

THE COMPANIES ACT 2006

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

PASSED ON THURSDAY 13 JULY 2017

Disapplication of Pre-emption Rights

1. That, in substitution for all such existing powers, and subject to the passing of resolution 19, 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 19; 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 power 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, equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 19, 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 19 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (i) of this resolution 20), up to an aggregate nominal amount of £15,167,897, 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 power 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 2017) 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 (or treasury shares to be sold) after the power expires and the Directors of the Company may allot equity securities or grant such rights (or sell treasury shares) under any such offer or agreement as if the power conferred hereby had not expired.

For the purpose of this resolution 20, "rights issue" has the same meaning as in resolution 19 above.

Authority to Purchase Own Shares

2. 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 50,559,659 shares, representing approximately 10% of the issued share capital of the Company at 7 June 2017 (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 in general meeting) expire at the end of the Company's next annual general meeting (or, if earlier, the close of business on 30 September 2018); 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

3. 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

13 July 2017