

21 October 2024

Reference: 101410

Attention: Scarlett de Lavaine
Australian Securities Exchange

By email: ListingsCompliancePerth@asx.com.au

Dear Sir/Madam,

Re: Babylon Pump & Power Ltd: Appendix 3Y – Change of Director’s Interest notice Query

Babylon Pump & Power Limited (“Babylon” or the “Company”) (ASX: BPP), refers to ASX’s letter dated 18 October 2024 and provides the following responses:

1. Please explain why the Appendices 3Y was lodged late.

The 11 October 2024 Appendix 3Ys and the amended 14 October 2024 Appendix 3Ys were lodged late as a result of an administrative oversight.

2. What arrangements does BPP have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The Company has reminded all Directors of the disclosure requirements set out in listing rules 3.19A and 3.19B and s205G of the Corporations Act 2001.

Each Director has been reminded of their obligations under Listing Rule 3.19A and the Company’s Securities Trading Policy, to advise the Company of changes in their holdings (direct and indirect) in the company’s securities, to enable the Company to comply with its obligations under the ASX Listing Rules to provide an Appendix 3Y to the ASX no more than 5 business days after the change has occurred.

3. If the current arrangements are inadequate or not being enforced, what additional steps does BPP intend to take to ensure compliance with Listing Rule 3.19B?

In addition to the action taken at point 2 above, the company has also put in place automated notifications with its share registry to ensure that directors and the company secretary are aware of movements in director and key management personnel’s interest in BPP securities. This process will ensure that all relevant parties are made aware of reportable security movements, which will assist Directors, and the company meet disclosure obligations.

Yours sincerely,

Michael Shelby
Managing Director and Company Secretary





18 October 2024

Reference: 101410

Mr Michael Shelby
Managing Director and Company Secretary
Babylon Pump & Power Limited

By email

Dear Mr Shelby

Babylon Pump & Power Limited ('BPP'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. BPP's four (4) x Appendices 3Y lodged on the ASX Market Announcements Platform ('MAP') on 11 October 2024 for:

- 1.1 Ms Louise Bower;
 - 1.2 Mr Patrick Maingard;
 - 1.3 Mr Michael Shelby; and
 - 1.4 Mr Chris Radin
- (the 'Notices')

2. Listing Rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity

all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notices indicates that a change in the notifiable interest for Ms Bower and Messrs Maingard, Shelby and Radin all occurred on 19 March 2024. It appears that the Notices should have been lodged with ASX by 26 March 2024. Consequently, BPP may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Ms Bower Messrs Maingard, Shelby and Radin and may have breached section 205G of the *Corporations Act 2001* (Cth).

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendices 3Y was lodged late.
2. What arrangements does BPP have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does BPP intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **4:00 PM AWST Wednesday, 23 October 2024**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, BPP's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require BPP to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in BPP's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in BPP's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to BPP's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that BPP's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Yours sincerely

ASX Compliance