

Attendance Card

Babcock International Group PLC – Annual General Meeting 2012

You may vote online at www.babcock-shares.com

The annual general meeting (the “AGM”) of Babcock International Group PLC (the “Company”) will be held at: Grosvenor House, Park Lane, London W1K 7TN on Thursday 5 July 2012 at 11:00 am. If you wish to attend this meeting in your capacity as a holder of ordinary shares, please sign this card and on arrival hand it to a representative of the Company’s registrars. This will facilitate entry to the AGM.

Signature of person attending

Bar Code:

Investor Code:

Notice of Availability – Notice of AGM and Annual Report 2012

Important – please read carefully

You can now access the 2012 Annual Report and Notice of AGM by visiting this website: www.babcock.co.uk

If you wish to receive a paper copy of the Annual Report and/or the Notice of AGM, please contact Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 (calls cost 10 pence per minute plus network extras, lines are open 8:30 am to 5:30 pm Monday to Friday) or on +44 20 8639 3399 (if calling from outside the UK).

Please note the deadline for receiving proxies is 11:00 am on 3 July 2012.

If you are not planning on attending the meeting in person, you may appoint a proxy to attend and vote on your behalf by completing and returning the proxy form attached below in the pre-paid envelope enclosed. Sending a proxy form will not prevent you from attending the AGM in person and voting yourself if you subsequently decide to do so. Instructions for completing the proxy form are set out on the reverse.

Babcock International Group PLC – Annual General Meeting 2012 – Form of Proxy

I/We being (a) member(s) of the Company hereby appoint the Chairman of the meeting or (see note 3)

Bar Code:

Name of proxy

Number of shares if less than total holding

Investor Code:

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held on Thursday 5 July at 11:00 am and at any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below.

Event Code:

☐ Please mark 'X' here if this appointment is one of multiple appointments being made.

Please mark 'X' to indicate how you wish to vote

Ordinary Resolutions

1. To receive the Financial Statements, together with the Reports of the Directors and auditors.
2. To approve the Directors' Remuneration Report.
3. To declare a final dividend of 17.0p per share.
4. To re-elect Mike Turner as a Director.
5. To re-elect Peter Rogers as a Director.
6. To re-elect Bill Tame as a Director.
7. To re-elect Archie Bethel as a Director.
8. To re-elect Kevin Thomas as a Director.
9. To re-elect Sir Nigel Essenhigh as a Director.
10. To re-elect Justin Crookenden as a Director.
11. To re-elect Sir David Omand as a Director.
12. To re-elect Ian Duncan as a Director.
13. To re-elect Kate Swann as a Director.
14. To amend the rules of the Babcock International Group PLC Performance Share Plan 2009.

For	Against	Vote Withheld
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15. To approve the rules of the Babcock International Group PLC Deferred Bonus Matching Plan 2012.
16. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.
17. To authorise the Directors to fix the auditors' remuneration.
18. To authorise political donations within the meaning of the Companies Act 2006 (the 'Act').
19. To authorise the Directors to allot shares pursuant to section 551 of the Act.

For	Against	Vote Withheld
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Special Resolutions

20. To disapply statutory pre-emption rights pursuant to section 570 of the Act.
21. To renew the Company's authority to make market purchases of its own shares.
22. That a general meeting (other than an AGM) notice period may be not less than 14 clear days.

By order of the Board

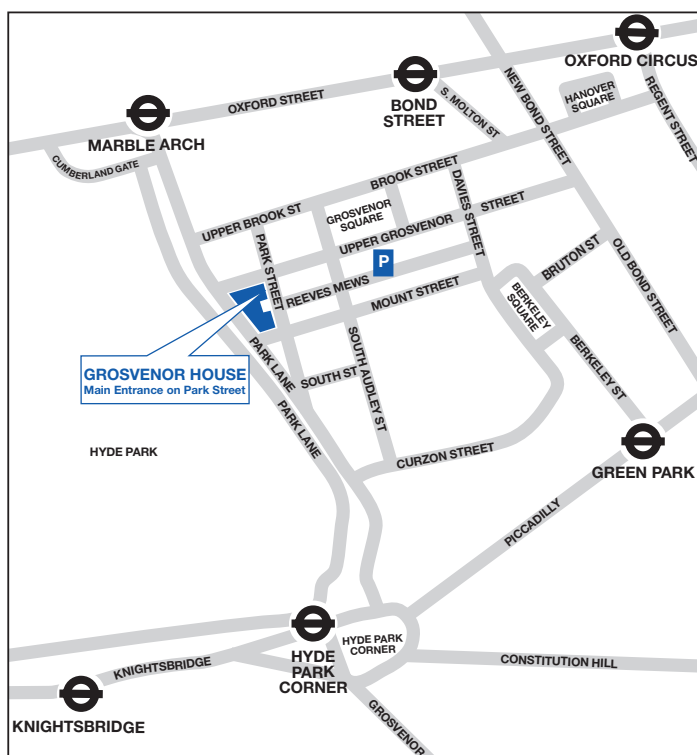
Signature or execution

Date

Kindly Note This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. The personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Company and Capita Registrars accept no liability for any instruction that does not comply with these conditions.

Babcock International Group PLC

Location of Annual General Meeting 2012



Grosvenor House, Park Lane, London W1K 7TN

Travel directions

By foot

Grosvenor House is located on Park Lane; **however, the hotel's main entrance is on Park Street (between Upper Grosvenor Street and Mount Street), which runs parallel to Park Lane in a one way direction towards Oxford Street.**

By public transport

Grosvenor House is located approximately midway between Marble Arch underground station (on the Central line) and Hyde Park Corner (on the Piccadilly line) with direct connections from Heathrow, Kings Cross St Pancras and Liverpool Street. The Hotel can also be reached by bus to Marble Arch:

From Paddington station: buses 7, 23, 36 and 436
 From Euston station: buses 10, 30 and 73
 From King's Cross station: buses 10, 30 and 73
 From Victoria station: buses 2, 16, 73 and 436.

Car parking

The closest NCP car park is at 39-44 Adams Row, London W1K 2HP and costs £16 for up to two hours.

By air

Heathrow airport (distance: 14m, 24km) connects to central London by the Heathrow Express to Paddington station or the underground Piccadilly line to Hyde Park Corner station.

Gatwick airport (28m, 45km) connects to central London by the Gatwick Express to Victoria station.

Stansted airport (40m, 64km) connects to central London by the Stansted Express to Liverpool Street station.

Notes

1. You are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the meeting. A proxy need not be a shareholder of the Company.
2. You 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 you. To appoint more than one proxy, you should contact the Company's registrars, Capita Registrars, on 0871 664 0300 (calls cost 10 pence per minute plus network extras, lines are open 8:30 am to 5:30 pm Monday to Friday) or on +44 208 639 3399 (if calling from outside the UK), for further forms of proxy, or photocopy this form of proxy as required. Please ensure that, for each proxy appointed in this way, you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed.
3. To appoint a person other than the Chairman of the meeting as a proxy, insert their full name in the box. **If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.**
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.
6. **To be valid, this proxy form (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) must be received by post, by hand or by courier by the Company's registrars, Capita Registrars, at 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11:00 am on Tuesday 3 July 2012.**
7. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the meeting and voting in person if he or she wishes to do so.
8. In the case of a shareholder which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. Only those shareholders entered on the register of members of the Company at 6:00 pm on 3 July 2012 or, in the event that the meeting is adjourned, in the register of members of the Company at 6:00 pm on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes to the entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.
12. If you are a CREST member and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, details of how to do so are set out in the Notice of AGM.

Voting via the internet

You can submit your proxy vote via the internet at www.babcock-shares.com. To do so, you will need to log on to your share portal account or register for the share portal if you have not already done so. To register for the share portal you will need your investor code set out on the form of proxy. Once registered, you will immediately be able to vote.