

**ORDINARY RESOLUTION**

**of**

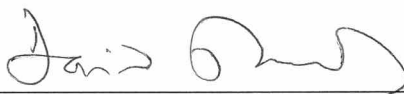
**BABCOCK INTERNATIONAL GROUP PLC**

**(THE "COMPANY")**

At a GENERAL MEETING of the Company held at 10.30 a.m. on 16 April 2014 the following resolution was passed as an ordinary resolution:

**ORDINARY RESOLUTION**

That, the proposed acquisition (the "**Acquisition**") of Avincis Mission Critical Services Topco Limited, the holding company of the Avincis group of companies, substantially on the terms and subject to the conditions set out in the circular to shareholders outlining the Acquisition dated 27 March 2014 (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) be and is hereby approved and the directors of the Company (the "**Directors**") (or any duly constituted committee thereof) be authorised: (1) to take all such steps as may be necessary or desirable in connection with, and to implement, the Acquisition; and (2) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition (provided such modifications, variations, revisions, waivers or amendments are not material), and to any documents relating thereto, in either such case as they may in their absolute discretion think fit.



---

Chairman of the General Meeting