

**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. on or prior to 8 June 2020, 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**

**2nd floor, 9 Orange Street**

**London**

**WC2H 7EA**

**United Kingdom**

**Wednesday 8 July 2020 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](http://www.signalshares.com). To be valid, forms of proxy and electronic proxy votes must be completed and returned (or submitted via [www.signalshares.com](http://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. BST on 6 July 2020.



# 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. Keith Butcher (Chief Financial Officer)  
Dr. Richard Hargreaves (Independent Non-Executive Director)  
Mr. Stewart Roberts (Independent Non-Executive Director)

*Principal place of business*  
2nd floor, 9 Orange Street  
London  
WC2H 7EA  
United Kingdom

8 June 2020

Dear Stockholder

## 1. INTRODUCTION

Accompanying this letter is the notice of the annual general meeting of Boku, Inc. (the “**Company**”) to be held at 1.00 p.m. on Wednesday 8 July 2020 at the offices of the Company at 2nd floor, 9 Orange Street, London, WC2H 7EA, United Kingdom (including any adjournment or postponement thereof, the “**Annual General Meeting**”).

We are, however, sensitive to the public health and travel concerns our stockholders, employees and directors may have and are closely monitoring the recommendations, orders and protocols that public officials may issue or impose in light of the evolving COVID-19 (coronavirus) situation. As a result, we will enable stockholders to listen to the proceedings at the Annual General Meeting online and also submit questions to directors in advance of the meeting. Depending on the public health situation, we may impose additional procedures or limitations on attendees beyond any described in this Notice of the Annual General Meeting. We will announce details of how to listen to the meeting remotely and submit questions and any other significant changes on our website at <https://www.boku.com/investor-relations/aim-rule-26/>.

If you are planning to attend the Annual General Meeting, we recommend you check our website one week in advance of 8 July 2020.

We strongly encourage you to vote by proxy, whether or not you generally plan to attend the Company’s Annual General Meeting in person. Due to the impact of COVID-19, we recommend submitting an electronic proxy vote at [www.signalshares.com](http://www.signalshares.com) if possible. Alternatively, you may register your votes on the resolutions of the Annual General Meeting by completing and returning the proxy form that accompanies this notice in accordance with the instructions printed on the proxy form.

If your holding of Common Shares is by way of dematerialised depository interests representing underlying Common Shares (“**Depository Interests**”), you can vote through the CREST system.

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

The Company’s issued and outstanding share capital as of the close of business on 8 June 2020 (the “**Record Date**”) was 257,185,066 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 III directors (as defined in the Company’s Amended and Restated Certificate of Incorporation) for the ensuing three years:

**Jonathan Prideaux (aged 57), Chief Executive Officer.** Jon has more than 25 years of payments experience. He was an early Visa Europe employee and key contributor to its growth, leaving in 2006 as EVP Marketing. He started Visa Europe's ecommerce division, was the lead executive on the introduction of Chip and PIN technology and oversaw product launches such as Visa Electron and V PAY. He served on the Board of EMVCo, was the Chairman of the Compliance Committee and was a member of Visa's Global Product and Brand Councils. Since leaving Visa in 2006, Jon served as Deputy CEO for SecureTrading, where he doubled transaction numbers and quadrupled profitability. He then led a management buy in at Shopcreator, the ecommerce software platform.

**Mark Britto (aged 56), Non-Executive Chairman.** With over 20 years as an entrepreneur, sales and financial services executive, Mark Britto is currently the Chief Revenue Officer at PayPal. Mark founded Boku after six years as the CEO of Ingenio, a service marketplace and performance advertising company, which he led to a 2007 acquisition by AT&T. Prior to Ingenio, Mark spent 4 years as SVP of worldwide services and sales at Amazon.com. Mark's first start-up, Accept.com, was bought by Amazon.com in 1999 and served as the primary backbone of Amazon's global payments platform. Mark began his career in senior credit and risk management roles at leading national banks FirstUSA and Bank of America.

## **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 Amendment to Certification of Incorporation**

To consider and, if thought fit, authorise the amendment of the Amended and Restated Certificate of Incorporation pursuant to the Certificate of Amendment attached hereto as Exhibit A (the "**Certificate of Amendment**").

## **2.5 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 2019 ("**Annual Report**"). As this is an advisory resolution only, the Directors' entitlement to remuneration is not conditional on the resolution being passed.

## **2.6 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. 2019 ANNUAL REPORT**

The Company's 2019 Annual Report including the Audited Consolidated Financial Statements of the Company and its subsidiaries for the period ended and as of 31 December 2019, is posted on the Company's website at <https://www.boku.com/investor-relations/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 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. BST on Wednesday 8 July 2020 at the offices of the Company at 2nd floor, 9 Orange Street, London, WC2H 7EA, United Kingdom, to consider and act upon the following matters.

1. **RESOLVED THAT** Jonathan Prideaux be, and hereby is, re-elected as a Class III director of the Company.
2. **RESOLVED THAT** Mark Britto be, and hereby is, re-elected as a Class III 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 Board of Directors of the Company be, and hereby is, authorised to determine BDO’s remuneration.
5. **RESOLVED THAT** the amendment of the Amended and Restated Certificate of Incorporation pursuant to the Certificate of Amendment be, and hereby is, approved and adopted in all respects.
6. **RESOLVED THAT** the Directors’ Remuneration Report set out on pages 32 to 37 (inclusive) in the Annual Report for the year ended 31 December 2019 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 the close of business on 8 June 2020.

Stockholders of record as of the close of business on 8 June 2020 are permitted to attend the meeting. However, we understand that stockholders may prefer not to attend in person this year in light of various circumstances. All are encouraged to deliver a proxy to have their shares voted at the Annual General Meeting and otherwise 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 8 June 2020

**Ms Deepa Kalikiri**  
*Company Secretary*

Principal place of business:  
2nd floor  
9 Orange Street  
London, WC2H 7EA  
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 record holder of Common Shares must first have had his or her name entered in the register by no later than close of business on 8 June 2020. Changes to entries on the register of holders of Common Shares after that time shall be disregarded in determining the right of any record 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 Jonathan Prideaux (CEO), will be appointed as proxies, with power to act without the other and with power of substitution and resubstitution.
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. BST on 6 July 2020, using the link [www.signalshares.com](http://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 enclosed 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. BST on 6 July 2020. **Due to the impact of COVID-19, we strongly recommend submitting an electronic proxy vote at [www.signalshares.com](http://www.signalshares.com) if possible.**
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Common Shares (except if your proxies are Deepa Kalikiri and Jonathan Prideaux, who may exercise rights attached to the same shares if appointed as your proxies). 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 Annual General Meeting and any adjournment or postponement 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](http://www.euroclear.com)). The message, regardless of whether it 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 Depository Interests, you can vote through the CREST system. The instructions submitted via the CREST system must be received by the Company's agent Link Asset Services by 1 p.m. BST on 3 July 2020.
7. Holders of Depository Interests cannot vote in person at the Annual General Meeting or any adjournment or postponement thereof. Holders of Depository Interests are therefore requested to vote through CREST in accordance with paragraph 6 above. Holders of Depository Interests wishing to attend the Annual General Meeting should contact the depository at PXS, 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 3 July 2020.
8. Every stockholder who is present in person or by way of a proxy has one vote for every Common Share of which he or she was a holder as of the Record Date. The "Withheld" option on the proxy form is provided to enable you to abstain on any particular resolution. However, it should be noted that, with the exception of the approval of the Amendment to the Amended and Restated Certificate of Incorporation, a "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. The approval of the Amendment to the Amended and Restated Certificate of Incorporation, a "Withheld" requires the affirmative vote of the majority of outstanding shares of Common Stock entitled to vote on such amendment. Any shares not voted "For" (whether by abstention, a "Withheld" or otherwise) will have the same effect as a vote "Against". Moreover, the election of directors requires a plurality vote of the shares: therefore, the two nominees receiving the highest number of affirmative "FOR" votes will be elected as Class III directors.
9. Any corporation or other entity 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 or such other entity which he or she represents the same powers (other than to appoint a proxy) as that corporation or such other entity could exercise if it were an individual stockholder.
10. If you return more than one valid proxy appointment, either by paper or electronic communication, in respect of the same shares, 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. If you appoint a proxy to vote on your behalf at the Annual General Meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment or postponement of the Annual General Meeting.
12. Copies of this notice and related information can be found on the Company's website at <https://investors.boku.com/aim-rule-26/>.
13. 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 General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
14. As of the close of business on 8 June 2020, the total number of the Company's issued and outstanding Common Shares was 257,185,066 (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 the close of business on 8 June 2020 is 257,185,066.
15. 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 8 June 2020.

**Exhibit A**

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
BOKU, INC.**

Boku, Inc., a Delaware corporation (the “**Corporation**”), does hereby certify that:

1. The name of the Corporation is “Boku, Inc.” The Corporation was originally incorporated pursuant to the General Corporation Law on October 21, 2008 under the name “Vidicom Holdings Inc.”
2. The following amendment to the Corporation’s Amended and Restated Certificate of Incorporation (the “**Certificate**”) was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and has been duly approved by the written consent of the stockholders of the corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware:

Section A of Article Fourth of the Certificate, relating to authorized shares, is hereby amended to read in its entirety as follows:

“A. CLASSES OF STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 500,000,000 shares of Common Stock, \$0.0001 par value per share (“**Common Stock**”).”

IN WITNESS WHEREOF, Boku, Inc. has caused this Certificate of Amendment to be signed by its duly authorized officer this \_\_\_\_ day of July, 2020.

**Boku, Inc.**

**Jon Prideaux**  
*Chief Executive Officer*