

## 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](http://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

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:

	<b>Babcock's 2016 AGM</b>	<b>Babcock's 2015 AGM</b>
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