

**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 Travers Smith, 10 Snow Hill, London, EC1A 2AL on 7 June 2022 at 10:00am is set out at the end of this document. 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. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).

# TruFin plc

*(incorporated and registered in Jersey with registered number 125245)*

Steve Baldwin (*Non-Executive Chairman*)  
James van den Bergh (*Chief Executive Officer*)  
Penny Judd (*Senior Independent Non-Executive Director*)  
Paul Dentskevich (*Independent Non-Executive Director*)  
Anders Wilhelmsen (*Non-Executive Director*)

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

4 May 2022

Dear Shareholder

I am pleased to let you know that the Company's Annual General Meeting will be held at the offices of Travers Smith, 10 Snow Hill, London, EC1A 2AL on 7 June 2022 at 10:00am.

The notice of Annual General Meeting is set out on pages 6 to 11 of this document. A copy of the Annual Report and Accounts for the year ended 31 December 2021 (the "**2021 Annual Report**") is enclosed, along with a Form of Proxy to enable you to exercise your voting rights.

At the present time, we expect to be able to welcome shareholders to the Annual General Meeting in person. However, due to the ongoing uncertainty in respect of the COVID-19 pandemic, the arrangements for the Annual General Meeting may be subject to change at short notice. If it becomes necessary to amend the arrangements for the Annual General Meeting, an announcement will be made via our website at [www.trufin.com](http://www.trufin.com) and through a Regulatory Information Service.

## **Voting**

You will find enclosed with this document a Form of Proxy to be used in connection with 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 10:00am on 3 June 2022. 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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10:00am on 3 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

**Whether or not shareholders intend to attend the Annual General Meeting in person, 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 their proxy.**

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 10:00am on 3 June 2022. If you are appointing a proxy electronically via the Proxymity platform, your proxy must be lodged by 10:00am on 3 June 2022 in order to be considered valid.

## **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. As we appreciate some shareholders may prefer not to attend, or may be unable to attend, the Annual General Meeting in person, if you are a shareholder and would like to ask the Board a question on the formal business

of the Annual General Meeting in advance, please email your question to [compliance@TruFin.com](mailto:compliance@TruFin.com) by 10:00am on 3 June 2022. Responses will be made via return of email or published on our website at [www.truFin.com](http://www.truFin.com) as deemed appropriate by the Board.

### **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 to 12 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 2021.

### **Resolutions 2 to 6 – Election or Re-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 or, in the case of Anders Wilhelmsen, election.

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 Anders Wilhelmsen, who was appointed at the request of TruFin's shareholder, Watrium AS, all the other continuing Non-Executive Directors are considered to be independent.

Biographical details for each of the Directors appear on pages 14 to 15 of the 2021 Annual Report.

### **Resolutions 7 and 8 – Auditors**

Resolution 7 proposes the re-appointment of Crowe U.K. LLP as Auditors of the Company until the conclusion of the Company's annual general meeting in 2023. 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 31,394,314 ordinary shares, representing approximately one third of the Company's issued ordinary share capital as at 3 May 2022, (being the latest practicable date prior to the publication of this Notice).

This authority shall expire on the earlier of close of business on 7 September 2023 and the conclusion of the annual general meeting of the Company to be held in 2023. 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.

## **Resolutions 10 and 11 – 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).

Resolutions 10 and 11 approve the disapplication of pre-emption rights. The passing of these resolutions 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 4,709,147 ordinary shares, which represents approximately 5% of the Company's issued ordinary share capital as at 3 May 2022 (being the latest practicable date prior to the publication of this Notice).

Resolution 11 would give the Directors authority to allot a further 5% of the issued ordinary share capital of the Company as at 3 May 2022 (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group's Statement of Principles most recently published by the Pre-Emption Group prior to the date of this Notice (the "**Statement of Principles**").

The disapplication authorities under Resolutions 10 and 11 are in line with guidance set out in the Statement of Principles. The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 5% of a company's issued share capital for use on an unrestricted basis and (ii) up to a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

In accordance with the Statement of Principles, the directors confirm that they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three year period (save in accordance with Resolution 11) without prior consultation with shareholders.

These authorities shall expire on the earlier of close of business on 7 September 2023 and the conclusion of the annual general meeting of the Company to be held in 2023. The Directors have no present intention of exercising the authorities under these resolutions, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

## **Resolution 12 – Purchase of own Shares**

Resolution 12 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 9,418,294 ordinary shares (equivalent to 10% of the Company's issued ordinary share capital as at 3 May 2022 (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 7 September 2023 and the next annual general meeting of the Company.

**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

**Steve Baldwin**

*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 Travers Smith, 10 Snow Hill, London, EC1A 2AL at 10:00am on 7 June 2022. You will be asked to consider and vote on the resolutions below. Resolutions 10 to 12 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

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.

### **2021 Annual Report**

1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 31 December 2021.

### **Election and Re-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 Anders Wilhelmsen as a Director of the Company.

### **Auditors**

7. To re-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 31,394,314 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 7 September 2023 (unless previously renewed, varied or revoked by the Company prior to or on that date). The Company may, before this authority expires, make an offer or enter into an agreement which would or might require such shares to be allotted after such expiry and the directors may allot such shares in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### **Disapplication of Pre-emption Rights (General)**

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 4,709,147 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 7 September 2023 (unless previously renewed, varied or revoked by the Company prior to or on that date). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### **Disapplication of Pre-emption Rights (Acquisition or Capital Investment)**

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

- (a) limited to the allotment of equity securities the allotment of equity securities up to an aggregate maximum of 4,709,147 Ordinary Shares; and
- (b) 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 Pre-Emption Group's Statement of Principles (the "**Pre-Emption Group's Statement of Principles**") most recently published by the Pre-Emption Group prior to the date of this Notice,

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 7 September 2023 (unless previously renewed, varied or revoked by the Company prior to or on that date). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### **Purchase of own Shares**

12. 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 9,418,294 (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 7 September 2023 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

**Steve Baldwin**  
*Chairman*

Date 3 May 2022

*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 6:30pm on 3 June 2022 or, if this Annual General Meeting (the "**Meeting**") is adjourned, at 6:30pm on the day two business days prior to the adjourned meeting, shall be entitled to vote at the Meeting. As set out in the Notice of Meeting, shareholders are encouraged to appoint the Chairman of the Meeting as their proxy. Please note that the above register cut-off for entitlement to vote lies after the 10:00am on 3 June 2022 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](http://www.trufin.com).

### **Attending in person**

3. If you wish to attend the Meeting in person, you will need to bring with you a form of formal identification which includes your photograph, such as a passport or a picture driving licence.

### **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 or another person 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 10:00am on 3 June 2022.

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 10:00am on 3 June

2022. 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 Proximity**

9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 10:00am on 3 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

#### **Appointment of proxy by joint members**

10. 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**

11. 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 9:00am and 5:00pm, 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**

12. 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 10:00am on 3 June 2022.

### **Corporate representatives**

13. 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, we recommend that any appointment of a corporate representative is in favour of the Chairman of the Meeting as other persons may not be permitted to attend.

### **Issued shares and total voting rights**

14. As at 5:00pm on 3 May 2022 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 94,182,943 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 5:00pm on 3 May 2022 is 94,182,943.

### **Questions**

15. Shareholders may ask the Board questions on the formal business of the Meeting during the Meeting itself or in advance of the Meeting by email. If you are a shareholder and would like to ask the Board a question on the formal business of the Meeting in advance, please email your question to [compliance@TruFin.com](mailto:compliance@TruFin.com) by 10:00am on 3 June 2022. Responses will be made via return of email or published on our website at [www.trufin.com](http://www.trufin.com) as deemed appropriate by the Board.
16. 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**

17. 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**

18. The letters of appointment of the non-executive directors of the Company 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, will also be available at the Meeting, for at least 15 minutes prior to the Meeting until the end of the Meeting.

### **Communication**

19. 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](mailto:contact@TruFin.com)



# 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 Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL on 7 June 2022 at 10:00 am.

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

A registered holder of Ordinary Shares may appoint a proxy by:

- completing and returning the Form of Proxy enclosed in this pack;
- in the case of institutional shareholders, using the Proxymity platform; 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.

**IMPORTANT: In any case your instructions or Form of Proxy must be received by the Company's Registrars no later than 10:00 am on 3 June 2022.**

2. 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 notarially) 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.
3. 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.
4. 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 (RAI9) by 10:00 am on 3 June 2022. 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.
5. 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.

6. As recommended in the Notice of AGM, you can appoint the Chairman of the meeting to be your proxy at the meeting. 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.

7. 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.

8. 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.

9. 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 notarially certified copy of such authority) must be received by the Company by 10:00 am on 3 June 2022.

10. 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 representative. A holder of Ordinary Shares which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.

# 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 names (see notes 1, 6 and 7)

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 Travers Smith LLP, 10 Snow Hill, London, EC1A 2AL on 7 June 2022 at 10:00 am.

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 2021.	<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"/>
2. To re-elect Mr James van den Bergh 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"/>
3. To re-elect Mr Steve Baldwin 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"/>
4. To re-elect Ms Penny Judd as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To further authorise the Directors to allot equity securities without the application of pre-emption rights in connection with an acquisition or specified capital investment.	<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"/>	12. To Authorise the Company to purchase its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Anders Wilhelmsen as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7. To re-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"/>				

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 2021 and Notice of AGM at [www.TruFin.com/investors](http://www.TruFin.com/investors)**

TruFin plc's AGM to be held at

Travers Smith LLP  
10 Snow Hill  
London  
EC1A 2AL

7 June 2022  
at 10:00 am.