

**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 (EU) 2016/97, 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 "**EU 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 EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is either (or both) of the following: (a) not a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") or (b) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

**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 (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU 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.

**UK MiFIR 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, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients, as defined in UK MiFIR; 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 "**UK distributor**") should take into consideration the manufacturers' target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook 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.

**Final Terms dated 10 July 2026**

**Babcock International Group PLC**

**LEI: 213800TSKOLX4EU6L377**

**Issue of £250,000,000 5.125 per cent. Notes due 2031 (the "Notes")**

**under the £3,000,000,000 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 terms and conditions of the Notes (the "**Conditions**") set forth in the Base Prospectus dated 3 March 2026 (the "**Base Prospectus**") for the purposes of the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook (the "**PRM**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the PRM and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/marketnews/market-news-home.html>.

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.

- |     |       |                                          |                                                                                                                                                                          |
|-----|-------|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | (i)   | Issuer:                                  | Babcock International Group PLC                                                                                                                                          |
| 2.  | (i)   | Series Number:                           | 1                                                                                                                                                                        |
|     | (ii)  | Tranche Number:                          | One                                                                                                                                                                      |
|     | (iii) | Date on which the Notes become fungible: | Not Applicable                                                                                                                                                           |
| 3.  |       | Specified Currency or Currencies:        | Sterling (" <b>GBP</b> " or " <b>£</b> ")                                                                                                                                |
| 4.  |       | Aggregate Nominal Amount:                | £250,000,000                                                                                                                                                             |
|     | (i)   | Series:                                  | £250,000,000                                                                                                                                                             |
|     | (ii)  | Tranche:                                 | £250,000,000                                                                                                                                                             |
| 5.  |       | Issue Price:                             | 99.488 per cent. of the Aggregate Nominal Amount                                                                                                                         |
|     | (i)   | Specified Denominations:                 | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No notes in definitive form will be issued with a denomination above £199,000. |
|     | (ii)  | Calculation Amount:                      | £1,000                                                                                                                                                                   |
| 6.  | (i)   | Issue Date:                              | 14 July 2026                                                                                                                                                             |
|     | (ii)  | Interest Commencement Date:              | Issue Date                                                                                                                                                               |
| 7.  |       | Maturity Date:                           | 14 July 2031                                                                                                                                                             |
| 8.  |       | Interest Basis:                          | 5.125 per cent. Fixed Rate<br><br>(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 paragraph 16 below

12. Date Board approval for issuance of Notes obtained: 26 February 2026

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 5.125 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 14 July in each year up to and including the Maturity Date commencing 14 July 2027, not adjusted
- (iii) Fixed Coupon Amount(s): £51.25 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
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) (Call): Any date from (and including) the Issue Date to (but excluding) the Maturity Date.
- (ii) Optional Redemption Amount(s) (Call): As per Condition 9(c)
- (iii) If redeemable in part:
- (a) Minimum Redemption Amount: Not Applicable
- (b) Maximum Redemption Amount: Not Applicable
- (iv) Notice period: As per Condition 9(c)
- (v) Make-Whole Redemption Margin: 0.15 per cent.
- (vi) Reference Security: UKT 0.250 per cent. due July 2031
- (vii) Quotation Time: 11:00 a.m.
17. Clean-up Call Option Not Applicable

**Execution Version**

- |     |                                       |                               |
|-----|---------------------------------------|-------------------------------|
| 18. | Put Option                            | Not Applicable                |
| 19. | Change of Control Put Option:         | Applicable                    |
| 20. | Final Redemption Amount of each Note: | £1,000 per Calculation Amount |
| 21. | Early Redemption Amount (Tax):        | Par per Calculation Amount    |
| 22. | Early Termination Amount:             | Par per Calculation Amount    |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                                                                                                       |                                                                                                                                                                                                           |
|-----|-------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 23. | Form of Notes:                                                                                        | <b>Bearer Notes:</b><br><br>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 |
| 24. | New Global Note:                                                                                      | Yes                                                                                                                                                                                                       |
| 25. | Additional Financial Centre(s) or other special provisions relating to payment dates:                 | Not Applicable                                                                                                                                                                                            |
| 26. | 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: Robert Clark  
.....  
Duly authorised

Signed by:  
  
9D1E1A15BCFA43A...

Date: 10 July 2026

**PART B – OTHER INFORMATION****LISTING AND ADMISSION TO TRADING**

- |      |                                                             |                                                                                                                                                                                                                                                                       |
|------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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 main market of the London Stock Exchange and to be listed on the Official List of the Financial Conduct Authority with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | £6,500                                                                                                                                                                                                                                                                |

**RATINGS**

The Notes to be issued are expected to be rated:

Ratings:

S&P Global Ratings UK Limited: BBB+

S&P Global Ratings UK Limited (endorsed by S&P Global Ratings Europe Limited) has, in its 16 December 2025 publication "S&P Global Ratings Definitions", described a credit rating of 'BBB+' in the following terms: "An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation." "Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories."

**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.

**REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- |       |                           |                                                   |
|-------|---------------------------|---------------------------------------------------|
| (i)   | Reasons for the offer:    | See " <i>Use of Proceeds</i> " in Base Prospectus |
| (ii)  | Estimated net proceeds:   | £247,970,000                                      |
| (iii) | Estimated total expenses: | £6,500                                            |

**YIELD**

|                      |                           |
|----------------------|---------------------------|
| Indication of yield: | 5.244 per cent. per annum |
|----------------------|---------------------------|

**OPERATIONAL INFORMATION**

- |     |            |              |
|-----|------------|--------------|
| (i) | ISIN Code: | XS3437585022 |
|-----|------------|--------------|

**Execution Version**

|        |                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (ii)   | Common Code:                                                              | 343758502                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| (iii)  | 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                                                                                                                                                                                                                                                                                                                                                 |
| (iv)   | 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                                                                                                                                                                                                                                                                                                                                                 |
| (v)    | Relevant Benchmark:                                                       | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| (vi)   | Delivery:                                                                 | Delivery against payment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| (vii)  | Names and addresses of additional Paying Agent(s) (if any):               | HBSC Bank plc<br>8 Canada Square, London, E14 5HQ                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (viii) | 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**

|       |                                               |                                                               |
|-------|-----------------------------------------------|---------------------------------------------------------------|
| (i)   | Method of distribution:                       | Non-syndicated                                                |
| (ii)  | If syndicated, names of Managers:             | Banco Santander, S.A.<br>HSBC Bank plc<br>NatWest Markets Plc |
| (iii) | If non-syndicated, name Dealer:               | Not Applicable                                                |
| (iv)  | Stabilising Manager(s) (if any):              | NatWest Markets Plc                                           |
| (v)   | U.S. Selling Restrictions:                    | Reg. S Category 2 and TEFRA D.                                |
| (vi)  | Prohibition of Sales to UK Retail Investors:  | Applicable                                                    |
| (vii) | Prohibition of Sales to EEA Retail Investors: | Applicable                                                    |