

Attendance Card

Babcock International Group PLC – Annual General Meeting 2017

The Annual General Meeting (the 'AGM') of Babcock International Group PLC (the 'Company') will be held at: Grosvenor House Hotel, Park Lane, London W1K 7TN on Thursday 13 July 2017 at 11:00am. 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 2017

Important – please read carefully

You can now access the 2017 Annual Report and Notice of AGM by visiting this website: www.babcockinternational.com

If you wish to receive a paper copy of the Annual Report and/or the Notice of AGM, please contact Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 (calls cost 12 pence per minute plus network extras, lines are open 9:00am to 5:30pm Monday to Friday) or 0371 664 0300 (if calling from outside the UK)

Please note the deadline for receiving proxies is 11:00am on Tuesday 11 July 2017

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 2017 – Form of Proxy

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

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

Name of proxy

Number of shares if less than total holding

Bar Code:

as my/our proxy to vote on my/our behalf at the AGM of the Company to be held on Thursday 13 July 2017 at 11:00am and at any adjournment thereof. The proxy is instructed to vote on the Resolutions as indicated below.

Investor Code:

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

Event Code:

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

Ordinary Resolutions

- | | For | Against | Vote Withheld |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 1. To receive the audited financial statements, together with the reports of the directors and auditors. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. To approve the annual statement of the remuneration committee chairman and the annual report on remuneration. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. To approve the directors' remuneration policy. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. To declare a final dividend of 21.65 pence per share | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. To re-appoint Mike Turner as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. To re-appoint Bill Tame as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. To re-appoint Archie Bethel as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. To re-appoint John Davies as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. To re-appoint Franco Martinelli as a Director | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. To re-appoint Sir David Omand as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. To re-appoint Ian Duncan as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. To re-appoint Anna Stewart as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. To re-appoint Jeff Randall as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

- | | For | Against | Vote Withheld |
|---|-------------------------------------|-------------------------------------|-------------------------------------|
| 14. To re-appoint Myles Lee as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15. To re-appoint Prof. Victoire de Margerie as a Director. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16. To re-appoint PricewaterhouseCoopers LLP as independent auditor of the Company. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 17. To authorise the Audit Committee (for and on behalf of Directors) to set the remuneration of the independent auditor. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 18. To authorise political donations within the meaning of the Companies Act 2006 (the 'Act'). | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 19. To authorise the Directors to allot shares pursuant to section 551 of the Act. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Special Resolutions

- | | | | |
|--|-------------------------------------|-------------------------------------|-------------------------------------|
| 20. To disapply statutory pre-emption rights pursuant to sections 570 and 573 of the Act. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 21. To renew the Company's authority to make market purchases of its own shares. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 22. That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

Signature of execution

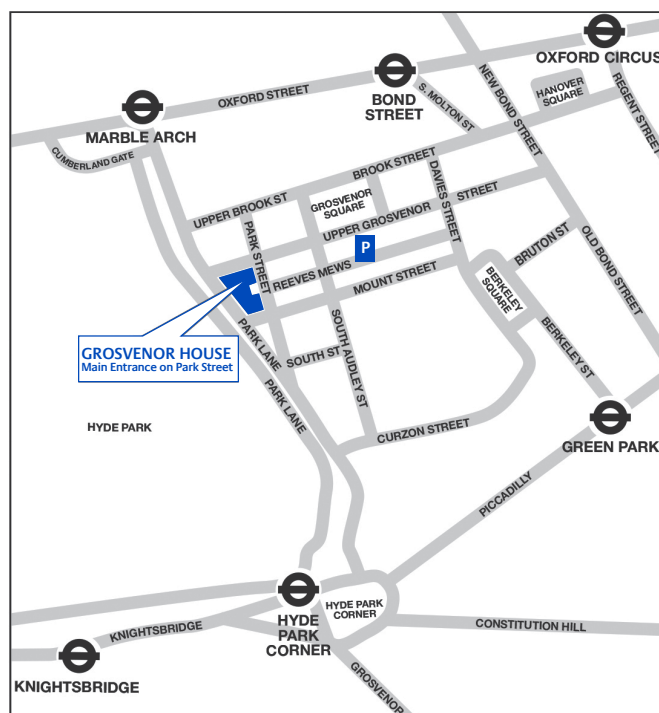
By order of the Board

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 Asset Services accept no liability for any instruction that does not comply with these conditions.

Babcock International Group PLC

Location of Annual General Meeting 2017



Grosvenor House Hotel, Park Lane, London W1K 7TN

Travel directions

By foot

Grosvenor House Hotel 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 Hotel 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, King's Cross St Pancras and Liverpool Street. The hotel can also be reached by bus to Marble Arch:

From Paddington station: buses 7, 15, 23 and 36
 From Euston station: buses 7, 15, 73 and 74
 From King's Cross station: buses 10, 73 and 74
 From Victoria station: buses 2, 16, 36, 73 and 82.

Car parking

The closest NCP car park is at 39-44 Adam's Row, London W1K 2HP and costs £20 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

- 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.
- 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 Asset Services, on 0871 664 0300 (calls cost 12 pence per minute plus network extras, lines are open 9:00am to 5:30pm Monday to Friday) or on 0371 664 0300 (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.
- 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.
- 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.
- 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.
- 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 (during normal business hours) or by courier by the Company's registrars, Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by 11:00am on Tuesday 11 July 2017.
- 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.
- 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/director of the company or an attorney for the company.
- 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.
- 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).
- Only those shareholders entered on the register of members of the Company at close of business on 11 July 2017 or, in the event that the meeting is adjourned, on the register of members of the Company at close of business on the day two business 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.
- 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.