

IntegraFin Holdings Limited Company Number: 8860879

NOTICE IS HEREBY GIVEN that an Annual General Meeting of IntegraFin Holdings Limited (the "Company"), will be held at the Company's offices, 29 Clement's Lane, London EC4N 7AE on Thursday, 22nd February 2018 at 3:30pm for transaction of the business below.

A copy of the Company's Annual Report and Financial Statements for the year ended 30 September 2017 are enclosed and will be available for inspection from 8th January 2018 during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office, 29 Clement's Lane, London EC4N 7AE and via the shareholder web page at:

<https://www.integrafin.co.uk/shareholder-information>

**Resolution on
Form of Proxy**

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Report & Accounts

- | | |
|---|---------------------|
| 1. To receive the Company's Annual Report and Financial Statements for the financial year ended 30 September 2017 together with the Directors' Report & Auditors' Report on those accounts. | Resolution 1 |
|---|---------------------|

Re-election of Directors

- | | |
|--|---------------------|
| 2. THAT Patrick Snowball, who has been appointed by the directors since the last AGM and who is retiring to offer himself for reappointment by the members, be re-appointed as a director of the Company and his remuneration of £100,000 per annum be approved. | Resolution 2 |
| 3. THAT the meeting re-appoint Michael Howard as a director of the Company, who is retiring to offer himself for reappointment by the members. | Resolution 3 |

Re-appointment of Auditors and Auditors' remuneration

- | | |
|--|---------------------|
| 4. To reappoint BDO LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts are laid before the Company. | Resolution 4 |
| 5. To authorise the directors to agree the remuneration of the auditors. | Resolution 5 |

By Order of the Board

A handwritten signature in black ink, appearing to be "J. M. Howard", written over a horizontal line.

**Company Secretary
8th January 2018**

**Registered Office
29 Clement's Lane
London
EC4N 7AE**

Explanatory notes to the notice of meeting

Only those members holding class A and/or class B ordinary shares and entered on the IntegraFin Holdings Limited (the 'Company') register of members at 6.00 p.m. on 5th January 2018, or if the Annual General Meeting is adjourned, members holding class A and/or class B ordinary shares entered on the Company's register of members at 6.00 p.m. on the day two days before the date of the reconvened meeting (excluding non-working days) shall be entitled to attend, speak and vote at the Annual General Meeting.

Members holding class C and class D ordinary shares shall be entitled to attend and speak at the Annual General Meeting.

1. A member holding class A and/or class B ordinary shares 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 (their proxy). A member holding class A and/or class B ordinary shares 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.

2. To be effective, a form of proxy must be lodged at the Company's registered office, not less than 48 hours (excluding any part of a day which is a non-working day) before the time appointed for the holding of the meeting.

3. In the case of joint members, 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 member(s).

4. In the case of a member which is a corporation, this form must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing in that behalf.

5. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of your proxy if you are a member holding class A and/or class B ordinary shares, if you so wish.

6. 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. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the relevant space provided on the form of proxy. 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.

7. To change your proxy instructions you may return a new proxy appointment using the method 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 the Company Secretary or send an email to cosec@integrafin.co.uk. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions.

Please note the following housekeeping points:

- ◆ Soft copies of the Company's Annual Report and Financial Statements for the year ended 30 September 2017 will be available on the shareholder web page from 8th January 2018. The web page can be accessed at <https://www.integrafin.co.uk/shareholder-information>. Hard copies can be requested from the Company Secretary by emailing cosec@integrafin.co.uk.
- ◆ For catering purposes, it would assist us greatly if you could let us know well in advance if you intend to attend the meeting either by marking the attendance box on the proxy form enclosed for A and B shareholders or completing the RSVP form enclosed for C and D shareholders, or by sending an email to cosec@integrafin.co.uk.