

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at <http://www.bihplc.com/>

NOTES TO THE FORM OF PROXY

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 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.
- 3 A proxy does not need to be a member of the Company but they must attend the AGM to represent you. To appoint as your proxy a person other than the Chairman of the AGM, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please give the name of each proxy in the box below indicating the shares over which you are appointing them your proxy.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
- 6 To appoint a proxy using this form, the form must be:
(i) completed and signed; and
(ii) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by not later than 10:00 a.m. on Thursday 27th June 2019 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays).
- 7 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 9 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 10 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.
- 11 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the AGM.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Boston International Holdings Plc
(Incorporated in England and Wales with Registered Number 09876705)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 1 July 2019 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10:00 a.m. and at any adjournment thereof.

Ordinary Business - Ordinary Resolutions

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1 To appoint haysmacintyre as the Company's auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To receive the company's annual accounts for the financial year ended 31st December 2018 together with the directors' report and auditor's report on those accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Norman Connell as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business - Resolutions

(† Ordinary Resolutions *Special Resolution)

- | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|
| 4† Authorise the directors to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5† Authorise the directors to allot shares in connection with the restructuring of any debt or financial obligation relating to the Acquisition | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6* To dis-apply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D	D	-	M	M	-	Y	Y
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Boston International Holdings Plc

Attendance Card

The Annual General Meeting will start at 10:00 a.m. and is being held on 1 July 2019 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD