



Company Secretary

21st April 2023

Ms. Nicola Lombardi
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Australia

By Electronic Lodgment

Dear Ms. Lombardi,

BSP Financial Group Limited – 2023 Annual General Meeting Documents

In accordance with the ASX Listing Rules, BSP Financial Group Limited (**ASX: BFL | PNGX: BSP**) provides to ASX for release to market the following documents regarding its 2023 Annual General Meeting:

- Sample email text to shareholders
- Letter to Shareholders dated 21 April 2023;
- Notice of Meeting and Explanatory Memorandum;
- Sample Proxy Forms;
- Sample Question Form; and
- Online Meeting Guide.

Sincerely,
BSP Financial Group Limited

A handwritten signature in blue ink, appearing to read 'Mary Johns', written over a light blue horizontal line.

Mary Johns
Company Secretary

Enclosure

BSP Financial Group Limited

Incorporated in Papua New Guinea | ARBN 649 704 656

P +675 305 7159 **E** MJohns@bsp.com.pg

A Section 34 Allotments 6 & 7, Klinki Street, Waigani Drive, Port Moresby, National Capital District

A PO Box 78, Port Moresby, Papua New Guinea **W** www.bsp.com.pg

Dear Shareholder,

BSP Financial Group Limited – 2023 Annual General Meeting

By order of the Board of Directors (the **Board**) of BSP Financial Group Limited (**BFL**), I am pleased to invite you to participate in BSP's 2023 Annual General Meeting (**Meeting**), to be held on **Friday, 19 May 2023** commencing at 10:30am (AEST). Enclosed is the Notice of Meeting setting out the business of the AGM.

Please note the following:

- Shareholders will be able to participate in the Meeting by attending the meeting:
 - in person at Ballrooms 3 & 4, Level 1, Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea; or
 - virtually via the online platform at: <https://meetings.linkgroup.com/bspagm23>
- For those attending virtually, live online voting & questions will not be available during the meeting;
- Shareholders can ask questions of the Board before the Meeting, by submitting the question form to PNG Registries Limited or Link Market Services via email/fax/post or hand delivery as specified in the Form, no later than 5:00pm (AEST) on Friday, 12th May 2023.
- Voting on the resolutions to be considered at the Meeting will be either in person or through an appointed proxy or by a combination of these steps.

Further details of how to join the Meeting are set out in the *Notice of Meeting* and *Virtual Meeting Online Guide (Online Guide)*. The Online Guide includes details of how to ensure your internet browser is compatible with the online platform, and a step-by-step guide to logging in & navigating the site.

To view or download a copy of the 2022 Annual Report, please click [here](#)

To view or download a copy of the 2023 AGM Notice of Meeting, please click [here](#)

To view or download a copy of the Online Guide, please click [here](#)

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and if applicable, consider directing your proxy how to vote on each resolution.

If you are unable to participate in the Meeting in person, I encourage you to lodge your proxy votes online. If you would like to take advantage of this service, please follow the instruction below.

1. Click on the link below

EXPRESSID 1-50

Indicates a joint holding

2. Enter the postcode (Australian registered address) or country code (overseas registered address) relevant to each share holding

Subject to the abstentions noted in the Explanatory Memorandum, the Directors unanimously recommend that Shareholders vote in favour of all resolutions.

If you would like to ask a question prior to the Meeting, please log onto www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question' by 5:00pm (AEST) on Friday, 12th May 2023.

Thank you for your continued support of BSP Financial Group Limited and I look forward to your participation and the opportunity to engage with you at the Meeting.

Mary Johns
Company Secretary

21 April 2023

Dear Shareholder,

On behalf of the Directors of BSP Financial Group Limited (the **Company**), I am pleased to invite you to participate at the BSP Annual General Meeting (**AGM** or **Meeting**) to be held on Friday 19th May 2023 at 10.30am (AEST) at the Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea.

If you cannot attend in person, the Meeting will be livestreamed virtually via the online platform at <https://meetings.linkgroup.com/bspagm23>. Live online questions & voting will not be available during the meeting. The Online Platform Guide provides details on how to ensure your browser is compatible with the online platform, and a step-by-step guide to successfully log in and navigate the site. This is available on both the Australian Stock Exchange and Papua New Guinea Stock Exchange platforms

All necessary details are in the accompanying Notice of Meeting and Explanatory Memorandum, copies of which are also available on both the Australian Stock Exchange and Papua New Guinea Stock Exchange platforms as well as on the Company's website at <http://www.bsp.com.pg/Investor-Relations>.

If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed Proxy Form no later than 10:30 am (AEST time) on Wednesday, 17th May 2023 to PNG Registries Limited or Link Market Services 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 prior to the AGM, please use the Question Form provided and send your questions to PNG Registries Limited or Link Market Services via email/fax/post or hand delivery as specified in the Form, no later than 5:00pm (AEST) on Friday, 12th May 2023. Shareholders present in the room during the Meeting will also be given ample opportunity to ask questions then.

Thank you for your continued support of the Company and I look forward to your participation and the opportunity to engage with you during the Meeting.

By order of the Board of Directors.

A handwritten signature in blue ink, appearing to read 'Mary Johns'.

Mary Johns
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

BSP FINANCIAL GROUP LIMITED

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

Date: **Friday, 19th May 2023**
Time: **10: 30 am (AEST)**
Venue: **Ballrooms 3 & 4, Level 1, The Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea and online at <https://meetings.linkgroup.com/bspagm23>**

Explanatory Note containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

ITEMS OF BUSINESS

General Business: **Minutes of the Previous Meeting held on 20th May 2022**

To receive, consider and accept the Minutes of the previous Annual General Meeting held on 20th May 2022 as a correct record of that meeting.

Ordinary Business:

Item 1: **Annual Report and Financial Statements for the Year Ended 31st December 2022**

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 31st December 2022.

Item 2: **Remuneration Report for the Year Ended 31st December 2022**

To adopt the Remuneration Report of the Company for the year ended 31st December 2022.

Item 3: **Re-Election of Directors**

To re-elect the following directors:

- (a) Priscilla Kevin who retires by rotation and offers herself for re-election as a Director of the Company; and
- (b) Robert Bradshaw who retires by rotation and offers himself for re-election as a Director of the Company.

Item 4: Election of Directors

To elect the following directors:

- (a) Mark Timothy Robinson who was appointed as Group Chief Executive Officer and offers himself for election as a Director; and
- (b) Ian Allan Tarutia who was appointed to fill casual vacancy and offers himself for election as a Director.

Item 5: Increase in Aggregate Fee Limit for Non-Executive Directors Fees

To approve the increase in the aggregate fee limit for Non-Executive Directors from K4,500,000.00 to K6,000,000.00.

Item 6: 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 7: Any other Business

To consider any other business of the day.

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

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 Memorandum in full before making any decision in relation to the resolutions.

GENERAL BUSINESS

Minutes of the Previous Meeting held on 20th May 2022

The Chairman will table the 2022 Annual General Meeting Minutes dated 20th May 2022 as a correct record of the Meeting.

ORDINARY BUSINESS

Item 1: Financial Reports

The Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2022 Annual Report, for the Company and its subsidiaries for the year ended 31st December 2022 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/investor-relations/investor-resources/annual-reports/>

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 Report at the Meeting.

Item 2: Remuneration Report

As a listed company on the Australian Stock 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 on pages 46 - 55 of the 2022 Annual Report.

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 going forward 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 Robert Bradshaw 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

Ms. Kevin initially joined BSP as an Independent Committee Member of BSP's Board Risk Committee in 2018. Since her appointment as a Director in April 2020, she has remained a member of the Board Risk Committee and is also a Member of the Remuneration & Nomination Committee. She is also a Director of BSP Finance (Fiji) Pte Limited.

Ms. Kevin is an IT professional and entrepreneur specializing in Enterprise Resource Planning (ERP) Support Advisory. With over 15 years ICT industry experience, Ms. Kevin is well known for providing ICT consultancy and support to a range of businesses as well as government bodies.

A board member of the PNG Digital ICT Cluster Inc. and a member of the PNG University of Technology's Industrial Advisory Board (IAB), Ms. Kevin is also working group committee member of the Centre of Excellence for Financial Inclusion and is a Council Member of the Institute of National Affairs (INA).

In accordance with the Company's constitution, and being eligible, Ms. 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) Robert Bradshaw, LLB (Hons), MAICD

Robert George Bradshaw was appointed as a Director in September 2017 and is currently the Chairman of the Board. He holds a Bachelor of Laws Degree (with Honors) from the University of Papua New Guinea and is a Member of the Australian Institute of Company Directors.

Having practiced law for over 25 years, Mr. Bradshaw was formerly a Partner in the firm Blake Dawson Waldron (now Ashurst) and commenced practice in his own firm, Bradshaw Lawyers, in 2005. Mr. Bradshaw has been involved in different areas of law, particularly in resource development, industrial relations, banking and finance and commercial litigation.

Mr. Bradshaw has served on a number of Boards and is currently the Chairman of Post PNG Limited.

In accordance with the Company's constitution, and being eligible, Mr. Bradshaw offers himself for re-election by the shareholders.

The Board has assessed Mr. Bradshaw to be an independent director and, with Mr. Bradshaw abstaining, recommends that Shareholders vote in favor of his re-election.

Item 4: Election of Directors

The Board proposes that Mark Timothy Robinson and Ian Allan Tarutia be 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) Mark Timothy Robinson

Mr. Robinson was appointed Group Chief Executive Officer of BSP Financial Group Limited (BSP) in November 2022 and commenced work in March 2023.

He is a senior financial services executive and globally experienced banking Chief Executive Officer with more than thirty years' banking experience across developed and emerging markets.

Before his appointment as BSP Group CEO, his roles included CEO of Commercial Bank International, a publicly listed bank based in the United Arab Emirates, Regional CEO of ANZ Banking Group's operations for Southeast Asia. Prior to this, Mr. Robinson held numerous senior executive roles with Citibank, including in India, Russia, Turkey and Hungary.

Mr. Robinson graduated from the University of Chicago with a Bachelor of Arts and he also holds a Master of Business Administration from the University of Chicago's Booth School of Business.

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

(b) Ian Allan Tarutia

Mr. Tarutia is a career executive with over 30 years of superannuation administration experience. He was CEO of Nasfund Limited from 01st November 2011 to 31st March 2023. He was appointed a Director on 04th April 2023 to fill the casual vacancy that arose following the retirement of Sir Kostas Constantinou, OBE in February 2023.

Mr. Tarutia holds a Bachelor of Business Economics and Masters of Business Administration Degrees from the University of Papua New Guinea. He also holds a Diploma in Company Directors Course from the Australian Institute of Company Directors and a Diploma in Economic Policy Analysis from the PNG National Research Institute. He has also undertaken studies in Financial Markets with the Securities Institute of Australia (currently known as KAPLAN) and completed a number of specialist management courses abroad in Australia, New Zealand, Japan and the prestigious Harvard Business School in the USA. Mr. Tarutia is a Fellow of the Australian Institute of Company Directors, a Senior Affiliate of the Securities Institute of Australia, President of the Papua New Guinea Institute of Directors and current President of the Papua New Guinea Chamber of Commerce & Industry.

In other capacities, Mr. Tarutia is and has served as a director on a number of listed and private company boards in the agriculture, aviation, catering, finance, properties, hotel, manufacturing, forestry, sports and savings and loan sectors.

The Bank of PNG has consented to the appointment of Mr. Tarutia as a non-independent director, due to his previous employment as CEO of National Superannuation Fund Limited, a major shareholder of the Company.

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

Item 5: Increase in Aggregate Fee Limit for Non-Executive Directors Fees

The Shareholders last approved the increase in the aggregate fee limit of the Non-Executive Directors from K2, 500,000 to K4,500, 000, 000.00 at the 2018 Annual General Meeting.

The increase in fees then was due to the growth of the Company's subsidiaries at the time.

The Board at its Meeting on 23rd February 2023, authorized the increase in the aggregate fees from K4, 500, 000.00 to K6, 000, 000.00 subject to the approval of the shareholders at the 2023 Annual General Meeting.

The Board acknowledges that each Director's role and responsibility in ensuring appropriate management of the Company and its subsidiaries within internationally accepted corporate governance principles has significantly increased over the years. This is largely underpinned by the staggering growth in the Company's total assets, profitability and operations including its listing on the Australian Stock Exchange in 2021 and the increased responsibilities across the South Pacific and the countries where the Company has a presence.

The Non-Executive Directors receive no other benefits other than Director and Committee fees for the respective boards and committees to which they are appointed. Members of Management who are appointed to the subsidiary boards do not receive remuneration.

In the interest of good corporate governance, the Board abstains from making a recommendation in relation to Item 5.

Item 6: Appointment of Auditor

In 2022, the Company went to tender, following which the Board, upon recommendation from the Board Audit and Compliance Committee appointed PricewaterhouseCoopers to be the Company's auditor for the next 3 years subject to shareholder approval.

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 2022 or their closely related parties, 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 authorization in the proxy form to exercise the proxy, even though Item 2 is connected with the remuneration of the Company's KMP.

Item 5

The Company will disregard any votes cast on Item 5:

- by or on behalf of a Director of the Company or one of the named subsidiaries regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a Director of the Company or one of the named subsidiaries 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 5:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorization in the proxy form to exercise the proxy, even though Item 5 is connected with the remuneration of the Company's Directors.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
BSP Financial Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

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 of the person or body corporate you are appointing as your proxy

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 **Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea** on **Friday, 19 May 2023**, commencing at **10:30am (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.linkgroup.com/bspagm23>. Live online voting & questions will **not** be available during the 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 Items 2 & 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 5 are 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

2 Remuneration Report for the Year Ended 31st December 2022

For Against Abstain*

☐	☐	☐
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4b Election of Director – Ian Allan Tarutia

For Against Abstain*

☐	☐	☐
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3a Re-Election of Directors - Priscilla Kevin

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5 Increase in Aggregate Fee Limit for Non-Executive Directors Fees

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3b Re-Election of Directors - Robert Bradshaw

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6 Appointment of Auditor

☐	☐	☐
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4a Election of Director – Mark Timothy Robinson

☐	☐	☐
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* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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).

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 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:

- (a) 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
- (b) 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 **10:30am (AEST) on Wednesday, 17 May 2023**, 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://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the 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 proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.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/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150
or
Level 12
680 George Street
Sydney NSW 2000

* 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.**

LODGE YOUR VOTE



EMAIL
pngregistries@linkgroup.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 of the person or body corporate you are appointing as your proxy

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 **Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea** on **Friday, 19 May 2023**, commencing at **10:30am (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.linkgroup.com/bspagm23>. Live online voting & questions will **not** be available during the 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 Items 2 & 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 5 are 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

2 Remuneration Report for the Year Ended 31st December 2022

For Against Abstain*

☐	☐	☐
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4b Election of Director – Ian Allan Tarutia

For Against Abstain*

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3a Re-Election of Directors - Priscilla Kevin

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5 Increase in Aggregate Fee Limit for Non-Executive Directors Fees

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3b Re-Election of Directors - Robert Bradshaw

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6 Appointment of Auditor

☐	☐	☐
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4a Election of Director – Mark Timothy Robinson

☐	☐	☐
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* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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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).

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 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.

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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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 **10:30am (AEST) on Wednesday, 18 May 2022**, 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://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the 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 proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.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.**



 EMAIL
pngregistries@linkgroup.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



X99999999999999

This form must be received by the Company's share registrar, PNG Registries Limited, by **5:00pm on Friday, 12 May 2023.**

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 | | |

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☐	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

Meeting Online Guide

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
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and ask questions you must have your securityholder number and postcode.

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

Please make sure you have this information before proceeding.

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/bspagm23> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

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 – button for 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 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz