




Code of Conduct

Babylon Pump & Power Limited

(ACN 009 436 908)

Adopted by the Board on 31 August 2023

Document Title:	BAB-HR-POL-008 Rev1 4.11 Code of Conduct Policy	Status:	Release
Owner Responsible:		Date Last Updated:	01/09/2023
Approved by:	Michael Shelby 	Revision Number	1

Babylon Pump & Power Limited - Code of Conduct

As member of Babylon Pump & Power Limited (BPP, the Company), we represent the company and as such, it is our responsibility to ensure compliance with applicable laws, regulations and BPP standards wherever we operate. Failure to do so may expose the company to severe brand damage, loss of clients, a decline in regulatory and public confidence, fines or other penalties.

1 Introduction

- (a) This code of conduct, which has the full endorsement of the BPP board of directors, sets out the way the Company conducts business (**Code**). The Company will carry on business honestly and fairly, acting only in ways that reflect well on the Company in strict compliance with all laws and regulations.
- (b) The purpose of this Code is to guide the behavior of everyone in the Company (including all employees, contractors, consultants, managers and the Board, including temporary employees, contractors and directors of the Company) (collectively, **Employees**) by clearly stating the Company's firm commitment to behaving honestly and fairly.
- (c) All Employees are required to understand and comply with their obligations under this Code.
- (d) If Employees are not sure that a proposed action is appropriate, they should ask the Managing Director or Company Secretary for guidance before acting.

The Code of Conduct is available in the "Corporate Governance" section of the Company's website.

2 Employee's responsibilities

- (a) Each Employee is responsible for complying with this Code both in detail and in spirit. Everyone must:
 - (i) act in accordance with the Company's values and the best interests of the Company;
 - (ii) act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships;
 - (iii) comply with all laws and regulations that apply to the Company and its operations and avoid any illegal or unethical activity;
 - (iv) act ethically and responsibly;
 - (v) avoid conflicts between the Company's interests and personal interests;
 - (vi) treat fellow staff members with respect and not engage in bullying, harassment, discrimination or other forms of detrimental conduct;
 - (vii) deal with customers and suppliers fairly;
 - (viii) protect the Company's business assets;

- (ix) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
 - (x) not take advantage of their position or the opportunities arising therefrom for personal gain; and
 - (xi) report breaches of this Code to an appropriate person in the Company as set out in section 16 of the Code.
- (b) It is the responsibility of all of the Company's people, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout the Company.
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3 Responsibility and accountability of the Board and Managers

The Board is responsible for the contents of the Code and its periodic updating. The Managing Director and managers at all levels of the Company are responsible for ensuring that all Employees understand and follow this Code.

4 Consultants' responsibilities

Individuals or organisations contracting to, consulting for, or representing the Company, or both, must comply with this Code in the same way as the Company employees. The Company employees who engage contractors or consultants should ensure that they are provided with a copy of relevant the Company policies, including this Code.

5 Compliance with law

- (a) The Company will only conduct business by lawful and ethical means. Legal responsibilities change and Employees at all levels must keep themselves informed and comply with all legal responsibilities.
 - (b) Depending on their individual responsibilities, Employees must be familiar with corporate, competition and consumer, taxation, employment, work health and safety, equal opportunity and discrimination, privacy and environmental laws and regulations as well any of the Company's internal policies in relation to such matters.
 - (c) All Employees have an obligation to understand and work within these requirements. If Employees do not understand their responsibilities and the Company's obligations, they must seek guidance from their manager or Managing Director.
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6 Avoiding conflicts of interest

- (a) A conflict of interest arises when an employee is in a decision-making position and participates in an activity or acquires another interest or loyalty that jeopardises their judgment, objectivity or independence.
- (b) Employees faced with conflicting interests must report it to their manager or Managing Director.
- (c) In particular:

- (i) Employees and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with the Company;
- (ii) Employees must not work or consult for, or have any other key role in, an outside business organisation which has dealings with the Company or is a competitor of the Company;
- (iii) Employees must not enter into any arrangement or participate in any activity that conflicts with the Company's best interests or is likely to negatively affect the Company's reputation;
- (iv) Employees must not use the Company's assets for any purpose other than for the Company's business purposes or interests;
- (v) Employees must not make improper use of their employment with the Company, their position or role in the Company, or information obtained because of their position, to gain an advantage for themselves or anyone else, to the Company's detriment; and
- (vi) Employees must not buy or sell shares in the Company or any other companies at any time when they are aware of price sensitive information about the Company, which has not been disclosed to the Australian Securities Exchange (**ASX**). All Employees must read and follow the Company Securities Trading Policy.

7 Protection and proper use of the Company's assets

- (a) All Employees must use their best efforts to protect the Company's assets and other resources including plant, equipment, and other valuable property including confidential information and intellectual property such as trademarks, registered designs and copyrighted material, from loss, theft and unauthorised use.
- (b) The use of the Company time, materials, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission is prohibited. Incidental personal use of such company resources as computers, phones, faxes, copiers and internet access is permitted in accordance with the Company's IT policies, but Employees must ensure that the Company's interests are not harmed.

8 Protecting confidential information

- (a) Information that the Company considers private and that is not generally available outside the Company, which may include information of third parties to which the Company has access (**Confidential Information**) and information that the Company owns, develops, pays to have developed or to which it has an exclusive right (**Proprietary Information**) must be treated by the Company employees as follows:
 - (i) Employees must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information, unless:

- (A) allowed or required under relevant laws or regulation; or
 - (B) agreed by the person or organisation whose information it is; and
- (ii) if Confidential Information or Proprietary Information is required to be provided to third parties or other Employees for valid business purposes, Employees must:
- (A) take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided and it is not misused or disseminated to the Company's detriment; and
 - (B) take steps to ensure that the information is returned or destroyed when the purpose is complete.
- (b) These obligations continue to apply to Employees after their employment or engagement ceases.
- (c) If you are unsure whether information is of a confidential or proprietary nature, seek advice from your manager or managing Director before disclosure.
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9 Public communications and disclosures

- (a) Media statements, responses to questions from any journalist, investor, stockbroker or financial analyst and official announcements may only be made by persons authorised in accordance with the Continuous Disclosure and Marketing Communication Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the Managing Director has given prior written consent, Employees and associated parties must not participate in public forum communications or discussions (including internet-based forums and social media) where the subject matter is related to the Company, its competitors or any industry in which the Company operates.
 - (b) The Company has adopted the Continuous Disclosure and Marketing Communication Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001 (Cth)* and the ASX Listing Rules. The aim of the Company Continuous Disclosure and Marketing Communication Policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.
 - (c) Employees should ensure that they are aware of the requirements of the Continuous Disclosure and Marketing Communication Policy and, if it applies to them, they must act in accordance with the policy.
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10 Gifts, gratuities and entertainment

- (a) The Company does not permit or tolerate giving or taking bribes, kickbacks or gratuities or any other payments or promises for favourable treatment or as an inducement for doing business. However, the Company allows the acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.
- (b) Employees should not seek to gain special advantage for the Company or themselves through the use of business gifts, favours or entertainment, if it could

create even the appearance of impropriety. Business entertainment should be moderately scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.

- (c) Employees may accept or give gifts, favours, or entertainment only if permitted to do so by the Company's Anti-Bribery and Corruption Policy which outlines the Company's policies relating to gifts, favours and entertainment.
- (d) If Employees have any doubts about whether a gift or benefit complies with this Code or the Company's Anti-Bribery and Corruption Policy, they should promptly discuss it with their manager or Managing Director..

11 Integrity in financial reporting

- (a) The Company is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities Exchange, Australian Securities and Investments Commission and other regulators.
- (b) Employees responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.

Those reports and communications should:

- (i) comply with all applicable legal requirements and accounting standards;
 - (ii) fairly and accurately reflect the transactions or occurrences to which they relate;
 - (iii) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
 - (iv) be in reasonable detail and recorded in the proper account and in the proper accounting period.
- (c) All material financial information and disclosure must be accurately represented in the Company's accounts. No information may be concealed by Employees from either the Company's internal or external auditors. No Employee may take any action to influence, coerce, manipulate or mislead the Company's external auditors in order to produce misleading financial statements.

12 Responsibility to treat our Employees fairly

- (a) The Company is committed to the fair and equal treatment of all its Employees and abides by the employment laws of the countries in which it operates. Employees and candidates for employment or engagement shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.
- (b) The Company does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people.

- (c) The Company does not tolerate bullying, violence or threats of violence.
 - (d) Employees are required to adhere to any the Company policies relating to the treatment of others.
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13 Work in a Safe Environment

- (a) We will ensure our employees work in a safe and healthy environment.
 - (b) In BPP, we believe that our employees' health and safety is paramount. It is in the best interest of our employees, contractors and clients that extra steps are taken to ensure that our people are able to work in conditions where they do not have to worry about their physical and mental wellbeing.
 - (c) Employees are required to support and comply with the Company's Health, Safety Policy and initiatives, and take an active role in upholding the implementation of these initiatives.
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14 Acting responsibly with customers, suppliers, competitors and others

- (a) Employees dealing with customers, suppliers, partners, competitors and other third parties must engage with such persons fairly, ethically, honestly and respectfully and in compliance with applicable laws and the Company policies. In particular:
 - (i) Employees must be fair, honest and open in all business dealings;
 - (ii) Employees must not misrepresent the Company products, services or prices and must not make false claims about those of the Company's competitors;
 - (iii) purchasing decisions must be based on such commercially competitive factors as quality, price, reputation and reliability and a supplier's level of service; and
 - (iv) Employees must respect confidential information that is obtained through the business relationships.
 - (b) If another Employee or outside party suggests acting in a manner contrary to the above, this must be immediately reported to your manager or Managing Director.
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15 Legal actions

- (a) Any actual, proposed or potential legal action against the Company or Employees must be notified to your manager or managing Director as soon as becoming aware of such an action.
 - (b) Any actual, proposed or potential legal action by the Company or Employees on behalf of the Company against another party must be approved in advance by the Managing Director.
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16 Reporting non-compliance with this Code

- (a) Any Employee who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to:
 - (i) an officer or senior manager of the Company;
 - (ii) The Managing Director;
 - (iii) a member of the Company Disclosure Committee established under the Company Disclosure Policy; or
 - (iv) a Whistleblower Protection Officer in accordance with the Company's Whistleblower Protection Policy, which is available in the "Corporate Governance" section of the Company's website www.babylonpumpandpower.com
 - (b) Such reports will be treated confidentially to the extent possible consistent with the Company's obligation to deal with the matter openly and according to applicable laws.
 - (c) No Employee will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under the Company's Whistleblower Protection Policy.
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17 Consequences for non-compliance with this Code

Adherence to this Code and the Company's policies is a condition of employment or engagement at the Company. Breaches of the Code may be subject to disciplinary action including termination of employment or engagement, if appropriate.

18 Reviews and changes to this Code

- (a) The Board, in conjunction with the Audit and Risk Management Committee, will review this Code periodically to ensure that it is operating effectively and whether any changes are required.
- (b) The Board may change this Code from time to time by resolution.