

**NOTICE OF AVAILABILITY**

The Circular (including the Notice of General Meeting) to which this Form of Proxy relates is 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 A proxy does not need to be a member of the Company. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using this Form of Proxy are set out in the notes to the Notice of General Meeting and in the notes below.
3 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.
4 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 General Meeting.
5 To appoint a proxy using this Form of Proxy, the Form of Proxy 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 so as to be received by not later than 11:30 a.m. on 18 May 2022.
6 As an alternative to completing the hard-copy Form of Proxy, you can appoint a proxy electronically with Neville Registrars Limited at www.sharegateway.co.uk and completing the authentication requirements including the personal proxy registration code as shown on this Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11:30 a.m. on 18 May 2022.
7 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 11:30 a.m. on 18 May 2022. See the notes to the Notice of General Meeting for further information on proxy appointments through CREST.
8 In the case of a member which is a company, this 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.
9 Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
10 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).
11 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.
12 For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of the General Meeting.

Shareholders are invited to discuss and consider whether any, and if so what, steps should be taken to address the serious loss of capital within the Company, pursuant to section 656(1) of the Companies Act 2006 at the General Meeting.

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 General Meeting, hereby appoint

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

[Empty box for appointing a proxy]

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 General Meeting of the Company, to be held on 20 May 2022 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU at 11:30 a.m. and at any adjournment thereof.

Resolutions (\*Special Resolutions)

Table with 3 columns: Resolution description, FOR, AGAINST, WITHHELD. Contains 6 resolutions regarding share capital reorganisation, director authority, and borrowing powers.

Your Personal Proxy Registration Code is: ABCD-123-EFG

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

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

Signed: [Signature box]

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: [DD] - [MM] - [YY]



[Proxy registration code box]



# Boston International Holdings Plc

## Attendance Card

The General Meeting will start at 11:30 a.m. and is being held on 20 May 2022 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU.

**If you plan to attend the 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 General Meeting.

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

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RTZE-YRRG-ETSK



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD