

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 Shareholders are urged to appoint the Chairman of the General Meeting as their proxy, with voting instructions. The appointment of someone other than the Chairman of the General Meeting is likely to be a wasted vote, as that other person will not be permitted to attend the General Meeting and therefore cast the votes attaching to the relevant Ordinary Shares.
- 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 General Meeting.
- 6 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 11:00 a.m. on 22 June 2021.
- 7 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 11:00 a.m. on 22 June 2021.
- 8 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 11:00 a.m. on 22 June 2021. See the notes to the Notice of General Meeting for further information on proxy appointments through CREST.
- 9 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.
- 10 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.
- 11 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).
- 12 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.
- 13 For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of the General Meeting.

Social distancing measures imposed by the UK Government as a result of the COVID-19 pandemic are currently in force restricting, among other things, public gatherings. If restrictions on public gatherings remain in force as at the date of the General Meeting, shareholders must not attend the General Meeting in person, and entry will be refused to anyone who seeks to attend in person. Shareholders are strongly encouraged to register their vote in advance by appointing the Chairman of the General Meeting as their proxy and giving voting instructions. The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the General Meeting arrangements will be communicated through the Company's website and, where appropriate, by a Regulatory Information Service announcement.

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)

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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 24 June 2021 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU at 11:00 a.m. (and at any adjournment thereof).

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD
1* To authorise the Directors to allot shares on conversion of a Director's Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2* To approve the conversion rights in the Convertible Loan Notes and the issue of the Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to allot shares in connection with an Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Directors to allot shares in connection with a debt/financial obligation restructuring relating to an Acquisition and generally	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To disapply pre-emption rights in relation to allotments of shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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:

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>123-0

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD