

Ascension Capital Limited

Lodge your Proxy/Voting form



Online
www.investorvote.co.nz



By Mail
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For your proxy to be effective it must be received by 10.00 am on Tuesday, 26 March 2024.

ZOOM SPECIAL MEETING

Ascension Capital Limited (the Company) gives you notice that the special meeting of shareholders will be held online via Zoom link commencing at 10:00 am on 28 March 2024. Shareholders can watch the proceedings using the below access details.

Topic: ACE SM 2024. Date: 28 March 2024 Time: 10:00 am Auckland.
Join Zoom Meeting: <https://meet.google.com/zxn-bxdn-anx>

Proxy/Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Watching the Meeting on Zoom does not constitute being present at the Meeting, and, accordingly, Shareholders cannot vote via Zoom – if you wish to vote, please vote by proxy in accordance with the instructions overleaf and return your proxy form by one of the ways listed at the top of this form.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

If you return this Proxy Form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Voting Restrictions

Ascension will disregard any votes on Resolutions (as defined in the Notice of Special Meeting of Shareholders).

Pages 11 and 12 of the Notice of Special Meeting of Shareholders sets out the applicable voting restrictions, including that the Chair can act as a directed proxy but may not be able to act as a directed proxy on certain Resolutions.

Attending the Meeting

Please refer to the enclosed Notice of Meeting for details on accessing the meeting.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the securityholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote

Proxy/Voting Form

@ Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____
 (By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a securityholder/s of Ascension Capital Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions at the **Special Meeting of Ascension Capital Limited to be held via Zoom Meeting (<https://meet.google.com/zxn-bxdn-anx>) on Thursday, 28 March 2024, commencing at 10.00 am** and at any adjournment of that meeting.

STEP 2 Items of Business – Voting Instructions

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf your votes will not be counted in computing the required majority.

Ordinary Resolutions	For	Against	Proxy Discretion	Abstain
Item 1 Acquisition of 100% of the shares on issue in Being Consultants Limited, AGE Limited and Send Global Limited (“Being AI Group”) – Special Resolution – Listing Rules 4.14.1, 5.1.1 and 5.2.1, and Section 129 of the Companies Act 1993.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Issue of 1,800,000,000 ordinary fully paid shares to the shareholders of the Being AI Group (“Consideration Shares”) – Ordinary Resolution – Listing Rules 4.1.1 and 5.2.1, and Rule 7(d) of the Takeovers Code.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Issue of up to 1,399,992,000 additional ordinary fully paid shares to the shareholders of Being Consultants Limited (“Earn-In Shares”) – Ordinary Resolution – Listing Rule 4.1.1 and Rule 7(d) of the Takeovers Code.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Issue of 120,000,000 new ordinary fully paid shares to wholesale investors (“Capital Raise Shares”) – Ordinary Resolution – Listing Rule 4.1.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Issue of 30,720,000 new ordinary fully paid shares to Excalibur Capital Partners Limited (“Excalibur Shares”) – Ordinary Resolution – Listing Rules 4.1.1 and 5.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Issue of 15,800,000 new ordinary fully paid shares to all existing ACE Directors and one former ACE Director (“Directors’ Fee Shares”) in satisfaction of accrued Directors Fees – Ordinary Resolution – Listing Rules 4.2.1 and 5.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Appointment of David McDonald as Director – Ordinary Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Appointment of Katherine Allsopp-Smith as Director – Ordinary Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9 Appointment of Joe Jensen as Director – Ordinary Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10 Approval of Directors’ Fees – Ordinary Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11 Issue of up to 132,000,000 Options to Employees, Contractors, and Non-executive Directors – Ordinary Resolution – Listing Rule 4.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12 Issue of up to 280,000,000 new ordinary fully paid shares to third parties (“Post Completion Shares”) – Ordinary Resolution – Listing Rule 4.2.1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13 Revocation of existing constitution and adoption of a new constitution – Special Resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 14 Appointment of William Buck as auditor and authorisation of the Board to fix auditor’s remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your proxy is not the Chairman of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address).
 Proxy contact Details (Phone): _____ and (Email): _____

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____