

## Notice of General 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 general meeting of IntegraFin Holdings Limited (the "**Company**") (the "**Meeting**") will be held at 3.45 p.m. on 22 February 2018 at 29 Clement's Lane, London EC4N 7AE, to consider and, if thought fit, pass the following Resolutions (Resolutions 1, 3, 6 and 8 to 11 as special resolutions and Resolutions 2, 4, 5 and 7 as ordinary resolutions):

#### Special Resolution

1. That the Company be re-registered as a public company limited by shares with the name "IntegraFin Holdings plc".

#### Ordinary Resolution

2. That, subject to the passing of Resolution 1 above:
  - 2.1 each of the A ordinary shares of £0.05 each in the capital of the Company (the "**A Ordinary Shares**") will be sub-divided into one A Ordinary Share of £0.01 each and four deferred shares of £0.01 each having the rights ascribed to them in the Interim Articles (as defined in Resolution 3 below) ("**Deferred Shares**");
  - 2.2 each of the B ordinary shares of £0.05 each in the capital of the Company (the "**B Ordinary Shares**") will be sub-divided into one B Ordinary Share of £0.01 each and four Deferred Shares;
  - 2.3 each of the C ordinary shares of £0.05 each in the capital of the Company (the "**C Ordinary Shares**") will be sub-divided into one C Ordinary Share of £0.01 each and four Deferred Shares; and
  - 2.4 each of the D ordinary shares of £0.05 each in the capital of the Company (the "**D Ordinary Shares**") will be sub-divided into one D Ordinary Share of £0.01 each and four Deferred Shares.

#### Special Resolution

3. That, subject to and conditional on the passing of the Resolutions numbered 1 and 2 above, the articles of association set out in the document marked "Exhibit A" produced to this Meeting and signed by the Chairman of the Meeting for the purposes of identification (the "**Interim Articles**") be and are hereby approved and adopted as the interim articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

#### Ordinary Resolution

4. That, subject to and conditional on the passing of the Resolutions numbered 1 to 3 above, up to the aggregate sum of £5,722,463 standing to the credit of the Company's share premium account and any other applicable reserves be and is hereby capitalised and appropriated as capital to holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares as appearing in the register of members of the Company as at the close of business on the business day immediately prior to admission of the entire issued and to be issued share capital of the Company to the Official List of the Financial Conduct Authority (the "**FCA**") and to trading on the Main Market of London Stock Exchange plc (the "**LSE**") (together, "**Admission**") and that the Directors of the Company be and are hereby authorised to apply up to such sum in paying up in full a bonus issue of such numbers of new A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares (in each case, rounded down to

the nearest whole number with fractional entitlements being ignored) and to allot and issue such new A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, credited as fully paid up, to the holders of the existing A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares at the ratios of new A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares for existing A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares calculated on the bases as described in the letter to shareholders dated 5 February 2018 of which this notice of Meeting forms part in each case conditional upon, and with effect immediately prior to, Admission.

### Ordinary Resolution

5. That, subject to and conditional on the passing of Resolutions numbered 1 to 4 above, each A Ordinary Share, B Ordinary Share, C Ordinary Share and D Ordinary Share be and is hereby re-designated and re-classified as an ordinary share of one pence each in the capital of the Company each having the rights ascribed to it in the IPO Articles (as defined in Resolution 6 below) (an "**Ordinary Share**") conditional upon, and with effect immediately prior to, Admission.

### Special Resolution

6. That, subject to and conditional on the passing of Resolutions numbered 1 to 5 above, the articles of association set out in the document marked "Exhibit B" produced to this Meeting and signed by the Chairman of the Meeting for the purposes of identification (the "**IPO Articles**") be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company conditional upon, and with effect immediately prior to, Admission.

### Ordinary Resolution

7. That, subject to and conditional on the passing of Resolutions numbered 1 to 6 above and conditional upon, and with effect immediately prior to, Admission, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act (the "**2006 Act**") to exercise all powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares up to:
  - 7.1 an aggregate nominal amount equal to one third of the aggregate nominal amount of the issued share capital of the Company immediately following Admission (such amount to be reduced by the nominal amount of any equity securities (as defined in the 2006 Act) allotted under sub-paragraph 7.2 below in excess of one third of the aggregate nominal amount of the issued share capital of the Company immediately following Admission); and
  - 7.2 an aggregate nominal amount equal to two thirds of the aggregate nominal amount of the issued share capital of the Company immediately following Admission, in the form of equity securities (as defined in section 560 of the 2006 Act) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective numbers of Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal, regulatory or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or within 15 months of the date of the passing of this Resolution (whichever is the earlier), except that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

### **Special Resolution**

8. That, subject to and conditional on the passing of Resolutions numbered 1 to 7 above and conditional upon, and with effect immediately prior to, Admission, the Directors of the Company be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the general authority conferred by the Resolution number 7 above and/or to sell equity securities held as treasury shares for cash pursuant to the section 727 of the 2006 Act, in each case, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- 8.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective numbers of Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal, regulatory or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- 8.2 any such allotment and/or sale, otherwise than pursuant to sub-paragraph 8.1 above, of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding a sum equal to five per cent. of the aggregate nominal amount of the issued share capital of the Company immediately following Admission,

such authority to expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or within 15 months of the date of the passing of this Resolution (whichever is the earlier), except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

### **Special Resolution**

9. That, subject to and conditional on the passing of Resolutions numbered 1 to 8 above (and in addition to the authority granted pursuant to Resolution 8 above) and conditional upon, and with effect immediately prior to, Admission, the Directors of the Company be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the general authority conferred by the Resolution number 7 above and/or to sell equity securities held as treasury shares for cash pursuant to the section 727 of the 2006 Act, in each case, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be:
- 9.1 limited to any such allotment and/or sale of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding a sum equal to five per cent. of the aggregate nominal amount of the issued share capital of the Company immediately following Admission; and
- 9.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles in Dis-applying Pre-emption Rights most recently published by the Pre-emption Group to the date of this Resolution,

such authority to expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or within 15 months of the date of the passing of this Resolution (whichever is the

earlier), except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

### **Special Resolution**

10. That, subject to and conditional on the passing of Resolutions numbered 1 to 6 above and conditional upon, and with effect immediately prior to, Admission, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its Ordinary Shares, provided that, in doing so, it:
  - 10.1 purchases not more than 10 per cent. of its issued Ordinary Shares, in aggregate;
  - 10.2 pays not less than one pence (excluding expenses) per Ordinary Share; and
  - 10.3 pays a price per Ordinary Share that is not more (excluding expenses) per Ordinary Share than the higher of: (1) 105 per cent. of the average middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five Business Days immediately preceding the day on which the Ordinary Share is purchased; and (2) the amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange trading service, SETS,

such authority to expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or within 15 months of the date of the passing of this Resolution (whichever is the earlier), except that the Company may, if it agrees to purchase Ordinary Shares pursuant to the authority before it expires, complete the purchase wholly or partially after the authority expires.

### **Special Resolution**

11. That, conditional upon, and with effect immediately prior to, Admission, a general meeting (other than an annual general meeting) of the Company may be called on not less than 14 clear days' notice in accordance with section 307A of the 2006 Act.

*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**

*Only those members holding A Ordinary Shares and/or B 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 A Ordinary Shares and/or B 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.*

*Members holding C Ordinary Shares and/or D Ordinary Shares shall be entitled to attend and speak at the Meeting but may not vote.*

- 1. A member holding A Ordinary Shares and/or 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 A Ordinary Shares and/or 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 WHITE 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 3.45 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.*
- 3. 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).*
- 4. 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.*
- 5. 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 A Ordinary Shares and/or 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 Proxy Form. Appointing a proxy does not preclude you from attending the Meeting and voting in person.*
- 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 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.*
- 8. 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.*
- 9. 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@integrafin.co.uk.*