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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:

Christopher Bell (Chairman)

Asaf Lahav
Eitan Yanuv

Registered Office:

Craigmuir Chambers, Road Town
Tortola VG1110
British Virgin Islands

20 June 2019

To the holders of Ordinary Shares

Dear Shareholder

2019 Annual General Meeting

The 2019 Annual General Meeting of the Company ("AGM") is to be held on 17 July 2019 at 11:30 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG. 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 2018 Annual Report and Accounts is enclosed. This contains the financial statements for the year ended 31 December 2018. The financial statements shall be presented as part of the ordinary business of the AGM.

You will not receive a Form of Proxy or Form of Direction for the Annual General Meeting in the post. Instead, please see the Notes of the Notice for instructions to enable you to vote electronically and how to register to do so, and Depositary Interest Holders will be able to vote in Crest. You will still be able to vote in person at the Annual General Meeting, and may request a hard copy Proxy Form directly from the Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).

The information set out below explains the reasons for Resolutions 1-4:



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Resolutions 1 and 2 – Re-election of directors:

In accordance with Regulations 7.5 to 7.10 of the Company's Articles of Association, Messrs. Asaf Lahav and Eitan Yanuv will retire from their positions as directors of the Company and stand for re-election at the AGM.

Resolutions 3 and 4 – Amendment to the Company's Articles of Association.

Resolution 3

Regulation 1.4(e) of the Articles of Association of the Company provides that Regulation 1.5 shall not apply to shares issued as payment for the acquisition of another corporate entity, as payment for the acquisition of securities of another corporate entity and/or as consideration in a joint venture to the other parties in such joint venture, provided, however, that such Shares shall not exceed 6% of the issued Shares of the Company in any single transaction.

The purpose of Resolution 3 is to amend Regulation 1.4(e) of the Articles of Association of the Company, so that Regulation 1.5 shall not apply to shares issued as payment for the acquisition of another corporate entity, as payment for the acquisition of securities of another corporate entity and/or as consideration in a joint venture to the other parties in such joint venture, provided, however, that such Shares shall not exceed 15% of the issued Shares of the Company in any single transaction.

This authority is being sought so as to maintain flexibility in the financing of the Company and to give the directors the opportunity to take advantage of business opportunities as they arise.

Resolution 4

Regulation 1.6 of the Articles of Association of the Company provides that the shareholders may authorise the directors, in advance and on an annual basis, to raise funds in an issue on a non-pre-emptive basis, by way of issuance of shares representing up to 15% of the issued shares of the Company (from time to time), and further provided, that the Company's general meeting may determine minimum terms and conditions (including price) for such issues, up to a 15% discount of the average mid-market price for the shares of the Company on the AIM Market of the London Stock Exchange over the 5 trading days prior to issue.

The purpose of Resolution 4 is to amend Regulation 1.6 of the Articles of Association of the Company, so that the directors shall have the authority to issue a total of up to 25% of the issued shares of the Company, until the date that is 12 months after the AGM, with up to a 25% discount of the average mid-market price for the shares of the Company on the AIM Market of the London Stock Exchange over the 5 trading days prior to the execution of a definitive agreement pursuant to which the Company undertakes to issue shares of the Company (collectively the "**Amendments**").

It is the directors' intention to seek renewal of this authority annually. This authority is being sought so as to maintain flexibility in the financing of the Company and to give the directors the opportunity to take advantage of business opportunities as they arise. This authority will enable the directors to raise additional working capital by way of a placing.



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The Annual General Meeting will be asked to approve the Amendments.

Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting.

You will not receive a Form of Proxy or Form of Direction for the Annual General Meeting in the post. Instead, please see the Notes of the Notice for instructions to enable you to vote electronically and how to register to do so, and Depositary Interest Holders will be able to vote in Crest. You will still be able to vote in person at the Annual General Meeting, and may request a hard copy Proxy Form directly from the Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).

Yours sincerely

Christopher Bell 
Independent Non-Executive Chairman



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NOTICE OF ANNUAL GENERAL MEETING TECHFINANCIALS, INC.

Notice is hereby given that the Annual General Meeting of Techfinancials, Inc. will be held on 17 July 2019 at 11:30 a.m. at the offices of Grant Thornton UK LLP, 30 Finsbury Square, London EC2A 1AG for the following purposes: To receive the Company's Report and Accounts for the year ended 31 December 2018; and to adopt the following resolutions:

1. To re-elect Mr. Asaf Lahav, as a Director.
2. To re-elect Mr. Eitan Yanuv, as a Director.
3. To authorize the amended and restated Memorandum and Articles of Association of the Company, which will include an amendment to Regulation 1.4(e) of the Company's Articles of Association, which will replace Regulation 1.4(e) of the Articles of Association in its entirety, as follows:

(e) Shares issued as payment for the acquisition of another corporate entity, as payment for the acquisition of securities of another corporate entity and/or as consideration in a joint venture to the other parties in such joint venture, provided, however, that such Shares shall not exceed 15% of the issued Shares of the Company in any single transaction.

4. To authorize the amended and restated Memorandum and Articles of Association of the Company, which will include an amendment to Regulation 1.6 of the Company's Articles of Association, which will replace Regulation 1.6 of the Articles of Association in its entirety, as follows:

1.6 The Shareholders may authorize the Board, in advance and on an annual basis, to raise funds in an issue on a non-pre-emptive basis, by way of issuance of Shares representing up to 25% of the issued Shares of the Company (from time to time), and further provided, that the Company's general meeting may determine minimum terms and conditions (including price) for such issues, up to a 25% discount of the average mid-market price for the Shares of Company on the AIM Market of the London Stock Exchange over the 5 trading days prior to the execution of a definitive agreement pursuant to which the Company undertakes to issue shares of the Company.

The consolidated version of the Memorandum and Articles of Association of the Company incorporating the above amendments can be found at <https://group.techfinancials.com/constitutional-documents/>.

Registered Office:

Craigmuir Chambers,
Road Town
Tortola
VG1110, British Virgin Islands

By Order of the Board

Asaf Lahav
CEO

June 20, 2019



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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 close of business on 15 July 2019) (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 attend or 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 attend or vote at the Meeting.
2. Registered members of the Company may vote at the Meeting (whether by show of hands or poll) in person or by proxy or corporate representative. A member may appoint one or more persons as his proxy to attend and vote at the Meeting on his behalf. A proxy need not be a member. Where more than one proxy is appointed the instrument of proxy must specify the number of shares each proxy is entitled to vote.
3. The appointment of a proxy will not affect the right of a member to attend and vote in person at the Meeting or adjourned meeting. A member that is a corporation may appoint a representative to attend and vote on its behalf at the Meeting by delivering evidence of such appointment to the Company's registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 11:30 am on 15 July 2019) or any adjourned meeting.
4. 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 one of the following methods, in each case so as to arrive no later than 11:30 am on 15 July 2019 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:
 - a. in hard copy form by post, by courier or by hand to the company's registrars, Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
 - b. via www.signalshares.com by logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC), (which can be found on your share certificate), family name and postcode (if resident in the UK).



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Notes for Depositary Interest Holders

1. You will not receive a form of direction for the Annual General Meeting in the post. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
2. In the case of Depositary Interest Holders, a form of direction may be requested and completed in order to instruct Link Market Services Trustees Limited, the Depositary, to vote on the holder's behalf at the Meeting by proxy or, if the Meeting is adjourned, at the adjourned meeting. Requests for a hard copy should be sent to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).
3. To be effective, a valid forms of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later 11:30 am on 12 July 2019) or 72 hours before any adjourned Meeting.
4. 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.
5. 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.
6. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email by using custodymgt@linkgroup.co.uk by no later than 11:30 am on 12 July 2019.

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 17 June, 2019 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 84,980,979.
3. A copy of this notice and other information can be found at <https://group.techfinancials.com/corporate/>