

BenevolentAI

Société anonyme

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg

R.C.S. Luxembourg: B255412

CONVENING NOTICE

Notice is hereby given to the holders of shares of BenevolentAI (formerly known as Odyssey Acquisition S.A. prior to 22 April 2022) (the “Company”) that the ANNUAL GENERAL MEETING of shareholders will be held on 30 June 2022 at 3pm CEST (the “AGM”).

In accordance with the Luxembourg law of 23 September 2020 relating to measures on the holding of meetings of companies and other legal entities, as extended and amended from time to time, the Company will not hold a physical meeting. This law, passed in light of the COVID-19 pandemic, allows companies to hold their general meetings without a physical meeting and require their shareholders to attend the meeting and exercise their rights *inter alia* (i) by voting from a remote location in writing or electronically or (ii) through a proxy holder appointed by the company. This law is currently in force until 31 December 2022.

At the AGM, the shareholders shall vote on the following agenda:

AGENDA AND PROPOSED RESOLUTIONS OF THE AGM

- (1) Presentation of the 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 financial statements of the Company (the “Company Financial Statements”) and on the consolidated financial statements of the Company and its subsidiary (the “Consolidated Financial Statements”) for the financial year 2021 in each case prepared in accordance with the International Financial Reporting Standards as adopted by the European Union.**
- (2) Approval of the Consolidated Financial Statements for the financial year 2021.**

Draft resolution (Resolution I)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Consolidated Financial Statements for the financial year 2021 in their entirety, showing a consolidated net loss of EUR 17,423,005, established in accordance with IFRS as adopted by the European Union.

(3) **Approval of the Company Financial Statements for the financial year 2021.**

Draft resolution (Resolution II)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Company Financial Statements for the financial year 2021 in their entirety, showing a net loss of EUR 8,910,374.93 for the Company as parent company of its subsidiary, as compared to the consolidated net loss of the group of EUR 17,423,005, established in accordance with IFRS as adopted by the European Union.

(4) **Allocation of the results and the remuneration of the members of the Board of Directors in relation to the financial year 2021.**

Draft resolution (Resolution III)

The Annual General Meeting acknowledges the net loss on a stand-alone basis of EUR 8,910,374.93 and that therefore no allocation to the Company's legal reserve is required.

The Annual General Meeting, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Company Financial Statements for the financial year 2021 as follows:

Net loss for the year	EUR 8,910,374.93
Profit brought forward (Report à nouveau)	--
Results to be allocated and distributed	--
Allocation to the legal reserve	--
Loss carried forward	EUR 8,910,374.93

The Annual General Meeting noted that the remuneration of the members of the Board of Directors in relation to the financial year 2021 was nil.

(5) **Discharge of the members of the Board of Directors in relation to the financial year 2021.**

Draft resolution (Resolution IV)

The Annual General Meeting decides to grant discharge to the members of the Board of Directors in relation to the financial year 2021.

(6) **Appointment of an independent auditor in relation to the Company Financial Statements and the Consolidated Financial Statements for the financial year 2022.**

Draft resolution (Resolution V)

The Annual General Meeting decides to appoint 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 Financial Statements and the Consolidated Financial Statements regarding the financial year 2022.

- (7) **Acknowledgment of the resignation of Mr. Kenneth Mulvany as member of the Board of Directors, granting of provisional discharge to such resigning member and appointment of Ms. Susan Liautaud for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2025. It is proposed that Ms. Susan Liautaud acts as a Non-Executive Director.**

Draft resolution (Resolution VI)

The Annual General Meeting resolves to acknowledge the resignation of Mr. Kenneth Mulvany as member of the board of directors of the Company with effect as of 30 June 2022, and further resolves to grant him full provisional discharge for the exercise of his mandate for the period from 22 April 2022 to 30 June 2022.

The Annual General Meeting further resolves to appoint Ms. Susan Liautaud, born in Oakland, California, on 27 December 1962, professionally residing at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg as member of the board of directors of the Company, for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2025 and with effect as of 30 June 2022.

The Annual General Meeting notes and acknowledges that it is proposed that Ms. Susan Liautaud acts as a non-executive director.

- (8) **Approval of the amended remuneration policy of the Company**

Draft resolution (Resolution VII)

The Annual General Meeting resolves to approve the amended remuneration policy of the Company to allow the provision of share linked awards to non-executive directors.

At the AGM, a special report will be made to the general meeting of shareholders on the conflicts of interest declared by several members of the board of directors during the meeting of the board of directors of the Company held on 12 April 2022 as further detailed in section 17.13 of the prospectus of the Company dated 22 April 2022 which is available on the website of the Company under <https://www.benevolent.com/investors/benevolentai-odyssey-acquisition-business-combination>.

Quorum and Majority

Pursuant to the articles of association of the Company and the law of 10 August 1915 on commercial companies, as amended from time to time, all the resolutions will be passed at a simple majority of the votes validly cast, without any quorum requirement.

Right to Amend the Content of the Agenda

Pursuant to the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the “**Luxembourg Shareholders’ Rights Law**”), one or several shareholders holding together at least five percent (5%) of the Company’s issued share capital, may (i) request to put one or several items onto the agenda of the AGM, provided that the request is accompanied by a justification or draft resolution(s) to be adopted by the AGM or (ii) table draft resolutions for items included or to be included on the agenda of the AGM.

Pursuant to article 4 of the Luxembourg Shareholders' Rights Law and article 13.18 of the Company's articles of association, such request and justification or draft resolution(s) must be received at the Company's registered office by registered letter (to the attention of the board of directors, 9, rue de Bitbourg, L-1273 Luxemburg) or by e-mail (to: investors@benevolent.ai) at least twenty-two (22) days prior to the date of the AGM, *i.e.* by **8 June 2022**, accompanied by the address or e-mail address of the sender which the Company may use in order to deliver the acknowledgment of receipt of such request which it must do within forty-eight (48) hours of receipt. If such request entails a modification of the agenda of the AGM, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the AGM., *i.e.* by **15 June 2022**.

Documents

The documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website (www.benevolent.com/investors) and at the registered office of the Company as from **30 May 2022**. Upon request to ABN AMRO (ava@nl.abnamro.com) or to the Company (investors@benevolent.ai), copies of the above-mentioned documents will be e-mailed to the shareholders.

Share Capital of the Company

As of the date hereof, the Company's issued share capital is set at one hundred forty-five thousand one hundred twenty-six point three zero three euro (€145,126.303), represented by (i) one hundred forty-two million six hundred twenty-six thousand three hundred three (142,626,303) class A shares without nominal value and (ii) two million five hundred thousand (2,500,000) convertible class B shares without nominal value. Out of the total number of shares issued by the Company, 25,137,581 shares are currently held in treasury and do not, consequently, carry voting rights. The difference between the total number of shares (145,126,303) and the treasury shares (25,137,581) is 119,988,722. Each one of these 119,988,722 shares entitles its holder to one vote.

Right to Participate in the AGM

According to article 5 of the Luxembourg Shareholder Rights Law and article 13.12 of the Company's articles of association, the record date for general meetings of shareholders of listed companies incorporated under the laws of the Grand Duchy of Luxembourg is set at fourteen (14) days prior to (and excluding) the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on **16 June 2022 at 24:00** (midnight) CEST (the "**Record Date**") shall be admitted to participate and vote at the AGM, provided that such shareholder has provided a proxy and voting instructions (please see below section "*Proxies and Voting Instructions*").

Proxies and Voting Instructions

Shareholders can exercise their voting rights electronically by giving a proxy with voting instructions (i) via www.abnamro.com/evoting or (ii) to the financial intermediary with whom the shareholder is registered as a shareholder of the Company no later than 27 June 2022 at 17:00 CEST.

Shareholders may also cast their votes by giving a proxy with voting instructions, together with a copy of a valid identity document and a certificate showing the number of shares recorded in their account as of the Record Date, to ABN AMRO via ava@nl.abnamro.com no later than 27 June 2022 at 17:00 CEST. Such a proxy form is available on the website www.benevolent.com.

Forms that are not dated and signed or in which no vote is expressed, or which do not indicate an abstention or that are not received within the deadlines, will not be taken into account and shall be void.

Shareholders having submitted a proxy with voting instructions in due time but who wish to revoke such proxy may do so by timely providing a later-dated proxy with voting instructions or by timely cancelling such proxy in writing to ABN AMRO (i) via www.abnamro.com/evoting (if they have cast their votes via the voting platform in accordance with the first paragraph of this section “*Proxies and Voting Instructions*”), (ii) at ava@nl.abnamro.com (if they cast their votes via that email address in accordance with the second paragraph of this section “*Proxies and Voting Instructions*”) or (iii) to the financial intermediary with whom the shareholder is registered as a shareholder.

Only the last valid proxy with voting instructions received by ABN AMRO no later than 27 June 2022 at 17:00 CEST will be considered, unless that proxy with voting instructions has been validly cancelled prior thereto.

No later than 27 June 2022 at 17:00 CEST, the financial intermediaries must provide an electronic statement to ABN AMRO via www.abnamro.com/intermediary stating the number of class A shares held through Euroclear Nederland at the Record Date by each relevant shareholder and the number of such class A shares for which registration has been requested. ABN AMRO will send such shareholders a proof of registration via the relevant financial intermediary.

Shareholder Questions

Shareholders who are duly registered for the AGM (please see above sections “*Right to Participate in the AGM*” and “*Proxies and Voting Instructions*”) shall have the opportunity to submit questions concerning items on the agenda to the Company. All questions must be submitted in writing in advance of the AGM.

Shareholders must submit their questions, along with their full name, via e-mail to investors@benevolent.ai no later than 27 June 2022.

Questions submitted after this deadline will not be answered and any questions submitted by other means will not be considered.

The submitted questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders’ associations and institutional investors with significant voting interests may be given preference. Where the relevant information is available on its website in a question and answer format, the Company shall be deemed to have answered the questions asked by referring to its website.

Language

The AGM will be held in English language.

Luxembourg, 25 May 2022.

The board of directors of the Company