



Free Share Award

Babcock Colleague Share Plan - International
Free Shares Brochure

At Babcock, we want all eligible colleagues to have the opportunity to share in the Company's success by becoming shareholders.

This is why we're awarding you free Babcock shares (Free Shares) - both as a recognition of your contribution, and as a way to help you build a meaningful stake in Babcock's future.

This brochure will help you to understand how the Plan works and the benefits it offers.

For colleagues based in Australia, Canada, New Zealand and South Africa.



Go together

Go far

What is a Free Share award?

The Free Share award is an award of ordinary shares in Babcock International Group PLC (Babcock). Each share represents a unit of ownership in Babcock.

You do not have to pay anything for your Free Share award, as it is being awarded to you automatically, subject to certain terms and conditions, which are set out below and in the Plan rules.

After three years, provided you're still employed by the Babcock Group, you'll receive the shares in your Free Share award.

What's more, if Babcock continues to do well, we hope to offer more Free Shares each year, helping connect the dots between performance, culture and reward.

The Free Share award is part of the Babcock Colleague Share Plan - International (the **"Plan"**) - previously known as the Babcock Employee Share Plan - International.

Day-to-day management

We're working with MUFG Corporate Markets Trustees (UK) Limited who will act as the Trustee and nominee (the **"Trustee"**). They will be responsible for the day-to-day administration of the Plan and hold any shares acquired by or awarded to you under the Plan on your behalf while you're employed by Babcock.

Who is eligible for the Free Share award under the BSCP - International?

All Babcock employees based in Australia, Canada, New Zealand and South Africa who joined Babcock prior to or on 01 July 2025 and are still employed at the date the award is made, will be eligible for a Free Share award under the Plan, with the exception of fixed-term employees, contingent workers and interns.

Do I have to do anything to receive my Free Shares?

You do not have to do anything if you wish to receive Free Shares. These will automatically be awarded to you if you're eligible.

Wait... What if I don't want to receive this Free Share award?

If you'd prefer not to receive Free Shares, you'll need to submit an opt-out form by the date specified in your communication. You can find the form at clients.cm.mpms.mufg.com/babcock/ or request a form by contacting the Trustee (see the Help and Information section on [page 05](#) for contact details).

Please note: no cash or benefit alternative will be offered if you opt out, as the purpose of this award is to give you a meaningful stake in Babcock's future success.

How will I know the value of my shares?

We'll write to you to confirm how many Free Shares you've been awarded.

We'll set up an account on our share portal for you and send you your 11-digit investor code. With it, you'll be able to log in at www.babcock-shares.com to view your Babcock shares anytime and track their value.

If you already participate in the Plan (where you buy partnership shares and receive matching shares in return), your 11-digit investor code will remain the same and will be sent to you as a reminder.

How are my shares held?

The Trustee are independent from Babcock and as the nominee, they will hold the shares in trust for you once your Free Share award vests.

When will I receive my shares?

Assuming you're still employed by the Babcock Group at the time, your Free Share award will vest (which means you'll receive the Babcock shares in the Free Share award) on the third anniversary of the date of the Free Share award being made.

You do not have to do anything to receive your shares at this time, your shares will automatically be given to you when your Free Share award "vests".

What rights do my shares have once I own them?

After the three-year period, once your Free Share award has vested and you own the shares, you'll be a shareholder and have voting and dividend rights.

If you want to vote, you'll have to notify the Trustee via your online account how you wish to vote your shares and they will vote on your behalf. You'll be sent an explanatory email by the Trustee at the appropriate time.

You'll also be entitled to receive dividends on your shares if a dividend is declared. When that happens, the Trustee will hold onto any dividends on your behalf until there is enough money to purchase additional share(s) in Babcock with future dividend proceeds. This process is called dividend reinvestment.

Remember, you won't own the shares until the three-year vesting period is complete, at which point, you'll enjoy full ownership, along with voting rights and any dividends they may earn.

When can I sell my shares?

Once you receive your shares at the end of the three-year period, you're free to sell them at any time. To sell any shares, please log in to your online account at www.babcock-shares.com. The funds arising from any sale of shares will be paid to you in your local currency, via your payroll as soon as practicable following the sale and after any deductions for tax and social security.



What if I go on maternity/ paternity leave?

Your shares will stay in the Plan while you're on leave. If you decide not to return to work, you'll be treated as having left employment, and your shares will be handled as outlined in the next section.



What if I leave?

We'd hate to see you go, but if you leave the Babcock Group before the end of the three-year vesting period, you'll forfeit your Free Shares, unless you leave under 'Special Circumstances' as defined below.



Leaving due to 'Special Circumstances'

If you leave in Special Circumstances (as defined below), you'll be able to keep all your shares and your Free Share award will vest immediately.

Special circumstances include the following:

- Injury or disability
- Redundancy
- Retirement
- Death, or
- The Company or business for which you work being sold.



What happens if I die?

The Trustee will transfer the shares over to your legal personal representatives upon production of the necessary documentation. The legal formalities are usually completed more quickly where a will has been made.



What happens if Babcock is taken over?

You'll be treated like any other shareholder and receive the same value for your shares. You'll keep all your Free Shares, even if held for less than three years.



Tax

The tax treatment of your Free Share award will vary depending on where you're employed. Tax summaries for each country will be made available in due course.

To make things easy, a portion of your shares will be automatically sold at the time of "vesting" to cover any income tax and social security contributions that may be due. This ensures that any required payments to your local tax authorities are taken care of on your behalf by the Babcock Group.

Help and information

For all details on the Babcock Free Share Award including FAQs, please access clients.cm.mpms.mufg.com/babcock/. If you require any further help, you can contact the Trustee and administrators of the Plan, MUFG Corporate Markets Trustees (UK) Limited:



General Enquires Helpline: **+44 (0)371 664 0539**



Share Portal Helpline: **+44 (0)371 664 0391**

Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK are charged at the applicable international rate. The Helpline is open between 09:00 - 17:30 UK time, Monday to Friday excluding public holidays in England and Wales. The telephone helpline is provided in English language only.



Write to: **MUFG Corporate Markets Trustees (UK) Limited, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.** You may send your email in English or your local language. Responses will be in English only.



Email: shareinoursuccess@cm.mpms.mufg.com or for Share Portal enquiries: shareportal.uk@cm.mpms.mufg.com

To make sure you stay up to date about your shares, please keep your contact details current with the Trustee, who administer the Plan. If you change your email, postal address, or bank account, just update them in the 'Manage your account' section at www.babcock-shares.com.

If you change your name, please let HR know and they'll take care of notifying the Trustee for you.

Questions

The information in this booklet is for general guidance only. If you have any questions about the operation of the Plan, you can contact the Trustee, using the contact details contained in the "Help and information" section of this brochure.

However, neither the Trustee nor the Company can advise you as to whether it is in your best interests to participate in the Plan as this will depend on your personal circumstances. If you're unsure as to how to proceed, you should contact an independent financial adviser.

You should also remember that, as with any shares listed on the London Stock Exchange, the value of your Free Share award and shares may go up or down over time. The value of your Free Share award and shares may also be affected by changes in the exchange rate between British Pounds and your local currency.



Additional Information for EU employees

The following additional information is being provided, along with the rest of the brochure, to comply with Article 1 paragraph 4(i) of the Prospectus Regulation ((EU) 2017/1129), which is the employee share plan exemption from producing a prospectus.

Babcock International Group PLC ("Babcock") is a company registered in England and Wales under company number 02342138. Further information on Babcock can be found at www.babcockinternational.com. The reasons for the offer under the Plan are to motivate and retain employees through the benefits set out in the brochure. There is no numerical maximum number of shares that can be used for the Plan and the minimum is nil, if no employees choose to take up the offer under the Plan. Babcock can use newly issued or existing shares under the Plan. Shares issued under the Plan shall rank equally in all respects with shares of the same class then in issue and shall share the same voting and dividend rights. Precise details of the rights attaching to shares, which are ordinary shares, are set out in the Babcock Articles of Association.

Additional Information for New Zealand employees

This is an offer of Babcock International Group PLC ordinary shares ("Shares"). Shares are listed on the London Stock Exchange. This means you may be able to sell them on the London Stock Exchange if there are interested buyers, subject to the rules of the Plan (a summary of which has been provided to you separately). The price will depend on the demand for Shares.

Shares give you a stake in the ownership of Babcock International Group PLC. If dividends are paid, you'll receive additional shares instead of the cash dividends.

If Babcock International Group PLC runs into financial difficulties and is wound up, you'll be paid for your Shares only after all creditors have been paid.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision.

The usual rules do not apply to this offer because it is made under an employee share scheme and you're not required to pay for the Shares. As a result, you may not be given all the information usually required.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself if you're at all unsure.

Babcock International Group PLC will provide a copy of its latest annual report, financial statements and auditor's report at www.babcockinternational.com.

Additional Information for South Africa employees

This offer of Babcock International Group PLC ordinary shares is only being made to employees of the Babcock Group and is not a public offer.



Complaints

The Trustee have a procedure to help resolve complaints. If you have a complaint relating to the Plan, please contact the Trustee (contact details are given in the "Help and information" section of this brochure).



Scan below to find out more.

