

**To:** Certain holders of ordinary shares of Selina Hospitality PLC (the “Company”)

**Re:** Process for selling ordinary shares of the Company

**Date:** November 8, 2022

This memorandum is prepared for the former directors of BOA Acquisition Corp. (“BOA”) and certain investors in the Company who received ordinary shares of the Company (the “Sponsor Shares”) in exchange for BOA Class B Common Stock previously held by Bet on America LLC (the “Sponsor”) in connection with transactions contemplated by the Business Combination Agreement, dated as of December 2, 2021, by and among the Company, Samba Merger Sub, Inc., a wholly-owned subsidiary of the Company, and BOA (the “Business Combination Agreement”). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Business Combination Agreement.

As the Company is a public company incorporated in the United Kingdom, any issuance or any transfer of Sponsor Shares (including to Cede & Co.) is subject to the tax regime of the United Kingdom. In relevant part, this means that if your Sponsor Shares were issued to you in certificated form any subsequent transfer of such shares would result in a stamp duty charge in the United Kingdom as follows:

- at a rate of 1.5%, generally payable by you, if you wished to transfer your Sponsor Shares to the systems of DTC in order to trade such shares on the Nasdaq; or
- at a rate of 0.5%, generally payable by the purchaser although this may impact the consideration you receive for your Sponsor Shares, if your Sponsor Shares are sold while in certificated form.

As is common for UK companies whose shares are traded on US markets, the Company has engaged Computershare, Inc. (“Computershare”) to provide a depository receipt program (“DR Program”). Accordingly, following the closing of the business combination, your Sponsor Shares were issued to you in the form of physical depository receipts (“DRs”), with Computershare as the holder of record on the Company’s register of shareholders. A benefit of DRs is that they may be traded without attracting UK stamp duty. As such, it is anticipated that the subsequent transfer of your Sponsor Shares from the Computershare depository to DTC, once the Shares are registered on an effective registration statement, would fall within an exemption and therefore not be subject to stamp duty.

Are my Shares subject to a “lock-up period” during which they cannot be sold?

No, except for Sponsor Shares held by the Sponsor, Sponsor Shares are not subject to contractual lock-up restrictions.

When may I sell my Sponsor Shares?

You may sell your Sponsor Shares immediately, as your Sponsor Shares were registered on the Registration Statement (File No. 333- 266715) on Form F-4 filed by the Company on August 9, 2022, as amended.

How do I sell my Sponsor Shares held in the DR Program with Computershare?

Once the Registration Statement is effective (provided the Registration Statement remains effective at the time of sale), you may sell your Sponsor Shares by completing the following steps:

1. Contact your DTC participant (your broker or custodian) to (a) notify them of the deposit and ensure they are able and ready to submit the required DWAC instruction, (b) ask that they provide the required Medallion Signature Guarantee<sup>1</sup> (“MSG”) and (c) to obtain the DTC participant account details.
2. You must complete a DR Withdrawal and Share Transfer form (see [Exhibit A](#)) and obtain an MSG stamp from your broker.
3. You must return by post or hand deliver to Computershare at 150 Royall Street, Suite 101, Canton, MA 02021 (a) the original DR certificate(s) along with (b) the completed and MSG-Stamped DR Withdrawal and Share Transfer Form (see [Exhibit A](#)) and (c) a certificate of incumbency<sup>2</sup>.
4. Upon receipt of the valid documentation, Computershare will then cancel your depositary receipts and the Computershare depositary will transfer the underlying Shares to Cede & Co., as nominee for DTC. Book-entry interests in the Shares will be deposited to the account of the designated DTC participant.
5. Your broker will need to initiate a DWAC (Deposit/Withdrawal At Custodian) request to Computershare in order for your broker to receive the book-entry interests into their DTC participant account on your behalf. (Note: Computershare will contact your broker to request the initiation of the DWAC at the correct time, but prior notice from you, as per step 1 above, is vital to ensure your broker is ready to assist.)
6. Upon receipt of the DWAC request from your broker, Computershare will accept the request and deliver your Sponsor Shares to your broker’s DTC participant account.
7. If you did not withdraw the full amount of the depositary receipts, Computershare will issue a balance depositary receipt certificate to you. A physical form of this certificate will be mailed to you by post to your registered address.

How long will a transfer take to process once Computershare has confirmed receipt of the required DR cancelling documents?

To transfer your Sponsor Shares via DWAC, such a transfer will typically take approximately three to five business days from the time Computershare receives your documents in good order (Depositary Receipt Withdrawal and Share Transfer Form with Medallion Signature Guarantee, attached hereto as [Exhibit A](#), original depositary receipt certificate, and supporting documents (as applicable)).

Are there any fees for selling pursuant to the Registration Statement?

No. You are not subject to any fees for selling the Shares, other than any brokerage fees that may be charged by your broker for executing trades on your behalf.

Who can I contact with questions?

For assistance, please contact Computershare through the following numbers only, between 8:30am and 6:00pm Eastern Time on any US business date:

- 1-866-644-4127, option 1 (within the U.S.); or
- 1-781-575-2906, option 1 (outside the U.S.).

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<sup>1</sup> A Medallion Signature Guarantee (“MSG”) is a stamp provided by a financial institution that is member of a medallion program. This stamp certifies that the signature is genuine, the person has legal authority to act and the guarantor assumes financial responsibility associated with the transfer. The MSG contains a unique number with a letter prefix based on the dollar value of the security. This letter prefix establishes limit values of the transfer that can be executed with the stamp and the MSG on the transfer forms noted above must cover the value of the securities being transferred. MSGs can be obtained from a member of an acceptable Medallion Signature Guarantee Program (STAMP, SEMP, and MSP). In the U.S., many commercial banks, savings banks, credit unions, and all broker dealers participate in a Medallion Signature Guarantee Program. Outside of the U.S., one can obtain a Medallion Signature Guarantee from a broker or financial institution that has a North American affiliate.

<sup>2</sup> If the seller is an entity and the value of the underlying shares to be transferred is over \$14 million, a Certificate of Incumbency is required to verify the individual signing the DR Withdrawal and Share Transfer Form is authorized to transact on behalf of the entity.

**Exhibit A**

**DEPOSITARY RECEIPT WITHDRAWAL AND SHARE TRANSFER FORM**



Computershare  
 PO Box 43078  
 Providence, RI 02940-3078  
 Toll Free Number: 1-866-644-4127  
 Toll Number: 1-781-575-2906  
 www.computershare.com/investor

Depository Receipt Holder Account Number  
 \_\_\_\_\_

Company Name: Selina Hospitality PLC

**Depository Receipt Withdrawal and Share Transfer Form — See enclosed instructions**

**PLEASE PRINT CLEARLY**

**DEPOSITARY RECEIPT HOLDER INFORMATION**

**1** \_\_\_\_\_  
 Name of Current Depository Receipt Holder

\_\_\_\_\_  
 Address

\_\_\_\_\_  
 City, State, Zip

**2** Daytime Telephone Number

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**Depository Receipts to be Withdrawn and Shares to be Transferred**

PLEASE NOTE: Whole receipts and/or shares cannot be divided into fractional receipts and/or shares.

**3**  **Withdraw ALL Receipts and Transfer ALL Shares, being: OR**

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If this box is checked and the number filled in, do not complete section 4.

**4 Partial Withdrawal and Transfer**  
 (number of whole receipts to be withdrawn and shares to transfer)

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**Important:** Original certificate(s) must be submitted for your withdrawal and transfer to be executed.

**5 If the current Depository Receipt holder is deceased, please indicate date of death:**

Date of death (mm / dd / yyyy)

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**6 Authorized Signatures — This section must be signed and Medallion Signature Guarantee stamped for your transfer to be executed.**

The undersigned does (do) hereby irrevocably constitute and appoint Computershare as attorney to transfer the said shares on the books and registers of the company to the person(s) set out in section 8, 9 or 11 on the reverse side, with full power of substitution in the premises. The undersigned does (do) hereby request that such entries be made in the books and registers of the company to give effect to this transfer.

If the Depository Receipt holder(s) is a natural person, the signature(s) below on this Depository Receipt Withdrawal and Share Transfer Form must correspond exactly with the name(s) as shown upon the face of the depository receipt certificate, without alteration, enlargement or any change whatever. The below must be signed by all current registered holders, or a legally authorized representative with indication of his or her capacity next to the signature.

NOTE: Signature(s) must be stamped with a Medallion Signature Guarantee by a qualified financial institution, such as a commercial bank, savings bank, savings and loan, US stockbroker and security dealer, or credit union, that is participating in an approved Medallion Signature Guarantee Program. (A NOTARY SEAL IS NOT ACCEPTABLE). Signatures are not required to be stamped with a Medallion Signature Guarantee if the request is to issue a share certificate in the name of the depository receipt holder.

Signature of All Current Holders or Legal Representatives


**Required ► Medallion Guarantee Stamp**  
 (Notary Seal Is Not Acceptable)

Affix the medallion stamp below. If your total account value is under \$10,000, and you live in the United States, you may be eligible to utilize our Medallion Waiver option. See the cover letter for further details and instead use this box to record the check number you will be enclosing in non-refundable payment of the Medallion Waiver option, along with a copy of a government issued photo ID if electing the option not to provide a Medallion Signature Guarantee stamp.

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Date (mm / dd / yyyy)

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**IMPORTANT ► You must complete both sides of this form for it to be valid.**

E X X X U T R



7 GTU OPS — Authorized Signatures

PLEASE LEAVE THE SIGNATURE AND DATE BOX IN THIS SECTION 7 BLANK; COMPUTERSHARE WILL ARRANGE FOR THE CUSTODIAN TO SIGN AND DATE.

We, GTU Ops Inc., as registered holder of the number of Class A ordinary shares of Selina Hospitality PLC specified in section 3 or 4 above (as applicable) the ("Transferred Shares"), hereby transfer the Transferred Shares out of our name to the name of (as applicable): (i) if section 8 below is completed, Cede & Co of PO Box 20, Bowling Green Stn, New York, NY, 10274 for further issuance to the designated participant; (ii) if section 9 below is completed, the Depository Receipt Holder indicated in section 1; or (iii) if section 10 below is completed, the transferee indicated in section 11, and we request that such entries be made in the register as are necessary to give effect to this transfer.

Signature of GTU Ops Inc Representative

Date (mm / dd / yyyy)

[Signature box]

[Date box]

I HEREBY REQUEST THE CUSTODIAN TO TRANSFER THE SHARES: SELECT EITHER 8, 9 OR 10

8 [ ] To a DTC Participant

DTC PARTICIPANT INFORMATION

• Designated Participant Firm Name:

\_\_\_\_\_

• DTC Participant Number:

\_\_\_\_\_

• Account Number with DTC Participant:

\_\_\_\_\_

• DTC Participant Contact Name:

\_\_\_\_\_

• Contact Phone Number:

\_\_\_\_\_

• Contact Email:

\_\_\_\_\_

9 [ ] To the Depository Receipt Holder indicated in Section 1

10 [ ] To the transferee as indicated below in Section 11. Note: if this option is selected, Sections 10A, 10B and Section 11 must be completed; otherwise your request will be rejected.

10A Consideration Money

PLEASE ENTER NIL IF NOT APPLICABLE
NOTE: If an amount other than NIL is entered and the transfer is exempt from Stamp Duty, one of the certifications under section 10B must be completed. Failure to complete this section could result in this form being rejected. Please refer to the FAQ.

[Consideration Money grid]

US\$ \_\_\_\_\_ (in words)
Equivalent Pounds Sterling \_\_\_\_\_ (in words)
Foreign Exchange Rate US\$ to Pounds Sterling \_\_\_\_\_
Equivalent Pounds Sterling \_\_\_\_\_

**10B FORM OF CERTIFICATE REQUIRED FOR TRANSFERS NOT SUBJECT TO AD VALOREM STAMP DUTY**

**Certificate 1. Complete this Certificate 1 if:**

- the consideration money you noted in Section 10A is £1000 or less and the transfer is not part of a larger transaction or series of transactions (as referred to in Certificate 1)

\* cross out either I or We, and either am or are as appropriate

\*\* cross out second sentence if certificate is given by transferor

I/We\* certify that the transaction effected by this instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £1,000.

\*\* I/We\* confirm that I/we\* have been authorised by the transferor to sign this certificate and that I/we\* am/are\* aware of all the facts of the transaction.

Signature(s) (Please sign in the boxes below)

Description ("Transferor", "Solicitor", etc.)


**Certificate 2. Complete this Certificate 2 if:**

- the transfer is otherwise exempt from Stamp Duty and you are not claiming a relief, or

- the consideration money given is not chargeable consideration.

\* cross out either I or We, and either am or are as appropriate

\*\* cross out second sentence if certificate is given by transferor

I/We\* certify that this instrument is otherwise exempt from ad valorem Stamp Duty without a claim for relief being made or that no chargeable consideration is given for the transfer for the purposes of Stamp Duty.

\*\* I/We\* confirm that I/we\* have been authorized by the transferor to sign this certificate and that I/we\* am/are\* aware of all the facts of the transaction.

Signature(s) (Please sign in the boxes below)

Description ("Transferor", "Solicitor", etc.)


Date (mm / dd / yyyy)

	/		/				
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**Notes:**

1. You don't need to send this form to HM Revenue and Customs ('HMRC') if you have completed either Certificate 1 or 2, or the consideration for the transfer under Section 10A is nil (in which case you must write 'nil' in the consideration money box in Section 10A).
2. In all other cases, including where relief from Stamp Duty is claimed, send the transfer form to HMRC to be stamped.

If neither of the above Certificates has been completed and if nil has not been entered under Section 10A, this transfer request is liable to Stamp Duty and must be submitted to HMRC and duly stamped.

**NEW HOLDER INFORMATION**

• Please complete for each new holder • Use additional pages as necessary

**11 Account Type** (mark only one box with an "X"):

- Individual (complete A, B, C, F, G, H & I)
  Custodial with Minor (complete A, B, C, D, F, G, H & I)
  Joint (complete A, B, C, D, F, G, H & I)
  Estate (complete A, B, C, E, F, G, H & I)
  Transfer on Death (complete A, B, C, F, G, H & I)
  Other (indicate type and complete A, B, C, D, F, G, H & I)

<b>A</b> New Holder Account Number (for existing accounts)	<b>B</b> Social Security Number (SSN) or Employee Identification Number (EIN)	SSN <input type="checkbox"/>	EIN <input type="checkbox"/>
(Check one box)			
<b>C</b> Name (First, MI, Last) - Individual / Custodian / Executor / Other			
<b>D</b> Name (First, MI, Last) - Joint Holder / Minor / TOD Beneficiary / Other (if applicable)			
<b>E</b> Estate Name (if applicable)			
<b>F</b> Address Number and Street Name / Apt./Unit / PO Box			
<b>G</b> City	<b>H</b> State	<b>I</b> Zip Code	

**12 \*Form W-9: This section must be signed by the NEW HOLDER, as shown above, whose SSN/EIN is entered in section 11B above.**

**Certification:** Under penalties of perjury, I certify that: (1) the number shown on this form is my correct Taxpayer Identification Number, and (2) I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, (3) I am a US citizen or other US person, and (4) I am exempt from FATCA reporting.

**Certification Instructions:** You must cross out item (2) in the above paragraph if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

Signature of New Holder

Date (mm / dd / yyyy)

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