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If you have sold or otherwise transferred all of your ordinary shares of £0.01 each ("**Ordinary Shares**") in Boston International Holdings Plc (the "**Company**"), please send this document together with the accompanying documents, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain this document, and consult the person through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



*(Incorporated in England and Wales with company number 09876705)*

## **NOTICE OF 2021 ANNUAL GENERAL MEETING**

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This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes the recommendation of the Directors of the Company that you vote in favour of all of the resolutions to be proposed (the "**Resolutions**") at the Annual General Meeting of the Company (the "**2021 AGM**").

The 2021 AGM is being convened to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 11.00 a.m. on Monday, 17 January 2022, notice of which is set out at the end of this document (the "**Notice of Annual General Meeting**").

A copy of this document is available on the website of the Company at [www.bihplc.com/](http://www.bihplc.com/).

Shareholders of the Company ("**Shareholders**") are requested to complete and return the enclosed form of proxy (the "**Form of Proxy**") to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to arrive no later than 11.00 a.m. on Friday, 14 January 2022.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so at the 2021 AGM and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see the notes to the Notice of Annual General Meeting set out at the end of this document.

For full details on proxy appointments, see the notes to the Notice of Annual General Meeting set out at the end of this document and in the accompanying Form of Proxy.

A summary of the action to be taken by Shareholders is set out on in the Letter from the Chairman. Please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 11.00 a.m. on Friday, 14 January 2022.

**In accordance with the UK Government's request for people to work from home wherever possible, due to the recent outbreak of the new Omicron variant of the COVID-19 virus and increasing number of COVID-19 cases, the Board of Directors of the Company regrettably requests that Shareholders do not attend the 2021 AGM in person. The Board will ensure the minimum number of Shareholders are present to form a quorum at the meeting and will restrict proceedings to the formal business of the meeting.**

**The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the 2021 AGM arrangements will be communicated through the Company's website and, where appropriate, by the Regulatory News Service.**

LETTER FROM THE CHAIRMAN OF THE COMPANY

# BOSTON INTERNATIONAL HOLDINGS PLC

(Incorporated in England and Wales with company number 09876705)

*Directors:*

Christopher Pitman (*Non-Executive Chairman*)  
William Borden James (*Non-Executive*)  
Martin Lampshire (*Non-Executive*)  
Richard Hartheimer (*Non-Executive*)

*Registered Office:*

12 Times Court  
Retreat Road  
Richmond  
Surrey  
TW9 1AF

17 December 2021

*To the Shareholders (and, for information purposes only, to the holders of warrants to subscribe for Ordinary Shares and the holders of Convertible Unsecured Loan Notes issued by the Company)*

Dear Shareholder,

## NOTICE OF 2021 ANNUAL GENERAL MEETING

### Introduction

As Chairman of the Company, I am pleased to enclose details regarding, and notice of, the Annual General Meeting of the Company to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 11.00 a.m. on Monday, 17 January 2022. This Annual General Meeting should have been held in 2021 but due to an administrative oversight, it is no longer physically possible to hold it in 2021. However, the board of directors of the Company (the "**Board**") is convening the Annual General Meeting to be held as soon as practicable after the conclusion of the 2021 calendar year and it is therefore being referred to in this document as the '2021' Annual General Meeting (the "**2021 AGM**"). The Board intends to hold another Annual General Meeting of the Company during 2022 in the usual way.

Shareholders should read the contents of this document carefully and in conjunction with the annual accounts and reports of the Company for the financial year ended 31 December 2020 (including the Directors' and the auditor's reports thereon) (the "**2020 Annual Report & Accounts**") enclosed with this document.

### COVID-19

In accordance with the UK Government's request for people to work from home wherever possible, due to the recent outbreak of the new Omicron variant of the COVID-19 virus and increasing number of COVID-19 cases, the Board regrettably requests that Shareholders do **not** attend the 2021 AGM in person. The Board will ensure the minimum number of Shareholders are present to form a quorum at the meeting and will restrict proceedings to the formal business of the meeting.

Shareholders are encouraged to submit any questions they have for the Board to [info@bihplc.com](mailto:info@bihplc.com). Responses to these questions will be posted on the Company's website following the conclusion of the 2021 AGM.

However, those Shareholders who wish to attend the 2021 AGM in person should note the following health and safety measures which will be in effect:-

- unless you are exempt, you will be required to wear a face covering which covers your nose and mouth at all times while you are in the 2021 AGM venue;
- you are required to use hand sanitiser which will be available at the 2021 AGM venue;

- no refreshments will be provided and you will be asked to leave the 2021 AGM venue promptly on conclusion of the formal business of the 2021 AGM;
- you are requested to take a test for COVID-19 within the 24 hours prior to the 2021 AGM and not to attend the 2021 AGM if the test produces a positive or inconclusive result; and
- if you or a member of your household currently has COVID-19, you should not attend the 2021 AGM.

### **Proxy voting**

In the circumstances, Shareholders are urged to vote by proxy at the 2021 AGM. This can be done in any of the following ways:-

- by completing the attached Form of Proxy and sending or delivering it to the Company's registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD;
- by appointing a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service;

in each case in accordance with the procedures set out in the notes to the Notice of Annual General Meeting at the end of this document.

Voting on each of the Resolutions to be proposed at the 2021 AGM will be conducted by a poll to ensure that Shareholders' votes are counted. The results of the polls taken on each of the Resolutions will be published on the Regulatory News Service ("RNS") and on the Company's website shortly after the conclusion of the 2021 AGM.

Shareholders are urged to appoint the Chairman of the 2021 AGM as their proxy rather than a named person, in case the UK Government imposes further restrictions by the time of the 2021 AGM so that any such other person is not permitted to attend the 2021 AGM and therefore cast the votes attaching to the relevant Ordinary Shares.

To be valid, the proxy appointment must be received in accordance with the notes to the Notice of Annual General Meeting at the end of this document by not later than 11.00 a.m. on Friday, 14 January 2022.

The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the 2021 AGM arrangements will be communicated through the Company's website and, where appropriate, by the RNS.

### **Resolutions to be proposed at the 2021 AGM**

Turning then to the Resolutions to be proposed at the 2021 AGM on Monday, 17 January 2022, there are eight resolutions as follows:-

#### **- Resolution 1 – receipt and adoption of the 2020 Annual Report & Accounts**

The Companies Act 2006 (the "**Companies Act**") requires the directors of a public company to lay its annual accounts and reports before the company in Annual General Meeting. Resolution 1 will therefore be proposed at the 2021 AGM, as an ordinary resolution, to receive and adopt the 2020 Annual Report & Accounts.

#### **- Resolutions 2 and 3 – re-appointment of Haysmacintyre LLP as auditor and auditor's remuneration**

Resolutions 2 and 3 are being proposed, as separate ordinary resolutions, to obtain shareholder approval for the re-appointment of Haysmacintyre LLP as the Company's auditor and to authorise the Directors to determine the auditor's remuneration.

#### **- Resolutions 4 and 5 – re-election of Christopher Pitman and Martin Lampshire as Directors**

In accordance with the requirements of article 69 of the Company's articles of association, both I and Martin Lampshire who were each appointed as Directors of the Company by the Board on 27 April 2021, are required to retire at the 2021 AGM. Being eligible and wishing to continue serving, each of us offers ourselves for re-election as Directors of the Company. Resolutions 4 and 5 are therefore being proposed, as separate ordinary resolutions, to obtain shareholder approval to such re-elections.

Information on me and Martin Lampshire can be found in the RNS announcement released by the Company on 28 April 2021 headed 'Board Changes and Financial Calendar Update'.

#### **- Resolution 6 – to give authority to the Directors to allot shares for an Acquisition**

This resolution is being proposed in order to renew the authority of the Directors to allot £30,000,000 in nominal value of Ordinary Shares in connection with an acquisition of a company or a business carried out by the Company (an "**Acquisition**").

The authority conferred by Resolution 6 will expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of passing of the Resolution and 31 December 2022.

#### **- Resolution 7 – to give additional general authority to the Directors to allot shares in connection with an Acquisition and generally**

This resolution is being proposed in order to renew the authority of the Directors to allot Ordinary Shares up to an aggregate nominal amount not exceeding 200 per cent. of the aggregate nominal value of Ordinary Shares in issue at the date of passing of the resolution:-

- (a) 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
- (b) generally for such purposes as the Directors may think fit (whether connected with the Acquisition or otherwise).

Again, the authority conferred by Resolution 7 will expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of passing of the Resolution and 31 December 2022.

#### **- Resolution 8 – to give power to the Directors to disapply pre-emption rights when allotting shares for cash**

This resolution is being proposed in order to renew the power of the Directors to allot equity securities for the purposes stated in Resolutions 6 and 7 for cash as if pre-emption rights (both statutory and as may be contained in the Company's articles of association) did not apply, including in relation to any offering to Shareholders by way of rights to include any exclusions or other arrangements in connection with any issue of equity securities offered (by way of rights issue, open offer or otherwise) to existing holders of Ordinary Shares in proportion, as nearly as may be) to their existing holdings of such ordinary shares, as the Directors deem necessary to deal with equity securities representing fractional entitlements, with legal or practical problems in the laws of any territory or with the requirements of any regulatory body.

The power conferred by Resolution 8 will expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of passing of the Resolution and 31 December 2022.

#### **Requisite majority for Resolutions to be passed**

Each of Resolutions 1 to 7 (inclusive) is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast at the 2021 AGM for the Resolutions to be passed. Resolution 8 is being proposed as a special resolution and requires approval by a 75% majority of those votes cast at the 2021 AGM for the Resolution to be passed.

As referred to above, voting on each of the Resolutions will be conducted by a poll to ensure that Shareholders' votes are counted.

## Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the 2021 AGM. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to arrive no later than 11.00 a.m. on Friday, 14 January 2022.

As an alternative to completing the hard copy Form of Proxy, Shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 11.00 a.m. on Friday, 14 January 2022.

If Shareholders hold Ordinary Shares in CREST, in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by 11.00 a.m. on Friday, 14 January 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application host ("**CREST Application Host**")) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

A telephone helpline is available for Shareholders. If you have any questions about the 2021 AGM or how to complete a Form of Proxy, please call Neville Registrars on 0121 585 1131. Calls are charged at your network provider's standard rate, may be included within your inclusive call allowance, but may vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## Recommendation

**The Directors of the Company consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of each of the Resolutions, as they intend to do in respect of their own beneficial shareholdings of an aggregate 4,000,000 Ordinary Shares (representing approximately 6.26 per cent. of the Company's issued share capital).**

Yours faithfully

**Christopher Pitman**  
Non-Executive Chairman

# BOSTON INTERNATIONAL HOLDINGS PLC

*(incorporated in England and Wales with company number 09876705)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2021 annual general meeting (the “**Annual General Meeting**”) of Boston International Holdings Plc (the “**Company**”) will be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 11.00 a.m. on Monday, 17 January 2022 for the purpose of considering and, if thought fit, passing the resolutions set out below (each a “**Resolution**” and together the “**Resolutions**”) which will be proposed as an ordinary resolution in the case of each of Resolutions 1 to 7 (inclusive) and as a special resolution in the case of Resolution 8.

### ORDINARY RESOLUTIONS

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2020 together with the reports of the Directors and auditors on those accounts.
2. To re-appoint Haysmacintyre LLP as the Company's auditor to hold office from the conclusion of this Meeting until the conclusion of the next General Meeting at which the Company's annual accounts are laid before the Company.
3. To authorise the Directors to determine the auditor's remuneration.
4. To re-elect Christopher Pitman as a Director of the Company.
5. To re-elect Martin Lampshire as a Director of the Company.
6. **THAT** the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot new ordinary shares of £0.01 each in the Company (including any rights to subscribe for or convert into such new ordinary shares) up to an aggregate nominal value of £30,000,000 for the purpose of or in connection with any acquisition carried out by the Company (the “**Acquisition**”), provided that this authority shall, unless renewed, varied or revoked by the Company expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of the passing of this Resolution and 31 December 2022, 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.
7. **THAT** the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot new ordinary shares of £0.01 each in the Company (including rights to subscribe for or convert into such new ordinary shares up to, in aggregate, an amount not exceeding 200 per cent. of the aggregate nominal value of ordinary shares of £0.01 each in the Company in issue as at the date of passing of this Resolution:-
  - (a) 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
  - (b) 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 earlier of the conclusion of the next Annual General Meeting of the Company following the date of the passing of this Resolution and 31 December 2022, 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.

## **SPECIAL RESOLUTION**

8. **THAT** the Directors be empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolutions 6 and 7 above as if section 561 of the Companies Act and any pre-emption rights in the articles of association of the Company (including rights for equity securities or the sale of any equity securities from treasury) did not apply to such allotment (including any exclusions or other arrangements, in connection with any issue of equity securities offered (by way of rights issue, open offer or otherwise) to existing holders of ordinary shares in the Company in proportion, as nearly as may be) to their existing holdings of such ordinary shares, as the Directors may deem necessary or expedient to deal with (a) equity securities representing fractional entitlements; (b) legal or practical problems in the laws of any territory, or (c) the requirements of any regulatory body); provided that this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company following the date of the passing of this Resolution and 31 December 2022, 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.

**Christopher Pitman**  
Non-Executive Chairman  
**Boston International Holdings Plc**

Dated: 17 December 2021

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

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended, the Company specifies that only those members registered on the Company's register of members 48 hours (excluding weekends and public holidays) before the time of the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting.

### Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you may use the enclosed Form of Proxy to appoint a proxy to exercise all or any of your rights to vote at the Annual General Meeting, and you should have received a Form of Proxy with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. A proxy does not need to be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.
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 contact the registrars of the Company, Neville Registrars Limited, on 0121 585 1131.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. 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 Annual General Meeting.

### Appointment of proxy using hard copy Form of Proxy

6. The notes to the Form of Proxy explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the Form of Proxy must be:-
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD; and
  - received by Neville Registrars Limited by no later than 11.00 a.m. on Friday, 14 January 2022.

In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

7. As an alternative to completing the hard-copy Form of Proxy, Shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 11.00 a.m. on Friday, 14 January 2022.

### CREST

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited ("Euroclear") and must

contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA11 by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

#### **Appointment of proxy by joint members**

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).

#### **Changing proxy instructions**

10. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies 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 Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Neville Registrars Limited, on 0121 585 1131.

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.

#### **Termination of proxy appointments**

11. 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 Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. 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.

The revocation notice must be received by Neville Registrars Limited no later than 11.00 a.m. on Friday, 14 January 2022.

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.

#### **Corporate representatives**

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

**Poll voting procedure**

13. Voting on all Resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as votes are counted according to the number of shares held by each member. As soon as practicable following the Annual General Meeting, the results of the voting at the Meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a regulatory information service and also placed on the Company's website at [www.bihplc.com/](http://www.bihplc.com/).

**Issued shares and total voting rights**

14. As at 16 December 2021, the Company's issued share capital comprised 63,945,137 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 16 December 2021 is 63,945,137.

**Documents available for inspection**

15. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) prior to and during the Annual General Meeting and at the venue of the Annual General Meeting itself for at least 15 minutes prior to and during the Annual General Meeting, copies of the letters of appointment from the Company to each of the Directors and the separate letters from the Company to 05 Management Limited and Experience Capital Limited for the provision of additional services of Christopher Pitman and Martin Lampshire (respectively).

**Communications with the Company**

16. Except as provided above, members who have general queries about the Annual General Meeting should telephone Neville Registrars Limited on 0121 585 1131 (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of Annual General Meeting, or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.