

Boston International Holdings Plc

(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at 5 Fleet Place, London, EC4M 7RD at 10am on Tuesday 13th June 2017 for the following purposes:

Ordinary business

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To re-appoint Crowe Clark Whitehill LLP of St Bride's House, 10 Salisbury Square, London, EC4Y 8EH as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the company and to authorise the directors to agree the remuneration of the auditors.
2. To receive and consider the Company's annual accounts for the financial year ended 31st December 2016 together with the directors' report and auditor's report on those accounts.
3. THAT Richard Hartheimer, whose office terminates at the AGM and who becomes eligible for re-appointment pursuant to article 26 of the Company's articles of association (the "**Articles**"), be re-elected as a director of the Company.
4. THAT Norman Connell, whose office terminates at the AGM and who becomes eligible for re-appointment pursuant to article 26 of the Articles, be re-elected as a director of the Company.

Special business

To consider, and if thought fit, to pass the following resolutions, of which resolutions 5 and 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

5. THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot up to £30,000,000 of Ordinary Shares of £0.01 each in the capital of the Company (including any rights for Ordinary Shares) for the purpose of or in connection with any acquisition carried out by the Company (Acquisition), provided that this authority shall, unless renewed, varied or revoked by the Company expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

6. THAT the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot Ordinary Shares of £0.01 each in the capital of the Company (including rights for equity securities or the sale of equity securities from treasury) up to, in aggregate, an amount not exceeding 200 per cent. of the aggregate value of Ordinary Shares in issue as at the conclusion of the Annual General Meeting at which this resolution is to be voted on (i) for the purpose of or in connection with the restructuring of any debt or other financial obligation relating to the Acquisition (whether assumed or entered into by the Company or owed or guaranteed by any company or entity acquired), and (ii) generally for such purposes as the Directors may think fit (whether connected with the Acquisition or otherwise), provided that this authority shall, unless renewed, varied or revoked by the Company expire at the conclusion of the annual general meeting of the Company following the date of the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer of agreement notwithstanding that the authority conferred by this resolution has expired.
7. THAT the Directors may allot equity securities for the purpose of resolutions 5 and 6 above as if section 561 of the Companies Act 2006 and any pre-emption rights in the Articles (including rights for equity securities or the sale of equity securities from treasury) did not apply including any arrangements in connection with any issue of equity securities as they deem necessary or expedient: (A) to deal with equity securities representing fractional entitlements and (B) to deal with legal or practical problems in the laws of any territory, or (C) the requirements of any regulatory body; on the basis that this authority shall expire at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution, save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to restrictions (A), (B) and (C) above (inclusive) before the expiry of its power to do so, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date.

BY ORDER OF THE BOARD



Signed:

W Borden James, Chairman
For and on behalf of Boston International Holdings Plc

Dated: 19 May 2017

Registered Office: 12 Times Court, Retreat Road, Richmond, Surrey, TW9 1AF

Notes:

1. Shareholders entitled to attend and vote at the AGM ("**Shareholders**") may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company but must attend the AGM to represent you. To appoint more than one proxy you may photocopy the proxy form which accompanies this notice. Shareholders who hold their shares through a nominee may wish to attend the AGM as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed proxy form. Completion of the proxy form will not prevent a Shareholder from attending and voting at the AGM if subsequently he/she finds they are able to do so. To be valid, completed proxy forms must be received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by not later than 10am on 9th June 2017 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays).
2. Representatives of Shareholders which are corporations attending the AGM should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 36 of the Company's Articles of Association. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
3. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the company secretary at the registered office of the Company for a replacement form.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registered office of the Company. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

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If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

5. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the AGM as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure.
6. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of ordinary shares in the capital of the Company registered in the register of members of the Company at 10am on 9th June 2017 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays) shall be entitled to attend and vote at the AGM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 10am on 9th June 2017 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
7. The Register of Directors' Interests, together with the Directors' service agreements, and a copy of the Articles, will be available for inspection at the Company's registered office during usual business hours on any weekday (weekends and public holidays excluded) until the date of the AGM and also at the AGM from 9.30am on the day of the AGM until the conclusion of the AGM.
8. As at 18 May 2017, the Company's issued share capital comprised 30,620,948 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at the general meeting of the Company and, therefore, the total number of voting rights in the Company as at 18 May 2017 is 30,620,948.