

Babcock International Group PLC

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Audit Committee

9. Meetings shall be held not less than four times a year, and where appropriate will coincide
10. External auditors or internal auditors may request a meeting with the Committee or its Chairman if they consider that one is necessary.

Authority

11. The committee is authorised by the board to:
 - a. investigate any activity within its terms of reference;
 - b. seek any information that it requires from any employee of the company and all employees are directed to cooperate with any request made by the committee; and
 - c. obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

Responsibilities

12. The principal responsibilities of the committee shall be, in respect of the company and the Group as a whole, to:

monitor the integrity of the full year and half-yearly financial statements and any formal announcements relating to the , including ensuring that the external auditor has full access to company staff and records, and inviting challenge by the external auditor, giving due consideration to points raised and making changes to financial statements in response where appropriate;

make recommendations to the board, for it to put to the shareholders for their approval in general meeting, in relation to the appointment of the external auditor;

review and monitor at least once a year and objectivity and the e0000

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- Ø reviewing, before it is signed by management, any representation letter relating to the co

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17. The committee shall compile a report on how it has carried out its duties and activities during the year for inclusion in the annual report
18. The chair of the committee shall attend the AGM to answer shareholder questions on

Company Secretary

19. The Company Secretary should ensure that the committee receives relevant information and papers in a timely manner.

Minutes of meetings

20. The committee chair will decide whether it is appropriate to circulate copies of the minutes of committee meetings to all members of the board.
21. Final signed copies of the minutes of the committee should be maintained for the C