

## **Notice of D Class Meeting**

### **INTEGRAFIN HOLDINGS LIMITED**

*(Incorporated under the Companies Act 2006 and registered in England and Wales  
with number 8860879)*

**NOTICE IS HEREBY GIVEN** that a class meeting of holders of D ordinary shares of £0.05 each in the capital of IntegraFin Holdings Limited (the "**Company**") (the "**D Ordinary Shares**") (the "**Meeting**") will be held at 4.45 p.m. on 22 February 2018 (or immediately after the class meeting of holders of C ordinary shares of £0.05 each in the capital of the Company to be held on the same day is concluded) at 29 Clement's Lane, London EC4N 7AE, to consider and, if thought fit, pass the following Resolution (as a special resolution):

#### **Special Resolution**

That the holders of D Ordinary Shares hereby consent for all purposes to the passing of the Resolutions set out in the notice of general meeting addressed to holders of A ordinary shares of £0.05 each in the capital of the Company and B ordinary shares of £0.05 each in the capital of the Company set out in the letter to shareholders dated 5 February 2018 of which this notice of Meeting forms part, notwithstanding that, and insofar as, such Resolutions might constitute a variation, modification or abrogation of the rights of holders of D Ordinary Shares as a class.

*By Order of the Board:*

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

**Company Secretary**  
5 February 2018

## **Explanatory notes to the notice of Meeting**

1. *Only those members holding D Ordinary Shares and entered on the Company's register of members at 6.30 p.m. on 20 February 2018, or, if the Meeting is adjourned, members holding D Ordinary Shares entered on the Company's register of members at 6.30 p.m. on the day two days before the date of the reconvened meeting (excluding any part of a day which is a non-working day) shall be entitled to attend, speak and vote at the Meeting.*
2. *A member holding D 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 D 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.*
3. *To be effective, a YELLOW form of proxy (the "**Proxy Form**") must be lodged with Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, to arrive as soon as possible and, in any event, so as to be received by no later than 4.45 p.m. on 20 February 2018 or, if the Meeting is adjourned, not less than 48 hours (excluding any part of a day which is a non-working day) before the time and date of the reconvened meeting.*
4. *In the case of joint members, the vote of the first named in the Company's 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).*
5. *In the case of a member which is a corporation, a Proxy 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.*
6. *Completion and return of a Proxy Form will not prevent you from attending and voting at the meeting instead of your proxy if you are a member holding D Ordinary Shares, if you so wish.*
7. *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 Proxy Form. Appointing a proxy does not preclude you from attending the Meeting and voting in person.*
8. *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 Equiniti on 0371 384 2050 (or +44(0) 121 415 0259 for overseas callers), who will be able to arrange to send one to you. Calls are charged at the standard geographic rate and vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday, excluding public holidays in England and Wales. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. The deadline for receipt of proxy appointments (see above) also applies in relation to amended proxy instructions.*
9. *A corporate member may 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. *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 or by sending an email to cosec@integratin.co.uk.*