



**BSP FINANCIAL GROUP LIMITED
2022 ANNUAL GENERAL MEETING
20/05/2022**

WELCOME REMARKS

Today I am very pleased to welcome those of you participating online through our virtual meeting platform provided by our share registrar Link Market Services Limited, and those in attendance here at the APEC Haus, Port Moresby.

With restrictions easing, we thought it prudent to take a hybrid approach and thank you all for your attendance both in person and online.

CHAIRMAN'S REMARKS

An overview of the Board Performance Review

In 2021, the BSP Board engaged Joshua Smith of Ashurst Board Advisory (a governance consulting business of the global law firm, Ashurst) to undertake a Board Performance Review of the BSP Board. Joshua is a deeply experienced Global Board Advisor. Ashurst Board Advisory conducted one-on-one interviews with each Director of the Board (10 in total).

Interviews with Directors commenced on 30 July 2021 and were completed on 11 August 2021. The Review examined the effectiveness, processes and performance of the BSP Board (including the structure of the Board's Committees). The Review process involved interviews with Directors, review of relevant Company documentation, and independent observation. As part of the Review, the mix of skills represented on the Board, and the likely needs of the Board over the medium term, were assessed in considering issues of board succession.

Ashurst Board Advisory concluded that:

1. BSP has, for the most part, a balanced, effective and harmonious Board.
2. The Board possesses an appropriate mix of skill, experience and gravitas to appropriately discharge its obligations.

3. The skill and experience around the Board table is diverse and appropriate to the Company, contributing to sound Board performance.
4. Better Board performance could be achieved if all Directors contributed to the fullness of their potential (beyond their particular areas of specialty).
5. Directors, particularly those appointed to the Board in recent years, must continue to work on the breadth of their contribution to Board discussion and deliberation. The governance experience and credentials of these Directors is naturally still in development.

And finally, for all of the challenges inherent in operating in PNG and the Pacific Islands, the Company and the Board perform well and governance is sound.

I now invite Robin Fleming the BSP Group CEO to give his remarks.

Group CEO's Statement

[GCEO Robin Fleming to give his remarks - Refer to Slides 1 – 43 of AGM Slide Deck]

Robin Fleming: “I now hand the Meeting over to the Chairman to proceed with the formal business of the day”

[Back to Chairman]

Introduction

Welcome to BSP Financial Group Limited's 2022 Annual General Meeting.

My name is Sir Kostas Constantinou, OBE. I am the Chairman of BSP Financial Group Limited and I will be the Chairman of this Annual General Meeting.

Present with me today are my fellow board members:

- Group CEO Robin Fleming
- Arthur Sam
- Robert Bradshaw
- Stuart Davis
- Priscilla Kevin
- Frank Bouraga

- Symon Brewis-Weston
- And our newest Director, Patricia Taureka-Seruvatu.

Our Samoan-based Director – Dr. Matagialofi Lua’iufi has also joined this meeting through the online platform.

Agenda

The Agendas for this Meeting are as follows:

- Approval of the Minutes of the previous Annual General Meeting held on 21 May 2021;
- Adoption of BSP Group’s Annual Report and Financial Statements for the Year ended 31 December 2021;
- Adoption of BSP Group’s Remuneration Report for the Year ended 31 December 2021
- Re-election of Directors Dr. Matagialofi Lua’iufi and Stuart Davis;
- Election of new Director Patricia Taureka-Seruvatu; and
- Appointment of PricewaterhouseCoopers as auditors of BSP Group.

Voting on the resolutions will be conducted by way of poll.

Shareholders attending the Meeting online, will be able to cast their vote using the electronic voting card received when online registration is validated.

Our shareholders attending online should refer to the virtual meeting online guide.

Following the voting, general business questions will be taken from shareholders.

For Shareholders participating through the online platform – please click on the ‘Ask Question’ button, type your question and click ‘Submit’.

For those joining through the shareholder conference line – please wait for the prompts and then ask your question.

I encourage shareholders attending online, and who have questions, to send their questions through as soon as possible.

Shareholder questions received prior to the meeting will be addressed during the general business questions section.

Formalities

We will now move to the formal part of the Meeting.

The Notice of the Meeting was duly given and the meeting has been properly convened.

We will turn to resolutions later in the meeting.

Please note that **only BSP shareholders, or their duly appointed proxy holders** who are present here today or participating through the online platform will be able to ask questions and vote on the items of business.

Those of you who have joined us via the teleconference line may listen in and ask questions but may not vote.

We encourage shareholders to ask questions before the Meeting and we thank those who took the opportunity to do so.

There will be reasonable opportunity to discuss each item of business, however I ask that you restrict your questions and comments to the particular item of business that is before the Meeting.

Quorum

I declare that a quorum is present and declare the Meeting open.

I confirm that the total number of votes registered appointing the Chairman or another person to vote in favor of the resolutions is not less than 55% of the maximum number of votes able to be cast at this meeting.

In the circumstances, all resolutions must pass.

Resolutions

Ladies and Gentlemen, we now come to the formal part of the business.

The resolutions for consideration today may only be voted on by shareholders, proxy holders and shareholder company representatives.

There will be an opportunity for shareholders online through the online platform to ask questions on each matter being put to shareholders.

I ask that shareholders participating in this meeting raise questions that relate directly to the matter being considered. Our Company Secretary will read out the questions and I will respond to the questions or refer to the Group CEO to respond.

Now, moving to the resolutions, I propose to call an online poll on each of these resolutions.

Each resolution set out in the Notice of Meeting is to be considered as an ordinary resolution and, as such, must be approved by a simple majority of the votes cast by shareholders entitled to vote and voting on the resolution.

GENERAL BUSINESS – MINUTES OF THE PREVIOUS MEETINGS OF SHAREHOLDERS HELD ON 21 MAY 2021

Ladies and Gentlemen, the first and only item of general business is to receive, consider and accept the minutes of the Annual General Meeting held on Friday 21st May 2021 as a correct record of that Meeting.

- May I have a mover of the resolution please?..... Thank you
- May I have a seconder please Thank you.

Mary, do we have any questions?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

ORDINARY BUSINESS

Now to the ordinary business in the Notice of Meeting.

RESOLUTION 1: ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

The Annual Report, including the Financial Statements, Director's Report and the Auditor's Report included in the 2021 Annual Report, for the Company and its subsidiaries for the year

ended 31 December 2021 is available on the BSP website for the shareholders to read prior to this meeting.

Neither the Papua New Guinea *Companies Act 1997* nor the Company's constitution requires shareholders to vote on such Reports.

- May I have a mover of the resolution please?.. Thank you
- May I have a seconder please ... Thank you.

Mary, do we have any questions?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Thank you – if there are no more questions please select either “FOR”, “AGAINST” or "ABSTAIN for Resolution 1 on the voting card.

The next item of business is the adoption of the Remuneration Report of the Company for the year ended 31st December 2021.

RESOLUTION 2: REMUNERATION REPORT FOR THE YEAR ENDED 31ST DECEMBER 2021

Due to BSP's listing on the Australian Stock Exchange in May 2021, 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 48 - 58 of the 2021 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.

- May I have a mover of the resolution please?.....Thank you
- May I have a seconder pleaseThank you.

Mary, do we have any questions?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Thank you – if there are no more questions please select either “FOR”, “AGAINST” or "ABSTAIN for Resolution 2 on the voting card.

The next item of business involves the re-election of Directors for the Company.

RESOLUTION 3: RE-ELECTION OF DIRECTORS.

Resolutions 3 (a) and 3 (b) concern the re- election of Dr. Matagialofi Lua’iufi and Stuart Davis as Directors of BSP.

Both Dr. Matagialofi Lua’iufi and Stuart Davis retire by rotation and being eligible, offer themselves for re-election under the Constitution.

Resolution 3(a) concerns the re-election of Dr. Matagilaofi Lua’iufi as a Director

Dr Lua'iufi was appointed as Director on 21 December 2016 and re-elected by the Shareholders on 24th May 2019. Specializing in the fields of Public Sector governance, organization development and human resources management, Dr. Lua’iufi holds a Doctorate in Philosophy in Management, a Master of Science (Management Sciences), a Bachelor of Arts, in Sociology and Political Science and Diplomas in Training and Management.

Aside from her directorships on the Company's subsidiaries namely BSP Finance Ltd and Bank South Pacific (Samoa) Limited, her extensive board experience includes being a member of the Council and the Executive Committee of the National University of Samoa, Samoa Institute of Directors and the British Institute of Consulting.

Being eligible and in accordance with the Company's constitution, Dr Lua'iufi offers herself for re-election by the Shareholders.

Could I ask that the Resolution 3 (a) in the Notice of Meeting to re-elect Dr. Matagialofi Lua'iufi as a Director be moved and seconded please?

- May I have a mover please?...Thank you
- May I have a seconder?...Thank you

Mary, do we have any questions?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Thank you. Should there be no other questions – may I now please ask shareholders to select either “FOR”, “AGAINST” or “ABSTAIN for Resolution 3 (a) on the voting card.

Resolution 3 (b) deals with the re-election of Stuart Davis to the Board

Stuart Davis was appointed as a Director on 11 August 2017 and re-elected by the Shareholders on 22nd May 2020. He holds a Bachelor of Laws Degree from the University of Adelaide and is a Graduate of the Australian Institute of Company Directors.

His extensive board experience includes serving as Non-Executive director of PayPal Australia Pty Limited, ASX 100 company NextDC Limited, and more recently, ASX 200 company Appen Limited.

Mr Davis is a seasoned senior banking executive with over 30 years banking experience, majority of which was spent with HSBC where he was formerly CEO OF HSBC Australia from 2002 to 2009 prior to becoming to becoming CEO of HSBC India from 2009 to 2012.

His expertise in acquiring, restructuring and growing businesses, and experience in leading and integrating businesses and people in both developed and emerging markets makes him a valuable asset to the Board.

Mr. Davis, being eligible, retires by rotation in accordance with Section 15.3 of the Constitution and offers himself for re-election.

Could I ask that the resolution 3 (b) in the Notice of Meeting to re-elect Stuart Davis as a Director be moved and seconded please?

- May I have a mover please?...Thank you
- May I have a seconder? ... Thank you

Mary, are there any questions for this resolution?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Thank you – now please select either “FOR”, “AGAINST” or "ABSTAIN for Resolution 3 (b) on the voting card.

Thank you Ladies and Gentlemen.

The next item of business is the election of a Director of the Company.

RESOLUTION 4: ELECTION OF DIRECTOR

Resolution 4 concerns the election of Patricia Taureka-Seruvatu as a Director of BSP.

Mrs. Taureka-Seruvatu was appointed to fill the casual vacancy created by the resignation of Ernie Gangloff in April 2022.

Patricia Taureka-Seruvatu is a Lawyer by profession and was admitted to practice law in Papua New Guinea in 1988. She holds a Bachelor of Laws from the University of PNG.

Mrs. Taureka-Seruvatu has over 30 years' experience in the legal, superannuation, property, commercial and corporate services in PNG. She is currently employed as the General Counsel & Company Secretary for Dirio Gas & Power Company Limited.

Prior to this, Mrs. Taureka Seruvatu previously served as Company Secretary for Nambawan Super Limited from 2001 to 2019. The Bank of Papua New Guinea has deemed Mrs. Taureka-Seruvatu to be a Fit & Proper person for the purpose of being a Director of the Board.

In accordance with clause 15.3(a) of the Constitution, any Director appointed to fill a casual vacancy by the Board since the previous Annual General Meeting, must stand for election at the next Annual General Meeting. Mrs Taureka-Seruvtau, being eligible offers herself for election.

I now ask that this resolution be moved and seconded.

- May I have a mover please?...Thank you
- May I have a seconder? ...Thank you

Mary, do we have any questions?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Should there be no further questions, please select either “FOR”, “AGAINST” or "ABSTAIN for Resolution 4 on the voting card.

Thank you. The final item of business is the appointment of the Company's auditors.

RESOLUTION 5: APPOINTMENT OF AUDITORS - PricewaterhouseCoopers

The Board proposes that PricewaterhouseCoopers be appointed auditors 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.

Could I ask that the Resolution 5 in the Notice of Meeting to appoint PricewaterhouseCoopers as Auditors for 2022 be moved and seconded please?

- May I have a mover please?...Thank you.
- May I have a seconder? ...Thank you.

Mary, are there any questions for this resolution?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

Thank you. If there are no further questions – now please select either “FOR”, “AGAINST” or “ABSTAIN for Resolution 5 on the voting card.

Before we formally close are there any questions from the shareholders?

[IF YES – Mary Johns to read the question – if any]

CHAIRMAN: Thank you. I will refer this question to the Group CEO to answer.

GCEO: - proceeds to answer the questions

[IF NO – MARY: Chairman, we have no questions for this resolution.]

CLOSING

If there is nothing further, Shareholders are reminded that they can submit their vote online until 5 minutes after the meeting closes.

Ladies and Gentlemen, that concludes the business of the meeting.

CONCLUSION

On behalf of the Board I would like to thank you for your support, and I now declare the meeting closed.

The results of the poll will be announced to ASX and PNGX later today.

Thank you for your attendance and participation in this meeting

*******END OF MEETING*******

ANNEXURE B – IF ONLINE PLATFORM DOES NOT WORK

- If the online platform fails to work, Co Sec will notify the Chair.
- In this event, the Chair may choose to call a short recess, to address the issue.
- This decision should be made having regard to how many shareholders have logged on and how many votes they hold:
 - If a small number of shareholders are logged on, representing a small % of issued capital, an interruption to the meeting may not be justified.
 - However, if there are a large number of shareholders impacted, it will be necessary to hold a short recess.

CHAIR'S SCRIPT – TO ALLOW A BRIEF RECESS

Ladies and gentlemen, we are currently experiencing some minor technology issues that are affecting some of our shareholders who are participating online.

In the interests of holding an inclusive Annual General Meeting and to ensure that all shareholders have the ability to participate in the meeting, I now call a short recess of the Meeting at this time, to allow the issues to be addressed. We will resume as soon as possible.

CHAIR'S SCRIPT – TO RECOMMENCE

Ladies and gentlemen, thank you for your patience.

I will recommence the Meeting now.