

Being AI Limited

Unaudited Condensed Interim Consolidated Financial Statements

For the six months ended 30 September 2025

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Introduction

Being AI today releases its interim results for the first six months of FY26, a period marked by significant challenges. The Board has taken decisive steps to address financial and governance issues, with a clear focus on protecting shareholder value.

Financial Performance

For the six months ended 30 September 2025, Being AI recorded revenue of \$17.4 million, an operating EBITDA profit from continuing operations of \$0.7 million, and a net loss from continuing operations of \$0.1 million. The Group's performance was underpinned by the continued positive operational results of Send Global, which remains a key driver of value. The Group also recognised a loss from discontinued operations of \$0.3 million and a \$1.7 million gain from the divestment of the Education Group. However, profitability was impacted by overhead costs, interest payments, and other expenses associated with Being AI and its subsidiaries.

Operational and Governance Challenges

Being AI faced governance challenges following the resignation of independent directors Brett O'Riley and Andy Higgs in late January 2025. This resulted in a breach of NZX Listing Rule 2.1.1, as the Board no longer met the requirement for a sufficient number of independent directors. As a consequence, Being AI was placed in a trading halt from 3 February 2025 until 14 April 2025.

To address this situation, the Board appointed three new independent directors: Michael Stiassny, Greg Cross, and Steve Phillips. While compliance was restored, the breach led to a public censure from NZ RegCo, a \$50,000 financial penalty, and an order to cover the costs of the disciplinary process.

Strategic Review

Since March 2025, the Board has undertaken a detailed strategic review to address Being AI's financial position. This review has resulted in significant cost reductions, operational efficiencies, and the divestment of non-core assets as outlined below.

Consequent Subsidiary Update

Project Treehouse

A comprehensive review of Project Treehouse concluded that the initiative would continue to incur negative cash flows with no clear path to profitability. In response, the Board made the necessary decision to wind down Project Treehouse on 16 May 2025. Concurrently, the Group accepted the resignations of Group Chief Executive Officer David McDonald, Chief Technology Officer Nicolas Fourrier, and the remaining personnel supporting the project. This action was taken to prevent further losses and preserve shareholder value.

Being Education

In May 2025, Being AI completed the divestment of Being Education to Crimson Education Group. This strategic decision allowed the Group to eliminate \$3.9 million in debt owed to Wilshire Treasury, along with a portion of trading liabilities, further simplifying the business and improving its financial position.

Send Global

In the latter stages of HY26, the focus has shifted to Send Global, which, despite its strong performance, faces financial constraints due to the broader group's obligations.

Post half year balance date, as of 31 October 2025, Send Global had \$9.3 million in outstanding debt to ANZ and \$3.8 million (excluding unpaid interest) to Wilshire Treasury Limited. While Send Global continues to perform well, its projected cash flows are insufficient to offset the overheads, interest payments, and other costs associated with Being AI and its subsidiaries. Without further financial support, Send Global is unlikely to generate shareholder returns in its current form.

Being AI

As of 31 October 2025 Being AI had outstanding debt to Wilshire Treasury Limited of \$500,000 and has recently agreed with Wilshire Treasury to increase the total facility to \$1.1 million.

Proposed Transaction

In the course of exploring options, the Board received a non-binding indicative offer (NBIO) from Wilshire to acquire 100% of Send Global's shares and related assets. This offer was announced to the market on 4 November 2025. An independent committee of directors—Michael Stiasny, Greg Cross, and Steve Phillips—evaluated the offer with the support of Simmons Corporate Finance Limited, which provided an independent valuation of Send Global's shares.

After a thorough assessment, the independent directors determined that no viable or competing alternatives exist to address Being AI's financial position. Wilshire, as the major shareholder (owning approximately 86% of Being AI's shares), lender, and guarantor of Send Global's senior debt, is uniquely positioned to provide the necessary financial support. The proposed transaction aligns with the independent valuation and represents the most pragmatic solution given the current financial circumstances.

Failure to proceed with this transaction would expose Being AI to significant financial risks, including the potential inability to meet its debt obligations. Following careful consideration and negotiation, the independent directors concluded that Wilshire's offer is in the best interests of the company and its shareholders.

A conditional sale agreement has been executed, and a shareholder meeting to vote on the transaction is scheduled for 10 December 2025 at 3:00 PM. Shareholders are encouraged to review the materials and participate in this critical decision.

Being AI Board of Directors

28 November 2025

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 September 2025

	Note	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) * NZ\$000
Continuing operations			
Revenue	4	17,407	19,578
Cost of sales		(14,289)	(16,488)
Gross Profit		3,118	3,090
Other operating income		143	149
Finance income		9	34
Expenses			
Labour related expenses	3.1	(1,113)	(2,193)
Depreciation and amortisation expenses	3	(237)	(309)
Professional fees		(545)	(428)
Property expenses		(34)	(37)
Other operating expenses		(885)	(1,681)
Profit/(loss) from operations		456	(1,375)
Finance expenses	3.2	(596)	(569)
Loss before income tax		(140)	(1,944)
Income tax benefit/(expense)		73	(214)
Loss for the period from continuing operations		(67)	(2,158)
Discontinued operations			
Profit/(loss) from discontinued operations	10.3	(326)	(1,331)
Gain on sale of subsidiary	10.1	1,728	-
Profit/(loss) for the period		1,335	(3,489)
Other comprehensive income		-	-
Total comprehensive profit/(loss) for the period		1,335	(3,489)
Earnings/(loss) per share			
Basic and diluted earnings/(loss) per share (NZ\$):			
From continuing activities	5	(0.0004)	(0.0123)
From continuing and discontinued activities	5	0.0076	(0.0199)

* restated. Refer note 2.1

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Consolidated Statement of Changes in Equity

For the six months ended 30 September 2025

	Note	Share capital NZ\$000	Share based payments reserve NZ\$000	Retained earnings/ (accumulated losses) NZ\$000	Total equity NZ\$000
Balance at 1 April 2024 (audited)		6,632	-	(2,787)	3,845
Loss for the period *		-	-	(2,158)	(2,158)
Total comprehensive income for the period		-	-	(2,158)	(2,158)
<i>Transactions with owners in their capacity as owners</i>					
Shares issued during the period	9	287	-	-	287
Less: share issue costs		(50)	-	-	(50)
Share options issued		-	270	-	270
Balance at 30 September 2024 (unaudited) *		6,869	270	(4,945)	2,194
Balance at 1 April 2025 (audited)		6,924	392	(14,304)	(6,988)
Profit for the period		-	-	1,335	1,335
Total comprehensive income for the period		-	-	1,335	1,335
<i>Transactions with owners in their capacity as owners</i>					
Share options issued		-	165	-	165
Balance at 30 September 2025 (unaudited)		6,924	557	(12,969)	(5,488)

* restated. Refer note 2.1

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Consolidated Statement of Financial Position

As at 30 September 2025

	Note	30 Sept 2025 (unaudited) NZ\$000	31 Mar 2025 (audited) NZ\$000
Current assets			
Cash and cash equivalents		1,587	410
Receivables and other current assets		4,088	4,471
Inventories		2,934	511
Total current assets		8,609	5,392
Non-current assets			
Term receivable		900	900
Property, plant and equipment	6	227	2,645
Right-of-use assets	7	833	5,986
Goodwill		4,114	4,114
Other intangible assets		1,206	1,469
Bond		-	502
Deferred tax asset		640	567
Total non-current assets		7,920	16,183
Total assets		16,529	21,575
Current liabilities			
Trade payables and other current liabilities		8,355	5,871
Taxation payable		-	12
Borrowings	8	8,214	3,811
Lease liabilities		602	285
Total current liabilities		17,171	9,979
Non-current liabilities			
Borrowings	8	4,503	12,374
Student bonds		-	135
Lease liabilities		343	6,075
Total non-current liabilities		4,846	18,584
Total liabilities		22,017	28,563
Net assets/(liabilities)		(5,488)	(6,988)
Equity			
Share capital	9	6,924	6,924
Share based payments reserve		557	392
Retained earnings/(accumulated losses)		(12,969)	(14,304)
Total equity		(5,488)	(6,988)

These consolidated financial statements were approved by the Board on 28 November 2025.

Signed on behalf of the Board by:



Michael Stiassny
Director



Stephen Phillips
Director

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

Consolidated Statement of Cash Flows

For the six months ended 30 September 2025

		6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
	Note		
Cash flows from operating activities			
Receipts from customers		18,005	20,980
Government grants received		-	129
Payments to suppliers and employees		(16,237)	(24,728)
Income tax paid		(10)	(600)
Net cash from operating activities	12	1,758	(4,219)
Cash flows from investing activities			
Interest received		9	35
Payments for property, plant and equipment		(6)	(608)
Cash transferred on sale of subsidiary	10.1	(244)	-
Payment for investment in associate		-	(249)
Payment for acquisition of businesses		-	(200)
Payments for intangible assets		-	(36)
Net cash used in investing activities		(241)	(1,058)
Cash flows from financing activities			
Proceeds from borrowings		3,666	28,139
Principal repayment of borrowings		(3,264)	(13,230)
Interest paid on borrowings		(535)	(606)
Principal repayment of lease liabilities		(134)	(120)
Interest paid on lease liabilities		(73)	(261)
Proceeds from issue of share capital		-	237
Payment of related party payable		-	(6,616)
Proceeds from investments		-	22
Net cash used in financing activities		(340)	7,565
Net increase in cash and cash equivalents		1,177	2,288
Cash and cash equivalents at the beginning of the period		410	2,215
Cash and cash equivalents at the end of the period		1,587	4,503

These interim financial statements have not been audited, nor reviewed by the auditor. The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

1. General information

Being AI Limited ('Being AI' or 'the Company') and its subsidiaries (together 'the Group') are limited liability companies, incorporated under the Companies Act 1993 and domiciled in New Zealand.

Being AI Limited was formed to create a Group positioned for the business transformation impact that will result from AI and similar advanced technologies. The Group's strategy was to build, advise, and invest in this disruption. Following the divestment of the Education Group (note 10.1) and the closure of Project Treehouse (note 10.2), Being AI Limited now consists of two primary operating companies, New Zealand Mail Limited and Filecorp Limited, and their holding company Send Global.

The address of the Company's registered office is 14 Honan Place, Avondale, Auckland 1026.

2. Basis of preparation

These unaudited condensed interim consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ('NZ GAAP'), with New Zealand Equivalent to International Accounting Standard 34: Interim Financial Reporting ('NZ IAS 34'), with International Accounting Standard 34: Interim Financial Reporting ('IAS 34'), and with the requirements of the NZX Listing Rules.

The condensed interim consolidated financial statements do not include all of the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the financial statements included in the annual report for the year ended 31 March 2025 which have been prepared in accordance with New Zealand equivalents to IFRS Accounting Standards ('NZ IFRS'), International Financial Reporting Standards ('IFRS'), and other applicable New Zealand Financial Reporting Standards as appropriate for for-profit entities.

The condensed interim consolidated financial statements are presented in New Zealand dollars which is the Company's functional and presentation currency, rounded to the nearest thousand dollars unless otherwise stated.

The condensed interim consolidated financial statements, including the financial results for the 6 months to 30 September 2025 and 2024, are unaudited. The comparative information as at 31 March 2025 is audited.

2.1 Reinstatement of comparative information

The financial statements for the 6 months ended 30 September 2024 included a fair value adjustment on contingent consideration of \$32.13 million. As set out in note 20 of the 2025 Annual Report, the contingent consideration was valued at the acquisition date of Being Consultants Limited and subsequently at 30 September 2024 by a qualified independent valuer. At 30 September 2024 the contingent consideration liability was valued at \$37.73 million resulting in a \$32.13 million fair value adjustment which was included in the net loss reported in the Group's 30 September 2024 interim financial statements. The valuations included assumptions about the future share price of the Company's listed shares.

On 29 November 2024 the Company sold its investment in Being Consultants Limited and the contingent consideration liability was cancelled as part of the sale. The contingent consideration was not revalued up to the date of the sale of Being Consultants Limited, however based on share price movements in the intervening period, management believe the movement from 1 April 2024 to 29 November 2024 would have been significantly less than the 2024 half year movement recorded. The values allocated to the actual consideration on the sale of Being Consultants Limited were determined between two informed

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

parties who understood the future potential of the specific operations involved. As a result, the Board reversed the valuation at 30 September 2024 when recognising the gain on sale of Being Consultants Limited in the 2025 annual consolidated financial statements.

Accordingly, the comparative information in these financial statements has been restated to remove this \$32.13 million fair value adjustment, in line with the treatment in the 2025 Annual Report.

The financial results of the divested Education Group (note 10.1) and the closed Project Treehouse (note 10.2) are separately disclosed as discontinued operations. In accordance with the requirements of NZ IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations, comparative information for these operations have also been re-presented separately as discontinued operations.

Certain other comparative information in these consolidated financial statements has been adjusted in order to be consistent with the presentation of the current period. These other adjustments are limited to classification and disclosure and had no significant net impact on total assets, total equity, profit or cash flow classification.

2.2 Changes in Material Accounting Policies

There have been no changes in the accounting policies and methods of computation used in preparing the condensed interim consolidated financial statements compared to those used in preparing the audited consolidated financial statements for the 12 months ended 31 March 2025.

2.3 Going concern

The interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Group has the intention and ability to continue its operations for the foreseeable future.

The Group achieved a net profit of \$1.3 million in the six months to 30 September 2025 (six months to 30 September 2024: \$3.5 million loss). The net profit for the period included a \$1.7 million gain on disposal of AGE Limited (note 10.1) and an operating loss from discontinued activities of \$0.3 million (note 10.2).

The Group's net cash inflow from operating activities was \$1.8 million (six months to 30 September 2024: \$4.2 million outflow).

At the reporting date the Group had cash of \$1.6 million (31 March 2025: \$0.4 million), negative working capital of \$8.6 million (31 March 2025: \$4.6 million negative), and net liabilities of \$5.5 million (31 March 2025: net liabilities of \$7.0 million). Liabilities included borrowings of \$12.7 million (31 March 2025: \$16.2 million) of which \$8.2 million were current (31 March 2025: \$3.8 million) and \$4.5 million were non-current (31 March 2025: \$12.4 million).

At 30 September 2025 the Group had borrowed \$4.4 million from Wilshire Treasury Limited ('Wilshire') (note 8.1) (31 March 2025: \$7.6 million). On 19 November 2025 Wilshire and Being AI agreed to increase Wilshire's existing loan facility with Being AI from \$500,000 (note 8.1) to \$1,100,000 to fund working capital requirements and repay bank debt (note 16.2). Being AI will draw funds down from that facility as required. Wilshire is ultimately jointly owned and controlled by Katherine Allsopp-Smith and Evan Christian via E K Trust Limited. Evan Christian is the sole director of Wilshire. The loan is repayable on 1 April 2026. As at 30 September 2025 the Group had accrued for \$280,000 of interest that is payable on demand from Wilshire.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

On 4 November 2025 the Company announced that it had entered into a conditional agreement to sell its shares in Send Global Limited and certain other assets to Wilshire (the 'Send Global Transaction') (note 16.1). The total consideration is NZ\$8,789,676, comprising:

- Wilshire assuming the outstanding loan and a trade balance owed by BAI to Send Global Limited;
- Wilshire offsetting the outstanding loan and trade balance owed by BAI to Wilshire; and
- Wilshire paying BAI a cash amount equal to \$202,000.

Under the conditional sale agreement, if the completion occurs, Wilshire agrees to fund reasonable costs in connection with BAI's ongoing legal, contractual, or regulatory obligations. Wilshire has agreed that this support will continue for at least 12 months from the date of approval of these financial statements.

The Send Global Transaction is conditional on:

- obtaining any necessary shareholder approvals under the NZX Listing Rules and Companies Act 1993; and
- ANZ Bank, Send Global Limited's senior lender, consenting to the proposed transaction on acceptable terms.

Being AI will hold a special shareholder meeting on 10 December 2025 to seek shareholder approval.

Katherine Allsopp-Smith and Evan Christian are both trustees of Te Turanga Ukaipo Charitable Trust and ultimate owners of 2061 LP, which respectively hold 14.25% and 72.38% of the shares in Being AI. The required shareholder approvals include an ordinary resolution under NZX listing Rule 5.2 *Transactions with Related Parties*. Katherine and Evan and the shareholding entities associated with them, are not permitted to vote on this ordinary resolution.

The Board has a reasonable expectation that shareholders will approve the Send Global Transaction. Should this occur then the Company will have the necessary financial support to meet its obligations as they arise over the period of at least 12 months from the date of approval of the financial statements.

Should shareholder approval not be obtained for the Send Global Transaction, the Group's cash flow forecasts indicate that the Group would not have sufficient cash reserves to meet its obligations as and when they fall due without further financial support from Wilshire. The financial statement at 31 March 2025 were prepared on a going concern basis. Since the approval of those financial statements the Group's financial position has deteriorated as a result of the following factors:

- lower forecast full year profitability from the courier, mail and logistics business;
- higher listing related costs, director costs, legal fees and staff costs than forecast; and
- higher interest charges than forecast.

The Directors understand that if the Send Global Transaction resolutions are not approved and the conditional sales agreement is subsequently terminated, 2061 LP may seek to call another shareholder meeting at which it would seek to pass a resolution to approve the commencement of a solvent liquidation of the Company in accordance with the Companies Act. The Directors acknowledge that the above indicates the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The interim consolidated financial statements do not include any adjustments that may be made to reflect a situation where the Group is unable to continue as a going concern. Such adjustments may include realising assets at amounts different to which they are recorded in the consolidated financial statements.

However, the considered view of the Board is that, after making due enquiries and considering relevant factors, there is a reasonable expectation that the Send Global Transaction will be approved and the

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

Group will have access to adequate resources and commitments from Wilshire, that will enable it to meet its financial obligations for the foreseeable future.

For this reason, the Board considers the adoption of the going concern basis in preparing the consolidated financial statements for the six months ended 30 September 2025 to be appropriate. The Board has reached this conclusion having regard to circumstances which it considers likely to affect the Group during the period of at least one year from the date of approval of these consolidated financial statements, and to circumstances which it considers will occur after that date which will affect the validity of the going concern basis.

3. Expenses

The profit or loss from continuing activities includes the following expenses:

	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
Expenses relating to short term leases	-	(57)
Net foreign currency gains/(losses)	(2)	(5)
Depreciation and amortisation expenses		
Depreciation of property, plant and equipment	(36)	(30)
Depreciation of right of use assets	(139)	(139)
Amortisation of intangible assets	(62)	(140)
	<u>(237)</u>	<u>(309)</u>

3.1 Labour related expenses

	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
Salary and wages	(906)	(1,890)
Employee share based payments	(165)	(260)
Employer Kiwisaver contributions	(42)	(43)
	<u>(1,113)</u>	<u>(2,193)</u>

3.2 Finance costs

	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
Interest expense on bank loans	(253)	(310)
Interest expense on related party loans	(310)	(218)
Interest expense on lease liabilities	(33)	(41)
	<u>(596)</u>	<u>(569)</u>

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

4. Segment information

Following the divestment of the Education Group (note 10.1) and the closure of Project Treehouse (note 10.2), the Group now consists of two primary operating segments which provide:

- courier, mail and logistics services; and
- filing solutions.

All products and services were provided from New Zealand.

For the 6 months ended 30 September 2025						
	Courier, mail & logistics	Filing solutions	Education services	AI customer solutions	Corporate / unallocated	Total
	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000
Continuing operations						
Revenue	16,313	1,094	-	-	-	17,407
Operating EBITDA	2,000	457	-	-	(1,773)	684
Finance income	1	-	-	-	8	9
Finance expenses	(1)	-	-	-	(595)	(596)
Depreciation and amortisation	(60)	-	-	-	(177)	(237)
Profit/(loss) before income tax	1,940	457	-	-	(2,537)	(140)
Income tax benefit	1	2	-	-	70	73
Profit/(loss) from continuing operations	1,941	459	-	-	(2,467)	(67)
Discontinued operations						
Profit/(loss) from discontinued activities	-	-	1,612	(210)	-	1,402
Profit/(loss) for the period	1,941	459	1,612	(210)	(2,467)	1,335

For the 6 months to 30 September 2024 (restated)						
	Courier, mail & logistics	Filing solutions	Education services	AI customer solutions	Corporate / unallocated	Total
	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000
Continuing operations						
Total revenue	18,512	1,066	-	-	-	19,578
Operating EBITDA	1,982	489	-	-	(3,571)	(1,100)
Finance income	-	-	-	-	34	34
Finance costs	-	-	-	-	(569)	(569)
Depreciation and amortisation	(64)	(82)	-	-	(163)	(309)
Profit/(loss) before income tax	1,918	407	-	-	(4,269)	(1,944)
Income tax expense	(24)	(18)	-	-	(172)	(214)
Profit/(loss) from continuing operations	1,894	389	-	-	(4,441)	(2,158)
Discontinued operations						
Loss from discontinued activities	-	-	(645)	(686)	-	(1,331)
Profit/(loss) for the period	1,894	389	(645)	(686)	(4,441)	(3,489)

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

	As at 30 September 2025					
	Courier, mail & logistics	Filing solutions	Education services	AI customer solutions	Corporate / unallocated	Total
	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000
Segment assets	11,926	(387)	-	-	4,990	16,529
Segment liabilities	(6,626)	(100)	-	-	(15,291)	(22,017)

	As at 31 March 2025					
	Mail & courier	Filing solutions	Education services	AI customer solutions	Corporate / unallocated	Total
	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000	NZ\$000
Segment assets	7,646	(470)	4,393	80	9,926	21,575
Segment liabilities	(3,886)	(172)	(5,931)	-	(18,574)	(28,563)

The Group has identified its operating segments based on the internal reports reviewed and used by the Chief Operating Decision Maker ('CODM'), being the Board of Directors, in assessing the Group's performance and in determining the allocation of resources.

4.1 Seasonal and cyclical influences

There are no seasonal or cyclical influences on these interim results.

5. Earnings/(loss) per share

The calculation of the basic and diluted earnings per share is based on the following information:

	6 mths ended 30 Sept 2025 (unaudited)	6 mths ended 30 Sept 2024 (unaudited)
Basic and diluted earnings/(loss) per share (NZ\$)		
From continuing operations	(0.0004)	(0.0123)
From continuing and discontinued operations	0.0076	(0.0199)
The profit/(loss) and weighted average number of ordinary shares used in the calculation of earnings per share are as follows:		
Profit/(loss) from continuing operations (NZ\$000)	(67)	(2,158)
Profit/(loss) after tax from continuing and discontinued operations (NZ\$000)	1,335	(3,489)
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings/(loss) per share ('000)	175,472	174,902

On 25 June 2025 the Company repurchased 11.9 million of its ordinary shares for nil consideration (refer note 9). As this transaction changes the number of shares outstanding without a corresponding change in resources, the weighted average number of ordinary shares used in the earnings per share calculation for both the current and comparative periods have been adjusted for the impact of this share buyback.

The 2.0 million share options on issue at the reporting date were not considered to be dilutive due to the Group's net loss from continuing operations (30 September 2024: 4.2 million share options not dilutive).

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

6. Property, plant and equipment

	Plant & equipment	Office furniture & equipment	Buildings & improvements	Total
	NZ\$000	NZ\$000	NZ\$000	NZ\$000
Cost:				
At 1 April 2024	262	1,336	2,561	4,159
Additions	34	143	17	194
Disposal of subsidiary	-	(7)	-	(7)
Disposals	-	(14)	-	(14)
At 31 March 2025	296	1,458	2,578	4,332
Additions	-	6	-	6
Disposal of subsidiary (note 10.1)	(85)	(751)	(2,578)	(3,414)
Disposals	-	(2)	-	(2)
At 30 September 2025	211	711	-	922
Accumulated depreciation:				
At 1 April 2024	(135)	(866)	(413)	(1,414)
Depreciation expense	(24)	(120)	(129)	(273)
At 31 March 2025	(159)	(986)	(542)	(1,687)
Depreciation expense	(9)	(30)	-	(39)
Disposal of subsidiary (note 10.1)	40	449	542	1,031
At 30 September 2025	(128)	(567)	-	(695)
Carrying amount:				
At 30 September 2025	83	144	-	227
At 31 March 2025	137	472	2,036	2,645
At 1 April 2024	127	470	2,148	2,745

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

7. Right-of-use asset

	Leasehold improvements	Property	Total
	NZ\$000	NZ\$000	NZ\$000
Cost:			
At 1 April 2024	7,350	1,666	9,016
Additions	1	-	1
Modifications	(2,074)	-	(2,074)
At 31 March 2025	5,277	1,666	6,943
Additions	-	-	-
Disposal of subsidiary (note 10.1)	(5,277)	-	(5,277)
At 30 September 2025	-	1,666	1,666
Accumulated depreciation:			
At 1 April 2024	(673)	(417)	(1,090)
Depreciation expense	(264)	(277)	(541)
Modifications	674	-	674
At 31 March 2025	(263)	(694)	(957)
Depreciation expense	(25)	(139)	(164)
Disposal of subsidiary (note 10.1)	288	-	288
At 30 September 2025	-	(833)	(833)
Carrying amount:			
At 30 September 2025	-	833	833
At 31 March 2025	5,014	972	5,986
At 1 April 2024	6,677	1,249	7,926

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

8. Borrowings

		30 Sept 2025 (unaudited)	31 Mar 2025 (audited)
		NZ\$000	NZ\$000
Related party loans	8.1	4,372	7,631
Bank loans (secured)	8.2	8,254	8,526
Other borrowings		91	28
Total borrowings		12,717	16,185
Current		8,214	3,811
Non-current		4,503	12,374
		12,717	16,185

All borrowings are denominated in NZD.

8.1 Related party loans

	30 Sept 2025 (unaudited)	31 Mar 2025 (audited)
	NZ\$000	NZ\$000
Balance at 1 April	7,631	5,888
Proceeds from loans	641	17,824
Repayment of loans	-	(16,081)
Reduction of loan on sale of AGE (note 10.1)	(3,900)	-
Balance at reporting date	4,372	7,631

The related party loans are payable to Wilshire Treasury Limited (refer note 13.3).

A loan of \$3.85 million repayable by Send Global (31 March 2025: \$7.6 million). This loan is repayable on 1 April 2026. Interest is charged at the current ANZ Bank business overdraft rate. The loan is secured by a general security agreement granted by Send Global to Wilshire Treasury Limited.

A loan of \$0.52 million is repayable by BAI (31 March 2025: \$nil). The loan is repayable on demand and no later than 11 June 2026. The loan is secured by a charge, future rights and mortgage over BAI's property.

The weighted average interest rate on the related party loans during the period was 11.3% (6 months to 30 September 2024: 12.8%).

8.2 Bank loans

	30 Sept 2025 (unaudited)	31 Mar 2025 (audited)
	NZ\$000	NZ\$000
Balance at 1 April	8,526	-
Proceeds from loans	3,000	11,000
Repayment of loans	(3,272)	(2,474)
Balance at reporting date	8,254	8,526

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

Send Global Limited and New Zealand Mail Limited have the following borrowing facilities with the ANZ Bank:

- a \$1 million commercial flexi facility (31 March 2025: \$2 million facility limit). The facility is repayable on demand. Interest is payable at the ANZ commercial flexi facility floating rate plus a 0.44% margin;
- a \$5.25 million term facility which has a three-year term to 31 March 2027 (31 March 2025: \$5.5 million facility with three-year term). The facility is to be drawn down in tranches with fixed interest for the fixed period of each tranche at the applicable BKBM rate for that fixed period plus a 2.65% margin. The facility was fully drawn down in April 2024;
- during the period a \$3 million term facility was repaid and a further \$3 million was borrowed from ANZ Bank. This new loan is repayable on 29 May 2026. Interest is fixed for the period of the loan at the applicable BKBM rate for that fixed period plus a 2.65% margin (31 March 2025: \$3 million loan repayable 30 September 2025. Interest fixed at the applicable BKBM rate for that fixed period plus a 2.65% margin); and
- two financial guarantee facilities totalling \$975,596.

The facilities are secured by:

- unlimited guarantees and indemnities provided by Wilshire Holdings Limited and St Johns Trust Limited covering the obligations of Send Global Limited, New Zealand Mail Limited and Filecorp NZ Limited (refer note 13.3);
- a cross guarantee and indemnity provided by Send Global Limited, Filecorp NZ Limited and New Zealand Mail Limited;
- general security agreements provided by Send Global and New Zealand Mail Limited; and
- a deed of postponement (postponing their debt to Send Global Limited) provided by Wilshire Holdings Limited.

9. Share capital

The following table shows the movement in ordinary shares issued.

	30 Sept 2025 (unaudited)	31 Mar 2025 (audited)
	'000	'000
Ordinary shares as at 1 April	187,372	1,868,019
Share buyback	(11,900)	-
10 for 1 share consolidation	-	(1,681,217)
Ordinary shares issued	-	570
Ordinary shares at the reporting date	175,472	187,372

On 25 June 2025 the Company repurchased 11.9 million of its ordinary shares for nil consideration from 2384 Limited Partnership ('2384 LP'), an entity controlled by David McDonald (note 10.2).

All ordinary shares on issue are fully paid, have equal voting rights, and share equally in dividends and any surplus on winding up.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

10. Discontinued operations

10.1 Sale of education group including AGE Limited

On 2 May 2025 the Company sold its education group including AGE Limited for \$1. Contemporaneous with the sale of the education group, Wilshire Treasury Limited agreed to reduce the loan payable by the Group to Wilshire Treasury Limited by \$3.9 million.

	NZ\$000
Net assets disposed of:	
Cash	244
Receivables	264
Inventory	2
Property, plant and equipment	2,384
Right-of-use assets	4,989
Bond	502
Intangible assets	201
Trade and other payables	(1,135)
Lease Liabilities	(5,279)
Wilshire Treasury Limited loan	(3,900)
Net liabilities disposed of:	(1,728)
Consideration paid	-
Gain on disposal	1,728

10.2 Wind down of Project Treehouse

On 16 May 2025 the Board announced that, following a comprehensive review, it had decided to close Project Treehouse, BAI's artificial intelligence initiative after it failed to secure external funding or implement pilot customer programmes. Related to the closure of the project, the Board announced that BAI Group's Chief Executive Officer, David McDonald, its Chief Technology Officer and two staff members who were all supporting Project Treehouse, had resigned.

In connection with the resignations, the Company agreed with 2384 Limited Partnership, an entity associated with David McDonald, that 11,900,000 of the Company's shares held by that entity were to be subject to a share buyback by BAI for nil consideration (note 9).

With the full impairment of goodwill as at 31 March 2025 there were no material assets left in the segment at the time of closure and accordingly no loss or gain resulting from the closure.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

10.3 Discontinued operations - financial performance and cash flow information

The financial performance and cash flow information for the discontinued operations are set out below.

	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
Revenue	242	1,871
Other income	5	2
Depreciation and amortisations	(26)	(296)
Expenses	(547)	(2,597)
Share of net loss of associate	-	(125)
Impairment of investment in associate	-	(124)
Profit/(loss) before income tax	(326)	(1,269)
Income tax expense	-	(62)
Gain on sale of subsidiary (note 10.1)	1,728	-
Attributable income tax	-	-
Profit/(loss) after tax from discontinued operation	1,402	(1,331)
Cashflows from discontinued operations		
Net cash outflow from operating activities	(56)	(1,271)
Net cash inflow/(outflow) from investing activities	-	(512)
Net cash inflow/(outflow) from financing activities	(33)	1,440
Net increase in cash generated by discontinued operations	(89)	(343)

11. Subsidiaries

Name of subsidiary	Principal activity	Ownership interest held by Group	
		30 Sept 2025	31 Mar 2025
Send Global Limited	Courier, business mail & logistics services	100%	100%
New Zealand Mail Limited	Courier, business mail & logistics services	100%	100%
Filecorp NZ Limited	Filing solutions	100%	100%
G3 Property Holdings Limited	Non trading	100%	100%
Send New Zealand Limited	Non trading	100%	100%
Pete's Post Limited	Non trading	100%	100%
Being Bidco Limited	Non trading	100%	100%
Being Holdco Limited	Non trading	100%	100%
Being US Limited	Non trading	100%	100%
AGE Limited	Education	-	100%
Being Educated Limited	Non trading	100%	100%
Being Education GP Limited	Non trading	-	100%
Manawaroa GP Limited	Non trading	-	100%
Fingerprint IP Limited	Non trading	100%	100%
Treehouse Technologies Limited	Non trading	100%	100%

All subsidiaries are domiciled in New Zealand, with the exception of Being US Limited which is incorporated in the United States.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

12. Reconciliation of profit or loss after taxation with cash flow from operating activities

	6 mths ended 30 Sept 2025 (unaudited) NZ\$000	6 mths ended 30 Sept 2024 (unaudited) NZ\$000
Profit/(loss) for the period	1,335	(3,489)
Adjustments for:		
Depreciation on property, plant and equipment	36	91
Depreciation on right of use assets	139	375
Amortisation of intangible assets	62	140
Finance income	(9)	(35)
Interest paid on borrowings	254	309
Interest paid on related party borrowings	310	296
Interest paid on lease liabilities	33	282
Share of loss from associate	-	125
Impairment of investment in associate	-	124
Gain on disposal of subsidiary	(1,728)	-
Non cash items included in net profit from discontinued operations	66	-
Loss on disposal of assets	1	-
Movement in deferred tax	(73)	151
Share based payments	165	270
Other non cash adjustments	-	1
Movements in working capital		
(Increase) / decrease in receivables and other current assets	383	58
(Increase) / decrease in inventory	(2,423)	(1,138)
Increase / (decrease) in trade payables and other current liabilities	2,483	(7,900)
(Increase) / decrease in tax benefit	(10)	(474)
Movement in working capital due to disposal of subsidiary	734	-
Movement in trade payables and other current liabilities relating to financing activities	-	6,595
Net cash received from operating activities	1,758	(4,219)

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

13. Related parties

13.1 Directors

During the period the directors of the Company were Katherine Allsopp-Smith, Evan Christian (as alternate director for Katherine), Gregory Cross, Paul Forno (CEO), Stephen Phillips and Michael Stiassny (Chair).

13.2 Key management personnel compensation

Key management personnel are the Directors, the Chief Executive Officer and members of the executive leadership team.

Key management personnel compensation is set out below.

	6 mths ended 30 Sept 2025 (unaudited)	6 mths ended 30 Sept 2024 (unaudited)
	NZ\$000	NZ\$000
Short term benefits - directors	286	315
Short term employee benefits	419	1,362
Share-based payments	172	237
	877	1,914

13.3 Related party transactions and balances

In the 6 months to 30 September 2025 the Group had the following transactions with related parties:

13.3.1 Katherine Allsopp-Smith (director) and Evan Christian (alternate director)

At the reporting date the Group had related party loans of \$4,372,065 from Wilshire Treasury Limited (31 March 2025: \$10,131,000) (refer to note 8.1 for details about the related party loans and movements in the loan balance during the period). Wilshire Treasury Limited is ultimately jointly owned and controlled by Katherine Allsopp-Smith and Evan Christian via E K Trust Limited. Evan Christian is the sole director of Wilshire Treasury Limited. The Group was charged \$457,000 in interest by Wilshire Treasury Limited in the 6 months to 30 September 2025 (6 months to 30 September 2024: \$296,000). Interest of \$5,163 was payable to Wilshire Treasury Limited at 30 September 2025 (31 March 2025: \$nil).

Wilshire Holdings Limited is a wholly owned subsidiary of Christian Family Trust Limited. St Johns Trust Limited is a wholly owned subsidiary of Wilshire Holdings Limited. The Group's bank borrowing facilities are secured by unlimited guarantees and indemnities provided by Wilshire Holdings Limited and St Johns Trust Limited (refer note 8.1) (31 March 2025: same).

The Group had \$71,875 payable to 2061 Limited Partnership ('2061 LP') at the reporting date for Katherine Allsopp-Smith's and Evan Christian's directors fees (31 March 2025 \$187,000). 2061 LP is an entity controlled by Katherine Allsopp-Smith and Evan Christian.

30 September 2024

The Group settled an outstanding liability of \$6,616,000 due to 2061 LP in April 2024.

The Group has a loan of \$1,000 payable to the Te Turanga Ukaipo Charitable Trust. Katherine Allsopp-Smith and Evan Christian are trustees of the Te Turanga Ukaipo Charitable Trust. Te Turanga Ukaipo Charitable Trust is a substantial shareholder of Being AI. No interest is charged on this loan.

At 30 September 2024 the Group had related party payables included in trade and other payables of \$107,000 due to Wilshire Holdings Limited ('Wilshire Holdings') Wilshire Holdings is a wholly owned subsidiary of Christian Family Trust Limited.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

Wilshire Holdings Limited owned the school premises at Sanders Street, Auckland, that are leased by the Group. The initial term of the lease is 20 years from March 2024 and the Group holds rights of renewal for a further 20-year term. \$318,000 was paid or payable in rent to Wilshire Holdings in the period ended 30 September 2024. As at 30 September 2024 the Group recognises \$6.7 million of lease liabilities to Wilshire Holdings Limited.

13.3.2 Greg Cross (director)

\$7,475 was payable to Greg Cross at 30 September 2025 for directors fees (31 March 2025: \$nil).

13.3.3 Stephen Phillips (director)

\$5,622 was payable to Stephen Phillips at 30 September 2025 for directors fees (31 March 2025: \$nil).

13.3.4 David McDonald (previous CEO and executive director)

30 September 2024

2384 Limited Partnership ('2384 LP'), an entity controlled by David McDonald, held 100% of the shares in Being Consultants prior to the reverse acquisition. As part of the reverse acquisition, 2384 LP received 200,000,000 ordinary shares in Being AI plus an entitlement to the contingent consideration, in exchange for its shareholding in Being Consultants. The \$5.6 million contingent consideration liability at the reporting date (restated refer note 2.1) is due to 2384 LP on the achievement of the certain milestones.

13.3.5 Roger Gower (previous independent director)

30 September 2024

Roger Gower purchased 5,000 ordinary shares in the Company at \$0.60 per share under the Company's share purchase plan in September 2024.

13.3.6 Sean Joyce (previous executive director)

30 September 2024

Sean Joyce is the sole director and shareholder of Excalibur Capital Partners Limited ('Excalibur'). Excalibur is a substantial product holder of Being AI.

In December 2023 the Group provided a loan of \$2,000,000 to Excalibur to acquire shares in AGE Limited. The \$2,000,000 is recognised as a related party loan receivable in the Consolidated Statement of Financial Position at 30 September 2024 (note: at 31 March 2025 the carrying value of the loan was reduced to \$1.1 million). The loan has a five-year term, is interest free and is secured over the shares held by Excalibur.

Excalibur purchased 16,666 ordinary shares in the Company at \$0.60 per share under the Company's share purchase plan in September 2024.

14. Contingent liabilities

The Group has provided an unconditional bank guarantee for \$780,000 (31 March 2025: \$780,000), to secure the payment of charges from New Zealand Post in respect of certain mail services.

There are no contingent liabilities as at 30 September 2025 other than noted above or disclosed elsewhere in these financial statements (31 March 2025: nil).

15. Commitments

At 30 September 2025 the Group had commitments of \$75,000 for the upgrade to its ERP system (31 March 2025: nil).

16. Events subsequent to reporting date

16.1 Agreement to sell Send Global Limited and certain other assets

The Company announced on 4 November 2025 that it had entered into a conditional sale agreement to sell its shares in Send Global Limited and certain other assets to Wilshire Treasury Limited ('Wilshire').

The 'other assets' identified for sale in the conditional agreement:

- include all of BAI's other rights, interests, assets and property in addition to the shares in Send Global Limited at completion of the proposed transaction; and
- exclude all cash held by BAI, any prepayment made by BAI, any deferred tax asset or GST receivable attributable to BAI, any bond held by a third party on behalf of BAI, and any other cash equivalents held by BAI at the completion date.

The total consideration will be NZ\$8,789,676 (subject to adjustment in accordance with the sale agreement), which will be satisfied by:

- Wilshire assuming the outstanding loan and a trade balance owed by BAI to Send Global Limited at completion ('Specified Liabilities'). As at 30 September 2025, the Specified Liabilities had an aggregate outstanding balance equal to \$8,059,006;
- Wilshire offsetting the outstanding loan and trade balance owed by BAI to Wilshire at completion ('Wilshire Loan') against the consideration, in full and final satisfaction of the Wilshire Loan. As at 30 September 2025, the Wilshire Loan had an aggregate outstanding balance equal to \$528,670; and
- Wilshire paying BAI a cash amount equal to \$202,000.

The transaction is conditional on:

- obtaining any necessary shareholder approvals under NZX Listing Rules and Companies Act 1993; and
- ANZ Bank, Send Global Limited's senior lender, consenting to the proposed transaction on acceptable terms.

Being AI will hold a special shareholder meeting on 10 December 2025 to seek shareholder approval. If approved, the transaction is expected to settle as soon as possible, and no later than five business days following the special meeting.

Wilshire Treasury Limited is ultimately jointly owned and controlled by Katherine Allsopp-Smith (director) and Evan Christian (alternate director) via E K Trust Limited. Evan Christian is the sole director of Wilshire Treasury Limited. Katherine and Evan are also both trustees of Te Turanga Ukaipo Charitable Trust and ultimate owners of 2061 LP, which respectively hold 14.25% and 72.38% of the shares in Being AI.

These required shareholder approvals include an ordinary resolution under NZX listing Rule 5.2 Transactions with Related Parties. Katherine and Evan and the shareholding entities associated with them, are not permitted to vote on this ordinary resolution.

Condensed Notes to the Consolidated Financial Statements

For the six months ended 30 September 2025

NZ IFRS 5 Noncurrent Assets Held for Sale and Discontinued Activities requires the sale of a disposal group, such as Send Global Limited, to be highly probable in order to be classified as held for sale. The Board have assessed the guidance of highly probable in NZ IFRS 5 and determined that, in their judgment, at 30 September 2025, the potential sale of Send Global Limited did not meet the criteria to be classified as held for sale.

16.2 Increase in loan facility with Wilshire Treasury Limited

On 19 November 2025 Wilshire Treasury Limited and Being AI agreed to increase Wilshire Treasury Limited's existing loan facility with Being AI from \$500,000 (note 8.1) to \$1,100,000 to fund working capital requirements and repay bank debt. Being AI will draw funds down from that facility as required.

Being AI has separately conditionally agreed to sell all of its shares in Send Global Limited (among other assets) to Wilshire Treasury Limited (refer note 16.1), and part of the consideration for that sale includes Wilshire Treasury Limited offsetting the balance of Being AI's outstanding loan owed to Wilshire Treasury Limited. Accordingly, any increase in the outstanding balance of the Wilshire Treasury Limited loan facility will effectively increase the consideration paid by Wilshire Treasury Limited in connection with the sale of Send Global.

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Michael Stiasny

Independent Director and Chair

Steve Phillips

Independent Director

Paul Forno

Executive Director and Acting CEO

Greg Cross

Independent Director

Katherine Allsopp-Smith

Director

Evan Christian

Director
(Alternate to K Allsopp-Smith)