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**IntegraFin Holdings plc (the "Company")**  
(Incorporated in England and Wales with registered number 08860879)

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## Notice of General Meeting

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Notice of a general meeting of the Company (the "General Meeting") to be held at 0900 on Wednesday, 30 September 2020.

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in the Company, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<b>Date and Time</b>
Publication of this document	09 September 2020;
Latest time for receipt of individual Forms of Proxy for General Meeting	28 September 2020; 0900
General Meeting	30 September 2020; 0900

Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes from the above, the Company will release an announcement to this effect.

References to time in this document are to London time.

27 August 2020

Dear Shareholder,

### **General Meeting**

I am pleased to enclose a notice of a general meeting of IntegraFin Holdings plc (the "Notice") to be held at 0900 on Wednesday, 30 September 2020 (the "General Meeting").

I encourage you to read the notice of the General Meeting on pages 6 to 13 of this document, which sets out the particulars of the business to be considered at the General Meeting and the procedures for your participation and voting. In short the General Meeting is being proposed to consider changes to the Company's articles of association (the "Company's Articles") to allow for a different format of general meeting taking into account social distancing measures. Under the proposed new format (known as 'hybrid' shareholder meetings) members would be able to choose to attend either in person or electronically.

### **General Meeting arrangements**

As a result of the unprecedented circumstances surrounding the COVID-19 pandemic, the board of directors of the Company (the "Board") has decided that the format of the General Meeting should differ to the format of shareholder meetings as described in the Company's Articles. In doing so, the Board is relying on the provisions of the Corporate Insolvency and Governance Act 2020 (the "Act").

The General Meeting will proceed in accordance with the Act and as follows:

- The General Meeting will be held electronically via telephone and there will therefore be no place of meeting.
- The Chair, CEO and Company Secretary will be the only attendees at the General Meeting. Other shareholders will not be able to attend the General Meeting in person or to participate in the General Meeting other than by voting.
- Shareholders will be invited to appoint the Chair of the meeting to vote as their proxy. Votes will be carried out by way of a poll.
- Voting results will be published as soon as is practicable following the conclusion of the General Meeting by way of an announcement via a regulatory information service and on the Company's website.

The Board considers that this unusual approach is warranted given the social distancing measures currently in place and that proceeding with the General Meeting in this format is not only in the best interests of the Company but of its shareholders as well.

### **Business of the General Meeting**

In light of the COVID-19 pandemic, the Board has evaluated formats of shareholder meeting permitted under the Company's Articles and has considered how it can ensure that any general meetings ("GMs") and, in particular, the Company's annual general meeting ("AGM"), usually held in February, can proceed in light of any social distancing measures or restrictions in place at the time and can proceed safely. The Company's Articles currently do not make specific reference to the use of meetings where members may choose to attend either in person or electronically (known as 'hybrid' shareholder meetings). Consequently, the Board wishes to make changes to the Company's Articles specifically to enable it to hold such meetings. The Act introduced temporary measures which permit companies to convene an electronic GM even where such right does not exist in their articles. These measures expire on 30 September 2020 and therefore, the Board proposes to hold a GM electronically on that date, utilising the temporary measures set

out in the Act. At this meeting, members will be asked to approve permanent changes to the Company's Articles to authorise the use of hybrid general meetings in the future if social distancing is still in place.

A summary of the proposed changes to the Company's Articles are set out in Appendix 1 to this Notice. The proposed new articles of association are available to view in full on the Company's website.

### **Voting**

Shareholders will be invited to vote by proxy in advance of the General Meeting but it will not be possible for shareholders to vote at the meeting.

Shareholders are invited to vote on the resolution by completing the enclosed form of proxy and returning it to Equiniti at FREEPOST RTHJ-CLLL-KBHU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU by no later than 0900 on 28 September 2020 (or, if the General Meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of any day that is not a working day)) in accordance with the instructions printed on it and notes 4 to 14 on page 8 to 9 of this Notice.

In addition, as an alternative to completing and returning a hard-copy form of proxy, you can appoint a proxy electronically by accessing the Sharevote website provided by Equiniti. Shareholders may submit an electronic proxy online, using the reference numbers printed on the enclosed form of proxy, at [www.sharevote.co.uk](http://www.sharevote.co.uk), where details of the voting procedures are shown. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti no later than 0900 on 28 September 2020 (or, if the General Meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of any day that is not a working day)).

CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

### **Recommendation**

The directors of the Company consider that the resolution to be considered at the General Meeting is in the best interests of the Company and its shareholders as a whole and is most likely to promote the success of the Company. Accordingly, the directors unanimously recommend that you vote in favour of the resolution.

Yours sincerely,

Richard Cranfield  
Chair  
IntegraFin Holdings plc  
27 August 2020

## **NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a general meeting of IntegraFin Holdings plc (the "Company") (the "General Meeting") will be held at 0900 on Wednesday, 30 September 2020 for transaction of the business below.

Shareholders will be asked to consider and vote on the special resolution below.

### **Resolutions**

#### **Amendments to the Articles of Association**

Special Resolution

1. That the Articles of Association produced to the meeting and for the purpose of identification initialled by the Chair of the meeting be adopted as the Articles of Association of the Company (the "New Articles") in substitution for, and to the exclusion of, the current Company Articles.

### **By order of the Board**

**Helen Wakeford**  
**Company Secretary**  
**IntegraFin Holdings plc**  
27 August 2020

## **NOTES TO THE NOTICE OF GENERAL MEETING**

### **Explanatory notes to the Resolutions**

Information about the business to be considered at the General Meeting is set out below.

### **Amendments to the Articles of Association - Resolution 1**

In light of the COVID-19 pandemic, the Board is proposing to amend the Company's Articles to enable it to hold hybrid general meetings (including annual general meetings) in the future. The Company's Articles currently do not make specific reference to the use of meetings where members may choose to attend either in person or electronically (known as 'hybrid' shareholder meetings) and consequently the Company can only hold such meetings by relying on the temporary measures introduced by the Corporate Insolvency and Governance Act 2020.

The board is proposing to take the opportunity to update the Company's Articles in order to preserve its ability to hold general meetings when circumstances arise, or government guidelines or any similar restrictions are in place, that impede on the ability to host a physical meeting.

A summary of the proposed changes to the Company's Articles are set out in Appendix 1 to this Notice. The New Articles are set out in full on the Company's website.

## **SHAREHOLDER INFORMATION**

### **Entitlement to attend and vote**

1. Only those shareholders registered in the Company's register of members at 1830 on Monday, 28 September 2020; or, if this meeting is adjourned, at 1830 on the day which is two days prior to the adjourned meeting, shall be entitled vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **Voting**

2. Voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names and will allow the votes of all shareholders appointing the Chair of the meeting as their proxy to be taken into account. The Board believes that this results in an outcome that more accurately reflects shareholder views. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and will also be published on the Company's website.

### **Asking questions**

3. You have the right to ask questions in relation to the business of the GM. If you have any questions relating to the business of the GM that you would like to be addressed, please send an email to [cosec@integrafincouk](mailto:cosec@integrafincouk). In order to receive a response prior to the deadline for completing and returning your proxy form, please submit your questions by 0900, Wednesday 23 September 2020.

### **Appointment of proxies**

4. If you are a shareholder who is entitled to vote at the meeting, you are entitled to appoint the Chair as a proxy to exercise your right to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. Shareholders can appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (see note 6) or by registering their proxy appointment electronically (see note 7). CREST members can register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 8 to 11). In the case of joint holders, only the appointment submitted by the most senior holder will be accepted.
6. The notes to the proxy form explain how to direct your proxy on how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to Equiniti using the envelope enclosed with this notice or by writing to FREEPOST RTHJ-CLLL-KBKV, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU; and received by Equiniti no later than 0900 on Monday 28 September 2020 (or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of any day that is not a working day)). Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxies electronically**

7. As an alternative to completing the hard copy proxy form, you can appoint a proxy electronically by accessing the Sharevote website provided by Equiniti. Shareholders may submit an electronic proxy online, using the reference numbers printed on their proxy form, at [www.sharevote.co.uk](http://www.sharevote.co.uk), where details of the voting procedures are shown. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti by no later than 0900 on Monday 28 September 2020 (or, if the meeting is adjourned, by not later than 48 hours before the time fixed for the

adjourned meeting (excluding any part of any day that is not a working day)).

**Appointment of proxies through CREST**

8. CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
9. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) 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 is 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 number RA19) not later than 0900 on Monday 28 September 2020 (or, if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of any day that is not a working day)). 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. 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/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.

**Changing proxy instructions**

12. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. 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 send the form Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.
14. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**Company website**

15. Information regarding the meeting, including the information required by section 311A of the 2006 Act, can be found at [www.integrafinc.co.uk](http://www.integrafinc.co.uk).

**Communication**

16. You may not use any electronic address provided either in this notice of meeting or any related documents (including the Chair's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

All communication with the Company in relation to the meeting should be by writing to FREEPOST RTHJ-CLLL-KBKW, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU or to the Company Secretary at the registered office of the Company set out at the foot of the notice of meeting.

**Share Capital**

17. As at 1830 on 27 August 2020, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 331,322,014 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 1830 on 27 August 2020 is 331,322,014.

**Articles of Association**

18. The proposed New Articles are available to view in full online on the Company's website [www.integrafin.co.uk](http://www.integrafin.co.uk).

## **Changes to Articles of Association**

The principal changes to the Company's Articles are summarised below. Other changes of a minor, technical or clarifying nature have not been summarised. Strikethrough text reflects deleted wording and underlined text reflects inserted wording.

### **2. INTERPRETATION**

2.1 In these Articles, the following words have the following meanings unless inconsistent with the context:

**"electronic facility"** includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Directors pursuant to Article 56.1

**"Principal Meeting Place"** has the meaning set out in Article 56.2

**"Satellite Meeting Place"** has the meaning set out in Article 56.2

2.23 A reference to a "meeting":

2.23.1 shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act 2006 and these Articles, and "attend", "participate", "attending", "participating", "attendance" and "participation" shall be construed accordingly; and

2.23.2 shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

## **MEETINGS**

### **52. ANNUAL GENERAL MEETINGS**

An annual general meeting shall be held in accordance with the Companies Act 2006 and at such time and in such place as the Directors determine. An annual general meeting may be held partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Directors.

### **55. CONVENING OF GENERAL MEETINGS**

55.1. Subject always to Article 56.4, the Directors may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting.

55.2. The Directors shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:

55.2.1. (subject to Article 56.4) by means of electronic facility or facilities pursuant to Article 56.1 (and for the avoidance of doubt, the Directors shall be under no

obligation to offer or provide such facility or facilities, whatever the circumstances); and/or

- 55.2.2. by simultaneous attendance and participation at a Satellite Meeting Place or Places pursuant to Article 56.2.
- 55.3. Unless otherwise specified in the notice of meeting or determined by the chairman of the meeting, a general meeting is deemed to take place at the place where the chairman of the meeting is at the time of the meeting.
- 55.4. Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 55.5. A person is able to participate in a meeting if that person's circumstances are such that if they have (or were to have) rights in relation to the meeting, they are (or would be) able to exercise them.
- 55.6. In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 55.7. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 55.8. A person is able to exercise the right to vote at a general meeting when:
  - 55.8.1. that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairman of the meeting) on resolutions put to the vote at the meeting; and
  - 55.8.2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 55.9. If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Directors pursuant to Article 56.1, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

## **56. SIMULTANEOUS ATTENDANCE AND PARTICIPATION BY ELECTRONIC FACILITIES**

- 56.1. Without prejudice to Article 56.2, the Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
  - 56.1.1. participate in the business for which the meeting has been convened;
  - 56.1.2. hear all persons who speak at the meeting; and
  - 56.1.3. be heard by all other persons attending and participating in the meeting.

56.2. Without prejudice to Article 56.1, the Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a Satellite Meeting Place or Places anywhere in the world. The members present in person or by proxy at Satellite Meeting Places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

- 56.2.1. participate in the business for which the meeting has been convened;
- 56.2.2. hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the Principal Meeting Place and any Satellite Meeting Place; and
- 56.2.3. be heard by all other persons so present in the same way,

and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the "Principal Meeting Place", with any other location where that meeting takes place being referred in these Articles as a "Satellite Meeting Place"). The chairman shall be present at, and the meeting shall be deemed to take place at, the Principal Meeting Place and the powers of the chairman shall apply equally to each Satellite Meeting Place, including their power to adjourn the meeting as referred to in Article Error! Reference source not found. or Error! Reference source not found..

- 56.3. All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman to adjourn a general meeting in accordance with the provisions of Article 56.3, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 56.4. Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.