

INTEGRAFIN HOLDINGS PLC
Form of Proxy for the Annual General Meeting
 To be held at 29 Clement's Lane, London EC4N 7AE on
 Thursday 21 February 2019 at 4.00pm



Voting ID	Task ID	Shareholder Reference Number

You can submit your proxy electronically at www.sharevote.co.uk using the above details.

I/We, the undersigned, shareholder(s) of IntegraFin Holdings plc hereby appoint (see note 3 overleaf)

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Name

Number of Shares

or the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held at 4.00pm on Thursday 21 February 2019 and at any adjournment thereof.

Please leave the above boxes blank if you have selected the Chairman. Do not insert your own name(s).

Please tick here if this proxy appointment is one of multiple appointments being made (see note 4):

Please tick here if you intend to attend the meeting (see note 2).

Please indicate with an "X" in the appropriate boxes how you wish your proxy or proxies to vote or whether you wish them to withhold your vote (see note 6).

Resolution	For	Against	Vote Withheld	Resolution	For	Against	Vote Withheld
1. To receive the Directors' Report, Strategic Report, Auditors' Report and Financial Statements for the year ended 30 September 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To re-appoint BDO LLP as auditors to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Christopher Munro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise Group's Audit and Risk Committee to determine the auditors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Ian Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Company and its subsidiaries to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Alexander Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To grant authority to allot new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Michael Howard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To grant authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Neil Holden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To give additional authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Caroline Banzsky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To grant authority to repurchase the Company's shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Victoria Cochrane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To give authority to call a general meeting on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Company to use electronic communications in accordance with the 2006 Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve Directors' Remuneration Report for the year ended 30 September 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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Signature

Date

Notes

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their full name in the box. If you leave this space blank, the chair of the meeting will be appointed your proxy. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the proxy form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. Multiple proxy appointments should be returned together in the same envelope.
5. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.
7. To appoint a proxy using this 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-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU no later than 4pm on Tuesday 19 February 2019 (or, if the Annual 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).
8. In the case of a shareholder which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by accessing the Sharevote website provided by Equiniti Limited. Shareholders may submit an electronic proxy online, using the reference numbers printed on the Form of Proxy, at 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 4pm on Tuesday 19 February 2019 (or, if the Annual 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).
10. CREST members who wish to appoint a proxy or proxies 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). 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.
11. 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 4pm on Tuesday 19 February 2019 (or, if the Annual 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). 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.
12. 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.
13. 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.
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. For details of how to change your proxy instructions or revoke your proxy appointment, see note 16.
15. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
16. 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. 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 at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.