

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

SELINA HOSPITALITY PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**6th Floor, 2 London Wall Place
Barbican, London EC2Y 5AU
England**
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

**Selina Hospitality PLC Amended and Restated 2018 Global Equity Incentive Plan
Selina Hospitality PLC 2022 Omnibus Equity Incentive Plan
Selina Hospitality PLC 2022 Employee Share Purchase Plan**
(Full titles of the plans)

**Selina US Real Estate LLC
437 SW 2nd St.
Miami, FL 33130**
(Name and address of agent for service)

(786) 652-7666
(Telephone number, including area code, of agent for service)

Copies to:

**Erin E. Martin
Benjamin Stein
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave. NW
Washington, DC 20004
Tel: 1.202.739.3000**

Indicate by check mark whether the registrant is a large, accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large, accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Selina Hospitality PLC (the “Company”) has filed with the Securities and Exchange Commission (the “Commission”) this registration statement on Form S-8 (this “Registration Statement”) to register under the Securities Act of 1933, as amended (the “Securities Act”) (i) 5,487,425 ordinary shares, nominal value \$0.005064 (to six decimal places) per share (the “Ordinary Shares”), of the Company reserved for issuance under the Selina Hospitality PLC Amended and Restated 2018 Global Equity Incentive Plan (the “2018 Plan”), (ii) 11,114,553 Ordinary Shares of the Company reserved for issuance under the Selina Hospitality PLC 2022 Omnibus Equity Incentive Plan (the “2022 Omnibus Plan”) and (iii) 2,907,970 Ordinary Shares of the Company reserved for issuance under the Selina Hospitality PLC 2022 Employee Share Purchase Plan (the “2022 ESPP” and, together with the 2018 Plan, and 2022 Omnibus Plan, the “Plans”). Each of the Plans has been approved by the Company’s board of directors (the “Board”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

*As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement will be sent or given to each participant in the Plans as specified by the Commission pursuant to Rule 428(b)(1) promulgated under the Securities Act. Such documents are not required to be and are not being filed with the Commission, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

The Company will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are hereby incorporated by reference into this Registration Statement:

(a) The Company's prospectus dated [September 30, 2022](#) (the "Prospectus"), filed by the Company pursuant to Rule 424(b) under the Securities Act relating to the registration statement on Form F-4 filed on [August 9, 2022](#) (File No. 333-266715) (as amended by the Forms F-4/A filed on [September 23, 2022](#), [September 29, 2022](#) and [September 30, 2022](#), respectively).

(b) The Company's registration statement on Form F-1 filed on [November 30, 2022](#) (as amended by Form F-1/A filed on [January 23, 2023](#)).

(c) The Company's Current Reports on Form 6-K, filed with the Commission on [January 27, 2023](#), [December 27, 2022](#), and [November 3, 2022](#), respectively.

(d) The description of the Company's Ordinary Shares contained in its registration statement on Form 8-A filed with the Commission on [October 27, 2022](#) (File No. 001-41543), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, no information is incorporated by reference in this Registration Statement where such information under applicable forms and regulations of the Commission is not deemed to be "filed" under Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless the report or filing containing such information indicates that the information therein is to be considered "filed" under the Exchange Act or is to be incorporated by reference in this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.*Articles of Association of Selina Hospitality PLC*

The Company's Articles of Association provides that a director or former director of the Company or an associated company may be indemnified out of the Company's assets against: (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 253(6) of the Companies Act of 2006 of the United Kingdom (the "Companies Act")); and (c) any other liability incurred by that director as an officer of the Company or an associated company. The article does not authorize any indemnity that would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law. The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

Insofar as indemnification of liabilities arising under the Securities Act may be permitted to directors, executive officers or persons controlling the Company pursuant to the foregoing, the Company has been informed that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The Companies Act of 2006 of the United Kingdom

Generally, under the Companies Act, any provision by which the Company directly or indirectly provides an indemnity (to any extent) for a director of the Company or of an "associated company" (i.e., a company that is a parent, subsidiary or sister company of the Company) against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he or she is a director is (subject to certain exceptions specified under the Companies Act) void.

Indemnification Agreements and D&O Insurance

The Company has entered into indemnification agreements with certain of its directors, executive officers, and other employees that require the Company to, among other things, indemnify such individuals against certain liabilities that may arise by reason of their status or service as directors, executive officers, or employees. In addition, the Company maintains directors' and officers' insurance to insure such persons against certain liabilities.

The above discussion of the Company's Articles of Association, the Companies Act, and Indemnification Agreements is not intended to be exhaustive and is respectively qualified in its entirety by such Articles of Association, Indemnification Agreements, and applicable laws.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Index to Exhibits attached hereto.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers, or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1*	<u>Opinion of Morgan, Lewis & Bockius LLP with respect to the legality of the Ordinary Shares.</u>
23.1*	<u>Consent of Baker Tilly US, LLP, independent registered public accounting firm for the Company.</u>
23.2*	<u>Consent of Marcum LLP, independent registered public accounting firm for BOA Acquisition Corp.</u>
23.3*	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1 to this Registration Statement).</u>
24.2*	<u>Power of Attorney of certain officers and directors (included on the signature page to this Registration Statement).</u>
99.1	<u>Selina Hospitality PLC Amended and Restated 2018 Global Equity Incentive Plan, incorporated by reference to Exhibit 10.17 to the Company's Registration Statement on Form F-4 (File No. 333-266715), as amended, filed with the SEC on August 9, 2022.</u>
99.2	<u>Selina Hospitality PLC 2022 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.14 to the Company's Registration Statement on Form F-4 (File No. 333-266715), as amended, filed with the SEC on August 9, 2022.</u>
99.3	<u>Selina Hospitality PLC 2022 Employee Share Purchase Plan, incorporated by reference to Exhibit 10.15 to the Company's Registration Statement on Form F-4 (File No. 333-266715), as amended, filed with the SEC on August 9, 2022.</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on the 7th day of February, 2023.

SELINA HOSPITALITY PLC

By: /s/ Rafael Museri

Name: Rafael Museri

Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Selina Hospitality PLC hereby severally constitute and appoint Rafael Museri and Barbara Zubiria, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendment to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Selina Hospitality PLC to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated and on or before this 7th day of February, 2023.

<u>Signature</u>	<u>Title of Capacities</u>	<u>Date</u>
<u>/s/ Rafael Museri</u> Rafael Museri	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 7, 2023
<u>/s/ Barbara Zubiria</u> Barbara Zubiria	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	February 7, 2023
<u>/s/ Catherine Dunleavy</u> Catherine Dunleavy	Director	February 7, 2023
<u>/s/ Eric Foss</u> Eric Foss	Director	February 7, 2023
<u>/s/ Eileen Moore</u> Eileen Moore	Director	February 7, 2023
<u>/s/ Daniel Rudasevski</u> Daniel Rudasevski	Director	February 7, 2023
<u>/s/ Richard Stoddart</u> Richard Stoddart	Director	February 7, 2023
<u>/s/ Adi Soffer Teeni</u> Adi Soffer Teeni	Director	February 7, 2023

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Selina Hospitality PLC has signed this registration statement on February 7, 2023.

Selina US Real Estate LLC

By: /s/ Steven O'Hayon
Name: Steven O'Hayon
Title: Manager

Morgan Lewis

Tomasz Woźniak
 Partner
 +44.20.3201.5597
 Tomasz.wozniak@morganlewis.com

Selina Hospitality PLC
 6th Floor
 2 London Wall Place
 Barbican
 London
 EC2Y 5AU

7 February 2023

Ladies and Gentlemen

Selina Hospitality PLC – Registration Statement on Form S-8

1. We have advised Selina Hospitality PLC, a public limited company incorporated in England and Wales (the “**Company**”) in connection with the preparation and filing of a registration statement on Form S-8 (such registration statement, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the United States Securities Act of 1933, as amended (the “**Securities Act**”).
2. As set out in the Registration Statement, it is proposed that the Company shall register (i) 5,487,425 ordinary shares, nominal value \$0.005064 (to six decimal places) per share (the “**Shares**”), of the Company reserved for issuance under the Selina Hospitality PLC Amended and Restated 2018 Global Equity Incentive Plan (the “**2018 Plan**”), (ii) 11,114,553 Shares of the Company reserved for issuance under the Selina Hospitality PLC 2022 Omnibus Equity Incentive Plan (the “**2022 Omnibus Plan**”) and (iii) 2,907,970 Shares of the Company reserved for issuance under the Selina Hospitality PLC 2022 Employee Share Purchase Plan (the “**2022 ESPP**”) and, together with the 2018 Plan, and 2022 Omnibus Plan, the “**Plans**” and each a “**Plan**”).
3. For the purpose of this opinion, we have examined only the documents listed in paragraphs 1 to 7 (inclusive) of Schedule 1 to this opinion (each a “**Document**” and together the “**Documents**”), and undertaken only the searches and enquiries listed in paragraphs 8 to 10 (inclusive) of Schedule 1 to this opinion. We have assumed that nothing has occurred since such Documents have been reviewed and searches and enquiries have been undertaken that would affect this opinion.
4. This opinion is limited to English law as applied by the English courts and is given on the basis that this opinion will be governed by and construed in accordance with English law.

Morgan, Lewis & Bockius UK LLP

Condor House
 5-10 St. Paul’s Churchyard
 London EC4M 8AL
 United Kingdom

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 📠 +44.20.3201.5001

Morgan, Lewis & Bockius UK LLP is a limited liability partnership registered in England and Wales under number OC378797 with its registered office at Condor House, 5-10 St. Paul’s Churchyard, London EC4M 8AL and is a law firm authorised and regulated by the Solicitors Regulation Authority, whose rules can be accessed at rules.sra.org.uk. Our SRA authorisation number is 615176. We use the word “partner” to refer to a member of the LLP. A list of the members of Morgan, Lewis & Bockius UK LLP is available for inspection at the above address. Further information about Morgan Lewis can be found on www.morganlewis.com.

Assumptions

5. For the purpose of this opinion we have assumed, without investigation, that:
- a. all original Documents and the signatures and seals thereon are genuine;
 - b. all copy Documents that we have examined conform to the original Documents and that each of originals was duly executed and delivered by each of the parties thereto;
 - c. the Documents accurately record the whole of the terms agreed between the parties thereto relevant to this opinion, no amendment, alteration, variation or modification has been or will be made to any of the respective forms of the Documents as examined by us and no obligation of any party thereto has been waived or breached;
 - d. as at the date of execution of each Document, each party to such document was duly organised and existing under the laws of its relevant jurisdiction and had full power and necessary capacity and authorisation to enter into, be bound by and perform its obligations under such Document and was not subject to any bankruptcy, liquidation, moratorium or other insolvency related process in England & Wales or in any other relevant jurisdiction;
 - e. factual matters stated in the Documents are accurate;
 - f. there are no facts or circumstances in existence and no events have occurred which would render the Plans void or voidable or repudiated or frustrated or capable of rescission by reason of fraud or misrepresentation on the part of any of the parties to it, or which has or has been alleged to have terminated or resulted in the termination or dissolution of the Company;
 - g. insofar as any Document was to be executed and delivered by any party incorporated or domiciled in any jurisdiction outside England, such execution or delivery and the assumption of the obligations thereunder by such party was not illegal or ineffective by virtue of the memorandum and articles of association or constitutional documents of such party or the law of that jurisdiction;
 - h. a meeting of the Company's board of directors (or a duly authorised committee thereof) has been, or will be, duly convened and held at which it was, or will be, resolved to allot and issue the Shares (the "**Corporate Approval**");
 - i. all consents, approvals, notices, filings and registrations that are necessary under any applicable laws or regulations (other than laws or regulations of the United Kingdom) in order to permit the performance of the actions to be carried out pursuant to the Corporate Approval have been or will be duly obtained;
 - j. all Shares will be allotted in accordance with the Articles and the Plans;
 - k. the Shares issued in accordance with the Corporate Approval, memorandum and articles of association of the Company (the "**Articles**") and the Plans and the issue price per Share is not less than the nominal value of each Share;
 - l. any limits on the authority of the Company to allot and issue the Shares pursuant to the Corporate Approval or Articles will not be exceeded by the issuance of the Shares pursuant to the Plans;
 - m. the information held at the Companies Registry for England and Wales provided to us pursuant to the Online Company Search referred to in Schedule 1 below was complete, true and accurate in all respects, disclosed all information which is material for the purposes of this opinion, and contained at the time the information was provided to us all the information filed with the Companies Registry as at that time in respect of the entities against which the search was conducted and there has been no change in this position since the searches and enquiries were made;

- n. the Company has not, since the date of the Online Company Search, passed a voluntary winding-up resolution or entered into any composition or arrangement with its creditors, no petition has been presented or order made by a court for the winding-up, dissolution, bankruptcy or administration of the Company and no liquidator, administrative receiver, administrator, trustee or similar officer has been appointed in relation to the Company or any of their respective assets or revenues; and
- o. that at all times the affairs of the Company have been conducted strictly within the provisions of the Companies Act 2006 (the “**Companies Act**”) and all other applicable law.

Opinion

- 6. On the basis of, and subject to, the foregoing and the reservations set out below, and subject to any matters not disclosed to us, we are of the opinion that, if, as and when the Shares have been issued and sold (and the consideration therefor received) pursuant to the Plans and the individual issuances, grants or awards thereunder, and in accordance with the Registration Statement, such Shares will be duly authorised, legally issued, fully paid and nonassessable.

Qualifications and Reservations

- 7. This opinion is subject to the following qualifications and reservations:
 - a. we have assumed that the information about the Company filed at the Companies Registry for England and Wales obtained by us through the Online Company Search represents all of the documents, notices and returns filed at the Companies Registry in respect of the Company as at the time such information was received by us;
 - b. it should be noted that searches carried out to obtain information filed at the Companies Registry are not capable of revealing conclusively whether or not certain events have occurred and in particular:
 - i. whether or not:
 - 1. a winding up-or administration petition or order has been presented;
 - 2. a receiver has been appointed;
 - 3. a company voluntary arrangement has been proposed or approved; or
 - 4. any other insolvency proceedings have been commenced;
 - ii. notice of the events described in sub-paragraph 6(b)(i) above may not have been filed at the Companies Registry immediately;
 - iii. information delivered to the Companies Registry for registration may not have been on the relevant file at the time the searches were made; and
 - iv. the position may have changed since the time and date the search was made,
 - c. the opinion set out herein is subject to:
 - i. any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and
 - ii. an English court exercising its discretion under section 426 of the Insolvency Act 1986 (co-operation between courts exercising jurisdiction in relation to insolvency) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;

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- d. we express no opinion as to matters of fact; and
 - e. we express no opinion on the compliance of the Plans with the rules or regulations of the Nasdaq stock exchange or the rules or regulations of any other securities exchange that are applicable to the Company.

Yours faithfully,

/S/ MORGAN, LEWIS & BOCKIUS UK LLP

SCHEDULE 1
DOCUMENTS, SEARCHES AND ENQUIRIES

Documents

- 1 The Registration Statement.
- 2 The 2018 Plan.
- 3 The 2022 Omnibus Plan.
- 4 The 2022 ESPP.
- 5 A copy of the certificate of incorporate, and any certificates of incorporation upon change of name.
- 6 The Articles (including any special resolutions amending the Articles).
- 7 The Corporate Approval.

Searches and Enquiries

- 8 At 2:43 pm on 7 February 2023, we carried out an online search of the database at Companies House in respect of the Company (the “**Online Company Search**”) to check its Articles, charges register and to check for any insolvency filings.
- 9 At 2:38 pm on 7 February 2023, we searched the records at the Central Registry of Winding Up Petitions to check whether (1) any winding-up petitions have been presented or winding up orders have been made against the Company in England and Wales, and (2) any (a) notices of intention to appoint an administrator, (b) notices of appointment of administrator, (c) administration orders, or (d) applications for the making of an administration order, have been filed in London in respect of the Company.
- 10 At 2:45 pm on 7 February 2023, we carried out an online search of the London Gazette for any insolvency notices in respect the Company.

These searches do not necessarily reveal the up-to-date position and are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 24, 2022, relating to the consolidated financial statements of Selina Hospitality, PLC (formerly Selina Holdings Company, UK Societas) and its Subsidiaries (Company), which includes an explanatory paragraph relating to substantial doubt about the Company's ability to continue as a going concern, which report appears in the Prospectus, which is incorporated by reference in this Registration Statement.

/s/ Baker Tilly US, LLP

Baker Tilly US, LLP
Tysons, VA
February 7, 2023

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Selina Hospitality PLC on Form S-8 of our report dated March 29, 2022, which includes an explanatory paragraph as to BOA Acquisition Corp.'s ability to continue as a going concern, with respect to our audits of the financial statements of BOA Acquisition Corp. as of December 31, 2021 and 2020 and for the year ended December 31, 2021 and for the period from October 26, 2020 (inception) through December 31, 2020 appearing in the Annual Report on Form 10-K of BOA Acquisition Corp. for the year ended December 31, 2021.

/s/ Marcum LLP

Marcum LLP
New York, NY
February 6, 2023

Calculation of Filing Fee Table

Form S-8 (Form Type)

Selina Hospitality PLC
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Newly Registered Securities							
Security Type	Security Class Title(1)	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, \$0.005064 nominal value	Rule 457(c) and Rule 457 (h)	5,487,425 (3)	\$3.58	\$19,644,981.50	\$110.20 per \$1,000,000	\$2,164.88
Equity	Ordinary Shares, \$0.005064 nominal value	Rule 457(c) and Rule 457 (h)	11,114,553 (4)	\$3.58	\$39,790,099.74	\$110.20 per \$1,000,000	\$4,384.87
Equity	Ordinary Shares, \$0.005064 nominal value	Rule 457(c) and Rule 457 (h)	2,907,790 (5)	\$3.58	\$10,409,888.20	\$110.20 per \$1,000,000	\$1,147.17
Total Offering Amounts					\$69,844,969.44		\$7,696.92
Total Fee Offsets							\$0.00
Net Fee Due							\$7,696.92

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall cover any shares of the registrant's ordinary shares, \$0.005064 par value (the "Ordinary Shares") that becomes issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization, or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Ordinary Shares as reported on The Nasdaq Global Market on February 6, 2023.
- (3) Represents 5,487,425 Ordinary Shares reserved for issuance under the Selina Hospitality PLC Amended and Restated 2018 Global Equity Incentive Plan.
- (4) Represents 11,114,553 Ordinary Shares reserved for issuance under the Selina Hospitality PLC 2022 Omnibus Equity Incentive Plan.
- (5) Represents 2,907,970 Ordinary Shares reserved for issuance under the Selina Hospitality PLC 2022 Employee Share Purchase Plan.