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**Snoozebox Holdings plc
60 Trafalgar Square, London, WC2N 5DS**

To the holders of our ordinary shares and, for information only, to the holders of options over ordinary shares

Dear Shareholder

2017 Annual General Meeting

I am writing to invite you to our 2017 Annual General Meeting. The meeting will be held at 10.00 a.m. on Wednesday 2 August 2017 at the offices of Panmure Gordon at One New Change, London EC4M 9AF (entrance on Watling Street). Notice of the meeting is enclosed with this letter. The appendix to this letter contains explanatory notes about the resolutions in the notice. A copy of our 2016 Annual Financial Report is also enclosed.

Action to be taken

A proxy appointment form for use in connection with the Annual General Meeting is enclosed with this document. You are requested, whether or not you intend to attend the meeting, to complete the form in accordance with its instructions and then to send it to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. To be valid, the completed form must be received at that address by 10.00 a.m. on Monday 31 July 2017. Completion and return of the form will not preclude you from attending and voting at the meeting in person.

Recommendation

Your directors consider the passing of all the resolutions in the notice of the Annual General Meeting to be in the best interests of Snoozebox and our shareholders as a whole. Accordingly, we unanimously recommend that you vote in favour of each of these resolutions. The directors who own Snoozebox shares, being Chris Errington, Stephen East and Hugh Scrimgeour, intend to vote all their shares in favour of each resolution.

Consideration of section 656 of the Companies Act 2006

The directors have considered section 656 of the Companies Act 2006 during the completion phase of preparing the financial statements and associated audit for the year ended 31 December 2016. Section 656 states that where the net assets of a public company are half or less of its called-up share capital the directors must call a general meeting of the company to consider whether any, and if so what, steps should be taken to deal with the situation.

At 31 December 2016, the net assets of the Company had fallen below half of the nominal value of its called-up share capital. The main reason for this fall in the Company's net assets was the creation of an accounting impairment provision against the carrying value of the Company's investment in the Group's main trading subsidiary, Snoozebox Limited.

Accordingly, while the matter will be considered at the forthcoming Annual General Meeting of the Company as is legally required, no formal resolution as such is being put to the shareholders in connection with section 656. It is the directors' view that the most appropriate course of action to remedy the situation is to continue with the execution of the strategy set out in the Annual Financial Report 2016 whilst continuing with the constructive discussions being held with the Group's lender, as also set out in that report.

I look forward to seeing you at the AGM.

Yours sincerely

Chris Errington
Chairman

Snoozebox Holdings plc

Notice of Annual General Meeting

Notice is given that the 2017 Annual General Meeting of the Company will be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF (entrance on Watling Street) on Wednesday 2 August 2017 at 10.00 a.m. for the purposes of:

- (a) Considering in accordance with section 656 of the Companies Act 2006 whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company currently represent less than half of its called-up share capital; and
- (b) transacting the business set out below. Resolutions 1 to 5 below will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions.

Ordinary resolutions

- 1. That the Company's annual accounts for the year ended 31 December 2016 and the accompanying auditor's, strategic and directors' reports as now laid before the meeting be received.
- 2. That Stephen East be re-appointed as a director.
- 3. That BDO LLP be re-appointed as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which annual accounts are laid before the members.
- 4. That the directors be authorised to determine the auditor's remuneration.
- 5. That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £983,914;
 - (b) this authority shall, unless previously renewed, extended, varied or revoked by the Company in general meeting, expire on 31 October 2018 or, if earlier, on the conclusion of the Company's next annual general meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
 - (d) all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

Special resolutions

- 6. That the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 5 in the notice of this meeting or by way of a sale of treasury

shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £147,587,

and shall, unless previously renewed, extended, varied or revoked by the Company in general meeting, expire when the authority conferred on the directors by resolution 5 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

- 7. That the Company be authorised to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018.

By order of the Board

Gary Raven
Company Secretary
29 June 2017

Registered office:
60 Trafalgar Square
London WC2N 5DS

Registered in England and Wales with number 8013887

NOTES:

- 1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting and at any adjournment of it.
- 2. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by close of business on 31 July 2017 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 3. Forms for the appointment of a proxy in respect of the meeting by members holding their shares in certificated form have been provided with this notice of meeting. Hard copy forms for the appointment of a proxy are also available on request from Capita Asset Services. If you have any questions, please call them on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the UK, please call +44 371 664 0300. Calls outside the UK will be charged at the applicable international rate. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding UK public holidays. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received no later than 10.00am on 31 July 2017.
- 4. CREST members who wish to appoint one or more proxies through the CREST system operated by Euroclear UK & Ireland Limited ("Euroclear") may do so by using the procedures described in the section of Euroclear's CREST Reference Manual on "The CREST voting service". CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 voting service to be valid, the appropriate CREST message (a "CREST Proxy

Instruction”) must be properly authenticated in accordance with Euroclear’s specifications and must contain all the information required by Euroclear. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Asset Services (ID RA10) as the Company’s “issuer’s agent” by the latest time for receipt of proxy instructions specified in note 2 above. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Reference Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST Proxy Instruction as invalid.

5. A member may not use any electronic address provided by the Company with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated for that purpose in that form or on that website.
6. As at 5.00pm on 29 June 2017, the Company’s issued share capital comprised 295,174,127 shares of 1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00pm on 29 June 2017 is 295,174,127. There are no ordinary shares held by the Company in treasury.

Appendix - explanatory notes

Resolution 1 - 2016 Annual Report

The directors are required by legislation to present the Company's 2016 Annual Financial Report to members at the Annual General Meeting. The 2016 Annual Financial Report contains the consolidated accounts for Snoozebox and its subsidiary undertakings for the year ended 31 December 2016, the auditor's report on those accounts and the directors' and strategic reports for the year.

Resolutions 2 - re-appointment of Stephen East as a director

Stephen East is being proposed for re-appointment as a director retiring by rotation at the Annual General Meeting.

Resolutions 3 and 4 - auditor's re-appointment and remuneration

Resolution 3 is for the re-appointment of BDO LLP as the Company's auditor to hold office until the conclusion of the next general meeting at which statutory accounts are laid before the members. Resolution 4 is to authorise the directors, acting via the Audit Committee, to determine the auditor's remuneration.

Resolution 5 - authority to allot shares

Resolution 5 will, if passed, allow the directors to issue shares within limits set by the Investment Association. It will authorise the directors to allot ordinary shares of up to a maximum nominal amount of £983,983. This equals, in amount, one third of our issued share capital as at 29 June 2017. The authority will expire on 31 October 2018 or, if earlier, at the conclusion of our next annual general meeting.

Resolution 6 - disapplication of pre-emption rights

Resolution 6 will, if passed, allow the directors to allot shares pursuant to Resolution 5 for a cash consideration up to a maximum nominal amount of £147,587 without the directors being required to offer the shares to shareholders in accordance with their statutory pre-emption rights (for example, in connection with a placing of new ordinary shares). This equals, in amount, five per cent of our issued share capital as at 29 June 2017. Resolution 6 will also allow the directors to allot the maximum amount of shares permitted under Resolution 5 in connection with a rights issue or open offer. Whilst the directors have no current intention to exercise the authorities proposed to be conferred by Resolutions 5 and 6, it is considered prudent to maintain the flexibility that these authorities provide.

Resolution 7 – short notice for general meetings

The Companies Act 2006, as amended by the Companies (Shareholders' Rights) Regulations 2009, provides that a company may call a general meeting (other than an Annual General Meeting) on not less than 14 clear days' notice provided the Company has first obtained shareholder approval, which this resolution seeks, and meets the requirements for electronic voting imposed by those regulations. If this resolution is passed, the Company will need to meet the requirements for electronic voting before a meeting is called on less than 21 clear days' notice. The approval will only be effective until the conclusion of the Company's next Annual General Meeting, when it is currently intended that a similar resolution will be proposed in order to renew this authority.