

Babcock International Group PLC Nominations Committee

- as regards the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;
- concerning the annual re-election by shareholders of any director under the annual re-election provisions of the Code or retirement by rotation provisions in the Articles of Association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the skills, experience and knowledge required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the Chair and the Board as a whole;
- concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an

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The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and an ongoing basis for all members.

The Committee shall give due consideration to all relevant laws and regulations, the Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.

The Committee shall review its own performance, constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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