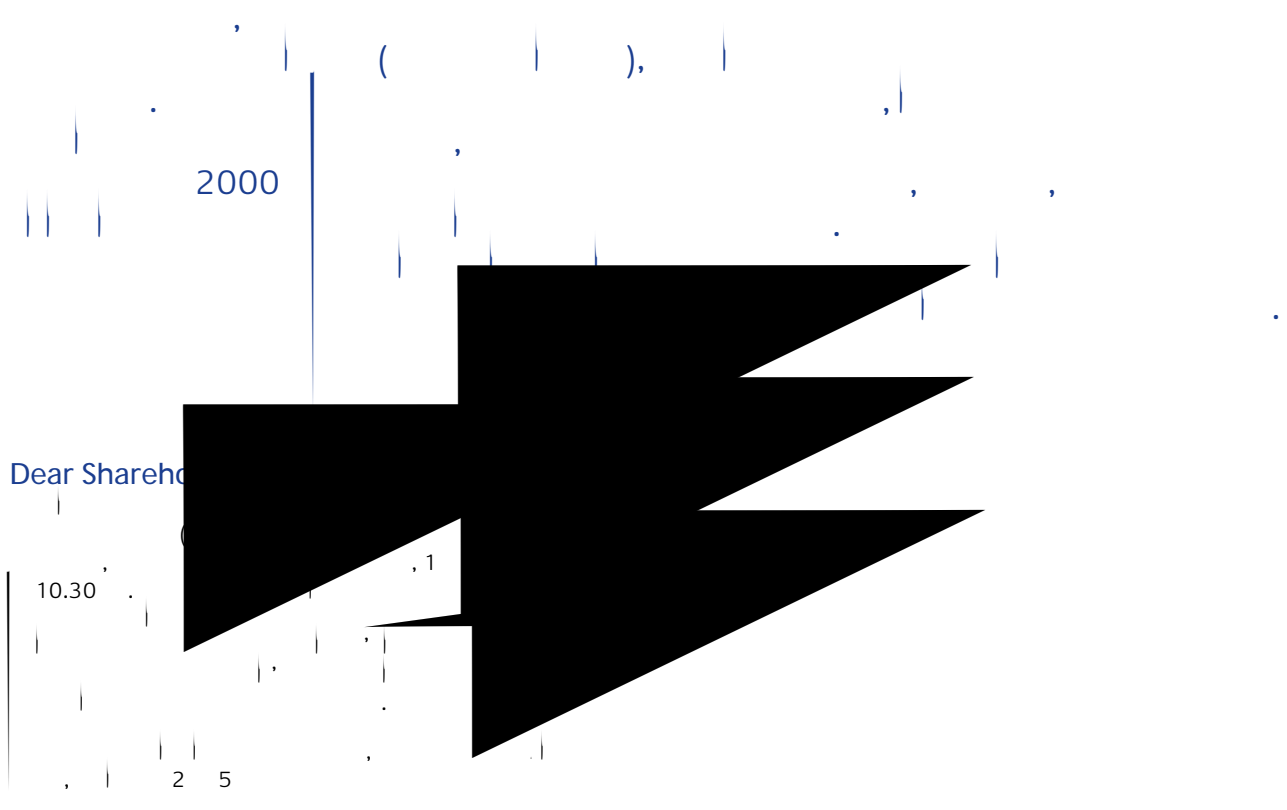


Babcock International Group PLC

# Notice of Annual General Meeting



Dear Shareholders

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We hereby give notice that Babcock International Group PLC will hold this year's AGM at 10.30am on Thursday, 19 September 2024 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 financial year ended 31 March 2024



## Explanatory Notes to the Resolutions

The shareholders will pass Ordinary Resolutions 1 to 8 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 AGM 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 Report

We are asking shareholders to approve the Directors' remuneration report for the year ended 31 March 2024, which is set out on pages 146 to 156 of the Company's Annual Report and Financial Statements 2024. 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.

### Resolution 3: Final Dividend

Shareholder approval is sought for a final dividend of 0.5 pence per share in respect of the year ended 31 March 2024.

Resolution 18: Amendments to and approval of the Babcock Approved Employee Share Ownership Plan and the Babcock Employee Share Plan - International

The Babcock Approved Employee Share Ownership Plan (the "UK Plan") and the Babcock Employee Share Plan International (the "International Plan") play a key part in the promotion of all-employee share ownership across the Group. The UK Plan has been operated by the Company since November 2001 and the International Plan since July 2015.

The UK Plan is an all-employee share plan which is designed to meet the requirements of Schedule 2 of the Income Tax (Earnings and Pensions) Act 2003. The International Plan is an all-employee share plan which is designed to operate in a similar way to the UK Plan and is used to offer share ownership

## 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](http://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, 17 September 2024 (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 AGM and will be available for inspection at the place of the AGM 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;
  - (c) Articles of Association and terms of appointment of the Non-Executive Directors.

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## Appendix 1 Directors' biographies

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

### Ruth Cairnie Chair

Appointed: April 2019  
Nationality : British

Key Contribution: Extensive experience of the engineering sector, strong strategic vision and leadership.

Skills and experience: Ruth brings experience 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 RollsRoyce 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: Non-Executive Director of BT Group plc. Patron of the Women in Defence Charter Trustee of Windsor Leadership and the White Ensign Association.

Committee membership : Nominations Committee chair

### Carl-Peter Forster Senior Independent Director

Appointed: June 2020  
Nationality : German and British

Key Contribution: Extensive manufacturing and international experience.

Skills and 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 RollsRoyce 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: Chairman of Chemring Group PLC and the Chair of Vesuvius plc.

Committee membership : Remuneration Committee Chair and Nominations Committee

### Lucy Dimes Independent Non-Executive Director

Appointed: April 2018  
Nationality : British

Key Contribution: Experience in industries at the forefront of growth and technology-based innovation and an understanding of complex outsourcing and global strategic partnerships

Skills and experience: Lucy was 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: CEO of iomart plc.

Committee membership : Remuneration, Audit and Nominations Committee

### The Right Honourable The Lord Parker Of Minsmere , GCVO, KCB Independent Non-Executive Director

Appointed: November 2020  
Nationality : British

Key Contribution: Extensive experience of working at the highest level of public service including a focus on new technology-centred change and championing inclusion.

Skills and experience: 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.

Committee membership : Nominations Committee and Director designated for employee engagement.

### John Ramsay Independent Non-Executive Director

Appointed: January 2022  
Nationality : British

Key Contribution: Extensive financial, international and boardroom experience.

Skills and experience: John, a Chartered Accountant, 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: Member of the Supervisory Board at DSM Firmenich AG and Non-Executive Director of Croda International PLC and RHI Magnesita N.V. He is Audit Committee Chair at each of these companies.

Committee membership : Audit Committee Chair and







## Investment of dividends

Subject to local law restrictions, the Board of Directors may allow an employee to reinvest dividends paid on Shares

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