

THE COMPANIES ACT 2006

RESOLUTIONS OF BABCOCK INTERNATIONAL GROUP PLC (Company Number: 02342138)

PASSED ON TUESDAY 4 AUGUST 2020

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.

Jack Borrett
Company Secretary

4 August 2020