



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 online via Computershare's online meeting platform: <https://meetnow.global/nz> on Monday 29 September 2025, commencing at 2:00 p.m. To attend the meeting online, please read the accompanying Virtual Meeting Guide.

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.

2. Election of Greg Cross as Director – Ordinary resolution

That Greg Cross be elected as a director of the Company

3. Election of Michael Stiassny as Director – Ordinary resolution

That Michael Stiassny be elected as a director of the Company

4. Election of Paul Forno as Director – Ordinary resolution

That Paul Forno be elected as a director of the Company

5. Election of Steve Phillips as Director – Ordinary resolution

That Steve Phillips be elected as a director of the Company

NOTES

1. Voting entitlements

The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who are Being AI Limited shareholders at 5pm on Friday, 26 September 2025.

Online
beingai.group

Office
14 Honan Place / Avondale
Auckland / 1026 / New Zealand



2. Attending the Annual Meeting

If you wish, you can vote at the Annual Meeting online at: <https://meetnow.global/nz>.

For more information about attending and voting at the Annual Meeting, please refer to the Virtual Meeting Guide that accompanies this Notice of Meeting.

3. Proxies

All shareholders of the Company entitled to attend and vote at the Annual Meeting are entitled to appoint a proxy to attend and vote for them instead. You can do this by using one of the methods outlined below:

- Completing the proxy/voting form online at www.investorvote.co.nz; or
- Completing the proxy/voting form and either posting it or emailing it to the Share Registrar.

A proxy form is enclosed and to be effective must be lodged with the Company's Share Registrar, Computershare Investor Services Limited, by either completing the proxy form online at www.investorvote.co.nz, mailing the proxy form to Computershare Investor Services Limited at Private Bag 92119, Auckland 1142, or by sending your proxy form 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 (i.e. 2:00 p.m. Saturday, 27 September 2025).

A proxy need not be a shareholder of the Company. If you wish to appoint a director as your proxy, Mr Paul Forno, a director of the Company, is willing to act on your behalf.

If you appoint a director of the Company as your proxy to vote on your behalf, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the Annual Meeting, the Chair of the Annual Meeting will be your proxy and will vote in accordance with your express direction.

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



Michael Stiassny, Being AI Limited
Chairman





EXPLANATORY NOTES

NZX Listing Rules (*the 'Listing Rules'*) and Companies Act 1993 (*the '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 Resolutions 1 to 5, are addressed in the Explanatory Notes below.

Nature of the resolutions

The resolutions which are to be considered at the meeting are ordinary resolutions. 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 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 audit of the Company.

Resolutions 2 to 5 – *Election of Directors* – Ordinary Resolution

Resolutions 2 to 5 relate to the election of directors who were appointed by the Board since the Company's last annual meeting and who, in accordance with the Constitution of the Company and Listing Rule 2.7.1, may only hold office until the next annual shareholder meeting (where such directors are then eligible for election). Accordingly, the shareholders of the Company are requested to consider and, if thought fit, pass a resolution to elect each nominee as a director of the Company.

Further details regarding each director seeking election are as follows:

- **Greg Cross:** The Board considers that Greg Cross will be an Independent Director for the purposes of the Listing Rules if elected to the Board. Greg is an experienced global entrepreneur and technology executive with a focus on commercialising deep technology research. He founded Native AI and Eighty20 AI in 2024. In 2016 he co-founded Soul Machines, quickly establishing it as a leading artificial intelligence research company backed by international investors. Earlier in his career, he was a founder of PowerbyProxi, a company that was sold to Apple.



He has also been Chair of SLI Systems, Vice-Chair of Metservice and Chairman of NZTE's Beachhead Board. Greg was recognized by the World Economic Forum as a Technology Pioneer for his work in the field of Artificial Intelligence in 2018 and in 2019 he was inducted into New Zealand's Technology Hall of Fame as the recipient of the Flying Kiwi Award. Greg is Chair of the Remuneration Committee and is also a member of the Company's Risk & Audit Committee. The Board supports the election of Greg Cross.

- **Michael Stiassny:** The Board considers that Michael Stiassny will be an Independent Director for the purposes of the Listing Rules if elected to the Board. Michael is a pre-eminent business advisory and restructuring specialist, holding both commerce and law degrees from the University of Auckland. A Chartered Fellow and past President of the New Zealand Institute of Directors, Michael has built a high-profile governance career and is currently Chairman of Tower Limited, 2 Cheap Cars Group Limited, and Director of Tegel Group Holdings Limited and New Talisman Gold Mines Limited. Michael Stiassny is the Chair of the Company and is also a member of the Risk & Audit and Remuneration Committees. The Board supports the election of Michael Stiassny.
- **Paul Forno:** The Board considers that Paul Forno will not be an Independent Director for the purposes of the Listing Rules if re-elected to the Board. Paul is Chief Executive Officer of Send Global, Acting Chief Executive Officer of the Company, and is an experienced executive, having held senior executive positions in various other large New Zealand companies over the past 25 years. Paul has worked in the government, not for profit, media and education sectors. More recently, Paul has worked in the services sector, running his own consultancy business. In addition to his senior executive positions, he has also held a number of directorships in companies across New Zealand. Paul has been responsible for driving several significant change management programmes and is known for his down-to-earth approach, and as a leader that gets the best out of his team members. Outside of his professional career, Paul enjoys spending time with his wider family, the outdoors, renovating properties and contributing to various not for profit organisations. The Board supports the election of Paul Forno.
- **Steve Phillips:** The Board considers that Steve Phillips will be an Independent Director for the purposes of the Listing Rules if elected to the Board. Steve has a forty-year career in Chief Executive Officer, Managing Director and governance positions including as a chair, director and audit committee chair of numerous public and private entities. His expertise in strategic planning and facilitation led him to work with Cin7, Brierley Investments, Blue Star Group, G3 Group Limited, Boise Corporation, U.S. Office Products, Ngai Takatu Iwi, Te Runanga O Whaingaroa and many minor entities. Steve retired from his last governance position in 2020. Steve Phillips is Chair of the Company's Risk & Audit Committee. He is also a member of the Remuneration Committee. The Board supports the election of Steve Phillips.

