



NATIONALITY DECLARATION

The rights of the Babcock International Group PLC (the “**Company**”) to operate as an air operator could be withdrawn if the Company ceases to be majority owned and effectively controlled by qualifying European Economic Area (“**EEA**”) nationals.

The Company’s Articles of Association contain powers which may be used to limit the number of, or the exercise of voting and other rights attaching to, the Company’s shares in which non EEA nationals own interests and, if necessary, to require their compulsory disposal, and to restrict the transferability of such shares.

To comply with this requirement, this Nationality Declaration form must be completed by the Transferee(s) and sent to the Company’s registrar (Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL) along with the completed stock transfer form. If the form is not completed correctly, both it and the transfer may be rejected by the registrar.

The Company reserves the right to require evidence or information on any matter contained in this declaration.

DECLARATION BY THE TRANSFEREE(S) – read the notes below before completing	Tick as appropriate (one box only)
If the transfer is processed and this registration is completed, the shares will not be Affected Shares, as defined below.	
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Notes about the ‘Declaration’

“**Affected Shares**” means any share in the Company in which a Relevant Person has an interest.

“**Relevant Person**” means:

- (i) Any individual who is *not* a national of a Member State;
- (ii) Any body corporate *other than* a body which is incorporated under the laws of any part of, and which has its principal place of business and central management and control in, any Member State;
- (iii) A government or governmental department, agency or body, *otherwise than* of a Member State or any part thereof; and
- (iv) Any municipal, local, statutory or other authority formed or established in any country *other than* a Member State.

“**Member State**” means:

- (i) Any (or any part) of Austria, Belgium, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Republic of Ireland, Italy, Latvia, Liechtenstein, Luxembourg, Lithuania, Malta, The Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden, Switzerland and the UK; and
- (ii) Any state from time to time in respect of which no degree of ownership or control of the Company by that state or nationals of that state will jeopardise all or any part of any authority, permission, licence or privilege which enables an air service to be operated, however granted, of the Company or any subsidiary undertaking of the Company, as determined by the relevant regulations of air services to which the Company or any subsidiary undertaking of the company is subject to;

A person shall be deemed to have an “**Interest**” in relation to shares if:

- (i) Such person is the registered holder of the shares; or
- (ii) Not being the registered holder, such person is entitled to exercise any right corresponding to the shares or to control or direct the exercise of any such right or otherwise has a beneficial interest in the relevant shares.

Full name(s) of transferee(s) in BLOCK CAPITALS	Signature(s) of transferee(s) and capacity, if appropriate
1st named shareholder; 2nd joint shareholder; 3rd joint shareholder; 4th joint shareholder: Date: Notes:	1 st signature;..... 2nd signature; 3rd signature; 4th signature;
<ol style="list-style-type: none"> 1. This declaration should be made by the person(s) named in the accompanying transfer as the transferee(s). In the case of joint transferees all must sign. If signing for a deceased shareholder state capacity, e.g. Executor, below the signature. 2. A corporation may either affix its seal or complete this form by signature of a duly authorized officer or agent who should state their capacity, e.g. Director, below the signature. 3. If the completion of the declaration by the transferee(s) would lead to undue delay, the Company will accept a declaration made by a stockbroker, bank manager, solicitor or any other person duly authorised on behalf of the transferee(s), provided that the capacity of the signatory is stated below the signature. 	STAMP OF CORPORATE BODY OR AGENT ACTING FOR TRANSFEREE

Please return this declaration along with the completed transfer to:
 Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL