

# ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

## BSP FINANCIAL GROUP LIMITED

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**28 April 2023**

BSP Financial Group Limited (“the Company”) refers to the Notice of Annual General Meeting and Explanatory Memorandum dated 21 April 2023 (“Notice of Meeting”) for the Company’s 2023 Annual General Meeting (“Meeting”) which is to be held at 10.30 am (AEST) on Friday 19 May 2023.

This Addendum provides supplementary information regarding Items 4(a) and 5 in the Notice of Meeting and should be read together with the Notice of Meeting. Defined terms used in this Addendum have the same meanings as in the Notice of Meeting unless otherwise specified in this Addendum.

The Company confirms that as a result of this Addendum there is no change to the time or date of the Meeting, which is to be held at 10.30 am (AEST) on Friday 19 May 2023 at Ballrooms 1 & 2, Level 1, The Crown Hotel, Hunter Street, Port Moresby, NCD, Papua New Guinea and online via the Link Market Services online meeting platform. Shareholders are encouraged to note the change to Item 4 (a) and vote on Item 5 (having regard to the Notice of Meeting and the supplementary information set out below) in the manner set out in the Notice of Meeting.

### **Supplementary information regarding Item 4(a)**

Item 4 (a) in the Notice of Meeting sought shareholder approval to elect Mark Timothy Robinson as a Director of the Company.

Upon further legal review, the Company is of the view this item does not need to be put to shareholders as Clause 15.3 of the Company’s Constitution (retirement by rotation) has an exception for the Managing Director, and in substance Mr Robinson holds that office even though he uses the conventional title of Chief Executive Officer.

Item 4 (a) is now removed and will not be tabled for shareholder approval at the Meeting. The proxy form sent together with the Notice of Meeting is still valid as no new resolutions have been added, and only Item 4 (a) has been withdrawn.

### **Supplementary information regarding Item 5**

In accordance with ASX Listing Rule 10.17, PNGX Listing Rule 10.17 and Clause 16.1 (a) of the Company’s Constitution, shareholder approval is sought to increase the total aggregate amount of fees payable by K1,500,000.00.

The current aggregate fee limit is K4,500,000.00 and an increase in the fee cap will allow the Company to retain directors with appropriate skills and experience to strengthen the areas identified by the Board skills matrix.

If approval for the proposed increase to the aggregate fee limit is not obtained, the fee cap will remain unchanged at K4,500,000.00.

As required by ASX Listing Rule 10.17 and PNGX Listing Rule 10.17, the Company confirms that no securities have been issued to Non-Executive Directors in the preceding three years under ASX Listing Rules 10.11 or 10.14 or PNGX Listing Rules 10.11 or 10.14.

### **Supplementary information regarding Proxy Form and Online Meeting Platform**

For shareholders on the PNGX, the proxy form sent together with the Notice of Meeting incorrectly stated a deadline of Wednesday 18<sup>th</sup> May 2022. Shareholders on the PNGX are advised that the correct deadline for lodgement of proxy forms (and any Power of Attorney under which it is signed) is no later than **10.30am (AEST) on Wednesday 17<sup>th</sup> May 2023**.

Live online questions will now be available during the meeting. The updated 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 as well as the Company's website.

Despite this, shareholders are encouraged to use the Question Form sent with the original Notice of Meeting and send their questions ahead of the Meeting 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, 12 May 2023.

### **Notes**

In addition to being released on the ASX and PNGX Market Announcements Platforms, a copy of this Addendum will be provided to shareholders in the same manner as they were provided the original Notice of Meeting.

By order of the Board of Directors.

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

Mary Johns  
Company Secretary