

**PROXY FORM**  
**for the Extraordinary General Meeting**  
**of BenevolentAI (the “Company”)**  
**to be held on 12 March 2025 at 10:00 CET**  
**at 2, place Winston Churchill, L-1340 Luxembourg**  
**(the “EGM”).**

A shareholder of BenevolentAI has the right to vote by giving voting instructions via this proxy form.

The following conditions apply:

1. Your proxy form will be taken in consideration only if:
  - a. this proxy form is received by ABN AMRO Bank N.V. no later than 7 March 2025 at 17:00 CET at [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com); and
  - b. this proxy form is dated, signed, and accompanied by a copy of your valid identity document, or (if you represent a legal person) a copy of a recent extract of the Chamber of Commerce and a certificate showing the number of shares recorded in your account on the Record Date.
2. The proxy form pertains to all shares held by you on the record date of the EGM, being 26 February 2025 at 24:00 (midnight) CET (the “Record Date”).
3. By signing this proxy form, you confirm that you will have voting rights on all shares held by you on the Record Date.
4. By signing this proxy form, you authorize the Proxy Holder (as defined below) to vote at the EGM in accordance with your proxy form.
5. Agenda items may be stated on this proxy form in abbreviated form.
6. You can direct any questions you may have concerning this proxy form to ABN AMRO Bank N.V. at [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

**Extraordinary General Meeting of BenevolentAI to be held on 12 March 2025 at 10:00 CET at 2, place Winston Churchill, L-1340 Luxembourg (the “EGM”)**

The following agenda items are scheduled for the EGM:

**AGENDA AND PROPOSED RESOLUTIONS OF THE EGM**

- (1) Subject to the approval of the Merger (as defined below), conversion of all the two million five hundred thousand (2,500,000) convertible class B shares without nominal value of the Company into two million five hundred thousand (2,500,000) redeemable class A shares (the “Conversion”) so that the share capital of the Company, further to the Conversion, shall be represented by one hundred forty-five million five hundred seventeen thousand one hundred forty-four (145,517,144) redeemable class A shares.**

**Draft resolution (Resolution I)**

Subject to the approval of the Merger, the EGM resolves to convert all the two million five hundred thousand (2,500,000) convertible class B shares without nominal value of the Company into two million five hundred thousand (2,500,000) redeemable class A shares so that the share capital of the Company, further to the Conversion, shall be represented by one hundred forty-five million five hundred seventeen thousand one hundred forty-four (145,517,144) redeemable class A shares. As a consequence, the reference to convertible class B shares are deleted and removed from the articles of association of the Company.

- (2) Subject to the approval of the Merger (as defined below), reduction of the current issued share capital of the Company by an amount of twenty thousand six hundred eighty-six point four one nine euros (EUR 20,686.419) so as to bring it from its current amount of one hundred forty five thousand five hundred seventeen point one four four euros (EUR 145,517.144) to one hundred twenty-four thousand eight hundred thirty point seven two five euros (EUR 124,830.725) by the cancellation (the “Cancellation”) of all the twenty million six hundred eighty-six thousand four hundred nineteen (20,686,419) redeemable class A shares currently held in treasury by the Company, having no nominal value and an accounting par value of zero point zero zero one euros (EUR 0.001) each (the “Cancelled Shares”); consequential amendment of article 6.1 of the articles of association of the Company so as to reflect the Conversion and the Cancellation, which is to read as follows:**

***“Article 6. Share Capital.***

***Issued Share Capital.***

***6.1. The issued share capital of the Company is set at one hundred twenty-four thousand eight hundred thirty point seven two five euros (EUR 124,830.725), represented by one hundred twenty-four million eight hundred thirty thousand seven hundred twenty-five (124,830,725) Ordinary Shares without nominal value.”***

Draft resolution (Resolution II)

Subject to the approval of the Merger, the EGM resolves to reduce the current issued share capital of the Company by an amount of twenty thousand six hundred eighty-six point four one nine euros (EUR 20,686.419) so as to bring it from its current amount of one hundred forty five thousand five hundred seventeen point one four four euros (EUR 145,517.144) to one hundred twenty-four thousand eight hundred thirty point seven two five euros (EUR 124,830.725) by the cancellation of the Cancelled Shares.

Subject to the approval of the Merger, the EGM resolves to amend article 6.1 of the articles of association of the Company as set forth in the agenda.

- (3) Acknowledgement of the reports of (i) the board of directors of the Company and of the board of managers of the Absorbing Company (as defined below) explaining the Share Exchange Ratio and the Warrants Exchange Ratio (both terms as defined in the Merger Proposal (as defined below)) and setting out the legal and economic grounds for the Merger (as defined below), and (ii) the independent experts appointed by the Company and the Absorbing Company confirming that the Share Exchange Ratio is fair and reasonable.**

Draft resolution (Resolution III)

The EGM acknowledges and approves the reports of the board of directors of the Company and of the board of managers of the Absorbing Company explaining the Share Exchange Ratio and the Warrants Exchange Ratio (both terms as defined in the Merger Proposal) and setting out the legal and economic grounds for the merger of the Company into the Absorbing Company.

- (4) Acknowledgment and approval of the merger proposal dated 5 February 2025 (the “Merger Proposal”) and decision to realise the merger of the Company, as absorbed company and Osaka Holdings S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B288631, as absorbing company (the “Absorbing Company” and, together with the Company, the “Merging Companies”), by way of merger by absorption (the “Merger”), in accordance with Articles 1021-1 and seq. of the Luxembourg law of 10 August 1915 on commercial companies as amended (the “Law”), by transfer, following the Company’s dissolution without liquidation, of any and all assets, liabilities, rights, obligations and contracts of the Company to the Absorbing Company. The Merger shall be effective from an accounting perspective as from 1 January 2025 (the “Effective Date”).**

Draft resolution (Resolution IV)

The EGM resolves to approve the Merger Proposal, in all its provisions and in its entirety, without exception or reserves, and resolved to realise on the date hereof the Merger by the transfer, following its dissolution without liquidation, of any and all assets, liabilities, rights, obligations and contracts of the Company to the Absorbing Company in accordance with Articles 1021-1 and seq. of the Law.

The EGM resolves that the Merger shall be effective between the Merging Companies as of the close of the EGM.

The EGM acknowledges and decides that the Merger shall be effective vis-à-vis third parties upon publication in the *Recueil Électronique des Sociétés et Associations* of the minutes of the general meetings of the Merging Companies which decide on the Merger.

The EGM further acknowledges and decides that, from an accounting standpoint, the operations of the Company shall be considered as accomplished for the account of the Absorbing Company as from 1 January 2025.

**PROXY FORM**

*INDICATE YOUR CHOICES AS FOLLOWS BELOW IN BLUE OR BLACK INK*

I wish to instruct the chairperson of the EGM (the "Proxy Holder") to vote as follows at the EGM of BenevolentAI to be held on 12 March 2025:

<b>Resolution</b>	<b>In favour</b>	<b>Against</b>	<b>Abstain</b>
I	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
II	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
III	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
IV	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
<b>Number of shares of BenevolentAI</b>			
<b>Name:</b>			
<b>Address</b>			
<b>City/town</b>			

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**Signature (please sign within box)**

**Date**

**This proxy form is only valid if dated, signed and accompanied by a copy of your valid identity document, or (if you represent a legal person) a copy of a recent extract of the Chamber of Commerce, and a certificate showing the number of shares recorded in your account on the Record Date.**