



## LODGE YOUR PROXY



Online  
[vote.cm.mpms.mufg.com/BPG](https://vote.cm.mpms.mufg.com/BPG)



Scan & email  
[meetings.nz@cm.mpms.mufg.com](mailto:meetings.nz@cm.mpms.mufg.com)



Mail  
Use the enclosed reply paid envelope or address to:  
MUGF Pension & Market Services  
PO Box 91976  
Auckland 1142



Scan this QR code with your smartphone and vote online



## General Enquiries



Email  
[enquiries.nz@cm.mpms.mufg.com](mailto:enquiries.nz@cm.mpms.mufg.com)



Phone  
+64 9 375 5998

## Proxy Form for Black Pearl Group Limited 2026 Annual Shareholders' Meeting

Notice is hereby given that the Annual Shareholders' Meeting (**Meeting**) of Black Pearl Group Limited ("the Company") will be held online through the MUGF Pension & Market Services meeting platform at [www.virtualmeeting.co.nz/bpg26](https://www.virtualmeeting.co.nz/bpg26) on **Wednesday, 5 August 2026, commencing at 12:30pm NZST (10:30am AEST)**. You will require your CSN/Holder Number for verification purposes.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Black Pearl Group Limited's share registry, MUGF Pension & Market Services, by **no later than 12:30pm NZST (10:30am AEST) on Monday, 3 August 2026**.

You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to [vote.cm.mpms.mufg.com/BPG](https://vote.cm.mpms.mufg.com/BPG) or by scanning the QR code above with your smartphone.



**Wednesday, 5 August 2026 at 12:30pm NZST (10:30am AEST)**



**Virtual**



[www.virtualmeeting.co.nz/bpg26](https://www.virtualmeeting.co.nz/bpg26)

### Appointment of proxy

All shareholders are entitled to attend online and vote at the Meeting or to appoint a proxy and vote in their place, unless specifically excluded, or in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. The Chair of the Meeting (Tim Crown) and any of the Directors are prepared to act as proxy. Each Director intends to vote in favour of all the resolutions. Shareholders are encouraged to give express voting directions to any Director that they appoint as their proxy.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

### Attending the Meeting

If you plan to attend the Meeting virtually, you can join via the MUGF Pension & Market Services meeting platform at [www.virtualmeeting.co.nz/bpg26](https://www.virtualmeeting.co.nz/bpg26). You will require your CSN/Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

### Signing instructions for this form

#### Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

#### Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

#### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

#### Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

### Voting Restrictions

Under NZX Listing Rule 6.3.1, voting restrictions apply to Resolutions 3 and 4. In relation to Resolution 3, any shareholder, and their respective Associated Persons (as defined in the NZX Listing Rules), who acquired ordinary shares in BPG in the placement on 21 November 2025 are prohibited from voting any shares that they hold. In relation to Resolution 4, the current Directors (Tim Crown, Nick Lissette, Mark Osborne, Hugo Fisher, and Jyllene Miller) and their respective Associated Persons (as defined in the NZX Listing Rules) are prohibited from voting any shares that they hold. Any discretionary proxies given to persons disqualified from voting under the requirements set out above will not be valid.

Go online to [vote.cm.mpms.mufg.com/BPG](https://vote.cm.mpms.mufg.com/BPG) to appoint your proxy

**\*Barcode\***

**Step 1** Appoint a Proxy / Corporate Representative

I/We being a shareholder/s of Black Pearl Group Limited hereby appoint:

Name

Email Address

or failing him/her:

Name

Email Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held on **Wednesday, 5 August 2026 at 12:30pm NZST (10:30am AEST)** and at any adjournment of that Meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the Meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above Meeting or any adjournment thereof.

**Step 2** Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That the Board is authorised to fix the auditor's remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Hugo Fisher, who retires as a Director in accordance with NZX Listing Rule 2.7.1, and being eligible, be re-elected as a Director of BPG.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, in accordance with NZX Listing Rule 4.5.1(c), shareholders ratify the issue of 11,804,881 fully paid ordinary shares of BPG under the placement on 21 November 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That, in accordance with NZX Listing Rule 2.11.2(b), shareholders authorise BPG to pay any remuneration payable to the Directors, in whole or in part, by way of an issue of equity securities in accordance with NZX Listing Rule 4.7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Step 3** Shareholder Questions

Shareholders attending the Annual Shareholders' Meeting virtually will have the opportunity to ask questions during the Meeting. If you cannot attend the Annual Shareholders' Meeting but would like to ask a question, you can submit a question online by going to [vote.cm.mpms.mufg.com/BPG](http://vote.cm.mpms.mufg.com/BPG) and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 12:30pm NZST (10:30am AEST) on Monday, 3 August 2026. The Board will endeavour to address and answer questions at the Annual Shareholders' Meeting.

Question:

**Step 4** Signature of Shareholder(s) ***This section must be completed***

Shareholder 1  
or duly authorised officer or attorney

Shareholder 2  
or duly authorised officer or attorney

Shareholder 3  
or duly authorised officer or attorney

Contact Name

Contact Daytime Telephone

Date

**Electronic Investor Communications**

If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below:

