



Being AI Limited

Lodge your postal vote or proxy



Online

www.investorvote.co.nz



By Mail

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.



For your proxy or vote to be effective it must be received by 3.00pm on Monday, 8 December 2025.

VIRTUAL MEETING

Being AI will be conducting its Special Meeting as a virtual meeting only using Computershare's Meeting Platform <https://meetnow.global/nz>. No physical place of meeting will be made available.

How to Vote on Items of Business

Appointing a proxy

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 by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you on some or all resolutions or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then the proxy will vote as he or she sees fit.

If you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the Meeting will be appointed your proxy and will vote in accordance with your express direction. The Chair of the Meeting intends to vote any undirected proxies held by him in favour of the Resolutions. Shareholders that have appointed a proxy may still attend the meeting but will not be able to vote as a proxy has been appointed.

Attending the meeting virtually

To attend the meeting online, please read the enclosed Virtual Meeting Guide prior to the meeting. You can participate in the meeting virtually through the web platform <https://meetnow.global/nz>. You will be able to view presentations, ask questions and cast your vote from your own computer, mobile or similar device. For any assistance with the process, please contact Computershare on +64 9 488 8777 between 8.30am – 5.00pm Monday to Friday.

Nature of Resolutions

The Resolutions to be considered at the meeting include one special resolution (Resolution 1) and one ordinary resolution (Resolution 2). A special resolution is a resolution passed by a majority of 75% (or more) of the votes of shareholders of BAI, entitled to vote and voting on the resolution. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of BAI, entitled to vote and voting on the Resolution.

Voting Restrictions

Resolution 1

There are no voting restrictions applying to Resolution 1.

Resolution 2

Wilshire and any "Associated Person" (as defined in the NZX Listing Rules) of Wilshire is not entitled to vote on Resolution 2. Wilshire's "Associated Persons" include:

- 2061 LP;

- Te Turanga Ukaipo Charitable Trust; and
- Evan Christian.

2061 LP and Te Turanga Ukaipo Charitable Trust are each, to the extent applicable, ultimately owned and controlled by Evan Christian and Katherine Allsopp-Smith. Consequently, for the purposes of Resolution 2, Te Turanga Ukaipo Charitable Trust and 2061 LP are considered "Related Bodies Corporate" of Wilshire (as defined in the NZX Listing Rules) and, as such, are also regarded as "Associated Persons" of Wilshire, which is likewise ultimately owned by Katherine Allsopp-Smith and Evan Christian.

Persons subject to a voting restriction may not be appointed as a discretionary proxy in respect of Resolution 2 (but can be appointed as a non-discretionary proxy and expressly directed how to vote if appointed by a person who is not disqualified from voting). Any votes cast on Resolution 2 by a person subject to a voting restriction who has been appointed as a discretionary proxy will be invalid and will not be counted.

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 of the shareholders should sign (on behalf of all shareholders). In the case of joint shareholders, if the shareholders appoint different proxies, the vote of the proxy appointed by the first shareholder will be counted.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Voting Form

STEP 1

Appointment of Proxy

If you mark any of the PROXY DISCRETION boxes above you must appoint a proxy. This may be the chairman or any director if you so wish.

I/We being a shareholder/s of Being AI Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the directions in Step 2 at the **Special Meeting of Shareholders of Being AI Limited on Wednesday, 10 December 2025 at 3.00pm** and at any adjournment of that meeting.

If your proxy is not the Chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

STEP 2

Items of Business

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf your votes will not be counted in computing the required majority. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Resolutions

For Against Proxy Discretion Abstain

To consider, and if thought fit, to pass the following Special resolution of BAI:

Resolution 1. That the sale of all of the Assets to Wilshire in exchange for the Consideration pursuant to the Sale Agreement is approved for the purposes of NZX Listing Rule 5.1.1(a) (in respect of a significant change in the nature of the business of, and in respect of a significant transaction for, BAI) and section 129(1) of the Companies Act (in respect of a "major transaction" (as the term is defined in the Companies Act)).

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To consider and, if thought fit, pass the following resolution as an ordinary resolution of BAI:

Resolution 2. That the sale of all of the Assets to Wilshire in exchange for the Consideration pursuant to the Sale Agreement is approved for the purposes of NZX Listing Rule 5.2.1(b) (in respect of a transaction with, or for the benefit of, "Related Parties" (as the term is defined in the NZX Listing Rules) of BAI).

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Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

SIGN

Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

Being.