

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should immediately consult your stockbroker, solicitor, accountant or other independent adviser.

If you have sold or transferred all of your Common Shares in Boku, Inc. please send this document, together with the accompanying documents, straight away to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so that these documents can be sent to the purchaser or transferee.

Boku, Inc.

Notice of Annual General Meeting

Taylor Wessing LLP

5 New Street Square

London EC4A 3TW

United Kingdom

Wednesday 22 May 2019 at 1.00 p.m.

A form of proxy is enclosed with this notice and an electronic proxy vote may be submitted via www.signalshares.com. To be valid, forms of proxy and electronic proxy votes must be completed and returned (or submitted via www.signalshares.com) in accordance with the instructions printed therein so as to be received by the Company's registrars, Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 1.00 p.m. GMT on 20 May 2019.



LETTER FROM THE CHAIRMAN OF THE ANNUAL GENERAL MEETING BOKU, INC.

(incorporated and registered in the state of Delaware, US under the General Corporation Law of the State of Delaware with registered number 4611802)

Directors

Mr. Mark Britto (Non-Executive Chairman)
Mr. Jonathan Prideaux (Chief Executive Officer)
Mr. Stuart Neal (Chief Financial Officer)
Dr. Richard Hargreaves (Senior Independent Director)
Mr. Keith Butcher (Independent Director)

Principal place of business
2-6 Boundary Row
London
SE1 8HP
United Kingdom

23 April 2019

Dear Stockholder

1. INTRODUCTION

Accompanying this letter is the notice of the annual general meeting (“**Annual General Meeting**”) of Boku, Inc. (the “**Company**”) to be held at 1.00 p.m. on Wednesday 22 May 2019 at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, United Kingdom.

The resolutions to be proposed at the Annual General Meeting are summarised below.

The Company’s issued share capital as at 23 April 2019 (the “**Record Date**”) was 244,989,800 shares of common stock of the Company (“**Common Shares**”) carrying one vote each.

2. SUMMARY OF RESOLUTIONS

The business of the meeting will be conducted on a poll and stockholders are asked to vote on the following matters at the Annual General Meeting:

2.1 *Director’s Election*

To consider and, if thought fit, elect the following Class II Directors (as defined in the Company’s certificate of incorporation) for the ensuing three years:

Stuart Neal (aged 47), Chief Financial Officer. Prior to re-joining Boku in 2017, Stuart was advising new technology ventures, bringing to market cutting edge technology in AI Machine Learning, Crypto Currency and Blockchain. Previously, he was Chief Commercial Officer at Vocalink Zapp (acquired by Mastercard), building distribution channels and creating merchant demand for their Pay by Bank App product. Stuart was also Commercial Director at Barclaycard, Europe’s second largest card acquirer, where he oversaw the roll out of contactless payments across the UK market. He has held senior Commercial and Finance positions within a number of blue-chip corporations including GlaxoSmithKline, Worldcom and Virgin Media. Stuart was previously Chief Financial Officer of Boku between 2012 and 2014.

Dr Richard Hargreaves (aged 73), Non-Executive Director. Richard co-founded Endeavour Ventures in 2006 and has been investing in and advising companies for over 30 years. He began his career at 3i plc where he spent ten years before starting Baronsmead and launched one of the first VCTs – Baronsmead VCT. He sold this to Friends Ivory & Sime plc in 1995 (it later became ISIS Equity Partners). Richard was Managing Director of their unquoted investment business at that time which had £180 million funds under management. Richard is a former chairman of the British Venture Capital and Private Equity Association (BVCA). He has significant experience as a non-executive director on both public and private company boards. He is a graduate of the University of Cambridge and has an MSc and PhD from Imperial College, London. Richard is the Chairman of Boku’s Remuneration Committee.

2.2 Appointment of Auditor

To consider and, if thought fit, appoint BDO LLP (“BDO”) as auditor of the Company.

2.3 Remuneration of Auditor

To consider and, if thought fit, authorise the Company’s Audit Committee to determine BDO’s remuneration.

2.4 Directors’ Remuneration Report

To consider and, if thought fit, on an advisory only basis, the Directors’ Remuneration Report contained in the annual report for the year ended 31 December 2018 (“Annual Report”). As this is an advisory resolution only, the Directors’ entitlement to remuneration is not conditional on the resolution being passed.

2.5 Other Matters

To consider and act upon such other business as may properly come before the meeting or the postponement or adjournment of the meeting.

3. 2018 ANNUAL REPORT

The Company’s 2018 Annual Report including the Audited Consolidated Financial Statements of the Company and its subsidiaries for the period ended and as of 31 December 2018, is posted on the Company’s website at <https://investors.boku.com/aim-rule-26>, as is this notice. Corporate governance information and disclosures are included in the Corporate Governance section of the Annual Report.

4. RECOMMENDATION AND DIRECTORS’ VOTING INTENTIONS

The board of directors of the Company (the “Board”) considers the resolutions to be in the best interests of the Company and stockholders as a whole. Accordingly, the Board recommends that the holders of Common Shares vote in favour of the resolutions to be proposed at the Annual General Meeting, as the directors also intend to do in respect of their own beneficial holdings, representing approximately 5% of the voting power of the issued and outstanding Common Shares as of the Record Date.

Yours faithfully

Mark Britto

Chairman of the Company and of the Annual General Meeting

NOTICE OF GENERAL MEETING

BOKU, INC.

(incorporated and registered in the state of Delaware, US under the General Corporation Law of the State of Delaware with registered number 4611802)

NOTICE IS HEREBY GIVEN that the annual general meeting of Boku, Inc. (the “**Company**”) will be held at 1.00 p.m. on Wednesday 22 May 2019 at the offices of Taylor Wessing LLP, 5 New Street, London EC4A 3TW, United Kingdom to consider and act upon the following matters.

1. **RESOLVED THAT** Stuart Neal be, and hereby is, re-elected as a Class II director of the Company.
2. **RESOLVED THAT** Richard Hargreaves be, and hereby is, re-elected as a Class II director of the Company.
3. **RESOLVED THAT** BDO be, and hereby is, reappointed as auditor of the Company
4. **RESOLVED THAT** the Audit Committee of the Company be, and hereby is, authorised to determine BDO’s remuneration.
5. **RESOLVED THAT** the Directors’ Remuneration Report set out on pages 32 to 37 (inclusive) in the Annual Report for the year ended 31 December 2018 be, and hereby is approved.

The Company is a United States corporation incorporated in the State of Delaware with registered number 4611802. The Common Shares are a “restricted security” as defined in Rule 144 under the US Securities Act of 1933. The Record Date for determination of stockholders entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof is 23 April 2019.

All stockholders are cordially invited to attend the meeting in person. Stockholders who do not intend to attend the meeting are encouraged to act in accordance with instructions in the notes provided with this Notice to ensure the representation of their interests.

By order of the Board

Dated 23 April 2019

Ms Deepa Kalikiri
Company Secretary

Principal place of business:
2-6 Boundary Row
London SE1 8HP
United Kingdom

NOTES

1. To have the right to attend and to vote at the Annual General Meeting (and also for the purpose of how many votes a holder of Common Shares casts), a holder of Common Shares must first have his or her name entered in the register by no later than close of business on 23 April 2019. Changes to entries on the register of holders of Common Shares after that time shall be disregarded in determining the right of any holder of Common Shares to attend and vote at the Annual General Meeting.
2. A form of proxy is enclosed with this Notice of Annual General Meeting. Unless an alternative proxy or proxies are appointed, Deepa Kalikiri (Company Secretary) and Jon Prideaux (CEO), will be appointed as proxies, with power to act without the other and with power of substitution.
3. A stockholder entitled to vote at the Annual General Meeting holding a physical certificate is entitled to appoint one or more proxies to vote instead of him or her. A proxy need not be a stockholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint a proxy are set out in the enclosed form of proxy for use by stockholders, or you may follow the instructions to appoint a proxy electronically below. Submitting a vote by proxy will not prevent a stockholder from attending and voting in person if he or she so wishes. To be effective, either (a) a vote must be submitted electronically no later than 1.00 p.m. GMT on 20 May 2019, using the link www.signalshares.com and selecting BOKU, INC (You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Asset Services.); or (b) the form of proxy must be completed, signed and deposited, together with any power of attorney under which it is executed (if applicable), with the Company at the offices of the Company's registrars, Link Asset Services at PXS 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 1.00 p.m. GMT on 20 May 2019.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Common Shares. You may not appoint more than one proxy to exercise rights attached to any one Common Share. To appoint more than one proxy you may photocopy the enclosed form of proxy. Please indicate the proxy holder's name and the number of Common Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Common Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy form of proxies must be signed and should be returned together in the same envelope.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment 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 instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether relates to the appointment of a proxy or is 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 Link Asset Services (ID RA10) by the latest time(s) for receipt of a proxy appointment specified in this notice. 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 Application Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

NOTES continued

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 therefore 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 the CREST system 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.

6. If your holding of Common Shares is by way of dematerialised depository interests representing underlying Common Shares (“**Depository Interests**”), you can either (a) use the enclosed form of direction to direct the depository to vote on your behalf or (b) vote through the CREST system. The completed form of direction must be received, together with any power of attorney or other written authority under which it is executed (if applicable), by the Company by depositing it with the Company’s depository, Link Asset Services PXS 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 1.00 p.m. on 17 May 2019. Alternatively, instructions can be submitted via the CREST system to be received by the Company’s agent Link Asset Services by 1 p.m. on 17 May 2019.
7. Holders of Depository Interests cannot vote in person at the Annual General Meeting or any adjournment thereof. Holders of Depository Interests are therefore requested to complete a form of direction or vote through CREST in accordance with paragraph 6 above. Holders of Depository Interests wishing to attend the AGM should contact the depository at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email CAGtrustees@linkgroup.co.uk in order to request a Letter of Representation by no later than 1.00 p.m. on 17 May 2019.
8. Every stockholder who is present in person or by way of a proxy has one vote for every Common Share of which he/she is a holder. The “Vote Withheld” option on the proxy form is provided to enable you to abstain on any particular resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution.
9. Any corporation which is a stockholder may by a resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at the Annual General Meeting or to approve a resolution submitted in writing and the person so authorised shall be entitled to exercise on behalf of the corporation which he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual stockholder.
10. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all stockholders and those who use them will not be disadvantaged.

11. Copies of this notice and related information can be found on the Company's website at <https://investors.boku.com/aim-rule-26>.
12. Copies of the list of stockholders entitled to vote will be available for inspection at the principal place of business of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
13. As at close of business on 23 April 2019, the total number of the Company's issued Common Shares was 244,989,800 (no Common Shares were held in treasury). Each Common Share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 23 April 2019 is 244,989,800.
14. Defined terms used but not defined in this notice shall have the same meaning given to them in the enclosed Letter from the Chairman of the Annual General Meeting dated 23 April 2019.

