

Benevolent^{AI}

PROXY FORM

for the Annual General Meeting
of BenevolentAI (the “Company”)
to be held on 4 May 2023 at 14:00 CEST
at 5 place Winston Churchill, L-1340 Luxembourg
(the “AGM”).

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 28 April 2023 at 17:00 CEST at 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 AGM, being 20 April 2023 at 24:00 (midnight) CEST (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 authorise the Proxy Holder (as defined below) to vote at the AGM 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.

Annual General Meeting of BenevolentAI to be held on 4 May 2023 at 14:00 CEST at 5 place Winston Churchill, L-1340 Luxembourg (the “AGM”)

The following agenda items are scheduled for the AGM:

- (1) Presentation of the management report and consolidated management report of the board of directors of the Company (the “Board of Directors”) and the reports of the independent auditor on the stand-alone annual accounts of the Company (the “Company Annual Accounts”) and on the consolidated financial statements of the Company and its subsidiaries (together the “Group”) (the “Consolidated Financial Statements”) for the financial year ended 31 December 2022.
- (2) Approval of the Consolidated Financial Statements for the financial year ended 31 December 2022.

Draft resolution (Resolution I)

The AGM, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Consolidated Financial Statements for the financial year ended 31 December 2022 in their entirety, showing a consolidated loss for the year of GBP 163,928,000, established in accordance with the International Financial Reporting Standards as adopted by the European Union.

- (3) Approval of the Company Annual Accounts for the financial year ended 31 December 2022.

Draft resolution (Resolution II)

The AGM, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Company Annual Accounts for the financial year ended 31 December 2022 in their entirety, showing a loss for the financial year of GBP 693,614,000 for the Company as parent company of the Group, established in accordance with the laws and regulation of the Grand Duchy of Luxembourg.

- (4) Allocation of the results and the remuneration of the members of the Board of Directors in relation to the financial year ended 31 December 2022.

Draft resolution (Resolution III)

The AGM acknowledges the loss for the financial year on a stand-alone basis of GBP 693,614,000 and that therefore no allocation to the Company’s legal reserve is required.

The AGM, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Company Annual Accounts for the financial year ended 31 December 2022 as follows:

Loss for the financial year	GBP 693,614,000
Loss brought forward (Report à nouveau)	GBP 7,397,000
Results to be allocated and distributed	—
Allocation to the legal reserve	—
Loss carried forward	GBP 701,011,000

Annual General Meeting of BenevolentAI to be held on 4 May 2023 at 14:00 CEST at 5 place Winston Churchill, L-1340 Luxembourg (the “AGM”) continued

- (4) Allocation of the results and the remuneration of the members of the Board of Directors in relation to the financial year ended 31 December 2022 continued

Draft resolution (Resolution IV)

The AGM sets the amount of total remuneration for the members of the Board of Directors in relation to the financial year ended 31 December 2022 at GBP 1,931,816, split as follows:

Name	Remuneration for the year ended 31 December 2022				
	Annual Fees/ Salary GBP	Bonus GBP	Benefits GBP	Total LTIP awards GBP	STFR 2022 GBP
Non-Executive Director and Chair of the Board					
Dr François Nader	93,795	—	—	—	93,795
Executive Director and CEO					
Joanna Shields	526,713	279,548	20,322	369,049*	1,195,632
Non-Executive Directors					
Dr John Orloff	73,795	—	—	—	73,795
Dr Jackie Hunter	73,795	—	13,814	—	87,609
Dr Susan Liautaud (from 30 June 2022)	40,308	—	—	216,684**	256,992
Jean Raby (from 22 April 2022)	55,179	—	—	—	55,179
Prof Sir Nigel Shadbolt	73,795	—	—	—	73,795
Dr Olivier Brandicourt (from 22 April 2022)	55,179	—	—	—	55,179
Kenneth Mulvany (until 30 June 2022)	13,101	—	354	—	13,455
Michael Brennan (until 30 September 2022)	26,385	—	—	—	26,385

* The award is to be realised over a three-year period. Value of award as at 31 December 2022 of GBP is 209,422.

** The award is to be realised over a three-year period. Value of award as at 31 December 2022 of GBP 122,961.

As required by the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the “Luxembourg Shareholders’ Rights Law”), the Company prepared a remuneration report for the financial year ended 31 December 2022 and submits it to the advisory vote of the AGM.

Draft resolution (Resolution V)

The AGM decides by an advisory vote to approve the remuneration report of the Company for the financial year ended 31 December 2022.

- (5) Discharge of the members of the Board of Directors in relation to the financial year ended 31 December 2022.

Draft resolution (Resolution VI)

The AGM decides to grant discharge to the members of the Board of Directors in relation to the financial year ended 31 December 2022.

- (6) Renewal of the mandate of the Company’s independent auditor in relation to the Company Annual Accounts and the Consolidated Financial Statements for the financial year ended 31 December 2023.

Draft resolution (Resolution VII)

The AGM decides to renew the mandate of PricewaterhouseCoopers, société coopérative, with registered office at 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg trade and companies register (Registre de Commerce et des Sociétés, Luxembourg) under number B65477, as independent auditor to perform the independent audit of the Company Annual Accounts and the Consolidated Financial Statements regarding the financial year ended 31 December 2023.

Annual General Meeting of BenevolentAI to be held on 4 May 2023 at 14:00 CEST at 5 place Winston Churchill, L-1340 Luxembourg (the “AGM”) continued

- (7) Acknowledgment of the resignation of Mr Michael Brennan as member of the Board of Directors, granting discharge to such resigning member and the appointment of Mr Marcello Damiani for the term ending on the date of the annual general meeting of shareholders of the Company to be held in 2026. It is proposed that Mr Marcello Damiani acts as a Non-Executive Director.

Draft resolution (Resolution VIII)

The AGM resolves to acknowledge the resignation of Mr Michael Brennan as member of the Board of Directors of the Company with effect as of 30 September 2022, and further resolves to grant him full discharge for the exercise of his mandate for the period from 22 April 2022 to 30 September 2022.

The AGM further resolves to appoint Mr Marcello Damiani, born in El-Mina, Lebanon, on 2 January 1970, professionally residing at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, as member of the Board of Directors of the Company, for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2026 and with effect as of 4 May 2023.

The AGM notes and acknowledges that it is proposed that Mr Marcello Damiani acts as a Non-Executive Director.

PROXY FORM

INDICATE YOUR CHOICES AS FOLLOWS BELOW IN BLUE OR BLACK INK

I wish to instruct the chairperson of the AGM (the "Proxy Holder") to vote as follows at the AGM of BenevolentAI to be held on 4 May 2023:

Resolution	In favour	Against	Abstain
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"/>
V	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VI	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VII	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VIII	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Number of Shares of BenevolentAI:			
Name:			
Address:			
City/Town:			

Signature (please sign within the 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.