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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 these documents, 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.

Boston International Holdings Plc

(incorporated in England and Wales with company number 09876705)

Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes recommendations that you vote in favour of all of the resolutions proposed (the “Resolutions”) at the annual general meeting of the Company (the “Annual General Meeting”).

A notice convening the Annual General Meeting, to be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS at 3.00 p.m. on 1 October 2020, is set out at the end of this document. Shareholders of the Company (“Shareholders”) are requested to complete and return the enclosed form of proxy (“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 3.00 p.m. on 29 September 2020, whether or not they propose to be present at the Annual General Meeting.

Given the current circumstances in relation to Covid-19, the Board has made the decision that the Annual General Meeting will be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. This means that the Annual General Meeting will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the Annual General Meeting. As such, for the safety and security of all involved, Shareholders and their proxies are unable to attend the Annual General Meeting in person this year. In light of this, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.

Shareholders are invited to submit any questions that they have on the business of the Annual General Meeting by email to info@bihplc.com. Please include details of your

shareholding, including the name the shares are held in and number of shares held. Where questions are received by 9.30 a.m. on 29 September 2020, direct responses will be provided in advance of the Annual General Meeting. If they are received after this time, direct responses will be provided subsequently.

For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and 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 3.00 p.m. on 29 September 2020.

LETTER FROM THE CHAIRMAN

BOSTON INTERNATIONAL HOLDINGS PLC

(incorporated in England and Wales with company number 09876705)
12 Times Court, Retreat Road, Richmond, Surrey TW9 1AF

Directors:

William Borden James (*Non-Executive Chairman*)

Norman Connell (*Non-Executive Director*)

Richard Hartheimer (*Non-Executive Director*)

To the holders of Ordinary Shares and, for information purposes only, to holders of options and warrants

7 September 2020

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

As Chairman of the Company, I am pleased to enclose details of the Annual General Meeting of the Company to be held at 3.00 p.m. on 1 October 2020 at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 5PS.

COVID-19 and Annual General Meeting proceedings

In light of the UK government's response to the COVID-19 outbreak, which includes restrictions on travel and gatherings, the Company is adopting the following Annual General Meeting arrangements in order to ensure that the health and safety of our Shareholders, Directors, and other key stakeholders is protected:

- The Annual General Meeting will be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS.
- The Annual General Meeting will only address the formal matters contained in the Notice of Annual General Meeting.
- In accordance with the Company's Articles, the quorum necessary to constitute the Annual General Meeting is two members in person or proxy, therefore two officers or agents of the Company (who are also Shareholders) will be in attendance to form the quorum and conduct the business of the Annual General Meeting.
- Shareholders will not be permitted to attend the Annual General Meeting in person. If they do so, they will be refused entry to the meeting in line with the UK Government's current measures.
- Shareholders are invited to submit any questions that they have on the business of the Annual General Meeting by email to info@bihplc.com. Please include details of your shareholding, including the name the shares are held in and number of shares held. Where questions are received by 9.30 a.m. on 29 September 2020, direct responses will be provided in advance of the Annual General Meeting. If they are received after this time, direct responses will be provided subsequently.
- All Shareholders are urged to appoint the Chairman of the Annual General Meeting as their proxy, with voting instructions. Please refer to the notes to the Notice of Annual General Meeting for more information regarding proxy voting.

- Votes on each of the resolutions will be conducted by a poll to ensure that Shareholders votes are counted.

We trust Shareholders will understand and co-operate with these arrangements.

The UK Government may change current restrictions or implement further measures relating to the holding of general meetings prior to the Annual General Meeting. Any changes to the Annual General Meeting (including the arrangements outlined above) will be made available on the Company's website at www.bihplc.com and by means of the Regulatory Information Service.

Yours faithfully

William Borden James
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 annual general meeting (the “Annual General Meeting”) of Boston International Holdings Plc (“the Company”) will be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS on 1 October 2020 at 3.00 p.m. for the purpose of considering and, if thought fit, passing resolutions below (each a “Resolution” and together the “Resolutions”) which will be proposed as ordinary resolutions in the cases of Resolutions 1-4 and as a special resolution in the case of Resolution 5.

Ordinary business

- 1 To re-appoint Haysmacintyre LLP of 10 Queens Street Place, London EC4R 1AG 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 31 December 2019 together with the directors' report and auditor's report on those accounts.
- 3 THAT William Borden James, who retires in rotation in accordance with article 71 of the Company's articles of association (the “Articles”), be re-elected as a director of the Company.

Special business

- 4 That in substitution for all existing and unexercised authorities, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £73,241.00 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, “Relevant Securities” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company.
- 5 That in substitution for all existing and unexercised authorities and subject to the passing of Resolution 4, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 4 as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:

- (a) the allotment of ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”) arising from the exercise of any options and warrants outstanding at the date of this Resolution;
- (b) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £73,241.00;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from 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 equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed:

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

Dated: 7 September 2020

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 and paragraph 18(c) Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, 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 meeting shall be entitled to attend and vote at the meeting.

Attending in person

- 2 We do not expect that shareholders will be able to attend the Annual General Meeting in person as a result of the UK Government's response to the Covid-19 outbreak. As a result of this, it has been decided only two directors, each being shareholders, will be in attendance for quorum purposes to conduct the business of the meeting.

Appointment of proxies

- 3 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 attend, speak and vote at the meeting, and you should have received a proxy form 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 proxy form.
- 4 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 proxy form are set out in the notes to the proxy form.
- 5 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.
- 6 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 meeting.

Appointment of proxy using hard copy proxy form

- 7 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form 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 no later than 48 hours (excluding weekends and public holidays) prior to the meeting.

In the case of a member which is a company, the 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.

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.

Appointment of proxy by joint members

- 8 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

- 9 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 proxy form and would like to change the instructions using another hard-copy proxy form, 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

- 10 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 48 hours (excluding weekends and public holidays) prior to the meeting.

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.

Issued shares and total voting rights

- 11 As at 4 September 2020, the Company's issued share capital comprised 36,620,948 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 4 September 2020 is 36,620,948.

Communications with the Company

- 12 Except as provided above, members who have general queries about the 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.

CREST

13 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 Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

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 UK & Ireland Limited 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.