

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Set out below is the form of Final Terms which will be completed for each Tranche of Notes issued under the Programme.

Final Terms dated 11 September 2019

Babcock International Group PLC

LEI: 213800TSKOLX4EU6L377

Issue of EUR 550,000,000 1.375 per cent. Notes due 2027

under the £1,800,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 2 July 2019 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>

The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded) and includes any relevant implementing measure in a relevant Member State.

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| 1. | (i) | Issuer: | Babcock International Group PLC |
| 2. | (i) | Series Number: | 3 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable. |

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| 3. | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | Aggregate Nominal Amount: | EUR 550,000,000 |
| 5. | Issue Price: | 99.729 per cent. of the Aggregate Nominal Amount |
| | (i) Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000 |
| | (ii) Calculation Amount: | EUR 1,000 |
| 6. | (i) Issue Date: | 13 September 2019 |
| | (ii) Interest Commencement Date: | Issue Date |
| 7. | Maturity Date: | 13 September 2027 |
| 8. | Interest Basis: | 1.375 per cent. Fixed Rate

(further particulars specified below in paragraph 13) |
| 9. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 10. | Change of Interest or Redemption Basis: | Not Applicable |
| 11. | Put/Call Options: | Issuer Call

Change of Control Put Option

(See paragraphs 16 and 18 below) |
| 12. | Date approval for issuance of Notes obtained: | 27 August 2019 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 1.375 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 13 September in each year up to and including the Maturity Date |
| | (iii) Fixed Coupon Amount(s): | EUR 13.75 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Dates | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |

15. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. **Call Option** Applicable
- (i) **Optional Redemption Date(s):** At any time from (and including) the Issue Date to (and including) the Maturity Date
 - (ii) **Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):**

If the Optional Redemption Date is any date from (and including) the Issue Date to (and including) 13 June 2027: Make-Whole Amount

If the Optional Redemption Date is any date from (and excluding) 13 June 2027 to (and including) the Maturity Date: EUR 1,000 per Calculation Amount
 - (iii) **If redeemable in part:**
 - (a) **Minimum Redemption Amount:** Not Applicable
 - (b) **Maximum Redemption Amount:** Not Applicable
 - (iv) **Notice period:** Not less than 30 nor more than 60 days, as set out in Condition 9(c)
 - (v) **Make-Whole Redemption Margin:** + 0.35 per cent.
 - (vi) **Reference Security:** DBR 0.5 per cent. due 15 August 2027 (ISIN: DE0001102424)
 - (vii) **Quotation Time:** 10:00 a.m. London time
17. **Put Option** Not Applicable
18. **Change of Control Put Option:** Applicable
19. **Final Redemption Amount of each Note:** EUR 1,000 per Calculation Amount
20. **Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:** EUR 1,000 per Calculation Amount


GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. **Form of Notes:** **Bearer Notes:**
- Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
22. **New Global Note:** Yes
23. **Additional Financial Centre(s) or other special provisions relating to payment dates:** London

24. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of the Issuer:

By:


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Duly authorised

Date:

11-9-2019

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Admission to Trading: | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 4,725 |

2. RATING

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| Rating: | The Notes to be issued have been rated:

S&P Global Ratings Europe Limited: BBB (stable) |
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. *Fixed Rate Notes only* – YIELD

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| Indication of yield: | 1.411 per cent. per annum |
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OPERATIONAL INFORMATION

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| 5. | ISIN Code: | XS2051664675 |
| 6. | Common Code: | 205166467 |
| 7. | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| 8. | CFI Code: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| 9. | Relevant Benchmark: | Not Applicable |
| 10. | Delivery: | Delivery against payment |
| 11. | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| 12. | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such |

recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

DISTRIBUTION

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| 13. | Stabilising Manager(s) (if any): | Lloyds Bank Corporate Markets plc |
| 14. | U.S. Selling Restrictions: | Reg. S Category 2, TEFRA D |
| 15. | Prohibition of Sales to EEA Retail Investors: | Applicable |