

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, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in TruFin plc, please pass this document, together with the accompanying documents, as soon as possible 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.

TruFin plc

(incorporated and registered in Jersey with registered number 125245)

Notice of Annual General Meeting and Explanatory Circular to Shareholders

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of TruFin plc set out on page 2 of this document which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of TruFin plc to be held at the offices of TruFin plc at Mercury House, 109-117 Waterloo Road, London SE1 8UL on 26 June 2020 at 12.00 noon is set out at the end of this document. As set out at page 2 of this document, due to the spread of COVID-19, shareholders, proxies and corporate representatives will not be permitted to attend the meeting in person (other than the Chairman of the meeting and one other Shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting). Shareholders will find enclosed with this document a Form of Proxy to enable voting in connection with the Annual General Meeting. Alternatively, if you hold your shares in dematerialised format in CREST, a proxy may be appointed electronically by using the CREST electronic proxy appointment service.

TruFin plc

(incorporated and registered in Jersey with registered number 125245)

Simon Henry Kenner (*Non-Executive Chairman*)
James van den Bergh (*Chief Executive Officer*)
Steve Baldwin (*Senior Independent Non-Executive Director*)
Penny Judd (*Independent Non-Executive Director*)
Paul Dentskevich (*Independent Non-Executive Director*)
Stephen Greene (*Non-Executive Director*)

Registered Office:
26 New Street
St Helier
Jersey JE2 3RA

8 June 2020

Dear Shareholder

I am pleased to invite you to the Company's Annual General Meeting which will be held at the offices of TruFin plc at Mercury House, 109-117 Waterloo Road, London SE1 8UL on 26 June 2020 at 12.00 noon.

As noted in the Company's RNS announcement on 29 May 2020, I, Henry Kenner, will not be offering myself for re-election as a Director. Subject to re-election pursuant to the resolutions within this notice, Steve Baldwin will be appointed as Non-Executive Chairman and Penny Judd will be appointed to the role of Senior Independent Non-Executive Director with effect from the end of the Annual General Meeting.

The notice of Annual General Meeting is set out on pages 6 to 10 of this document. Copies of the Annual Report and Accounts for the year ended 31 December 2019 (the "**2019 Annual Report**") were posted to shareholders following the Company's announcement of the results on 15 May 2020. Additional copies can be provided on request by email to compliance@TruFin.com. A Form of Proxy is enclosed to enable you to exercise your voting rights.

On 23 March 2020, the UK Government announced new measures (which remain in force) aimed at limiting the spread of COVID-19 by discouraging unnecessary travel, public gatherings and social interaction. These measures were given statutory force through the Coronavirus Act 2020. As a result, the Annual General Meeting is not expected to follow the format of previous general meetings or annual general meetings of the Company.

Voting

Whilst shareholders are still able and encouraged to exercise their voting rights, the physical attendance of any shareholder, proxy, or corporate representative at the Annual General Meeting is not considered 'necessary' under current UK Government guidance, and it is expected that this will remain the case at the date of the Annual General Meeting. As such, no shareholder, proxy or corporate representative (other than the Chairman of the meeting and one other Shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting) should attend the Annual General Meeting in person, as doing so would be in breach of government guidance and would potentially be unsafe for those physically present. The chairman of the meeting may therefore exercise his powers to exclude any person who attempts to attend the Annual General Meeting, and shareholders are advised that any such person may be denied entry to the location of the Annual General Meeting.

You will find enclosed with this document a Form of Proxy to be used in connection with the Annual General Meeting. It is important to us that our shareholders have the opportunity to vote despite being unable to attend the Annual General Meeting. You can use the enclosed Form of Proxy to nominate someone else to come to the meeting and vote for you (this person is called a proxy). Please complete and submit the Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by Equiniti no later than 12.00 noon on 24 June 2020. Alternatively, if you hold your shares in dematerialised format in CREST, a proxy may be appointed electronically by using the CREST electronic proxy appointment service.

In light of the current UK Government measures, and the restrictions on attendance at the Annual General Meeting, it is recommended that shareholders wishing to vote on the Resolutions complete the enclosed Form of Proxy and appoint the chairman of the Annual General Meeting as proxy.

Alternatively, if you hold your shares in dematerialised format in CREST, a proxy may be appointed electronically by using the CREST electronic proxy appointment service.

Proxy appointments, whether via the enclosed Form of Proxy or via the CREST electronic proxy appointment service, must be received by Equiniti by no later than 12.00 noon on 24 June 2020.

Questions

While the main purpose of the Annual General Meeting is to seek shareholders' approval for the resolutions, it is also an opportunity for shareholders to express their views and to ask questions of the Directors of the Company (the "**Board**"). We, as your Board, are committed to open dialogue with our shareholders. In order to facilitate this, if you are a shareholder and would like to ask the Board a question on the formal business of the Annual General Meeting, please email your question to compliance@TruFin.com by 12.00 noon on 24 June 2020. Responses will be made via return of email or published on our website at www.TruFin.com as deemed appropriate by the Board.

The Company will continue to closely monitor the rapidly developing impact of COVID-19, including the latest Government guidance and restrictions, and how this may affect the arrangements for the Annual General Meeting. If it becomes necessary or appropriate to revise the current arrangements for the Annual General Meeting, further information will be made available on our website at www.TruFin.com, by RIS announcement and by any other means legally required at that time.

Explanation of Resolutions

Resolutions 1 – 9 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution. Resolutions 10 and 11 are proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the resolution.

An explanation of each of the resolutions is set out below:

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditors' Reports for the financial year ended 31 December 2019.

Resolutions 2 to 6 – Election of Directors

The articles of association of the Company (the "**Articles**") require that any Director appointed by the Board shall only hold office until the following annual general meeting, whereupon he may be proposed for election.

At the Annual General Meeting, each Director will offer himself or herself for re-election (and election in the case of Stephen Greene who was appointed to the Board since the previous annual general meeting). As noted in the Company's RNS announcement on 29 May 2020, I, Henry Kenner, will not be offering myself for re-election as a Director.

The Directors believe that the Board offers an appropriate balance of knowledge and skills through the combination of the Executive and Non-Executive Directors. Except for Stephen Greene, who was appointed at the request of TruFin's largest shareholder, Arrowgrass Master Fund Limited, all the other continuing Non-Executive Directors are considered to be independent.

Biographical details for each of the Directors appear on pages 14-15 of the 2019 Annual Report.

Resolutions 7 and 8 – Auditors

Resolution 7 proposes the appointment of Crowe U.K. LLP as Auditors of the Company until the conclusion of the Company's annual general meeting in 2021. The Company is required to appoint Auditors at every general meeting of the Company at which accounts are presented to shareholders. Crowe U.K. LLP has advised of its willingness to stand for appointment.

It is normal practice for a company's directors to be authorised to agree how much the Auditors should be paid and Resolution 8 grants this authority to the Directors.

Resolution 9 – Directors' Authority to Allot Shares

Resolution 9 is proposed to renew the Directors' authority to allot shares. Resolution 9 seeks to grant the Directors authority to allot, pursuant to and in accordance with the Articles, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum number of 26,940,735 ordinary shares, representing approximately one third of the Company's issued ordinary share capital as at 5 June 2020, (being the latest practicable date prior to the publication of this Notice).

This authority shall expire on the earlier of close of business on 26 September 2021 and the conclusion of the annual general meeting of the Company to be held in 2021. The Directors have no present intention of exercising the authority under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

Resolution 9 replaces a similar resolution that was passed at the previous annual general meeting.

Resolution 10 – Disapplication of Pre-emption Rights

Resolution 9 seeks authority for the Company to allot shares and grant rights to subscribe for or to convert any security into shares in the Company. However, Article 3 requires that shares or other securities allotted are offered first to existing shareholders in proportion to their existing holdings (commonly referred to as pre-emption rights).

Resolution 10 approves the disapplication of pre-emption rights. The passing of this resolution would allow the Directors to allot shares without first having to offer such shares to existing shareholders in proportion to their existing holdings.

The authority under Resolution 10 would be limited to:

- (a) allotments in connection with pre-emptive offers; and
- (b) allotments (otherwise than pursuant to (a) above) of up to 8,082,220 ordinary shares, which represents approximately 10 per cent. of the Company's issued ordinary share capital as at 5 June 2020 (being the latest practicable date prior to the publication of this Notice).

This authority shall expire on the earlier of close of business on 26 September 2021 and the conclusion of the annual general meeting of the Company to be held in 2021. The Directors have no present intention of exercising the authority under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

Resolution 10 replaces a similar resolution that was passed at the previous annual general meeting.

Resolution 11 – Purchase of own Shares

Resolution 11 is to approve the purchase by the Company of its own ordinary shares in the market. The authority limits the number of shares that could be purchased to a maximum of 8,082,220 ordinary shares (equivalent to 10 per cent. of the Company's issued ordinary share capital as at 5 June 2020 (being the latest practicable date prior to the publication of this Notice)) and sets a minimum and maximum price.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the

Company's share price and future funding opportunities. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in earnings per share of the Company. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange.

Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.

This authority shall expire on the earlier of 26 September 2021 and the next annual general meeting of the Company.

Resolution 11 replaces a similar resolution that was passed at the previous annual general meeting.

Recommendation

In the opinion of the Directors, each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of the resolutions at the Annual General Meeting.

Yours faithfully

Henry Kenner
Chairman

NOTICE OF ANNUAL GENERAL MEETING

TruFin plc

(incorporated and registered in Jersey with registered number 125245)

Notice is hereby given that the Annual General Meeting of TruFin plc (the “**Company**”) will be held at the offices of TruFin plc at Mercury House, 109-117 Waterloo Road, London SE1 8UL at 12.00 noon on 26 June 2020. You will be asked to consider and vote on the resolutions below. Resolutions 10 and 11 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. In light of the COVID-19 pandemic and in response to the UK Government’s guidance the Annual General Meeting will take place as a closed meeting and shareholders, proxies or corporate representatives will not be able to attend in person (other than the Chairman of the meeting and one other Shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting).

For further information on all of the resolutions, please refer to the letter from the Chairman which can be found on pages 2 to 5.

2019 Annual Report

1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2019.

Election of Directors

2. To re-elect James van den Bergh as a Director of the Company.
3. To re-elect Steve Baldwin as a Director of the Company.
4. To re-elect Penny Judd as a Director of the Company.
5. To re-elect Paul Dentskevich as a Director of the Company.
6. To elect Stephen Greene as a Director of the Company.

Auditors

7. To appoint Crowe U.K. LLP as Auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
8. To authorise the directors to determine the remuneration of the Auditors.

Directors’ Authority to Allot Shares

9. The directors of the Company be authorised for the purposes of the articles of association of the Company (the “**Articles**”) to allot (with or without confirming rights of renunciation), grant options over or otherwise deal in any unissued shares of the Company (whether for cash or non-cash consideration) on such terms and conditions as they may in their discretion think fit up to an aggregate maximum of 26,940,735 ordinary shares of £0.91 each in the capital of the Company (“**Ordinary Shares**”) such authority to expire at the earlier of the conclusion of the next annual general meeting of the Company or at close of business on 26 September 2021 (unless previously renewed, varied or revoked by the Company prior to or on that date).

Disapplication of Pre-emption Rights

10. The directors of the Company are empowered to allot equity securities pursuant to the Articles as if Article 3 (pre-emption rights) of the Articles did not apply to such allotment, such power being limited to:

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient; and
- (b) otherwise than pursuant to (a), the allotment of equity securities up to an aggregate maximum of 8,082,220 Ordinary Shares,

such power to expire at the earlier of the conclusion of the next annual general meeting of the Company or at close of business on 26 September 2021 (unless previously renewed, varied or revoked by the Company prior to or on that date).

Purchase of own Shares

11. That the Company be generally and unconditionally authorised to purchase in accordance with Article 57 of the Companies (Jersey) Law 1991 (“**the Law**”) Ordinary Shares provided that

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is 8,082,220 (being 10% of the Ordinary Shares in issue as at the date of this resolution);
- (b) the minimum price which may be paid for each Ordinary Shares is nil;
- (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked by the Company in a general meeting, the authority hereby conferred shall expire at close of business on 26 September 2021 or, if earlier, on the date of the next annual general meeting of the Company;
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its Ordinary Shares in pursuance of any such contract;
- (f) the Directors provide a statement of solvency in accordance with Articles 55 and 57 of the Law; and
- (g) such shares are acquired for cancellation or to be held as treasury shares in accordance with Article 58A of the Law.

By order of the Board

Henry Kenner
Chairman

Date 8 June 2020

Registered Office: 26 New Street, St. Helier, Jersey JE2 3RA

Entitlement to vote

1. Only those members registered on the Company's register of members at 6.30 p.m. on 24 June 2020 or, if this Annual General Meeting (the "**Meeting**") is adjourned, at 6.30 p.m. on the day two business days prior to the adjourned meeting, shall be entitled to vote at the Meeting and such voting may only be by appointment of proxy in accordance with the below (other than for the Chairman of the meeting and one other Shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting). Please note that the above register cut-off for entitlement to vote lies after the 12.00 noon 24 June 2020 cut-off for submission of proxy votes and Forms of Proxy ("**proxy forms**") will need to be submitted before that point.

Website giving information regarding the Meeting

2. Information regarding the Meeting is available from www.TruFin.com.

Attending in person

3. As explained in the letter from the Chairman, no shareholder, proxy or corporate representative will be permitted to attend the Meeting in person (other than the Chairman of the meeting and one other Shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting). You are encouraged to appoint the Chairman of the Meeting as your proxy in accordance with the below.

Appointment of proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and 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. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.
6. 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.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy 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 (Jersey) Limited, FREEPOST RTHJ-CLLL-KBKU, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU in accordance with the instructions thereon; and
- received by Equiniti Registrars (at the above address) no later than 12.00 noon on 24 June 2020.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company in accordance with the company's articles of association or an attorney for the company.

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 proxy using CREST

8. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the crest message must be received by the company's agent (RA19) by 12.00 noon on 24 June 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST applications host) from which the company's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through crest should be communicated to the proxy by other means. CREST personal members or other crest sponsored members, and those crest members who have appointed voting service provider(s), should contact their crest sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on crest procedures, limitations and system timings, please refer to the CREST manual. We may treat a proxy appointment sent by crest as invalid in the circumstances set out in article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies 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 Registrars on 0371 384 2030 or if calling from outside the UK on +44 (0)121 415 7047, where relevant, quoting the allotment number of your Application Form. Calls to Equiniti Registrars help line number are charged at your standard provider's rates. Phone lines are open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales).

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.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Equiniti (Jersey) Limited, FREEPOST RTHJ-CLLL-KBKU, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Equiniti Registrars no later than 12.00 noon on 24 June 2020.

Corporate representatives

12. A corporation which is a member can appoint a corporate representative who may exercise, on its behalf, all its powers as a member. As with proxy appointments any appointment of a corporate representative should be in favour of the Chairman of the Meeting as no other persons will be permitted to attend.

Issued shares and total voting rights

13. As at 5:00 p.m. on 5 June 2020 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 80,822,204 ordinary shares of £0.91 par value. 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 5:00 p.m. on 5 June 2020 is 80,822,204.

Questions

14. If you are a shareholder and would like to ask the Board a question on the formal business of the AGM, please email your question to compliance@TruFin.com by 12.00 noon on 24 June 2020. Responses will be made via return of email or published on our website at www.TruFin.com as deemed appropriate by the Board.
15. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:
- (a) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Voting

16. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands (and the Chairman of the Meeting intends to demand a poll) so that the votes of the Chairman of the Meeting and shareholders voting by proxy are properly taken into account.

Documents on display

17. The following documents will be available for inspection at the offices of Ocorian Limited, 26 New Street, St Helier, Jersey, JE2 3RA from the date of this notice until the time of the Meeting and, at the Meeting, for at least 15 minutes prior to the Meeting until the end of the Meeting:
- (a) Copies of the service contracts of executive directors of the Company.
 - (b) Copies of the letters of appointment of the non-executive directors of the Company.
 - (c) The memorandum and articles of association of the Company.

Communication

18. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) in writing to the Company Secretary, Ocorian Limited, 26 New Street, St Helier, Jersey, JE2 3RA;
 - (b) by email to contact@TruFin.com

(including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

ATTENDANCE CARD – ANNUAL GENERAL MEETING

TruFin plc (“the Company”)

Account Number

Signature of person attending:

Notes on completion of the Form of Proxy:

The following notes relate to the Form of Proxy for the Company’s Annual General Meeting (‘AGM’) to be held at the offices of TruFin plc at Mercury House, 109-117 Waterloo Road, London SE1 8UL on 26 June at 12:00 noon.

1. A registered holder of Ordinary Shares of the Company may appoint a proxy (who must attend the meeting in person to represent you) to exercise all or any of his rights to attend, speak and vote at a meeting of the Company.

On 23 March 2020, the UK Government announced new measures (which remain in force) aimed at limiting the spread of COVID-19 by discouraging unnecessary travel, public gatherings and social interaction. These measures were given statutory force through the Coronavirus Act 2020. As such, no shareholder, proxy or corporate representative should attend the General Meeting in person, as doing so would be in breach of government guidance and would potentially be unsafe for those physically present. The only persons permitted to attend will be the Chairman of the AGM and one other shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the AGM. It is recommended that shareholders wishing to vote on the Resolutions complete this Form of Proxy and appoint the chairman of the AGM as proxy.

- A registered holder of Ordinary Shares may appoint a proxy by:
- completing and returning the Form of Proxy enclosed in this pack; or
 - if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

You may only appoint a proxy using the procedures set out in these notes. You may not use any electronic address provided in this Notice of AGM to communicate with the Company for any purposes other than those expressly stated.

IMPORTANT: In any case your instructions or Form of Proxy must be received by the Company’s Registrars no later than 12:00 noon on 24 June 2020.

- All forms must be signed and should be returned. To be valid, the Form of Proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be either (a) sent to the Company’s Registrars, Equiniti (Jersey) Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, United Kingdom, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service.
- Please indicate in the box headed ‘Number of Shares’ the number of shares in relation to which he/she is authorised to act as your proxy.
- To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer’s agent (RA19) by 12:00 noon on 24 June 2020. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the

proxy by other means. CREST Personal Members or other CREST Sponsored Members and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

- For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
- As recommended in the Notice of AGM, you can appoint the Chairman of the meeting to be your proxy at the meeting as no other proxies will be permitted entry to the AGM. If you wish to appoint the Chairman of the meeting as sole proxy in respect of all of your Ordinary Shares, insert your name at the top of the Form of Proxy form and fill in any voting instructions and sign and date the Form of Proxy, but leave all other proxy appointment details blank.
- If you wish to appoint someone else to be your proxy, cross out only the words ‘the Chairman of the Meeting’ and insert the name of the person you wish to be your proxy in the box headed ‘Proxy holder’s name’. Then complete any voting instructions and sign and date the Form of Proxy. **Please note that appointing someone other than the Chairman of the meeting as your proxy will mean that your votes will not be cast as no proxies other than the Chairman of the meeting himself will be permitted entry to the AGM.**
- You may instruct your proxy how to vote by marking the appropriate box next to each resolution. Details of the resolutions are contained in the Notice of AGM and the explanatory notes. If in respect of any resolution you have not given specific instructions on how your proxy should vote, your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting. 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.
- The Form of Proxy must be signed. In the case of joint registered holders, the signature of any one joint holder shall be sufficient. The vote of the senior holder who tenders a vote, by proxy or (in the case of a corporation) by authorised representative, shall be accepted to the exclusion of the vote of the other joint holder(s) in accordance with Article 29 of the Articles of Association of the Company. For this purpose seniority will be determined by the order in which the names appear in the Register of Members in respect of the relevant share. If necessary, someone else may sign the Form of Proxy on your behalf. In the case of an agent of a member who is not a body corporate, the authority under which the Form of Proxy is signed (or a notari ally certified copy of such authority) must be received by the Company by 12:00 noon on 24 June 2020.
- In the case of a corporation the Form of Proxy should be executed under the corporation’s common seal and/or an agent or officer authorised for such purpose. Under the Companies (Jersey) Law 1991, a body corporate may only appoint one corporate

FORM OF PROXY – ANNUAL GENERAL MEETING

TruFin plc

Account Number:

I/We, the undersigned, being (a) holder(s) of Ordinary Shares in the Company, hereby appoint the Chairman of the Annual General Meeting (‘AGM’) or

Proxy holder’s name (see notes 1, 6 and 7 and note that no proxy other than the Chairman of the meeting will be permitted entry to the AGM)

Number of shares (see note 3)

as my/our proxy to vote on my/our behalf at the Company’s Annual General Meeting (‘AGM’) to be held at the offices of TruFin plc at Mercury House, 109-117 Waterloo Road, London SE1 8UL on 26 June 2020 at 12:00 noon.

Please mark this box if signing on behalf of the member.

This Form of Proxy should not be used for any comments, change of address or other queries. In those cases, please send separate instructions

RESOLUTIONS Please mark ‘X’ to indicate how you wish to vote (see note 8)

	For	Against	Vote withheld		For	Against	Vote withheld
1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To appoint Crowe U.K. LLP as Auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr James van den Bergh as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr Steve Baldwin as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To authorise the Company’s Directors to allot equity securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Ms Penny Judd as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To authorise the Company’s Directors to allot equity securities without the application of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Paul Dentskevich as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To Authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Stephen Greene as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The full text of the resolutions are set out in the Notice of AGM.

Unless otherwise instructed, your proxy may vote as he/she thinks fit or abstain from voting on any other resolution (including any procedural resolution) put to the AGM or any adjournment thereof. Your proxy may also vote or abstain from voting as he or she thinks fit in connection with any other business that may properly come before the AGM.

This Form of Proxy should not be used for any comments, change of address or other queries. In those cases, please send separate instructions directly to our Registrars, Equiniti (Jersey) Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU.

Date

Signature (see notes 9 and 10)



Freeport RTHJ CLLL KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

ANNUAL GENERAL MEETING VENUE

TruFin plc

Notice of availability - IMPORTANT please read carefully.
You can now access the Annual Report for the financial year ended
31 December 2019 and Notice of AGM at www.TruFin.com/investors

TruFin plc's AGM to be held at

TruFin plc
Mercury House
109-117 Waterloo Road
London SE1 8UL

26 June 2020
at 12:00 noon.

As explained above and in the Notice of AGM, this year's Annual General Meeting will take place as a closed meeting and shareholders will not be able to attend in person. Shareholders and guests who travel to the meeting will be refused entry (other than the Chairman of the AGM and one other shareholder identified by the Board who will attend or dial-in for the purposes of constituting a quorum at the meeting).