

THE COMPANIES ACT 2006

SPECIAL RESOLUTIONS OF BABCOCK INTERNATIONAL GROUP PLC

PASSED ON THURSDAY 7 JULY 2011

Special Resolutions:

19. That, in substitution for all existing powers, and subject to the passing of Resolution 18, the Directors of the Company be generally empowered, pursuant to section 570(1) 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 authorities conferred by Resolution 18; 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 powers shall be limited to the allotment of equity securities and the sale of treasury shares:

- i. in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 18, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and to holders of any other class of equity securities entitled to participate therein or, if the Directors of the Company otherwise consider it necessary, as permitted by the rights of those securities), but subject to such restrictions or other arrangements as the Directors may 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 whatsoever; and
- ii. in the case of the authority granted under paragraph (a) of Resolution 18, and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the 2006 Act (in each case otherwise than under paragraph (i) of this Resolution 19) to the allotment of equity securities up to an aggregate nominal amount of £10,770,977,

such powers 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 30 September 2012) but, in each case, so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted or rights to subscribe for or to convert any security into shares to be granted after the power expires and the Directors of the Company may allot equity securities or grant such rights under any such offer or agreement as if the power conferred hereby had not expired.

20. 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 35,903,257 shares, representing 10% of the issued share capital of the Company at 25 May 2011 (being the latest practicable date prior to the publication of this document);
- (b) the minimum price which may be paid for each ordinary share is not less than the nominal value thereof exclusive of the expenses of purchase;
- (c) the maximum price which may be paid for each ordinary share (exclusive of the expenses of purchase) shall not exceed 105% of the average 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;
- (d) the authority hereby conferred shall expire at the end of the Company's next Annual General Meeting (or, if earlier, 30 September 2012) (unless previously renewed, varied or revoked by the Company in General Meeting); and

- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of any such contract.

21. That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.



M J Turner

7 July 2011