



NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Capital Change Notice

Updated as at June 2023

This notice is given under the NZX Listing Rule 3.13.1. Being AI Limited advises that it has issued options to acquire ordinary shares in Being AI Limited (**Options**) to certain of its employees and directors. The Options have been issued under the Being AI Employee Share Option Plan.

Section 1: Issuer information	
Name of issuer	Being AI Limited
NZX ticker code	BAI
Class of financial product	Options to acquire ordinary shares
ISIN (If unknown, check on NZX website)	N/A. The Options will not be quoted
Currency	NZD
Section 2: Capital change details	
Number issued	42,370,000
Nominal value (if any)	N/A
Issue price per security	N/A
Nature of the payment (for example, cash or other consideration)	No consideration is payable for the issue of Options, in accordance with the Being AI Employee Share Option Plan Rules.
Amount paid up (if not in full)	N/A
Percentage of total class of Financial Products issued (calculated on the number of Financial Products of the Class, excluding any Treasury Stock, in existence)	100% of all Options currently on issue. If, on vesting, all Options are exercised, the ordinary shares issued would represent 2.27% of the ordinary shares in BAI (based on the number of ordinary shares and Options currently on issue).
For an issue of Convertible Financial Products or Options, the principal terms of Conversion (for example the Conversion price and Conversion date and the ranking of the Financial Product in relation to other Classes of Financial Product) or the Option (for example, the exercise price and exercise date)	Subject to continued employment, Option holders will be able to exercise one fifth of the Options granted to them on each anniversary of the date of issue for 5 consecutive years (each, a Vesting Date). The exercise period for all vested Options expires 5 years from the relevant Vesting Date. The exercise price for 36,070,000 Options is \$0.025, and the exercise price for the remaining 6,300,000 Options is \$0.090.

	<p>On exercise of the Options, BAI may facilitate a cashless (net settled) exercise by issuing such number of shares as is equal to the difference between the then current market value and the exercise price, multiplied by the number of Options being exercised, divided by the then current market value.</p> <p>BAI will pay tax on the Option holder's behalf for the taxable benefit received by the holder under the plan, but there will be a reduction in the number of shares to be issued to such holder on exercise to the extent the amount of such tax is greater than the tax savings available to BAI (or a subsidiary) in relation to such benefit.</p>
Reason for issue/acquisition/redemption and specific authority for issue/acquisition/redemption/ (the reason for change must be identified here)	<p>The board of BAI has resolved to offer the Options to selected employees in order to:</p> <p>(a) reward and retain key employees;</p> <p>(b) drive longer-term performance and alignment of incentives of participants with the interests of BAI's shareholders; and</p> <p>(c) encourage longer term decision-making by participants.</p>
Total number of Financial Products of the Class after the issue/acquisition/redemption/Conversion (excluding Treasury Stock) and the total number of Financial Products of the Class held as Treasury Stock after the issue/acquisition/redemption.	42,370,000 Options
In the case of an acquisition of shares, whether those shares are to be held as treasury stock	N/A
Specific authority for the issue, acquisition, or redemption, including a reference to the rule pursuant to which the issue, acquisition, or redemption is made	Board resolution dated 27 May 2024 and NZX Listing Rule 4.6.1
Terms or details of the issue, acquisition, or redemption (for example: restrictions, escrow arrangements)	<p>Options are subject to the Being AI Employee Share Option Plan Rules.</p> <p>New ordinary shares issued upon exercise of the Options will rank equally in all respects with the ordinary shares already on issue.</p>
Date of issue	28/05/2024

Section 3: Authority for this announcement and contact person	
Name of person authorised to make this announcement	Sean Joyce
Contact person for this announcement	Sean Joyce
Contact phone number	sean@corporate-counsel.co.nz
Contact email address	+64 21 865 704
Date of release through MAP	28/05/2024