

BEING AI LIMITED

Notice *of* Annual Meeting *of* Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of **Being AI Limited** (*the 'Company'*) will be held at Level 4, **33-45 Hurstmere Road**, Takapuna, Auckland, on Thursday, **12 September 2024** commencing at 10.00 am.

BUSINESS OF THE MEETING

1. Remuneration *of* Auditors — Ordinary resolution

To authorise the Board to fix the remuneration of the Company's auditors for the forthcoming year.

NOTES

1. Proxies

All shareholders of the Company entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, Computershare Investor Services Limited by either mailing to Computershare Investor Services Limited at Private Bag 92119, Auckland 1142, or by sending your proxy appointment to corporateactions@computershare.co.nz (in each case), so as to be received by no later than 48 hours before the meeting is due to begin (ie before 10.00 am Tuesday, 10 August 2024).

If you wish to appoint a director as your proxy, Mr Sean Joyce, the Chair of the Company, is willing to act on your behalf.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

2. Voting restrictions

There are no voting restrictions.

By Order of the Board *of* Directors,



Sean Joyce
Chair, Being AI Limited



EXPLANATORY NOTES

NZX Listing Rules (*Listing Rules*) and Companies Act 1993 (*Act*)

The Company is listed on the NZX Main Board and must comply with the Listing Rules and the Act. In addition, various provisions of the Listing Rules are included in the Constitution. The Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

The implications of the Listing Rules, the Act and the Constitution, insofar as they relate to each resolution, are addressed in the Explanatory Notes to each resolution.

Nature of the sole resolution

The resolution which is to be considered at the Meeting is an ordinary resolution. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

Resolution 1 — *Remuneration of Auditors* — Ordinary Resolution

William Buck is automatically reappointed at the annual meeting as the auditor of the Company under section 207T of the Companies Act. This resolution authorises the Board to fix the fees and expenses of the auditor.

We also take this opportunity to thank William Buck for their assistance in working with us on the first audit of the Company post the reconstruction of the Company in March 2024.

Online
beingai.group

Office
**Level 4 / 33-35 Hurstmere Road / Takapuna
Auckland / 0622 / New Zealand**

