

# FORM OF DIRECTION – ANNUAL GENERAL MEETING BOKU, INC. (the “Company”)

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

Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Company in respect of the Annual General Meeting of the Company to be held on 22 May 2019 at 1.00 p.m. and at any adjournment of the Meeting.

I/We

Please insert full name(s) and address(es) in BLOCK CAPITALS

Of

being a holder of Depository Interests representing shares in the Company hereby direct Link Market Services Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an “X” in the spaces below.

## RESOLUTIONS

Please indicate with an “X” in the box provided how you wish to vote

	For	Against	Withheld		For	Against	Withheld
1. Re-election of Stuart Neal as a Class II director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Authorise the Company’s Audit Committee to determine BDO’s remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Richard Hargreaves as a Class II director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Approve the Directors’ Remuneration Report set out on pages 32 to 37 (inclusive) in the Annual Report for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Reappointment of BDO LLP as auditor of the Company.	<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 1:00 P.M. ON 17 MAY 2019.**

### Notes:

- To be effective, a completed and signed Form of Direction must be delivered to the Depository’s Registrar, Link Asset Services, by post to PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom, together with any power of attorney or other authority under which it is signed, as soon as possible and in any event so as to be received by the Depository’s Registrar by no later than 1.00 p.m. on 17 May 2019 or 72 hours before any adjourned meeting (excluding non-business days). Holders of Depository Interests cannot vote in person at the meeting or any adjournment thereof; therefore, please make sure that your vote is received by Link Asset Services no later than 1.00 p.m. BST on 17 May 2019.
- In the case of a corporation, this Form of Direction must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
- Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as indicated on your Form of Direction. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.
- Any alterations to this Form of Direction must be initialled by you.
- The Depository will appoint Deepa Kalikiri and Jon Prideaux as its proxies to cast your votes. Deepa Kalikiri and Jon Prideaux may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- The ‘Withheld’ option is provided to enable you to abstain from voting on one or more resolutions. However, it should be noted that an ‘Abstain’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
- CREST members who wish to appoint or instruct a proxy using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. Please see the notes to the accompanying notice of general meeting for further information on proxy appointment through CREST.
- 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 the share certificate.
- Depository Interest holders wishing to attend the meeting should contact the Depository, Link Market Services Trustees Limited, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email [CAGTrustees@linkgroup.co.uk](mailto:CAGTrustees@linkgroup.co.uk) in order to request a Letter of Representation by no later than 1.00 p.m. BST on 17 May 2019 or 72 hours (excluding non-business days) before any adjourned meeting.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
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