

Benevolent^{AI}

PROXY FORM

for the Annual General Meeting

of BenevolentAI (the "Company")

to be held on 2 May 2024 at 14:00 CEST

at 2, 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 **26 April 2024 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 **18 April 2024 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 2 May 2024 at 14:00 CEST at 2, place Winston Churchill, L-1340 Luxembourg (the “AGM”)

The following agenda items and proposed resolutions 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 2023.

(2) Approval of the Consolidated Financial Statements for the financial year ended 31 December 2023.

Draft resolution (Resolution I)

The AGM, after having reviewed the consolidated 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 2023 in their entirety, showing a consolidated loss for the financial year ended 31 December 2023 of GBP 63,317,000 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 2023.

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 2023 in their entirety, showing a loss for the financial year ended 31 December 2023 of GBP 317,528,000 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 remuneration of the members of the Board of Directors in relation to the financial year ended 31 December 2023.

Draft resolution (Resolution III)

The AGM acknowledges the loss for the financial year ended 31 December 2023 on a stand-alone basis of GBP 317,528,000 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 2023 as follows:

Loss for the financial year	GBP 317,528,000
Loss brought forward (Report à nouveau)	GBP 701,011,000
Results to be allocated and distributed	—
Allocation to the legal reserve	—
Loss carried forward	GBP 1,018,539,000

Annual General Meeting of BenevolentAI to be held on 2 May 2024 at 14:00 CEST at 2, place Winston Churchill, L-1340 Luxembourg (the “AGM”) continued

- (4) Allocation of the results and remuneration of the members of the Board of Directors in relation to the financial year ended 31 December 2023 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 2023 at GBP 1,306,444, split as follows:

Name	Remuneration for the year ended 31 December 2023					
	Salary GBP	Fees GBP	Bonus GBP	Benefits GBP	Total LTIP awards GBP	STFR GBP
Non-Executive Director and Chair of the Board, and Acting CEO from 21 September 2023						
Dr. François Nader	227,404	99,825	—	—	—	327,229
Executive Director and CEO						
Joanna Shields (until 21 September 2023)	395,544	—	—	21,151	—	416,695
Non-Executive Directors						
Dr. John Orloff	—	100,000	—	—	—	100,000
Jean Raby	—	100,000	—	—	—	100,000
Dr. Jackie Hunter (until 21 June 2023)	—	37,949	—	4,315	—	42,264
Marcello Damiani (from 4 May 2023)	—	55,538	—	—	—	55,538
Prof Sir Nigel Shadbolt	—	90,000	—	—	—	90,000
Dr. Olivier Brandicourt	—	88,051	—	—	—	88,051
Dr. Susan Liautaud	—	86,667	—	—	—	86,667

As required by the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended (the “Luxembourg Shareholders’ Rights Law”), the Company prepared a remuneration report for the financial year ended 31 December 2023 (the “Remuneration Report”) and submits it to the advisory vote of the AGM. A copy of the Remuneration Report is available on the Company’s website.

Draft resolution (Resolution V)

The AGM decides by an advisory vote to approve the Remuneration Report.

- (5) Discharge of the members of the Board of Directors in relation to the financial year ended 31 December 2023.

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 2023.

- (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 2024.

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 2024.

Annual General Meeting of BenevolentAI to be held on 2 May 2024 at 14:00 CEST at 2, place Winston Churchill, L-1340 Luxembourg (the “AGM”) continued

- (7) Acknowledgment of the resignation of Ms Joanna Shields as member of the Board of Directors, granting discharge to such resigning member and the appointment of Dr. Joerg Moeller for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2027. It is proposed that Dr. Joerg Moeller acts as an Executive Director.

Draft resolution (Resolution VIII)

The AGM resolves to acknowledge the resignation of Ms Joanna Shields as member of the Board of Directors with effect as of 21 September 2023, and further resolves to grant her full discharge for the exercise of her mandate for the period from 1 January 2023 to 21 September 2023.

The AGM further resolves to appoint Dr. Joerg Moeller, born in Bochum, Germany, on 10 November 1964, professionally residing at 4-8 Maple Street, London W1T 5HD, United Kingdom, as member of the Board of Directors, for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2027.

The AGM notes and acknowledges that it is proposed that Dr. Joerg Moeller acts as an Executive Director.

- (8) Acknowledgment of the resignation of Dr. Jackie Hunter as member of the Board of Directors, granting discharge to such resigning member.

Draft resolution (Resolution IX)

The AGM resolves to acknowledge the resignation of Dr. Jackie Hunter as member of the Board of Directors with effect as of 21 June 2023, and further resolves to grant her full discharge for the exercise of her mandate for the period from 1 January 2023 to 21 June 2023.

- (9) Approval of the amended remuneration policy of the Company (the “Amended Remuneration Policy”).

Draft resolution (Resolution X)

The AGM decides by an advisory vote to approve the Amended Remuneration Policy to reflect a general refresh of the policy and an update of the structure of remuneration of the Executive Director(s). A redline version of the Amended Remuneration Policy is available on the Company’s website.

- (10) Appointment of Mr Peter Allen as member of the Board of Directors with immediate effect.

Draft resolution (Resolution XI)

The AGM resolves to appoint Mr Peter Allen, born in Farnham, UK in March 1956, professionally residing at 216 Bath Road, Slough, SL1 4EN as member of the Board of Directors with immediate effect and for a term expiring on the date of the annual general meeting of shareholders of the Company to be held in 2027. The AGM notes and acknowledges that it is proposed that Mr Peter Allen acts as non-executive independent director.

- (11) Appointment of Mr Kenneth Mulvany as member of the Board of Directors with immediate effect.

Draft resolution (Resolution XII)

The AGM resolves to appoint Mr Kenneth Mulvany born in Providence, USA in January 1968, professionally residing at 22 Bishops Gate, London, EC2N 4BQ as member of the Board of Directors with immediate effect and for a term expiring on the date of the annual general meeting of shareholders of the Company to be held in 2027. The AGM notes and acknowledges that it is proposed that Mr Kenneth Mulvany acts as non-executive director.

- (12) Appointment of Mr Ian Nicholson as member of the Board of Directors with immediate effect.

Draft resolution (Resolution XIII)

The AGM resolves to appoint Mr Ian Nicholson, born in Cardiff, Wales in August 1960, professionally residing at River Bank, High Street, Long Wittenham, Abingdon, OX14 4QH as member of the Board of Directors with immediate effect and for a term expiring on the date of the annual general meeting of shareholders of the Company to be held in 2027. The AGM notes and acknowledges that it is proposed that Mr Ian Nicholson acts as non-executive independent director.

- (13) Appointment of Mr Jeremy Sohn as member of the Board of Directors with immediate effect.

Draft resolution (Resolution XIV)

The AGM resolves to appoint Mr Jeremy Sohn, born in Chicago, USA in March 1974, professionally residing at P74 Ventures, c/o Syno Capital, 275 Madison Madison Ave, 39th Floor, NY, NY 10016 as member of the Board of Directors with immediate effect and for a term expiring on the date of the annual general meeting of shareholders of the Company to be held in 2027. The AGM notes and acknowledges that it is proposed that Mr Jeremy Sohn acts as non-executive independent 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 2 May 2024:

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"/>
IX	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
X	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XI	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XII	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XIII	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
XIV	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Number of shares of BenevolentAI			
Name			
Address			
City/town			

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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.