

PROXY FORM
for the Extraordinary General Meeting of Shareholders
of Odyssey Acquisition S.A.
to be held on 11 April 2022 at 15:00 (CET)
(the Extraordinary General Meeting).

A shareholder of Odyssey Acquisition S.A. 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 6 April 2022 at 17:00 (CET) at ava@nl.abnamro.com;
 - b. this proxy form is signed, together with a copy of a valid identity document and a certificate showing the number of shares recorded in your account on the record date of the Extraordinary General Meeting (being 28 March 2022) (the **Record Date**).
2. The proxy form pertains to all ordinary shares and/or all sponsor shares held by you on the Record Date.
3. By signing this proxy form, you confirm that you have/had voting rights on all ordinary shares and/or all sponsor shares held by you on the Record Date.
4. By signing this proxy form, you authorize the chairperson of the Extraordinary General Meeting (the **Proxy Holder**) to vote at the Extraordinary General Meeting 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 no later than 4 April 2022.

Extraordinary General Meeting of Odyssey Acquisition S.A. on 11 April 2022, beginning at 15:00 hours CET

The following agenda items are scheduled for the Extraordinary General Meeting:

AGENDA

- (1) Approval of the proposed business combination with BenevolentAI Limited (the “**Business Combination**”).
- (2) Change of the name of the Company to “BenevolentAI” and subsequent amendment of Article 2 of the articles of association of the Company, conditional upon the approval of item 1 of the agenda and with effect as of the Closing.
- (3) Amendment of the corporate purpose (*objet social*) of the Company and subsequent amendment to Article 3 of the articles of association of the Company as follows, conditional upon the approval of item 1 of the agenda and with effect as of the Closing:

“3.1. The purpose of the Company shall be the holding, management, development and disposal of participations and any interests, in Luxembourg or abroad, in any companies and/or enterprises in any form whatsoever. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity in the Grand Duchy of Luxembourg and abroad and in particular in entities active in the biotechnology sector. It may participate in the creation, development, management and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

3.2. The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. The Company may lend funds, including without limitation, resulting from any borrowings of the Company and/or from the issue of any equity or debt securities of any kind, to its subsidiaries, affiliated companies and/or any other companies or entities it deems fit.

3.3. The Company may further guarantee, grant security in favour of or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company. The Company may further give guarantees, pledge, transfer or encumber or otherwise create security over some or all of its assets to guarantee its own obligations and those of any other company, and generally for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorisation.

3.4. The Company may use any techniques and instruments to manage its investments efficiently and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

3.5. The Company may, for its own account as well as for the account of third parties, carry out any commercial, financial or industrial operation (including, without limitation, transactions with respect to real estate or movable property) which may be useful or necessary to the accomplishment of its purpose or which are directly or indirectly related to its purpose.”

- (4) Presentation of the report prepared by the board of directors of the Company in accordance with article 420-26, paragraph 5, of the Luxembourg law of 10 August 1915 on commercial companies, as amended, setting out the reasons for limiting or cancelling the preferential subscription rights of the shareholders and renewal and amendment of the authorised share capital, and the authorisation to limit and cancel the existing shareholders’ preferential subscription rights of the Company, and subsequent amendment of Article 7 of the articles of association of the Company as follows, conditional upon the approval of item 1 of the agenda and with effect as of the date of the resolution taken by the extraordinary general meeting of shareholders on this item 4 of this agenda:

“Authorisation of the Board of Directors to issue Shares and limits.

7.1. The authorised share capital, including the issued share capital set out in Article 6.1, is set at two hundred and eight thousand and forty-four point one two four euros (€ 208,044.124) represented by two hundred and eight million forty-four thousand one hundred and twenty-four (208,044,124) shares (the **Authorised Capital**). Within the Authorised Capital, the authorised unissued share capital allows for the issuance of (i) one hundred million four hundred and twenty thousand (100,420,000) shares to be issued in connection with the Business Combination to Benevolent Shareholders or in relation to the exercise of all granted and vested options or the settlement of all granted and vested restricted stock units, (ii) thirteen million six hundred and thirteen thousand three hundred and ninety-four (13,613,394) shares to be issued to the PIPE Investors, (iii) sixteen million six hundred thousand (16,600,000) shares in relation to the exercise of all the Warrants, (iv) up to nine million five hundred and thirty-four thousand seven hundred and ninety-six (9,534,796) shares relating to the exercise of all granted but unvested options or the settlement of all granted but unvested restricted stock units, (v) up to fifteen million one hundred and eighty-seven thousand nine hundred and sixty-seven (15,187,967) shares for the new Long-Term Incentive Plan and (vi) up to fifteen million one hundred and eighty-seven thousand nine hundred and sixty-seven (15,187,967) shares for general corporate purposes, including M&A and fundraises. During a period of five (5) years from 11 April 2022 or the date of any subsequent resolutions to create, renew or increase the Authorised Capital pursuant to this Article, the Board of Directors is authorised to issue Ordinary Shares, to grant options or Warrants to subscribe for Ordinary Shares and to issue any other instruments giving access to shares within the limits of the Authorised Capital to such persons and on such terms as they shall see fit and specifically to proceed to such issue with removal or limitation of the preferential right to subscribe to the shares issued for the existing Shareholders, and it being understood, that any issuance of such instruments will reduce the available Authorised Capital accordingly. For the avoidance of doubt,

with respect to the Warrants issued by the Company, the five (5) year limit applies to the issuance thereof and it is understood that the exercise of such Warrants may occur after the expiration of the authorisation.

7.2. The Board of Directors is authorised to determine the conditions of any capital increase within the limits of the Authorised Capital including through contributions in cash or in kind, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new Ordinary Shares, or following the issue and the exercise of subordinated or non-subordinated bonds, convertible into or repayable by or exchangeable for Ordinary Shares (whether provided in the terms at issue or subsequently provided), or following the issue of bonds with Warrants or other rights to subscribe for Ordinary Shares attached, or through the issue of stand-alone Warrants or any other instrument carrying an entitlement to, or the right to subscribe for, Ordinary Shares.

7.3. The Board of Directors is authorised to set the subscription price, with or without issue premium, the date from which the Ordinary Shares or other financial instruments will carry beneficial rights and, if applicable, the duration, amortisation, other rights (including early repayment), interest rates, conversion rates and exchange rates of the aforesaid financial instruments as well as all the other conditions and terms of such financial instruments including as to their subscription, issue and payment, for which the Board of Directors may make use of Article 420-23 paragraph 3 of the Law.

7.4. The Authorised Capital may be increased or reduced by a resolution of the General Meeting adopted in the manner required for the amendment to the Articles.

7.5. The non-subscribed portion of the Authorised Capital may be drawn on by the exercise of conversion or subscription rights already conferred by the Company.

Term of the authorisation

7.6. The authorisation of the Board of Directors to increase the issued share capital of the Company within the limits of the Authorised Capital in accordance with Article 7.1 is granted for a period of five (5) years from 11 April 2022 or the date of any subsequent resolutions to create, renew or increase the Authorised Capital pursuant to this Article.

7.7. The above authorisation may be renewed through a resolution of the General Meeting adopted in the manner required for the amendment to the Articles and subject to the Law, each time for a period not exceeding five (5) years.

Authorisation to limit or exclude the preferential subscription rights.

7.8. The Board of Directors is authorised to limit or exclude the preferential subscription rights of existing Shareholders set out in the Law as reflected in Article 6.7 in connection with an issue of new Shares and under the authorisation set out in Articles 7.1 and 7.6.

Allocation of Shares to employees, consultants and corporate officers.

7.9. The Board of Directors is authorised, subject to applicable Law, to allocate existing Ordinary Shares or new Ordinary Shares issued under the Authorised Capital for consideration or free of charge, by the incorporation of reserves or otherwise, to employees, consultants and officers of the Company (including members of the Board of Directors) and to the trustees of an employee benefit trust which may hold Ordinary Shares to satisfy awards, options or other similar

instruments awarded to employees and executive officers, subject to the terms of the trust instrument and related documents and the authorisation set out in Articles 7.1 and 7.6.

7.10. The terms and conditions (including, without limitation, any required minimum holding period and the adoption of any long-term incentive plan, deferred bonus plan, management share ownership plan, employee share scheme or similar award plan) of such allocations are to be determined by the Board of Directors.

Recording of share capital increases.

7.11. When the Board of Directors has implemented an increase of the issued share capital as authorised by the foregoing provisions, the present Articles shall be amended accordingly.

7.12. The Board of Directors is expressly authorised to delegate to any natural or legal person to organise the market in subscription rights, accept subscriptions, conversions or exchanges, receive payment for the price of shares, bonds, subscription rights or other financial instruments, to have registered any increase of the issued share capital carried out as well as the corresponding amendments to the present Articles.”

- (5) Decrease of the authorised share capital of the Company to two hundred and eight thousand and forty-four point one two four euros (€ 208,044.124) represented by two hundred and eight million forty-four thousand one hundred and twenty-four (208,044,124) shares and consequential amendment of Article 7.1 of the articles of association of the Company, conditional upon the approval of item 1 of the agenda and with effect as of the Closing.
- (6) Authorisation of the board of directors of the Company or its delegate(s), during a period ending five (5) years after the date of this resolution, to cancel any or all Ordinary Shares repurchased in accordance with Article 10 of the articles of association of the Company, to reduce the issued share capital of the Company through such cancellations of repurchased Ordinary Shares, and delegation of power to the board of directors of the Company or its delegate(s) to record such reduction of share capital and the consequential amendment of the articles of association of the Company by way of notarial deed, and generally to take any steps, actions or formalities as appropriate or useful to implement this decision of the extraordinary general meeting of shareholders.
- (7) Amendment and restatement of the articles of association of the Company in the form attached to the convening notice, conditional upon the approval of item 1 of the agenda and with effect as of the Closing, except for Articles 7, 9, 10 and 16, together with the definitions set out in Article 1 which are used in such Articles, which shall be amended with effect as of the date of the resolution taken by the extraordinary general meeting of shareholders on item 7 of this agenda.
- (8) Acknowledgment of the resignations of Mr. Michael Zaoui, Mr. Yoël Zaoui, Ms. Cynthia Tobiano, Mr. Andrew Gundlach and Mr. Walid Chammah as members of the board of directors of the Company, granting of provisional discharge to such resigning members and appointment of Dr. François Nader, Baroness Joanna Shields, Dr. Olivier Brandicourt, Jean Raby, Kenneth Mulvany, Dr. John Orloff, Sir Nigel Shadbolt, Dr. Ann Jacqueline Hunter and Michael Brennan, each for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2025, in each case conditional upon the approval of item 1 of the agenda and with effect as of the Closing. It

is proposed that Dr. François Nader be appointed by the board of directors as Chairman and that Baroness Joanna Shields act as Executive Director and Dr. Olivier Brandicourt, Jean Raby, Kenneth Mulvany, Dr. John Orloff, Sir Nigel Shadbolt, Dr. Ann Jacqueline Hunter and Michael Brennan act as Non-Executive Directors.

- (9) Approval of the remuneration policy of the Company and subsequent approval of the remuneration of the members of the board of directors of the Company, conditional upon the approval of item 1 of the agenda and with effect as of the Closing.

“Closing” shall mean the completion of the Business Combination by way of a contribution in kind by all the shareholders of all the shares they hold in BenevolentAI Limited to the Company in exchange for the issue, allotment and delivery to such shareholders of class A shares of the Company.

PROXY AND VOTING FORM

INDICATE YOUR CHOICES AS FOLLOWS BELOW IN BLUE OR BLACK INK

I hereby appoint the chairperson of the Extraordinary General Meeting (the **Proxy Holder**) as my proxy to represent me at the Extraordinary General Meeting and instruct the Proxy Holder to vote as follows at the Extraordinary General Meeting of Odyssey Acquisition S.A. to be held on 11 April 2022:

Proposals	In favour	Against	Abstain
1	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
5	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
6	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
7	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
8	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
9	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Number of Ordinary Shares of Odyssey Acquisition S.A.			
Number of Sponsor Shares of Odyssey Acquisition S.A.			
Name:			
Address			
City/town			

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Signature (please sign within box)

Date

This voting form is only valid if dated, signed and accompanied by a copy of your valid identity document and (if you represent a legal person) a copy of a recent extract of the Chamber of Commerce.