

Babcock International Group PLC Nominations Committee

Terms of Reference

As approved by the Board on 16 December 2022

Membership and Quorum:

The Committee shall consist of the Chair of the Company and all the non-executive directors of the Company. The Chair of 2a: 874 YH 511a: 65 D 70 p x l 8 5 D 1 2 0 2 a: 8 4 T 6 3 of

**Babcock International Group PLC
Nominations Committee**

before any appointment is made by the Board, evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a

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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 C -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 employee of the Company subject to the provisions of the law and their service contract; and

concerning the appointment of any director to executive or other office other than to the positions of chair and chief executive, the recommendation for which would be considered at a meeting of the Board.

The Committee shall recommend draft Non-Financial Measures to the Remuneration Committee for i
Committee shall decide whether and how to include the recommendations in the scheme.

Reporting responsibilities

The Committee shall report to the Board after each meeting on the

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The Committee shall give due consideration to all relevant laws and regulations, the