



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Techfinancials, Inc., you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

TECHFINANCIALS, INC.

(Registered in the British Virgin Islands No. 1535269)

(the "**Company**")

Directors:

Asaf Lahav
Eitan Yanuv (Chairman)

Registered Office:

Craigmuir Chambers, Road Town,
Tortola VG1110, British Virgin Islands

23 November 2023

To the holders of Ordinary Shares

Dear Shareholder

2023 Annual General Meeting

The 2023 Annual General Meeting of the Company (“AGM”) is to be held on 18 December 2023 at 09:30 a.m. UK time at Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE. The notice convening the AGM is set out at the end of this letter and I am writing to give you more information about the resolutions to be considered at the AGM.

A copy of the 2022 Annual Report and Accounts can be found at <https://group.techfinancials.com/annual-interim-reports/>. This contains the financial statements for the year ended 31 December 2022. The financial statements shall be presented as part of the ordinary business of the AGM.

The Board strongly encourages all shareholders to vote on the resolutions to be proposed at the General Meeting by proxy before the deadline of 9:30 a.m. on 14 December 2023. Shareholders may appoint the Chair of the Meeting as their proxy.

The information set out below explains the reasons for Resolutions 1:

Resolutions 1 – Re-election of director:

In accordance with Regulations 7.5 to 7.10 of the Company's Articles of Association, Mr. Eitan Yanuv will retire from his position as Non-Executive Chairman of the Company and stand for re-election at the AGM.



Yours sincerely

Eitan Yanuv
Chairman

NOTICE OF ANNUAL GENERAL MEETING

TECHFINANCIALS, INC.

Notice is hereby given that the Annual General Meeting of Techfinancials, Inc. will be held on 18th December, 2023 at 09:30 a.m. UK time at Peterhouse Capital Limited, at 3rd Floor, 80 Cheapside, London, EC2V 6EE

purposes:

1. To receive the Company's Report and Accounts for the year ended 31 December 2022; and to adopt the following resolutions
2. Disapply Pre-Emption Rights

THAT in substitution for any existing authority, the Directors be generally and unconditionally authorised to:

(a) allot for non-cash consideration such number of new ordinary share of the Company, each of nil par value ("Ordinary Shares"), free from pre-emption under Section 46 of the Business Companies Act, 2004 (as amended), as the Directors determine provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired).

(b) allot for cash up to 85,000,000 new ordinary shares of the Company, each of nil par value ("Ordinary Shares"), free from pre-emption under Section 46 of the Business Companies Act, 2004 (as amended), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company (save that the Company may, before

such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted on a non pre-emptive basis after such expiry and the Directors may allot and issue Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired).

3. THAT the Directors be and are hereby authorised to appoint such auditors of the Company for the period to 31 December 2023 as they deem fit and proper and to authorise the Directors to determine the auditor's remuneration for such period.
4. To re-elect Mr. Eitan Yanuv as a non-executive chairman.

Notes for Shareholders

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company 48 hours before the Annual General Meeting (i.e. by 9:30 am UK time on 14 December 2023) (or if the Meeting is adjourned, in the register of members of the Company 48 hours before the date and time of the adjourned meeting) (the "Meeting") shall be entitled to vote at the Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to vote at the Meeting.

2. Registered members of the Company may vote by proxy to the chairman only.

3. In order to be valid, the proxy appointment (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that authority) must be returned by email to agm2023@techfinancials.com no later than 9:30 am UK time on 14 December 2023 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used.

Notes for Depositary Interest Holders

1. You will not receive a form of direction for the Annual General Meeting in the post. Depositary Interests holders may instruct their broker to vote on their behalf no later than 9:30 am UK time on 14 December 2023.



2. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

3. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

All holders

1. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy. If within two hours from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the next business day at the same time and place or to such other time and place as the Directors may determine, and if a quorum is not present at any such adjourned meeting, the meeting shall be dissolved.

2. As of 23 November 2023 the Company's total number of shares in issue is 84,980,979 ordinary shares of US\$0.0005 par value each carrying one vote each. Therefore, the total voting rights in the Company as at that date are 85,860,979.

3. A copy of this notice and other information can be found at <https://group.techfinancials.com/financial-calendar/>



Techfinancials, Inc. - Annual General Meeting 2023 - Proxy

Name of Shareholder: Address:

I/We being (a) member/members hereby appoint **The Chairman of the Board** to vote on my behalf

Number of ordinary shares appointed over:
(if less than your full voting entitlement)

as my/our proxy, to vote on my/our behalf at the Meeting of the Company and at any adjournment thereof.
Please indicate below how you would like your proxy to vote on your behalf on the resolutions.

Please put an 'X' in the box opposite if this proxy appointment is one of multiple appointments being made:

Resolutions:

For

Against

Withheld

1 To re-elect Mr. Eitan Yanuv as a Non-Executive Chairman

Signature: _____

Date: _____

NOTES:

Registered members (**holders of share certificate**):

Please complete all details in this Form of Proxy and email it no later than 14 December 2023 at 9:30 AM UK

Time to: agm2023@techfinancials.com



Depository Interest Holders:

Please complete all details in this Form of Proxy and instruct your broker to submit your vote to the Company on your behalf no later than 14 December 2023 9:30 AM UK Time.

VOTES THAT WILL BE RECEIVED LATER THAN THE ABOVE DATES WILL NOT BE COUNTED.