

RESULTS OF ANNUAL GENERAL MEETING

Babcock International Group PLC confirms that all resolutions proposed at the Annual General Meeting held on 21 July 2016 were duly passed by shareholders. Each resolution was put to a poll.

In accordance with Listing Rule 9.6.2, a copy of all resolutions passed, other than ordinary business, will be submitted to the UK Listing Authority via the National Storage Mechanism, which can be accessed at www.morningstar.co.uk/uk/NSM.

The AGM Voting Results are as follows:

Number of Shareholders at meeting: 13

Number of votes per share: 1

| Resolution (No. as noted on proxy form) | Total Votes For | % | Total Votes Against | % | Total Votes Cast | Votes Withheld |
|--|-----------------|-------|---------------------|-------|------------------|----------------|
| 1. Approval of Report and Accounts | 390,397,642 | 99.99 | 56,764 | 0.01 | 390,454,406 | 4,757,046 |
| 2. Approval of Remuneration report | 203,814,997 | 57.92 | 148,069,709 | 42.08 | 351,884,706 | 43,326,745 |
| 3. Declaration of final Dividend | 394,816,230 | 99.99 | 4,516 | 0.01 | 394,820,746 | 390,706 |
| 4. Re-election of Mike Turner | 383,126,879 | 98.12 | 7,360,654 | 1.88 | 390,487,533 | 4,723,919 |
| 5. Re-election of Peter Rogers | 393,904,497 | 99.77 | 912,552 | 0.23 | 394,817,049 | 394,403 |
| 6. Re-election of Bill Tame | 393,740,368 | 99.73 | 1,060,132 | 0.27 | 394,800,500 | 410,952 |
| 7. Re-election of Archie Bethel | 393,744,668 | 99.73 | 1,069,629 | 0.27 | 394,814,297 | 397,155 |
| 8. Re-election of John Davies | 393,742,176 | 99.73 | 1,072,730 | 0.27 | 394,814,906 | 396,546 |
| 9. Re-election of Franco Martinelli | 393,514,760 | 99.67 | 1,299,874 | 0.33 | 394,814,634 | 396,818 |
| 10. Re-election of Sir David Omand | 394,017,462 | 99.80 | 797,697 | 0.20 | 394,815,159 | 396,293 |
| 11. Re-election of Ian Duncan | 394,009,612 | 99.80 | 801,830 | 0.20 | 394,811,442 | 400,010 |
| 12. Re-election of Anna Stewart | 390,038,761 | 99.82 | 701,483 | 0.18 | 390,740,244 | 4,471,208 |
| 13. Re-election of Jeff Randall | 394,091,597 | 99.82 | 716,553 | 0.18 | 394,808,150 | 403,302 |
| 14. Re-election of Myles Lee | 394,383,853 | 99.90 | 408,813 | 0.10 | 394,792,666 | 418,786 |
| 15. Election of Prof. Victoire de Margerie | 393,124,704 | 99.58 | 1,674,980 | 0.42 | 394,799,684 | 411,768 |

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|-----|--|-------------|-------|------------|-------|-------------|-----------|
| 16. | Re-appointment of Auditors | 389,748,274 | 98.76 | 4,897,709 | 1.24 | 394,645,983 | 565,469 |
| 17. | Authority of Audit Committee to set Auditors Remuneration | 394,597,063 | 99.95 | 211,178 | 0.05 | 394,808,241 | 403,211 |
| 18. | Authority for Directors to make political donations as defined by the Companies Act 2006 | 390,132,654 | 99.21 | 3,098,305 | 0.79 | 393,230,959 | 1,980,493 |
| 19. | Authority to allot shares pursuant to s.551 of the Act | 331,711,443 | 84.31 | 61,724,544 | 15.69 | 393,435,987 | 1,775,465 |
| 20. | Authority to disapply pre-emption rights pursuant to s.570 and s.573 of the Act | 390,241,682 | 98.76 | 4,902,030 | 1.24 | 395,143,712 | 67,740 |
| 21. | Renew authority to make market purchases of own shares | 387,602,554 | 98.45 | 6,088,792 | 1.55 | 393,691,346 | 1,520,106 |
| 22. | Reduce notice of general meeting other than an AGM | 379,638,461 | 96.44 | 13,996,462 | 3.56 | 393,634,923 | 1,576,529 |

Further information:

| | Babcock's 2016 AGM | Babcock's 2015 AGM |
|--|-------------------------------|-------------------------------|
| Issued share capital | 505,596,597 | 504,196,597 |
| Total votes cast and votes withheld as a % of issued share capital | 78.17 | 78.16 |

Babcock notes that 42.08% of its shareholders decided to vote against its 2016 Remuneration Report. Babcock believes that a number of shareholders disagreed with the decision by Babcock's Remuneration Committee to allow continued full participation in the 2014 and 2015 Long Term Incentive Awards for Peter Rogers, who retires on 31 August 2016 after 13 years as CEO, and Kevin Thomas, who retired on 31 March 2016 as head of the Support Services division. Their awards will still be subject to the performance targets set at the start of the performance period.

This decision was taken in accordance with the Group's remuneration policy, which has been approved and supported by shareholders.

The key factors that the Remuneration Committee took into account were the nature of Babcock's business and the contribution of both executives to Babcock's growth over the last decade and more.

Babcock is a long-term business based on winning multi-year contracts and Peter, who is continuing in office for almost half the current financial year, has been instrumental in securing the future growth of the business as well as making possible the strong and successful succession process that is now being completed. Under Peter's leadership, and with Kevin a key member of his senior executive team, Babcock has enjoyed significant success, growing from a small cap business to a FTSE 100

company, delivering total shareholder return of 1,204% (c22.5% p.a.) over the period to 31 March 2016.

In light of these important factors, the Remuneration Committee believes it was justified in its decision not to reduce the level of shares under award upon retirement for these two executives.

Babcock will, of course, take into account shareholders' views on the Remuneration Report when it begins consultation later this year on the Group's new Remuneration Policy, which will come into effect in 2017.

Jack Borrett
Company Secretary
21 July 2016