

Babcock International Group PLC Remuneration Committee

Terms of Reference

(As approved by the Board on 15 December 2023)

1. General Statement

The Remuneration Committee ("the Committee") makes recommendations to the Board on Group Policy on executive remuneration.

The Committee determines on behalf of the Board the terms of service. This includes the terms upon which such service is terminated, of (a) the Chair and the Executive Directors of the Company, (b) the members of the Executive Committee and the Group Financial Controller, and (c) such senior executives as the Committee shall from time-to-time resolve as being within its remit ("the Executives").

The Committee has oversight of the remuneration framework for other members of senior management across the Group.

The remuneration of the Non-Executive Directors shall be a matter for the Chair and the executive members of the Board.

The Committee determines the design of, and targets for, share plans and other long-term incentive plans, and makes or approves awards under them, whether to Executives or other employees.

In so doing, the Committee will endeavour to encourage the Executives to enhance the Group's performance, ensuring that the Company fairly rewards them for the contribution they each make to such performance.

In determining Group Policy, the Committee will consider all factors, which it deems necessary, including pay and conditions elsewhere in the Company. The Committee will review the ongoing appropriateness and relevance of the remuneration policy.

The Committee will report and account to shareholders annually on Directors' remuneration generally. The Committee will maintain contact with the Company's principal shareholders through the Chair of the Company and/or the Chair of the Committee.

The Chair of the Committee shall attend the Company's Annual General Meeting, prepared to respond to any shareholders questions on the Committee's activities or on the Directors' Remuneration Report.

The Chair of the Committee shall ensure that, by such means as they may consider as most appropriate in the circumstances, they inform the members of the Board of the Committee's activities, decisions and recommendations as regards all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit, where the Board needs to act.

The Chair of the Committee shall arrange for a periodic review of the Committee's performance and, at least, annually review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes the Committee considers necessary to the board for approval.

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2. Composition, Quorum and Access to External Advice

The Committee shall consist only of independent Non-Executive Directors and shall have a minimum of three members. The Chair of the Company may be a member of the Committee, but only if he or she is independent on appointment as Chair of the Board.

A quorum shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

The Committee may delegate the exercise of some or all of its powers or discretions to the Chair of the Committee or one or more other of its members, as it may decide to be appropriate.

The members of the Committee will serve at the discretion of the Board, following the recommendation of the Nomination Committee, in consultation with the Chair of the Committee. The Board may remove any member of the Committee. Appointments shall be for a period of up to three years extendable by additional three-year periods. After nine years, appointments will only be extendable by additional one-year periods.

The Board appoints the Chair of the Committee and determines the period for which he or she holds office. The Committee Chair shall have at least twelve months' remuneration committee experience. In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Only members of the Committee have the right to attend Committee meetings. The Group Chair, Chief Executive, other Executive Directors, other members of senior management and the Committee's advisors may attend by invitation.

No one shall count towards a quorum or be present for any discussion of their own remuneration or appointment.

The Company Secretary is Secretary to the Committee and is responsible for servicing the meetings to ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration of the issues and producing the minutes, which will include the names of those present and in attendance. In the absence of the Company Secretary, some other person nominated by the Company Secretary and acceptable to the Committee shall act as secretary.

The Company Secretary shall circulate minutes of the Committee to all members of the Committee as soon as practical after meetings and shall table them for approval at the next subsequent meeting. The Chair of the Committee shall report to the Board on its proceedings after each meeting, subject to there being no conflict of interest.

The Committee has authority, at the cost of the Company, to select and appoint remuneration consultants to assist it in the discharge of its responsibilities and to provide recommendations, information and data as the Committee or its Chair may request. The annual report of the Group's remuneration policy should identify ti

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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.

3. Meetings

The Committee shall meet at least four times in each year and otherwise as required. The Secretary of the Committee will summon meetings of the Committee at the request of any of its members. Unless otherwise agreed, the Secretary shall forward notice of each meeting confirming the venue, time and date together with an agenda to each member of the Committee and any other person required to attend prior to the date of the meeting. The members of the Committee can waive this requirement if all consent.

4. Duties

After consultation, where appropriate, with the Chief Executive and the Group Chair, the Committee shall: -

- (i) determine and recommend to the Board the Group's policy on executive remuneration, ensure that the remuneration policy is put to shareholders for approval at the AGM at least once every three years, and ensure that remuneration arrangements for Directors are operated within this approved policy. The term "executive remuneration" is deemed to include levels of pay, service contracts and all other benefits, including (without limitation) share options and other long-term incentive plans of any kind ("LTIPs"), pensions, allowances, gratuities, life assurances, bonuses and severance packages for Executive Directors and other Executives as appropriate;
- (ii) aim to design the remuneration policy to reinforce the long-term success of the Company and to enable the use of discretion to override formulaic outcomes, particularly with respect to performance-related remuneration;
- (iii) consider, when determining the remuneration policy, the requirements in the UK Corporate Governance Code in relation to clarity, simplicity, risk, predictability, proportionality, and alignment to culture;
- (iv) oversee any major changes in employee benefit structures throughout the Group and review and note annually the remuneration trends across the Group;
- (v) deal in all respects with:
 - (a) the terms of service of the Chair and the Executive Directors and any other Executives including their remuneration, as defined in (i) above,
 - (b) the termination of their employment having regard to the severance policy adopted by the Board, (and, in this respect, the Committee shall consider the advantages of providing explicitly in the service contract for compensation commitments in the event of early termination, except in the case of removal for misconduct; and, where there is no explicit provision for compensation commitments, the Committee shall, within legal constraints, tailor their approach to the individual circumstances, dealing fairly where cases of departure are not due to poor performance, whilst not rewarding poor performance and having regard to reducing compensation to reflect the departing director's duty to mitigate loss, where reasonable in the circumstances);

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- (c) the policy for authorising claims for expenses from the Chair, Chief Executive and Executive Directors;
- (vi) report and account directly to shareholders, on behalf of the Board, for Directors' remuneration by way of the Company's annual report (to form part of the Directors' report);
- (vii) review the design of all new equity schemes for approval by the Board and shareholders;
- (viii) approve the terms of, and basis of participation in, short- and long-term incentive schemes for which the Executive Directors and/or senior executives are eligible; to set performance criteria for the granting, vesting or execution of awards or options under any existing or new share plan or other LTIP; and to review annually the bonus arrangements for the Executives;
- (ix) grant options or awards under any share plan (other than All Employee Share Plans);
- (x) delegate to such person or persons, as the Committee may deem appropriate, the administration powers necessary to give effect to the grant of options or share awards decided upon by the Committee;
- (xi) grant or delegate the power to grant dispensations in respect of leavers exercising rights under LTIPs;
- (xii) determine whether the performance measures for any equity incentive plans, performance-related pay schemes and other cash-based incentive plans for Executives operated by the Company have been satisfied;
- (xiii) in determining remuneration packages and arrangements, consider any relevant legal requirements, and the provisions of the UK Corporate Governance Code, as well as the FCA's Listing Rules and any associated guidance;
- (xiv) keep under review market practice on notice periods under Executive Directors' service agreements;
- (xv) consider the pension consequences of, and (where relevant) the contribution payable by, the Company to any funded supplementary pension scheme relating to proposed salary increases for Executive Directors;
- (xvi) determine the policy for, and compliance with, in-post and post-employment shareholding requirements;
- (xvii) review workforce remuneration and related policies, and take these into account when setting the remuneration policy for the Executives;
- (xviii) engage with the workforce to explain the alignment of executive remuneration with the wider company pay policy;
- (xix)

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- (xxi) ensure that all short- and long-term incentives for Executives and senior management are consistent with and support sound, risk management and are aligned with customer and shareholder interests;