

Notice of Annual General Meeting

BSP Financial Group Limited

ARBN 649 704 656

For personal use only

23 April 2025

Dear Shareholder,

On behalf of the Board of BSP Financial Group Limited (**BSP**), I am pleased to invite you to attend the BSP Annual General Meeting (**AGM** or **Meeting**) to be held on Friday, 23 May 2025 at 10.00 am (AEST) at the Hilton Hotel, Wards Road, Hohola, Port Moresby, NCD, Papua New Guinea and online at <https://meetings.openbriefing.com/BSP25>

The Notice of Meeting and Explanatory Memorandum are available on both the Australian Securities Exchange and PNGX Markets platforms as well as on BSP's website at <http://www.bsp.com.pg/Investor-Relations/>.

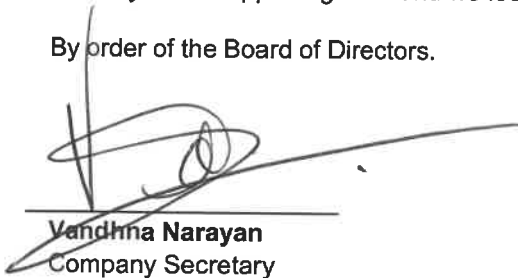
If you are unable to attend the AGM in person, please complete and return the enclosed Proxy Form no later than 10:00 am (AEST time) on Wednesday, 21 May 2025 to PNG Registries Limited or MUFG Corporate Markets (AU) Limited via email/fax/post or hand delivery as specified in the Notice of Meeting and the Proxy Form.

You are encouraged to read the Notice of Meeting and the Explanatory Memorandum in full before a decision is reached on each resolution. The enclosed Proxy Form is to be used to direct your proxy votes for each resolution by marking either the "For" box, the "Against" box or the "Abstain" box.

If you would like to ask a question at the AGM, please use the Question Form provided and send your questions to PNG Registries Limited or MUFG Corporate Markets (AU) Limited via email/fax/post or hand delivery as specified in the Form, no later than 5:00 pm (AEST) on Friday, 16 May 2025. Shareholders present in the room during the Meeting will also be given an opportunity to ask questions then.

Thank you for supporting BSP and we look forward to your participation in the Meeting.

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Vandhna Narayan', is written over a horizontal line. Below the line, the name 'Vandhna Narayan' and the title 'Company Secretary' are printed in a black, sans-serif font.

Vandhna Narayan
Company Secretary



Notice of Annual General Meeting

BSP FINANCIAL GROUP LIMITED

ARBN 649 705 656

Notice is hereby given that the Annual General Meeting of Shareholders of BSP Financial Group Limited (the "Company") will be held:

Date: Friday, 23 May 2025

Time: 10:00 am (AEST)

Venue: Banquet Halls 1 and 2, Hilton Hotel, Wards Road, Hohola, Port Moresby, NCD, Papua New Guinea and online at <https://meetings.openbriefing.com/BSP25>

An Explanatory Note containing information in relation to each resolution accompanies this Notice of Meeting.

1. Items of Business

General Business:

Minutes of Previous Meeting held on 17 May 2024

To receive, consider and accept the Minutes of the previous Annual General Meeting held on 17 May 2024 as a correct record of that meeting.

Ordinary Business:

Item 1: Annual Report and Financial Statements for the Year Ended 31 December 2024

To receive the Annual Report, including the Financial Statements, Director's Report and Auditor's Report, for the Company and its subsidiaries for the year ended 31 December 2024.

Item 2: Remuneration Report for the Year Ended 31 December 2024

To adopt the Remuneration Report of the Company for the year ended 31 December 2024.

Item 3: Re-Election of Directors

Pursuant to Clause 15.3(b) of the Company's Constitution, re-elect the following directors:

- (a) Priscilla Kevin who retires by rotation and offers herself for re-election as a Director of the Company.
- (b) Patricia Taureka-Seruvatu who retires by rotation and offers herself for re-election as a Director of the Company.

Item 4: Election of two Directors

To elect David Hornery who was appointed subject to regulatory approval, to fill a vacancy and offers himself for election as a Director.

To elect Donna Cooper who was appointed subject to regulatory approval, to fill a vacancy and offers herself for election as a Director.

Item 5: Appointment of Auditor

To appoint PricewaterhouseCoopers as auditor of the Company from the conclusion of this meeting until the conclusion of the next annual meeting of the Company and that the Board be authorized to fix their remuneration.

Item 6: Any other Business

To consider any other business of the day.

***** The remainder of this page is intentionally left blank *****

For personal use only

Explanatory Notes

This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Note in full before making any decision in relation to the resolutions.

General Business

Minutes of the Previous Meeting held on 17 May 2024

The Chairman will table the 2024 Annual General Meeting Minutes dated 17 May 2024 as a correct record of the Meeting.

Ordinary Business

Item 1: Financial Report

The 2024 Annual Report, including the Financial Statements, Director's Report and the Auditor's Report, for the Company and its subsidiaries for the year ended 31 December 2024 are attached to this Explanatory Note for the shareholders to read prior to the meeting. The Annual Report is also available on the Company's website at: <https://www.bsp.com.pg/about/investors/>

While neither the Companies Act 1997 nor the Company's Constitution require Shareholders to vote on such Reports, Shareholders will be given the opportunity to raise questions on the Reports at the Meeting.

Item 2: Remuneration Report

As a listed company on the Australian Securities Exchange, the Company is required under the Australian Corporations Act 2001 to include a Remuneration Report in the Directors' Report. The Remuneration Report relates to the remuneration of directors and key management personnel of the Company and has been prepared in conformity with the requirements of section 300A of that Act. It can be found in the 2024 Annual Report available on the Company's website.

It is a requirement under Section 250R (2) of that Act that the Remuneration Report be put to the vote of shareholders for adoption. This resolution is advisory only and does not bind the Directors or the Company. However, the outcome of the vote will be considered by the Board when formulating remuneration policy for future years.

In the interests of good corporate governance, the Directors abstain from making a recommendation in relation to Item 2.

Item 3: Re-Election of Directors

The Board proposes that Priscilla Kevin and Patricia Taureka-Seruvatu be re-appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company and details of each Director is set out below.

(a) Priscilla Kevin, BSCS, MAICD

Priscilla Kevin was appointed to the BSP Board in April 2020 and is a member of the Board Risk Committee.

Priscilla is an IT professional specialising in Enterprise Resource Planning (ERP) Support Advisory. She has over 20 years ICT industry experience, providing ICT consultancy and support to a range of businesses

and government bodies. She holds a Bachelor's Degree in Computer Science from PNG University of Technology and is an advocate and founder of PNG Women in STEM and Digital ICT Cluster Inc. She is also a member of the Australian Institute of Company Directors (AICD).

In accordance with the Company's Constitution, and being eligible, Ms. Priscilla Kevin offers herself for re-election by the shareholders. The Board has assessed Ms. Kevin to be an independent Director and, with Ms. Kevin abstaining, recommends that Shareholders vote in favor of her re-election.

(b) Patricia Taureka-Seruvatu, LLB, MAICD

Patricia Taureka-Seruvatu is a Lawyer by profession, admitted to practice law in Papua New Guinea in 1988. Patricia holds a Bachelor of Laws from the University of PNG. She was appointed to Board in April 2022 and currently serves as a member of the Board Audit and Compliance Committee and the Remuneration and Nominations Committee.

Patricia has over 30 years' experience in the legal, superannuation, property, commercial and corporate services in PNG. She is a member of the Papua New Guinea Institute of Company Directors and the Australian Institute of Company Directors.

The Board considers that Patricia possesses attributes necessary for the development of the Company and considers her to be an independent Director and recommends her re-election as a Director.

Item 4: Election of Directors

The Board nominates David Hornery for appointment as a director of the Company subject to the Bank of PNG's Fit and Proper assessment. The Board considers that David Hornery possesses the necessary qualifications to fill the vacancy left by Stuart Davis retirement.

The Board nominates Donna Cooper for appointment as a director of the Company subject to the Bank of PNG's Fit and Proper assessment. The Board considers that Donna possesses the necessary qualifications to fill the vacancy left by Dr Matagialofi Lua'iufi's retirement.

(a) David Hornery

Mr. Hornery is a highly experienced commercial banker, with over 35 years' experience working with several of Australia's leading commercial and Investment banks.

Mr. Hornery is also an experienced banking entrepreneur, having co-founded the ASX listed Judo Bank in 2016. Previously Mr Hornery worked at National Australia Bank from 2009 to 2015 with his roles including Executive General Manager, Corporate and Specialised Banking. Mr. Hornery worked for ANZ Banking Group between 1996 and 2007, as Managing Director and then Global Head of Capital Markets from 1996 to 2004, and then as CEO of ANZ Asia. From 1988 to 1996, Mr Hornery worked in various roles at Macquarie Group with his last role being Global Head of Capital Markets.

Mr Hornery has also been a director and chair on a range of industry bodies and not for profit enterprises, including as Chair of Studio Thi, a not-for-profit urban change specialist that consults to Government and private enterprise in Australia and internationally. Mr. Hornery holds a Bachelor of Economics from the University of Sydney.

The Board, with Mr. Hornery abstaining, recommends that Shareholders vote in favor of his election.

(b) Donna Cooper

Ms. Cooper is a highly experienced financial services leader, with nearly 30 years of diverse international experience in banking, global payments and debt management.

Ms. Cooper served as the Chief Executive Officer of TSB Bank Ltd, New Zealand's sixth largest bank, from 2018 to 2023. She was the CEO of The Warehouse Group Financial Services Companies (2017 to 2018);

General Manager NZ for Baycorp Ltd, New Zealand's leading debt management organisation (2014 to 2017); and held various globally-based positions with American Express International including Vice President, Consumer Card Products, Australia and NZ 2008-2012 and Vice President, Consumer Products, India, 2006 to 2008.

Ms. Cooper holds a Bachelor of Business degree from the Auckland University of Technology and a Master of Arts degree from the Rennes School of Business in France. Ms. Cooper was the inaugural chair of the Domestic Banks Group of the New Zealand Banking Association (NZBA), a forum for Bank CEOs to work together on banking sector issues, until 2023. She is also on the Board of SkyCity Entertainment Ltd, New Zealand's largest tourism and entertainment company, where she chairs its People and Culture and Transformation Committees and is a member of its Risk and Compliance Committee.

The Board, with Ms. Cooper abstaining, recommends that Shareholders vote in favor of her election.

Item 5: Appointment of Auditor

The Board proposes that PricewaterhouseCoopers be appointed auditor of the Company from the conclusion of this meeting until the conclusion of the next annual meeting of the Company and that the Board be authorized to fix their remuneration.

Voting Exclusion Statement

Item 2

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's Remuneration Report for the year ended 31 December 2023 or their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 2:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy, even though Item 2 is connected with the remuneration of the Company's KMP

For personal use only



BSP Financial Group Limited
ARBN 649704656

LODGE YOUR VOTE

ONLINE
<https://au.investorcentre.mpms.mufig.com>

BY MAIL
BSP Financial Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of BSP Financial Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held in person at **Banquet Halls 1 and 2, Hilton Hotel, Wards Road, Hohola, Port Moresby, NCD, Papua New Guinea on Friday, 23 May 2025, commencing at 10:00am (AEST)** and at any adjournment or postponement of that meeting.

If you cannot attend in person the Meeting will be livestreamed virtually via the online platform at: <https://meetings.openbriefing.com/BSP25>. Live online voting will **not** be available during this meeting. Live online questions will be available during this meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

3 Remuneration Report for the Year Ended 31st December 2024

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5b Election of Director – Ms. Donna Cooper

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4a Re-Election of Directors - Ms. Priscilla Kevin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4b Re-Election of Directors - Ms. Patricia Taureka-Seruvatu

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5a Election of Director – Mr. David Hornery

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

<input type="text"/>

Joint Shareholder 2 (Individual)

<input type="text"/>

Joint Shareholder 3 (Individual)

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BFL PRX2501N

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Wednesday, 21 May 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

BSP Financial Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only



BSP Financial Group Limited
ARBN 649704656

LODGE YOUR QUESTIONS

ONLINE
<https://au.investorcentre.mpms.mufig.com>

BY MAIL
BSP Financial Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

NAME AND ADDRESS OF SHAREHOLDER

SRN/HIN

Please use this form to submit any questions about BSP Financial Group Limited (“the Company”) that you would like us to respond to at the Company’s 2025 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, MUFG Corporate Markets (AU) Limited, by **5:00pm on Friday, 16 May 2025**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ A resolution being put to the AGM
- ☐ General suggestion
- ☐ Remuneration Report
- ☐ Sustainability/Environment
- ☐ Other
- ☐ My question is for the auditor
- ☐ Future direction

- ☐ Performance or financial reports
- ☐ A resolution being put to the AGM
- ☐ General suggestion
- ☐ Remuneration Report
- ☐ Sustainability/Environment
- ☐ Other
- ☐ My question is for the auditor
- ☐ Future direction

QUESTIONS



BSP Financial Group Limited
ARBN 649704656

LODGE YOUR VOTE



EMAIL

pngregistries@cm.mpms.mufg.com



BY MAIL

PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea



BY FAX

+675 321 6379



BY HAND

Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby NCD



ALL ENQUIRIES TO

Telephone: (+675) 321 6377 or 321 6378



X99999999999

PROXY FORM

I/We being a member(s) of BSP Financial Group Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting,

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held in person at **Banquet Halls 1 and 2, Hilton Hotel, Wards Road, Hohola, Port Moresby, NCD, Papua New Guinea on Friday, 23 May 2025, commencing at 10:00am (AEST)** and at any adjournment or postponement of that meeting.

If you cannot attend in person the Meeting will be livestreamed virtually via the online platform at: <https://meetings.openbriefing.com/BSP25>. Live online voting will **not** be available during this meeting. Live online questions will be available during this meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

3 Remuneration Report for the Year Ended 31st December 2024

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5b Election of Director – Ms. Donna Cooper

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4a Re-Election of Directors - Ms. Priscilla Kevin

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4b Re-Election of Directors - Ms. Patricia Taureka-Seruvatu

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5a Election of Director – Mr. David Hornery

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

<input type="text"/>

Joint Shareholder 2 (Individual)

<input type="text"/>

Joint Shareholder 3 (Individual)

<input type="text"/>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BSP PRX2501N

For personal use only



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Wednesday, 21 May 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea



BY FAX

+675 321 6379



BY HAND

Level 4,
Cuthbertson House,
Cuthbertson Street
Port Moresby NCD

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only

For personal use only



BSP Financial Group Limited
ARBN 649704656

NAME AND ADDRESS OF SHAREHOLDER

LODGE YOUR QUESTIONS



EMAIL
pngregistries@cm.mpms.mufg.com



BY MAIL
PNG Registries Limited
PO Box 1265
PORT MORESBY NCD
Papua New Guinea



BY FAX
+675 321 6379



BY HAND
Level 4, Cuthbertson House, Cuthbertson Street
Port Moresby NCD



ALL ENQUIRIES TO
Telephone: (+675) 321 6377 or 321 6378

SRN/HIN

Please use this form to submit any questions about BSP Financial Group Limited (“the Company”) that you would like us to respond to at the Company’s 2025 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, PNG Registries Limited, by **5:00pm on Friday, 16 May 2025**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ A resolution being put to the AGM
- ☐ General suggestion
- ☐ Remuneration Report
- ☐ Sustainability/Environment
- ☐ Other
- ☐ My question is for the auditor
- ☐ Future direction

- ☐ Performance or financial reports
- ☐ A resolution being put to the AGM
- ☐ General suggestion
- ☐ Remuneration Report
- ☐ Sustainability/Environment
- ☐ Other
- ☐ My question is for the auditor
- ☐ Future direction

QUESTIONS



MUFG Corporate Markets
A division of MUFG Pension & Market Services

Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible.
Check your current browser by going to
the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

**To attend and vote you must have your
shareholder Number and post code.**

Appointed Proxy: Your proxy number will
be provided by MUFG before the meeting.

**Please make sure you have this
information before proceeding.**

Online Meeting Guide

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/BSP25>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

If you have logged in as a member, your voting card will appear with all of the resolutions to be voted on at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

Downloads

View relevant documentation in the Downloads section.

Contact us

Australia

T +61 1800 990 363

The screenshot shows a registration form titled 'Welcome to the MUFG Corporate Markets A division of MUFG Pension & Market Services'. The form asks the user to 'Please register your details to participate' and includes fields for 'Full Name', 'Mobile (e.g. 022 123 1234)', 'Email', and 'I am a...' (a dropdown menu). Below these fields is a checkbox for 'I have read and accept the Terms & Conditions' and a red button labeled 'REGISTER AND WATCH MEETING'. At the bottom, it provides a 'Help Number: 1800 990 363'.