



23 October 2023

Dear Shareholders

ANNUAL GENERAL MEETING

The Annual General Meeting of Babylon Pump & Power Limited (**Company**) is scheduled to be held on Thursday, 23 November 2023 at 10.30pm (WST) (**Meeting**).

In accordance with the Treasury Laws Amendment (2021 Measures No.1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below.

The Company **strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting**. Questions should also be submitted in advance of the meeting as this will provide management with the best opportunity to prepare for the meeting, for example by preparing answers in advance to Shareholder questions. However, votes and questions may also be submitted during the Meeting.

Please find below links to important Meeting documents:

- Notice of Meeting and Explanatory Memorandum:
www.babylonpumpandpower.com/s/BPP-NOM-2023

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in future, please update your Shareholder details online at <https://investor.automic.com.au/#/home> and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. If you are unable to access the Notice of Meeting and Explanatory Memorandum online please contact the Company Secretary, Matt Goldfinch, on +61 8 9454 6309 or via email at mgoldfinch@babylonpumpandpower.com.

The Australian government and the respective State governments have previously implemented a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's web site at www.babylonpumpandpower.com.au and the Companies ASX Announcement Platform at asx.com.au (ASX: BPP).

Sincerely

M Goldfinch
Company Secretary and Chief Financial Officer





**Babylon Pump & Power Limited
ACN 009 436 908**

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Babylon Pump & Power Limited will be held at the Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000 on 23 November 2023 at 10:30am (WST).

If you are unable to attend the meeting, you may complete the Proxy Form (enclosed) and return it to the Company as soon as possible and in any event so it is received by the Company Secretary at the place specified in the Proxy Form no later than 2 business days prior to the time of commencement of the meeting.

The Company is taking precautions to facilitate an in-person meeting. If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person meeting, the Company will provide an update ahead of the meeting by way of an ASX announcement.

THIS DOCUMENT IS IMPORTANT

This Notice should be read in its entirety. If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9454 6309.

The **2023 Annual Report** can be viewed on the Company's website at www.babylonpumpandpower.com

BABYLON PUMP & POWER LIMITED

ACN 009 436 908

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Babylon Pump & Power Limited (**Company**) will be held at the Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000 on 23 November 2023 at 10:30am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 21 November 2023 at 4:00pm (WST). Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to vote.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: There is no requirement for Shareholders to approve these statements.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions set out in the Explanatory Memorandum."

The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Prohibition Statement: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Director – Ms Louise Bower

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 6.1(f) of the Constitution and for all other purposes, Ms Louise Bower, a Director, retires and being eligible, is re-elected as a Director on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3 – Election of Director – Mr Chris Radin

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 6.1(e) of the Constitution and for all other purposes, Mr Chris Radin, being eligible, is elected as a Director on the terms and conditions set out in the Explanatory Memorandum."

4. Resolution 4 – Increase of Non-Executive Director Fee Pool

To consider and, if thought fit, with or without amendment, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of, ASX Listing Rule 10.17, clause 6.3 of the Company's Constitution and for all other purposes, with effect from the closing of this meeting, the maximum aggregate amount of Directors' fees payable to the Company's non-executive Directors per annum be increased by A\$250,000 per annum, from A\$250,000 to A\$500,000 per annum, such fees to be allocated to the Directors as the Board of Directors may determine."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Directors or any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- The above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. Resolution 5 – Approval of Incentive Awards Plan

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That the Company’s employee incentive scheme titled “Incentive Awards Plan” and issue of up to 200,000,000 Equity Securities under the scheme is approved under and for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any Associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (iii) a member of the Key Management Personnel; or
 - (iv) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- The above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 6 – Issue of Performance Rights to Director Louise Bower

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14, sections 195(4), 200B, 200E and 208 of the Corporations Act, and for all other purposes, approval is given for the

Company to issue and allot 5,000,000 Performance Rights to Director Louise Bower (or her nominee) under the Incentive Awards Plan on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Louise Bower, a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Awards Plan, or an officer of the entity or any of its child entities who is entitled to participate in a termination benefit under the Plan, or any of their associates (**Resolution 6 Excluded Party**). However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with section 224 of the Corporations Act, no vote can be cast on this Resolution by or on behalf of a related party of the Company to whom this Resolution would permit the financial benefit to be given or their associates. However, this does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party or associate mentioned above.

7. Resolution 7 – Issue of Performance Rights to Director Patrick Maingard

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14, sections 195(4), 200B, 200E and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot 5,000,000 Performance Rights to Director Patrick Maingard or his nominee under the Incentive Awards Plan on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Patrick Maingard, a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Awards Plan, or an officer of the entity or any of its child entities who is entitled to participate in a termination benefit under the Plan, or any of their associates (**Resolution 7 Excluded Party**). However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with section 224 of the Corporations Act, no vote can be cast on this Resolution by or on behalf of a related party of the Company to whom this Resolution would permit the financial benefit to be given or their associates. However, this does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party or associate mentioned above.

8. Resolution 8 – Issue of Performance Rights to Director Chris Radin

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14, sections 195(4), 200B, 200E and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot 5,000,000 Performance Rights to Director Chris Radin or his nominee under the Incentive Awards Plan on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Chris Radin, a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Awards Plan, or an officer of the entity or any of its child entities who is entitled to participate in a termination benefit under the Plan, or any of their associates (**Resolution 8 Excluded Party**). However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 8 Excluded Party, above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with section 224 of the Corporations Act, no vote can be cast on this Resolution by or on behalf of a related party of the Company to whom this Resolution would permit the financial benefit to be given or their associates. However, this does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party or associate mentioned above.

9. Resolution 9 – Issue of Performance Rights to Managing Director Michael Shelby

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.14, sections 195(4), 200B, 200E and 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue and allot 34,000,000 Performance Rights to Managing Director Michael Shelby or his nominee under the Incentive Awards Plan on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Michael Shelby, a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Awards Plan, or an officer of the entity or any of its child entities who is entitled to participate in a termination benefit under the Plan, or any of their associates (**Resolution 9 Excluded Party**). However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (c) the proxy is either:
 - (iii) a member of the Key Management Personnel; or
 - (iv) a Closely Related Party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with section 224 of the Corporations Act, no vote can be cast on this Resolution by or on behalf of a related party of the Company to whom this Resolution would permit the financial benefit to be given or their associates. However, this does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a related party or associate mentioned above.

10. Resolution 10 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue Equity Securities provided for under Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

BY ORDER OF THE BOARD



Matthew Goldfinch
Company Secretary
Dated: 5 October 2023

BABYLON PUMP & POWER LIMITED

ACN 009 436 908

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Cottesloe Room, Australian Institute of Company Directors, Level 1, Allendale Square, 77 St Georges Terrace, Perth 6000 on 23 November 2023 at 10:30am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders when deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of this Explanatory Memorandum.

1. Action to be taken by Shareholders and proxies

1.1 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.2 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, complete and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:30am (WST) on 21 November 2023, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2. Annual Report

In accordance with section 317(1) of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available by contacting the registered office on +61 9454 6309 or emailing admin@babylonpumpandpower.com;
- (b) ask questions or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five (5) Business Days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 - Adoption of Remuneration Report

3.1 Background

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified management and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be

held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office and may stand for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Resolution will not be relevant for this Annual General Meeting.

Please note, if the Remuneration Report receives a Strike at this Meeting and a second Strike is received at the 2024 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

3.2 Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 - Re-election of Director – Ms Louise Bower

4.1 Background

Clause 6.1(f) of the Constitution requires that one third of Directors (excluding the Managing Director and any Directors appointed to a casual vacancy by the Board who are subject to re-election under clause 6.1(e) of the Constitution) rounded down to the nearest whole number, must retire at each annual general meeting of the Company and will be eligible for re-election.

The Company currently has 3 Directors subject to retirement by rotation under clause 6.1(f) of the Constitution, therefore one Director must retire under Clause 6.1(f).

In accordance with clause 6.1(g) of the Constitution, Ms Louise Bower, being the Director who has been longest in office since last being re-elected, is the Director who must retire by rotation under Resolution 2.

A brief CV of Ms Bower is included in the Directors' Report.

The Board considers that Ms Bower is an independent Director.

4.2 Recommendation

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Ms Bower) recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Election of Director – Mr Chris Radin

5.1 Background

Clause 6.1(e) of the Constitution requires that a director, other than the managing director, appointed casually by the Board under rule 6.1(d) of the Constitution must retire from office at the next annual general meeting following his or her appointment.

Mr Chris Radin who was appointed as a director on 1 March 2023, will retire pursuant to Clause 6.1(e) and, being eligible, seeks election as a director.

A brief CV of Mr Radin is included in the Directors' Report.

The Board considers that Mr Radin is an independent Director.

5.2 Recommendation

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

The Board (excluding Mr Radin) recommends that Shareholders vote in favour of Resolution 3.

6. Resolution 4 – Increase of Non-Executive Director Fee Pool

6.1 Background

Clause 6.3 of the Constitution requires that the remuneration of non-executive Directors may not exceed in total in any year the amount fixed by the Company in general meeting for that purpose, with the total aggregate fixed sum divided between the Directors as the Directors shall determine or, in default of agreement between them, equally.

Listing Rule 10.17 provides that an entity must not increase the total aggregate of Directors fees for non-executive Directors without the approval of holders of its ordinary shares.

The current aggregate remuneration amount was last approved at the Company's annual general meeting in 2004, and details of fees paid to non-executive Directors for the financial year ended 30 June 2023 are included in the Remuneration Report.

The total aggregate fixed sum per annum to be paid to the non-executive Directors is currently set at \$250,000.

Resolution 4 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors by \$250,000 to \$500,000.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will have an increased non-executive Directors fees pool of \$500,000 which will increase the Company's ability to retain existing non-executive Directors and to attract additional non-executive Directors.

If Resolution 4 is not passed this will not affect the proposed remuneration of the current non-executive Directors for the current financial year but in the long term this may affect the Company's ability to retain existing non-executive Directors and to attract additional non-executive Directors.

6.3 Addition information required by Listing Rule 10.17

The total amount of Directors' fees payable includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits on a pre-tax basis. It does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Company's Constitution, or securities issues to a non-executive Director under Listing Rule 10.11 or 10.14 with the approval of the Company's Shareholders.

The total aggregate fixed sum per annum to be paid to the non-executive Directors is currently set at \$250,000.

Resolution 4 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors by \$250,000 to \$500,000.

In accordance with Listing Rule 10.17, set out below are details of all securities issued to non-executive directors under Listing Rule 10.11 or 10.14 with Shareholder approval at any time in the preceding 3 years:

Related Party	Number and Type of Securities	Approval Date	Listing Rule
Current Non-executive Directors			
James Cullen	130,000,000 Performance Rights	30 11 2022	10.14
Louise Bower	4,000,000 Performance Rights	30 11 2022	10.14
Patrick Maingard	15,710,868 Performance Rights	15 11 2020 & 30 11 2022	10.14
Former Non-executive Directors			
Michael Kenyon	3,345,813 Performance Rights	15 12 2020	10.14
Total	153,056,681 Performance Rights		

The Company proposes to pay non-executive Directors a total of \$166,500 in Directors' fees for the 2024 financial year including superannuation.

The total aggregate fixed sum per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

A voting exclusion statement has been included in the Notice of Meeting.

Due to the Directors' interest in this Resolution, the Directors make no recommendation to Shareholders on Resolution 4. The Chair intends to direct all undirected proxies in favour of Resolution 4.

7. Resolution 5 - Approval of Incentive Awards Plan

7.1 Background

The Company considers it is desirable to maintain its employee incentive scheme called the "Incentive Awards Plan" (**Plan**) under which the Company can issue Equity Securities in the form of Shares, Options and Performance Rights (together, **Awards**).

The objective of the Plan is to attract, motivate and retain key officers, employees and consultants of the Company by providing them with the opportunity to acquire Equity Securities that allow them to participate in the future growth of the Company.

Resolution 5 seeks Shareholder approval for the issue of Awards under the Plan, in accordance with Listing Rule 7.2 (Exception 13(b)), such that the issue of Awards under it, up to the maximum number referred to below, will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 for a period of 3 years from the date the resolution is passed.

7.2 ASX Listing Rule 7.2 (Exception 13(b))

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) provides that issue of Equity Securities under an employee incentive scheme within period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme is an exception to ASX Listing Rule 7.1.

In accordance with the requirements ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to the proposed issue of Equity Securities under the Plan:

- (a) a summary of the terms of the Plan is provided in Schedule 2;
- (b) a total of 149,710,868 Equity Securities have previously been issued under the Plan since the Plan was last approved by Shareholders under Listing Rule 7.2 (Exception 13) on 30 November 2022; and
- (c) the maximum number of Equity Securities proposed to be issued under the Plan over the three years following Shareholder approval (inclusive of the Performance Rights proposed to be issued under Resolutions 6-9) is 200,000,000. This maximum is 8.1% of the Shares currently on issue.

If Resolution 5 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability under Listing Rule 7.1 to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

If Resolution 5 is not passed, the Company will still be able to proceed with the issue of Equity Securities under the Plan to eligible participants but any issue will reduce the Company's 15% placement capacity under Listing Rule 7.1 for the 12 month

period following the issue of the Equity Securities unless issued under another exception under Listing Rule 7.2 (for example with Shareholder approval under Listing Rules 10.11 or 10.14 where issued to a related party).

For the avoidance of doubt, the Company will need separate Shareholder approval under Listing Rule 10.14 in respect of any future issue of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. For this reason, the Company is also seeking approval under Resolutions 6-9 for the issue of Performance Rights to Directors Ms Louise Bower, Mr Patrick Maingard, Mr Chris Radin and Mr Michael Shelby (or their nominees) pursuant to the Plan.

7.3 Additional Information

Resolution 5 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 5 due to their potential personal interests in the outcome of the Resolution.

8. Resolutions 6 – 9 Issue of Performance Rights to Directors

8.1 Background

Under the Company's Employee Equity Incentive Plan, the Company may issue Shares, Options or Performance Rights.

It is proposed that, subject to Shareholder approval, a total of 49,000,000 Performance Rights (**Related Party Performance Rights**) be issued to Directors Ms Louise Bower, Mr Patrick Maingard, Mr Chris Radin and Mr Michael Shelby (or their nominees) (each a **Related Party** and together the **Related Parties**).

These Related Party Performance Rights, and any Shares issued as a result of the conversion of the Related Party Performance Rights, will only vest to the specified Director on the attainment of predefined vesting conditions as detailed in Schedule 3.

Resolutions 6 - 9 seek Shareholder approval for the grant of the Related Party Performance Rights to the Related Parties.

8.2 Related Party Transaction

Under the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of the Related Party Performance Rights to the Related Parties, under the Plan, unless an exception applies, requires the Company to obtain Shareholder

approval because this constitutes giving a financial benefit and, as the Related Parties are Directors, they are related parties of the Company.

It is the view of Directors that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Performance Rights to the Related Parties in accordance with section 208 of the Corporations Act.

8.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- (a) a director of the company;
- (b) an associate of a director; or
- (c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolutions 6-9 are passed, the Related Party Performance Rights will be issued to the Related Parties, who are Directors of the Company, or their nominees. Therefore, the Company requires Shareholder approval in accordance with ASX Listing Rule 10.14 to issue the Related Party Performance Rights to the Related Parties (or their nominees).

If a Resolution is not passed, the Company will not be able to grant the Related Party Performance Rights the subject of that Resolution and will need to assess whether alternative incentives are to be offered to the relevant Related Party.

8.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.14)

Pursuant to and in accordance with the requirements of Section 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Related Party Performance Rights:

- (a) the Related Parties are related parties by virtue of being Directors of the Company and so fall under Listing Rule 10.14.1. If the Related Party Performance Rights are granted to a nominee of a Related Party, the nominee will be an Associate of the Related Party and fall under Listing Rule 10.14.2;
- (b) a total of 49,000,000 Performance Rights (being the nature of the financial benefit being provided) are proposed to be granted to the Related Parties (or their nominees) as follows:

Related Party	Number of Related Party Performance Rights		
	Class E	Class F	Total
Louise Bower	1,500,000	3,500,000	5,000,000
Patrick Maingard	1,500,000	3,500,000	5,000,000
Chris Radin	1,500,000	3,500,000	5,000,000
Michael Shelby	10,200,000	23,800,000	34,000,000

Total	14,700,000	34,300,000	49,000,000
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- (c) the current total remuneration package of the Related Parties (inclusive of superannuation and equity-based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the Related Party Performance Rights proposed to be granted under Resolutions 6-9;

Related Party	Current financial year to 30 June 2024 (estimate)¹	Financial year Ended 30 June 2023	Financial year Ended 30 June 2022
Patrick Maingard	\$86,050	\$234,752 ²	\$246,056 ³
Louise Bower	\$86,050	\$58,023 ⁴	\$36,667 ⁵
Chris Radin	\$86,050	\$18,417 ⁶	-
Michael Shelby	\$510,000	\$512,564 ⁷	\$420,425 ⁸

Notes:

1. Inclusive of salary/fees, superannuation and estimated expense of the Performance Rights the subject of Resolutions 6-9 that the Company estimates will vest.
 2. Comprising \$90,331 fee, \$2,625 superannuation and \$141,796 performance rights expense
 3. Comprising \$150,000 salary, \$15,000 superannuation and \$81,056 performance rights expense
 4. Comprising \$58,023 fee and \$2,773 performance rights expense
 5. Comprising \$36,667 fee.
 6. Comprising \$18,417 fee
 7. Comprising \$270,000 salary, \$28,350 superannuation and \$214,214 performance rights expense
 8. Comprising \$270,000 salary, \$27,000 superannuation and \$123,425 performance rights expense.
- (d) Ms Bower (and her associates) have previously been issued 4,000,000 Performance Rights under the Plan at a nil acquisition cost. Mr Maingard (and his associates) have previously been issued 15,710,868 Performance Rights under the Plan at a nil acquisition cost. Mr Radin (and his associates) have not previously been issued any Awards under the Plan. Mr Shelby (and his associates) have previously been issued 22,995,000 Performance Rights under the Plan at a nil acquisition cost.
- (e) the Related Party Performance Rights are subject to the vesting conditions and other material terms set out in Schedule 3 and are otherwise subject to the terms and conditions of the Plan, which are summarised in Schedule 2;
- (f) the Company wishes to grant Related Party Performance Rights to the Related Parties as they are a cost effective mechanism to incentivise the Related Parties, they minimize dilution to Shareholders compared with the grant of Options and are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;
- (g) the Related Party Performance Rights proposed to be issued to the Related Parties have been valued internally by the Company on the basis that each Performance Right has a value equal to a Share, being \$0.005 based on the closing Share price on 5 October 2023. The valuation assumes all vesting conditions are fully met. To the extent vesting conditions are not met and

Performance Rights lapse, the total value of the Performance Rights granted will be less than the amounts in the table below;

	Value of Performance Rights		
Related Party	Class E	Class F	Total
Louise Bower	\$7,500	\$17,500	\$25,000
Patrick Maingard	\$7,500	\$17,500	\$25,000
Chris Radin	\$7,500	\$17,500	\$25,000
Michael Shelby	\$51,000	\$119,000	\$170,000
Total	\$73,500	\$171,500	\$245,000

- (h) the Related Party Performance Rights will be granted to the Related Parties (or their nominee) no later than 3 years after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date;
- (i) the Related Party Performance Rights will be granted for nil cash consideration, accordingly no funds will be raised;
- (j) a summary of the Plan, which applies to the Related Party Performance Rights, is set out in Schedule 2;
- (k) no loan has or will be provided to the Related Parties in relation to the issue or subsequent exercise of the Related Party Performance Rights;
- (l) details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 6-9 are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule;
- (n) as at the date of this Notice of Meeting, the Related Parties have the following relevant interest in the following Company securities (excluding Performance Rights proposed to be granted under this Notice of Meeting):

Related Party	Shares	Performance Rights
Louise Bower ¹	-	2,901,588
Patrick Maingard ²	10,456,112	10,119,192
Chris Radin	-	-
Michael Shelby ³	15,963,493	14,810,819

Notes:

- 1 Held indirectly by Kaynadan Pty Ltd ATF The Bower Family Trust.
- 2 Held by Patrick Maingard ATF the Valetta Trust, of which Mr Maingard is a beneficiary.

- 3 8,963,493 Shares held directly. 7,000,000 Shares held indirectly by West Feliciana Holdings Pty Ltd ATF The Second Shelby Family Trust.
- (o) if all of the Performance Rights are granted under Resolutions 6-9 to the Related Parties and are exercised, a total of 49,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 2,462,076,976 to 2,511,06,976 (assuming that no other Options or Performance Rights are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 1.95%;
- (p) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price	Date
Highest	\$0.007	27 April 2023
Lowest	\$0.004	2 October 2023
Last	\$0.005	5 October 2023

- (q) the Board acknowledges the issue of Performance Rights to the Related Parties who are non-executive Directors is contrary to the guidelines to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (4th Edition) as published by The ASX Corporate Governance Council. However, the Board considers the issue of Performance Rights to those Related Parties is reasonable in the circumstances having regard to the size and level of operations of the Company, its cash reserves and importance to the Company of attracting and retaining non-executive Directors in a manner which does not unduly impact on the Company's cash resources;
- (r) the primary purpose of the grant of Performance Rights to the Related Parties is to provide a performance linked incentive component in the overall remuneration package for each Related Party to motivate and reward the performance of the Related Party in their respective roles as Directors and to assist the Company in retaining their services and expertise in a manner which does not unduly impact on the cash reserves of the Company; and
- (s) the Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed. The vesting performance criteria attached to the Performance Rights aims to ensure that significant value is created prior to the Performance Rights vesting to the Related Parties.

8.5 Directors' recommendations

Each of Ms Bower, Mr Maingard, Mr Radin and Mr Shelby declines to make a recommendation to Shareholders in relation to the Resolution relating to the issue of Performance Rights to themselves (or their nominee) due to their material personal interest in the outcome of the Resolution on the basis that they are to be granted Performance Rights in the Company should the Resolution be passed. However, in respect of the Resolutions dealing with the issue of the Performance Rights to each of the other Directors, each of Ms Bower, Mr Maingard, Mr Radin and Mr Shelby recommends that Shareholders vote in favour of Resolutions 6-9 for the following reasons:

- (a) the issue of Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
- (b) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

In forming their various recommendations, each Director considered the qualifications and experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Performance Rights to be issued as well as the expiry date, vesting conditions and other material terms of those Performance Rights.

Except as specified above, no other Director has a personal interest or other interest in the outcome of Resolutions 6-9

The Board is not aware of any information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6-9.

9. Resolution 10 – Approval of 10% Placement Facility

9.1 General

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company may, without shareholder approval, issue or agree to issue that number of Equity Securities that total up to 15% of the number of fully paid, ordinary securities on issue 12 months before the issue or agreement to issue.

ASX Listing Rule 7.1A provides that, in addition to the 15% placement capacity permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in ASX Listing Rule 7.1 (**10% Placement Facility**).

An eligible entity is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company has one class of quoted equity securities on issue, being ordinary shares (ASX Code: BPP).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue quoted Equity Securities under the 10% Placement Facility available under ASX Listing Rule 7.1A. The maximum number of quoted Equity Securities that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 10 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 10 is not passed, the Company will not be able to access the additional 10% capacity to issue quoted Equity Securities without Shareholder approval available under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.2 Description of Listing Rule 7.1A and information required by Listing Rule 7.3A

(a) 10% Placement Period

If Shareholders approve Resolution 10, the Company's ability to issue quoted Equity Securities under the 10% Placement Facility will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting;
- (iii) the time and date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.1 or 11.2,

(the **10% Placement Period**).

(b) Minimum Issue Price

The issue price of quoted Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) Purpose of Funds Raised

Funds raised from the issue of quoted Equity Securities under the 10% Placement Facility are intended to be used towards working capital, purchases of specialised equipment required for rental purposes, the acquisition of new assets and investments and corporate and administration costs.

(d) Economic and Voting Dilution Risk

If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing

Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100% and the voting dilution impact of such an increase. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share Capital (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.002 (50% decrease in Share price)	\$0.004 (Current Share Price)	\$0.008 (100% increase in Share price)
2,462,076,976 (Current Shares)	Number of Shares	246,207,698		
	Funds raised	\$492,415	\$984,831	\$1,969,662
3,693,115,464 (50% increase in Shares)	Number of Shares	369,311,546		
	Funds raised	\$738,623	\$1,477,246	\$2,954,492
4,924,153,952 (100% increase in Shares)	Number of Shares	492,415,395		
	Funds raised	\$984,831	\$1,969,662	\$3,939,323

The table has been prepared on the following assumptions.

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options or Performance Rights (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.

- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused by their own shareholding depending on the specific circumstances.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The current issue price is \$0.005 being the closing price of the Shares on the ASX on 5 October 2023.
- (viii) The Company will only issue the Equity Securities during the 10% Placement Period.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors set out in the Company's allocation policy, including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Substantial Holders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Use of 10% Placement Facility in prior 12 months

The Company obtained Shareholders' approval for its 10% Placement Facility at its previous annual general meeting held on 30 November 2022.

During the 12-month period preceding the date of this Meeting, being on and from 23 November 2023, the Company has not issued any Equity Securities under ASX Listing Rule 7.1A.

(g) Voting Exclusion

A voting exclusion statement is not included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

SCHEDULE 1 - DEFINITIONS

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 9 of the Explanatory Memorandum.

10% Placement Period has the meaning given in Section 9 of the Explanatory Memorandum.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2023.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASIC means *Australian Securities and Investments Commission*.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Babylon** means Babylon Pump & Power Limited ACN 009 436 908.

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Notice.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities in the Annual Report.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Financial Report means the financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company or, if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Officer has the same meaning, as the context requires, given in paragraphs (a) and (b) of the definition of 'officer' of a corporation, or in paragraphs (a) and (b) of the definition of 'officer' of an entity that is neither an individual nor a corporation, in each case in section 9 of the Corporations Act.

Option means an option to be issued a Share.

Proxy Form means the proxy form attached to the Notice.

Related Party Performance Rights has the meaning given in section 8 of this Explanatory Memorandum.

Remuneration Report means the remuneration report of the Company in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means an ordinary share in the issued capital of the Company.

Shareholder means a shareholder of the Company.

Substantial Holder has the meaning given in the Listing Rules.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

WST means Western Standard Time, being the time in Perth, Western Australia.

SCHEDULE 2 – SUMMARY OF INCENTIVE AWARDS PLAN

(a) Eligibility

The Board may invite full or part time employees and directors of, and consultants to, the Company or an Associated Body Corporate of the Company to participate in the Plan (**Eligible Participant**).

Eligible Participants do not possess any right to participate in the Plan, as participation is solely determined by the Board.

(b) Offer of Awards

The Plan will be administered by the Board which may, in its absolute discretion, invite an Eligible Participant to apply for Incentive Options or Performance Rights (each an **Award**) from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

- (i) the Eligible Participant's length of service with the Group;
- (ii) the contribution made by the Eligible Participant to the Group;
- (iii) the potential contribution of the Eligible Participant to the Group; or
- (iv) any other matter the Board considers relevant.

(c) Number of Awards

The number of Awards to be offered to an Eligible Participant will be determined by the Board in its discretion and in accordance with the rules of the Plan and applicable law.

(d) Conversion

Subject to any adjustment permitted under the Plan, each Award is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(e) Consideration

Awards issued under the Plan will be issued for no consideration.

(f) Exercise price

The exercise price for Awards offered under the Plan (if any) will be determined by the Board.

(g) Vesting conditions

The Board may impose vesting conditions, including performance-related conditions, on the right of a participant to exercise Awards granted under the Plan.

The Board may in its absolute discretion, by written notice to a holder, resolve to waive any of the vesting conditions applying to an Award.

(h) Dealings in Awards

An Award is non-transferable other than in Special Circumstances (as defined in the Plan) with the consent of the Board (which may be withheld in its discretion).

(i) **Exercise of Awards**

A participant in the Plan will be entitled to exercise their Awards in respect of which the vesting conditions have been met provided the Awards have not lapsed. A holder may exercise Awards by delivering an exercise notice to the Company secretary along with the Awards certificate and paying the applicable exercise price of the Awards (if any) multiplied by the number of Awards proposed to be exercised.

Within ten Business Days of receipt of the required items, the Company will, subject to the ASX Listing Rules and the Plan, issue to the participant the relevant number of Shares.

(j) **Lapse of Awards**

Awards held by a participant in the Plan will lapse if:

- (i) the vesting conditions attaching to the Performance Rights are not satisfied or become incapable of satisfaction (and are not waived by the Board);
- (ii) in respect of an unvested Award, the holder ceases to be an Eligible Participant and the Board does not exercise its discretion to vest the Award or allow it to remain unvested;
- (iii) in respect of a vested Award, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Award must be exercised within one (1) month (or such later date as the Board determines), and the Award is not exercised within that period and the Board resolves, at its discretion, that the Award lapses as a result;
- (iv) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Plan;
- (v) the Board, in its discretion, resolving an Award lapses as a result of an unauthorised disposal of, or hedging of, the Award;
- (vi) in respect of an unvested Award, a winding up resolution or order is made, and the Award does not vest in accordance with rules of the Plan; and
- (vii) the Expiry Date of the Award.

(k) **Restrictions on Shares**

The Board may, in its discretion, determine at any time up until exercise of an Award, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Award, up to a maximum of fifteen (15) years from the Acquisition Date of the Award.

Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.

(l) **Limitation on offers**

Where an Invitation is to be made that involves an Applicant or the Participant paying monies to the Company on the issue or exercise of Awards offered under the Invitation (eg an Invitation for Options with an Exercise Price), and the Company wishes to rely on the ESS Provisions in respect of the Invitation, the Board must reasonably believe, when making that Invitation, that:

- (i) the number of Shares to be issued under the Invitation, or issued on exercise of the Award offered under the Invitation, when aggregated with;
- (ii) the number of Shares issued or that may be issued as a result of Invitations made under the Plan or any other employee share scheme during the 3 year period prior to the date of the Invitation;

will not exceed 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution.

(m) **Additional Terms and Conditions**

- (i) An Award does not entitle a participant to vote on any resolutions proposed at a general meeting of Shareholders.
- (ii) An Award does not confer any right to a return of capital, whether in a winding up, or upon a return of capital or otherwise, or a right to participate in surplus profit or assets of the Company upon a winding up.
- (iii) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Awards have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Awards.
- (iv) There are no participating rights or entitlements inherent in the Awards and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of Awards without exercising the Options or Performance Rights, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.
- (v) There is no right to a change in the exercise price or in number of underlying Shares over which an Award can be exercised, except to the extent an Offer otherwise provides where permitted by the ASX Listing Rules.
- (vi) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Award to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at the time of the reorganisation.
- (vii) Subdivision 83A-C of Chapter 2 of the *Income Tax Assessment Act 1997* (Cth) applies to the Awards except to the extent an Offer provides otherwise.
- (viii) No issue or allocation of Awards and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

SCHEDULE 3 – RELATED PARTY PERFORMANCE RIGHTS VESTING CONDITIONS

Class E Performance Rights

The Class E Performance Rights are subject to a vesting condition that the Company (on a consolidated basis) maintains a TRIFR of below 2.6 for the financial year ending 30 June 2024.

A TRIFR of 2.6 has been chosen as the Company considers it to be 50% better than the industry average. As at the date of this Notice of Meeting, the Company has a TRIFR of 0 which it intends to maintain.

The Board will determine whether this vesting condition has been met by 30 September 2024.

Subject to the above vesting condition being met, 50% of the Class E Performance Rights will vest on 30 June 2025 and 50% will vest on 30 June 2026.

The Class E Performance Rights will expire 4 years from issue.

Class F Performance Rights

The Class F Performance Rights are subject to a vesting condition that the Company (on a consolidated basis) achieves earnings per share (**EPS**) growth of at least 10% for the financial year ending 30 June 2024 based on audited accounts as follows.

Target EPS growth*	Stretch EPS growth	% to Vest at Target Performance	% to Vest at Stretch Performance
10%	15%	75%	100%

* If less than 10% EPS growth is achieved, none of the Class F Performance Rights will vest. Straight-line vesting applies to performance between target and stretch. The Board may, acting reasonably, adjust the Vesting Condition to take into account any significant non-cash items (for example impairment losses), acquisitions or divestments, revenue received in the form of government grants, rebates or other payments, and one-off events/non-recurring items where appropriate.

The Board will determine by 30 September 2024 whether and to what extent this Vesting Condition has been met and the number of Class E Performance Rights that are capable of vesting.

To the extent any Class F Performance Rights are determined to be capable of vesting, 50% will vest on 30 June 2025 and 50% will vest on 30 June 2026.

The Class F Performance Rights will expire 4 years from issue.

All Classes of Performance Right

Class E and F Performance Rights will automatically vest on a Change of Control on a pro rata basis reflecting performance against the vesting conditions to the date of the Change of Control, as determined by the Board (comprising the Directors immediately prior to the Change of Control) acting reasonably.

Class E and F Performance Rights do not:

- (a) entitle the holder to vote on resolutions at a general meeting of shareholders of the Company except as otherwise required by law or where the resolution is to amend the rights attaching to the Performance Rights;
- (b) confer any right to a return of capital, whether in a winding up, or upon a return of capital

or otherwise;

- (c) confer any right to participate in surplus profit or assets of the Company upon a winding up of the Company; or
- (d) confer an entitlement to participate in or receive any dividend.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.30am (AWST) on Tuesday, 21 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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