

Strictly Private and Confidential

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares of 1 pence (**Ordinary Shares**) in Snoozebox Holdings plc (**Company**) please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and contact the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, Ordinary Shares or an invitation to buy, acquire or subscribe for Ordinary Shares. This document has not been examined or approved by the FCA, the London Stock Exchange or any other regulatory authority.

This document does not constitute an offer of securities and accordingly is not a prospectus; neither does it constitute an admission document drawn up in accordance with the AIM Rules for Companies.

Snoozebox Holdings plc

(Registered in England and Wales under the Companies Act 2006 with company number 8013887)

Placing to raise £5,000,004 and

Notice of General Meeting

Nominated Adviser and Broker

Panmure Gordon (UK) Limited

This document is being sent to you solely for the purpose of convening the General Meeting referred to below and to provide information to you as a member of the Company to help you decide how to cast your vote in respect of the Resolutions.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company which contains the unanimous recommendation of the Directors to Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

A General Meeting to consider the proposals described in this document will be held at 12 noon on 4 January 2016 at the offices of Panmure Gordon at One New Change, London EC4M 9AF. The notice convening the General Meeting is set out at the end of this document and a Form of Proxy for use at the General Meeting is enclosed. The action to be taken in respect of the General Meeting is set out in the letter from the Chairman of the Company contained in this document. **Shareholders are requested to complete, sign and return the Form of Proxy whether or not they intend to be present at the General Meeting. To be valid, Forms of Proxy should be completed, signed and returned, in accordance with the instructions printed thereon, as soon as possible but, in any event, so as to be received by the Registrars (the address for whom can be found on page 5 of this document) by not later than 12 noon on 30 December 2015.** Completion and return of a Form of Proxy or in the case of CREST holders, the electronic appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. Subject to such Admission, it is expected that dealings in the Placing Shares will commence on AIM at 8.00 am on 7 January 2016 (but in any event by no later than 21 January 2016). The Placing Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares including the right to receive any dividend or other distribution declared, paid or made in respect of the Ordinary Shares after Admission.

Panmure Gordon, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is acting exclusively as nominated adviser and broker to the Company. Panmure Gordon is not acting for any other person in connection with the matters referred to in this document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Panmure Gordon or for giving advice in relation to the matters referred to in this document. Panmure Gordon is not making any representation or warranty, express or implied, as to the contents of this document, including the accuracy, verification or completeness of any information contained in this document or of any other statement made or purported to be made by the Company, or on the Company's behalf, or by them or on their behalf, and nothing in this document shall be relied upon as a promise or representation in this respect, whether as to the past or future. The responsibilities of Panmure Gordon as the Company's nominated adviser and broker under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person, in respect of its decision to acquire shares in the capital of the Company in reliance on any part of this document, or otherwise.

Panmure Gordon has not approved the contents of, or any part of, this document and no liability whatsoever is accepted by Panmure Gordon for the accuracy of any information or opinions contained in this document or for the omission of any information from this document.

In accordance with the AIM Rules, this document is available to Shareholders on the Company's website www.snoozebox.com

IMPORTANT NOTICES

NOTICE IN RELATION TO OVERSEAS PERSONS

This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, or an invitation to buy or subscribe for, Ordinary Shares or any Placing Shares in any jurisdiction in which such offer, solicitation or invitation is unlawful.

The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (Securities Act) or under the securities laws of any state of the United States. In addition, the Placing Shares do not qualify for distribution and have not been registered under any of the relevant securities laws of Australia, Canada, Japan, New Zealand or the Republic of South Africa.

The Placing Shares are being offered outside of the United States pursuant to Regulation S of the Securities Act and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In addition, offers, sales or transfers of the Placing Shares in or into the United States for a period of time following completion of the Placing by a person (whether or not participating in the Placing) may violate the registration requirements of the Securities Act.

CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

This document contains a number of forward looking statements relating to the Group including with respect to the trading prospects of the Group. The Company considers any statements that are not historical facts as "forward looking statements". They relate to events and trends that are subject to risks, uncertainties and assumptions that could cause the actual results and financial position of the Group to differ materially from the information presented in the relevant forward looking statement. When used in this document the words "estimate", "project", "intend", "aim", "anticipate", "believe", "expect", "should", and similar expressions, as they relate to the Group or management of it, are intended to identify such forward looking statements. Shareholders are cautioned not to place undue reliance on these forward looking statements which speak only as at the date of this document. Neither the Company nor any member of the Group nor Panmure Gordon nor any of their respective officers, directors and employees undertakes any obligation to update publicly or revise any of the forward looking statements whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

CONTENTS

	<i>Page</i>
Expected Timetable of Principal Events	5
Placing Statistics	5
Directors, Secretary and Advisers	6
Definitions	7
Letter from the Chairman	9
Notice of General Meeting	14

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Placing	11 December 2015
Posting of this Circular and the Form of Proxy	11 December 2015
Latest time and date for receipt of Forms of Proxy	12 noon on 30 December 2015
General Meeting	12 noon on 4 January 2016
Expected date of Admission and commencement of dealings in the Placing Shares on AIM	7 January 2016
Expected date for CREST accounts to be credited in respect of the Placing Shares to be held in uncertificated form	7 January 2016
Expected date for the despatch of definitive certificates in respect of the Placing Shares to be held in certificated form (where applicable)	12 January 2016

Notes:

- (1) All times referred to in this Circular are, unless otherwise stated, references to London times.
- (2) Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a Regulatory Information Service.
- (3) If you have any questions relating to the action you should take in relation to the General Meeting, please telephone the Company's registrars, Capita Asset Services' shareholders helpline on the following number: 0871 664 0300 (Lines are open Monday – Friday 9.00 a.m. to 5:30 p.m. Calls cost 12 pence per minute, plus network extras). Please note that for legal reasons this helpline will only be able to provide practical information and will not provide advice on the merits of the business of the General Meeting or give any financial or taxation advice. For financial and taxation advice you will need to consult an appropriately qualified independent adviser.

PLACING STATISTICS

Placing Price	6 pence
Total number of Existing Ordinary Shares at the date of this Circular	211,840,727
Number of Placing Shares to be issued pursuant to the Placing	83,333,400
Total number of Ordinary Shares in issue following the issue of the Placing Shares	295,174,127
Number of Placing Shares as a percentage of the Enlarged Share Capital	28.2%
Gross proceeds of the Placing receivable by the Company	£5,000,004
Net proceeds of the Placing receivable by the Company ⁽¹⁾	approximately £4,500,000

Notes:

- (1) Net proceeds are stated after deduction of estimated total expenses of approximately £470,000 (excluding VAT)

DIRECTORS, SECRETARY AND ADVISERS

Directors	David John Morrison, <i>Chairman</i> Lorcán Ó Murchú, <i>Chief Executive Officer</i> Kate Ferguson, <i>Chief Financial Officer</i> Richard James Guy Davies, <i>Non-Executive Director</i> Stephen John East, <i>Non-Executive Director</i> Hugh Carron Scrimgeour, <i>Non-Executive Director</i>
Company Secretary	Kate Ferguson
Registered Office, and business address of each of the Directors	60 Trafalgar Square London WC2N 5DS
Website	http://snoozeboxhotel.co.uk/
Financial adviser, Nominated Adviser and Broker	Panmure Gordon (UK) Limited One New Change London EC4M 9AF
Corporate Finance Adviser	Anthem Corporate Finance Limited Berkeley Square House Berkeley Square London W1J 6BD
Legal advisers to the Company	Norton Rose Fulbright LLP 3 More London Riverside London SE1 2AQ
Legal advisers to Panmure Gordon	Berwin Leighton Paisner LLP Adelaide House London Bridge London EC4R 9HA
Reporting Accountants and Auditors to the Company	BDO LLP 55 Baker Street, London W1V 7EU
Registrars	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules for Companies
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers published by the London Stock Exchange (as amended from time to time) governing admission to and the operation of AIM
“Business Day”	a day on which banks are open for business in London (excluding Saturdays, Sundays and public bank holidays in the UK)
“Circular”	this circular to Shareholders dated 11 December 2015
“Companies Act”	the Companies Act 2006 (as amended)
“Company” or “Snoozebox”	Snoozebox Holdings plc, a public company incorporated in England and Wales with company number 8013887
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland which facilitates the transfer of title to shares in uncertificated form
“Directors” or “Board”	the directors of the Company at the date of this Circular whose names are set out on page 6 of this Circular
“Enlarged Share Capital”	the Ordinary Shares in issue following completion of the Placing
“Existing Ordinary Shares”	the 211,840,727 Ordinary Shares in issue as at the date of this Circular
“FCA”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy for use by Shareholders at the General Meeting enclosed with this Circular
“General Meeting”	the general meeting of the Company to be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF at 12 noon on 4 January 2016, notice of which is set out at the end of this Circular
“Group”	the Company, the Subsidiary and Snoozebox International LLP at the date of this Circular
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice convening the General Meeting set out at the end of this Circular

“Ordinary Shares”	the ordinary shares of 1 penny each in the capital of the Company
“Panmure Gordon”	Panmure Gordon (UK) Limited, a company incorporated in England and Wales with Company number 04915201 and the Company’s nominated adviser and broker for the purposes of the AIM Rules, a member of the London Stock Exchange and regulated by the FCA
“Placing”	the conditional placing by Panmure Gordon, as agent for the Company, of the Placing Shares at the Placing Price pursuant to the terms of the Placing Agreement
“Placing Agreement”	the agreement dated 11 December 2015 between the Company and Panmure Gordon relating to the Placing, further details of which are set out in this Circular
“Placing Price”	6 pence per Placing Share
“Placing Shares”	the 83,333,400 new Ordinary Shares to be issued by the Company at the Placing Price pursuant to the Placing Agreement
“Regulations”	the Uncertificated Securities Regulations 2001 (as amended) (SI 2001 No. 3755)
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“Subsidiary”	Snoozebox Limited, a company incorporated in England and Wales with Company number 7546513
“UK or United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia

LETTER FROM THE CHAIRMAN

Snoozebox Holdings plc

(Incorporated in England and Wales with company number 8013887)

Directors:
David John Morrison
Lorcán Ó Murchú
Kate Ferguson
Richard James Guy Davies
Stephen John East
Hugh Carron Scrimgeour

Registered office:
60 Trafalgar Square
London
WC2N 5DS

11 December 2015

Dear Shareholder

Proposed Placing to raise £5,000,004

And

Notice of General Meeting

Introduction

We have announced today a proposed fundraising to raise a total of £5 million, by way of a conditional placing of 83,333,400 new Ordinary Shares at 6 pence each.

The Placing is conditional on the approval by our shareholders at a General Meeting, to be held on 4 January 2016 at 12 noon, and on the admission of the Placing Shares to trading on AIM. Enclosed with this Circular is a notice convening this General Meeting to be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF on 4 January 2016 at 12 noon.

The purpose of this Circular is to provide further information on the Placing, including the use of the proceeds of the Placing, and to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders.

Shareholders should be aware that if the Resolutions are not approved by Shareholders at the General Meeting, the Company will not be able to complete the Placing and the Company would not be provided with the funds necessary to continue the business transitions that are underway. The Company would need to immediately seek alternative sources of finance which may or may not be forthcoming. IT IS ACCORDINGLY EXTREMELY IMPORTANT THAT SHAREHOLDERS VOTE IN FAVOUR OF THE RESOLUTIONS. IN THE EVENT THAT THE RESOLUTIONS ARE NOT PASSED THERE IS NO GUARANTEE THAT THE COMPANY WILL BE ABLE TO SECURE ALTERNATIVE FORMS OF FINANCING WHICH WOULD BE NECESSARY TO MAINTAIN THE BUSINESS AS A GOING CONCERN.

1 BACKGROUND TO AND REASONS FOR THE PLACING AND USE OF PROCEEDS

On 5 November the Company provided an update on trading and progress against its strategic objectives. The Company has incurred higher operating costs than in 2014 associated with the substantial increase in its Events deployment. The Company has invested in the development of new models in response to market opportunities in social housing, semi-permanent applications and

Events. The Company has also incurred costs associated with planning applications for proposed semi-permanent deployments.

The Company now requires additional funding to support its 2016 events season, the costs of mobilisation in respect of the proposed semi-permanent deployments and the evaluation of longer term opportunities.

Clearly, as the Company further grows, the Company will explore incremental sources of funding to support the development of the business, and further capitalise on the current pipeline of opportunities.

Notwithstanding the completion of the Placing, the Company may be required to seek alternative sources of fundraising, including a further equity fundraising, or explore other options, including the sale of the business, in the near term, and there can be no certainty that these alternatives would be concluded successfully.

2 DETAILS OF THE PLACING

The Company is proposing to raise approximately £5 million (before expenses) by way of a conditional, non-pre-emptive placing of 83,333,400 new Ordinary Shares at the Placing Price. The Placing Price represents a discount of approximately 25.0 per cent. to the closing middle market price on 10 December 2015, being the last full trading day immediately preceding the date of this Circular. The Placing Shares will represent approximately 39.3 per cent. of the existing issued ordinary share capital of the Company, and approximately 28.2 per cent. of the Enlarged Share Capital of the Company.

In order to minimise the time and transaction costs of the Placing, the Placing Shares are only being placed by Panmure Gordon with a limited number of existing and new institutional and other investors. The Placing Shares are not being made available to the public.

The Placing Agreement

In connection with the Placing, the Company has entered into a Placing Agreement pursuant to which Panmure Gordon has agreed, in accordance with its terms, to use reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not underwritten. In accordance with the terms of the Placing Agreement, the Placing is conditional upon, amongst other things, the passing of the Resolutions, Admission occurring on or around 7 January 2016 (or such later date as the Company and Panmure Gordon may agree, not being later than 21 January 2016). The Placing Agreement is terminable by Panmure Gordon in certain circumstances up until the time of Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. Subject to the passing of the Resolutions at the General Meeting, it is expected that Admission will become effective in respect of, and that dealings on AIM will commence in, the Placing Shares, on or around 7 January 2016.

The Placing Shares will be issued credited as fully paid and will be identical to, and rank *pari passu* in all respects with, the existing Ordinary Shares, including the right to receive all future distributions declared, paid or made in respect of the Ordinary Shares following the date of Admission.

3 RELATED PARTY TRANSACTION

Where a company enters into a related party transaction, under the AIM Rules the independent directors of the company are required, after consulting with the company's nominated adviser, to state whether, in their opinion, the transaction is fair and reasonable in so far as its shareholders are concerned.

As at the date of this Circular, Kestrel Investment Partners ("**Kestrel**"), which has an interest in approximately 42,807,819 Existing Ordinary Shares (representing an interest of approximately 20.2 per cent. of the issued share capital) has agreed to subscribe for 34,654,000 Placing Shares at the

Placing Price. As consequence, immediately upon Admission, Kestrel will be interested in 26.2 per cent. of the Enlarged Share Capital.

As at the date of this Circular, Hargreave Hale (“**Hargreave**”), which has an interest in approximately 29,357,408 Existing Ordinary Shares (including nominee accounts) (representing an interest of approximately 13.9 per cent. of the issued share capital) has agreed to subscribe for 18,333,000 Placing Shares at the Placing Price. As consequence, immediately upon Admission, Hargreave will be interested in 16.2 per cent. of the Enlarged Share Capital.

By virtue of their current interests in the Company, each of Kestrel and Hargreave is considered to be a “related party” as defined under the AIM Rules and accordingly each party’s participation in the Placing constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules.

The Directors, having consulted with the Company’s nominated adviser, Panmure Gordon, consider that the terms on which Kestrel and Hargreave are participating in the Placing to be fair and reasonable insofar as the Shareholders are concerned.

4 DIRECTORS’ SHAREHOLDINGS

It is proposed that the following Directors will participate in the Placing, as set out in the table below. The participating Directors propose to subscribe for an aggregate of 833,330 Placing Shares, representing approximately 1.00 per cent. of the Placing Shares. Immediately following Admission (assuming the Placing is fully subscribed), the participating Directors will together hold 6,836,930 Ordinary Shares, representing 2.32 per cent. of the Enlarged Share Capital, as set out in the table below:

<i>Name of Director</i>	<i>Number of Ordinary Shares held as at the date of this Circular</i>	<i>Number of Ordinary Shares held as at the date of this Circular as a percentage of Existing Ordinary Shares</i>	<i>Number of Placing Shares to be subscribed for</i>	<i>Resulting number of Ordinary Shares held immediately following Admission****</i>	<i>Resulting holding of Ordinary Shares as a percentage of the Enlarged Share Capital****</i>
David John Morrison*	3,000,000	1.42%	333,330	3,333,330	1.13%
Lorcán Ó Murchú	2,104,000	0.99%	333,330	2,437,330	0.83%
Richard James Guy Davies**	391,600	0.18%	83,335	474,935	0.16%
Stephen John East***	345,000	0.17%	83,335	437,335	0.15%
Hugh Carron Scrimgeour***	154,000	0.07%	-	154,000	0.05%
Totals:	5,994,600	2.83%	833,330	6,836,930	2.32%

* The interests of David John Morrison in the Ordinary Shares (including the Placing Shares subscribed for by him) are held through Prospect Investment Management Limited, a company he controls.

** The interests of Richard James Guy Davies are held as to 350,000 in his own name and 41,600 in an AVC pension

*** The interests of Stephen John East is held through SIPP. Hugh Carron Scrimgeour holds 50,000 in his own name and 104,000 in SIPP

5 GENERAL MEETING

The Notice convening the General Meeting of the Company, to be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF at 12 noon on 4 January 2016 is set out at the end

of this Circular. The business to be considered at the General Meeting is set out in the Notice of General Meeting together with the explanatory notes to each Resolution below.

The Placing is conditional, amongst other things, on the Resolutions being passed at the General Meeting. If the Resolutions are not passed at the General Meeting, the Placing will not proceed.

Accordingly, at the General Meeting, the following Resolutions will be proposed specifically for the purposes of the Placing:

Resolution 1 – Authority to allot Ordinary Shares

The Directors require the authority of Shareholders under section 551 of the Companies Act in order to issue and allot the Placing Shares. Resolution 1 in the Notice (which is an ordinary resolution) provides such authority by granting the Directors authority to allot Ordinary Shares up to a maximum nominal amount of £833,334 in connection with the Placing, representing, as at the date of this Circular, 39.3 per cent. of the Existing Ordinary Shares.

In addition, resolution 1 provides the Directors with a general authority to allot shares up to an aggregate nominal amount of £982,929.84 which will be approximately one-third of the Company's issued ordinary share capital upon completion of the Placing.

The Directors expect to seek to renew this general allotment authority at future annual general meetings of the Company.

The allotment authority will, if granted, expire on 31 December 2016.

Resolution 2 – Disapplication of statutory pre-emption rights

Section 561 of the Companies Act requires that, on an allotment of 'equity securities' for cash, such equity securities must first be offered to existing Shareholders in proportion to the number of Ordinary Shares they each hold at that time. This is known as a shareholder's pre-emption right. The Placing Shares are 'equity securities' for these purposes. Accordingly the Placing Shares cannot be allotted for cash on a non-pre-emptive basis pursuant to the Placing unless Shareholders have first waived their statutory pre-emption rights.

Resolution 2 in the Notice, if passed, provides such a waiver. If resolution 2 is passed, the Directors will be able to issue and allot the Placing Shares, on a non-pre-emptive basis.

In addition, resolution 2, if passed, also authorises the Directors to allot shares for cash provided that this power is limited to:

- (a) the allotment (otherwise than under paragraph (b) of the resolution) of equity securities in connection with the Placing up to an aggregate nominal value of £833,334; and
- (b) the allotment (otherwise than under paragraph (a) of the resolution) of equity securities up to an aggregate nominal value of £982,929.84.

The Directors expect to seek to renew this general disapplication of pre-emption rights authority at future annual general meetings of the Company.

The authority relating to the disapplication of statutory pre-emption rights will, if granted, expire on 31 December 2016.

Resolution 2 is being proposed as a special resolution and will therefore require not less than 75 per cent. of the votes cast, in person or by proxy at the General Meeting, to be in favour of the resolution.

Shareholders should be aware that if the Resolutions are not approved by Shareholders at the General Meeting, the Company will not be able to complete the Placing and the Company would not be provided with the funds necessary to continue the business transitions that are underway. The

Company would need to immediately seek alternative sources of finance which may or may not be forthcoming. IT IS ACCORDINGLY EXTREMELY IMPORTANT THAT SHAREHOLDERS VOTE IN FAVOUR OF THE RESOLUTIONS. IN THE EVENT THAT THE RESOLUTIONS ARE NOT PASSED THERE IS NO GUARANTEE THAT THE COMPANY WILL BE ABLE TO SECURE ALTERNATIVE FORMS OF FINANCING WHICH WOULD BE NECESSARY TO MAINTAIN THE BUSINESS AS A GOING CONCERN.

6 GENERAL MEETING QUERIES

Shareholders who have queries about the General Meeting or about completion of a Form of Proxy should call the Company's registrars Capita Asset Services' Shareholder helpline on the following number: 0871 664 0300 (*Lines are open Monday – Friday 9.00 a.m. to 5.30 p.m. Calls cost 12 pence per minute, plus network extras*).

7 ACTION TO BE TAKEN

A Form of Proxy for use at the General Meeting is enclosed with this Circular.

Whether or not you intend to attend the General Meeting, you are requested to complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Registrars at the address set out thereon as soon as possible and in any event so as to be received by no later than 12 noon on 30 December 2015. Alternatively, a proxy may be appointed electronically for CREST holders by following the instructions in Notes 5.2 and 7 to the Notice of General Meeting. Completion and return of the Form of Proxy or the electronic appointment of a proxy will not preclude you from attending and voting at the meeting in person, should you wish to do so.

8 RECOMMENDATION

The Directors believe that the Placing and the approval of the Resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions at the General Meeting, as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting to, in aggregate, 5,994,600 Ordinary Shares, representing approximately 2.83 per cent. of the Existing Ordinary Shares.

Yours sincerely

David Morrison
Chairman, Snoozebox plc

NOTICE OF GENERAL MEETING
Snoozebox Holdings plc

(Incorporated in England and Wales with company number 80138877)

NOTICE IS HEREBY GIVEN that a General Meeting of Snoozebox Holdings plc (**Company**) will be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF (entrance on Watling Street) on 4 January 2016 at 12 noon. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

ORDINARY RESOLUTION

- 1 THAT the directors of the Company (the **Directors**) be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the **Act**) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
- (a) up to an aggregate nominal amount of £833,334 to institutional and other investors in connection with the Placing (as defined in the Circular); and
 - (b) other than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £982,929.84.

such authority shall expire on 31 December 2016 (unless previously revoked or varied by the Company in a general meeting), save that the Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

- 2 THAT conditionally upon the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authorities of the Directors under section 551 of the Act conferred by Resolution 1 above, as if section 561(1) of the Act did not apply to such allotment provided that this power is limited to:
- (a) the allotment (otherwise than under paragraph (b) of this resolution) of equity securities in connection with the Placing up to an aggregate nominal value of £833,334; and
 - (b) the allotment (otherwise than under paragraph (a) of this resolution) of equity securities up to an aggregate nominal value of £982,929.84,

such authorities shall expire on 31 December 2016 (unless previously revoked or varied by the Company in a general meeting), save that the Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

BY ORDER OF THE BOARD

Kate Ferguson
Company Secretary

Date: 11 December 2015

Registered office:
60 Trafalgar Square
London
WC2N 5DS

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by the member, which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed.
2. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
3. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. If you wish your proxy to speak at the meeting you should appoint a proxy other than the Chairman of the meeting and give your instructions to that proxy.
5. A proxy form is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed proxy form must be returned to the Company by one of the following methods:
 - 5.1 in hard copy form by post, by courier or by hand to the Company's Registrar at the address shown on the proxy form; or
 - 5.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company by 12 noon on 30 December 2015. Please note that any electronic communication sent to the Company's Registrar in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
6. To change your proxy instructions you may return a new proxy form using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Capita Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The deadline for receipt of proxy forms at paragraph 5 above also applies in relation to amended instructions.
7. **CREST**
 - 7.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. 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.
 - 7.2 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 - 7.3 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.
 - 7.4 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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 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.
8. Only those shareholders registered in the Register of Members of the Company as at 6 p.m. on 10 December 2015 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two business days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. The right to appoint a proxy does not apply to persons whose shares are held on his/her behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act

2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on his/her behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, he/she may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

11. During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.
12. Shareholders who have queries about the General Meeting or about completion of a Form of Proxy should call the Company's registrars Capita Asset Services' Shareholder helpline on the following number: 0871 664 0300 (Lines are open Monday – Friday 9.00 a.m. to 5.30 p.m. Calls cost 12 pence per minute, plus network extras). Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Placing nor give any financial, legal or tax advice.