Announcement Summary

Entity name

BABYLON PUMP & POWER LIMITED

Announcement Type

New announcement

Date of this announcement

21/7/2026

The Proposed issue is:
A standard pro rata issue (including non-renounceable or renounceable)

Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)

ASX +security code	+Security description	Maximum Number of +securities to be issued
BPP	ORDINARY FULLY PAID	253,919,074

Ex date

24/7/2026

+Record date

27/7/2026

Offer closing date

24/8/2026

Issue date

28/8/2026

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

BABYLON PUMP & POWER LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ABN	47009436908

1.3 ASX issuer code

BPP

1.4 The announcement is
New announcement

1.5 Date of this announcement

21/7/2026

1.6 The Proposed issue is:
A standard +pro rata issue (non-renounceable or renounceable)

1.6a The proposed standard +pro rata issue is:
+ Non-renounceable

Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

Yes

3A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	21/8/2026	Estimated	

Comments

Shareholder approval to proceed with the Company's Entitlement Offer, pursuant to the waiver granted by ASX under Listing Rule 7.11.3 (refer ASX release 13 July 2026).

Part 3B - Offer details

+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued

ASX +security code and description

BPP : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

BPP : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

ISIN Code for the entitlement or right to participate in a non-renounceable issue (if Issuer is foreign company and +securities do not have +CDIs issued over them)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued	For a given quantity of +securities held
2	1

What will be done with fractional entitlements?	Maximum number of +securities proposed to be issued (subject to rounding)
Fractions rounded up to the next whole number	253,919,074

Offer price details for retail security holders

In what currency will the offer be made?	What is the offer price per +security for the retail offer?
AUD - Australian Dollar	AUD 0.05000

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
Yes

Describe the limits on over-subscription

Any Entitlement not taken up pursuant to the Offer will form a separate Shortfall Offer. Eligible Shareholders and other interested parties may apply for Shortfall Shares, which will be allocated at the ultimate discretion of the Board. Refer sections 4.4 and 4.7 of the prospectus lodged on 21 July 2026 (Prospectus) for further details.

Will a scale back be applied if the offer is over-subscribed?
Yes

Describe the scale back arrangements

Subject to the Board's discretion, in the event of oversubscription a pro rata scale back will be applied to Eligible Shareholders who subscribe for Shortfall Shares, with any excess monies refunded. Refer section 4.7 of Prospectus for further details.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 3C - Timetable

3C.1 +Record date

27/7/2026

3C.2 Ex date

24/7/2026

3C.4 Record date

27/7/2026

3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

30/7/2026

3C.6 Offer closing date

24/8/2026

3C.7 Last day to extend the offer closing date

19/8/2026

3C.9 Trading in new +securities commences on a deferred settlement basis

25/8/2026

3C.11 +Issue date and last day for entity to announce results of +pro rata issue

28/8/2026

3C.12 Date trading starts on a normal T+2 basis

31/8/2026

3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

2/9/2026

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?
Yes

3E.1a Who is the lead manager/broker?

Leeuwin Wealth and Cumulus Wealth (Joint Lead Managers)

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Management fee of 3.0% on the gross proceeds raised upon conversion of convertible loans, excluding any convertible loans specified under the Chairman's list; management fee of 2.0% on the gross cash proceeds of the Offer; and, if more than $7.5 million in cash subscriptions is raised under the Offer, a success fee of $120,000.

3E.2 Is the proposed offer to be underwritten?
Yes

3E.2a Who are the underwriter(s)?

Leeuwin Wealth (partial underwriter)

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

Up to $7.27 million, comprising (a) $3.5 million in general underwriting, to be relieved by the first $2.5 million of cash subscriptions and $1.0 million of debt for equity conversion, and (b) $3.77 million in subordinated underwriting, to be relieved by cash subscriptions above $7.5 million. If Shareholders do not approve the issue of $1.23 million in deferred consideration shares to the Blue Hire Vendors, the underwriting will increase to $8.5 million as detailed in section 4.6 of the Prospectus, with the subordinated sub-underwriting increasing from $3.77 million to $5.0 million.

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

An underwriting fee is payable of 4.0% of cash proceeds raised under the Offer (excluding an agreed Chairman's list). Subject to shareholder approval and successful completion of the Offer, the Underwriter (or its nominees) is entitled to be issued 23,333,333 unlisted Options, exercisable at $0.10 per Option and expiring 3 years from the date of issue (Underwriter Options). A separate Appendix 3B has been lodged for the Underwriter Options.

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

The Underwriting Agreement includes standard termination clauses for an agreement of this nature, including for declines in ASX indices greater than 10%, declines in the Company's share price below the Offer price, and removal of the Company from the Official List of ASX. Refer section 8.5.4 of the Prospectus for full details.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?
Yes

3E.2e (i) What is the name of that party?

Kahala Holdings Pty Ltd (Kahala), a related party of Mr Jamie Cullen, the Non-Executive Chairman of the Company.

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Kahala is a Partial Sub-underwriter of up to $150,000 of the Offer, to be satisfied through debt to equity conversion of a $150,000 convertible loan provided to the Company as announced to ASX on 13 July 2026. Kahala's sub-underwriting will terminate if the Underwriting Agreement terminates but Kahala has no separate right to terminate the sub-underwriting.

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

Subject to shareholder approval, Kahala is entitled to be issued 1,000,000 of the total of 23,333,333 Underwriter Options to be issued to the Underwriter (i.e. by the Underwriter designating Kahala as its nominee in respect of those Underwriter Options).

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?
No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Refer section 8.10 of the Prospectus for expenses of the Offer. A corporate advisory fee of $120,000 and fee of 3.0% of gross proceeds raised from convertible loans are payable, excluding agreed Chairman's list. Refer Section 8.5.3 of the Prospectus for details.

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Repayment of debt to the Company's lender NAB, additional working capital, expenses of the offer, and additional capital expenditure (subject to subscription level). Full details of intended use of funds are set out in the Prospectus.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?
No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?
No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

nil

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities
Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

Nominees and custodians may not distribute the Prospectus to beneficial shareholders resident in other countries or permit any beneficial shareholder to participate in the Offer in any country outside Australia, unless lawful and practical for the Company to make the Offer in that jurisdiction.

3F.6 URL on the entity's website where investors can download information about the proposed issue

https://www.babylonpumpandpower.com/asx-annnouncements

3F.7 Any other information the entity wishes to provide about the proposed issue

nil

3F.8 Will the offer of rights under the rights issue be made under a +disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

Yes

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a +disclosure document or +PDS for the +securities proposed to be issued