

# FORM OF PROXY - ANNUAL GENERAL MEETING

## BOKU, INC. (the "Company")

Form of proxy for use at the annual general meeting to be held at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on 23 May 2018 at 2.00 p.m.

**Before completing this form, please read the explanatory notes below.**

I/we  of

being [a] stockholder[s] of Boku, Inc. (the "Company"), hereby appoint Deepa Kalikiri (Company Secretary) and Jon Prideaux (CEO), and each of them, with power to act without the other and with power of substitution, OR (see notes 1 and 2)

as my/our proxy or proxies to attend, speak and vote for me/us on my/our behalf, as indicated below, at the annual general meeting of the Company (the "Meeting") to be held at 2.00p.m. on 23 May 2018 and at any adjournment of the Meeting.

I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy or proxies will vote (or abstain from voting) as he or she thinks fit on any other matters which may properly come before the Meeting (or any adjournment).

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1.

### RESOLUTIONS Please mark 'X' to indicate how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. Re-election of Keith Butcher as a Class I director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Authorise the Company's Audit Committee to determine BDO's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Reappointment of BDO LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Approve the Directors' Remuneration Report contained in the 2017 Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

**PLEASE COMPLETE THIS FORM AND RETURN IT TO LINK ASSET SERVICES, FOLLOWING THE INSTRUCTIONS SET OUT BELOW, TO ARRIVE NO LATER THAN 2.00 P.M. ON 21 MAY 2018.**

#### Notes on filling in your Form of Proxy

- You are entitled to appoint a proxy or proxies, who need not be a stockholder of the Company or Deepa Kalikiri and Jon Prideaux, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than Deepa Kalikiri and Jon Prideaux, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, Deepa Kalikiri and Jon Prideaux will each be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
  - You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares (except if your proxies are Deepa Kalikiri and Jon Prideaux, who may exercise rights attached to the same shares if appointed as your proxies). Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained from Link Asset Services on 0371 664 0381 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate) or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
  - For each resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a resolution.
  - Completion and return of this proxy form will not preclude you from attending the meeting and voting in person.  
If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
  - If you appoint a proxy to vote on your behalf at this Meeting, your voting rights will revert to you at the conclusion of the Meeting or any adjournment of the Meeting.
  - To be valid, this proxy form must, subject to note 8 below, be signed, dated and lodged, together with the original power of attorney or other written authority (if any) (or a duly certified copy of such power or authority), no later than 2.00p.m. on 21 May 2018 (or 48 hours before the adjourned meeting at which the person named on the form is proposed to vote) with the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
  - If a stockholder is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form. You may register your proxy appointment and instructions online by visiting Signal Shares, [www.signalshares.com](http://www.signalshares.com), selecting BOKU, INC. and following the instructions. In order to register your vote online you will need to enter your Investor Code which appears on your share certificate.
  - In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of stockholders of the Company in respect of the joint holding (the first named being the most senior).
  - If more than one valid proxy appointment is returned, either in paper form or by electronic communication, in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 6) will take precedence.
  - For details of how to change your proxy instructions or revoke your proxy appointment see the notes of the notice of meeting. Any alterations made to this form should be initialed.
  - You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
- If you have any queries completing this form please contact Link Asset Services on 0371 664 0381 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate).

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