AmFin Financial Corporation
1999 Circle Drive, Suite B
Cleveland, Ohio 44106
(216) 896-8418 Ext. 7

Notice of Annual Meeting of Shareholders

To Be Held April 23, 2025

The Annual Meeting of Shareholders of AMFIN FINANCIAL CORPORATION will be held on Wednesday, April 23, 2025 at 6:00 p.m., Eastern Time, at Centric Apartments and Office Complex, 1999 Circle Drive, Suite B, Cleveland, Ohio 44106, in order to:

1. Elect Directors of the Company.
2. Vote on a proposal to approve an amendment to the Amended and Restated Code of Regulations.
3. Conduct such other business as may properly come before the meeting and at any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on March 21, 2025 as the record date for the meeting. Only shareholders of record on that date are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors

Frank Bolognia
President/Director

Cleveland, Ohio
March 27, 2025

March 27, 2025

Dear Shareholder:

AmFin Financial Corporation (the "Company") will hold its 2024 Annual Meeting of Shareholders on Wednesday, April 23, 2025, beginning at 6:00p.m., Eastern Time, at Centric Apartments and Office Complex, 1999 Circle Drive, Suite B, Cleveland, Ohio 44106.

This annual meeting has been called for the purpose of electing directors for the Company and voting on a proposal to amend the Amended and Restated Code of Regulations. The Board has nominated the following persons, each of whom is currently serving as director Sam Attias, Frank Bolognia, Amy Goldberg, Michael Goldberg, Brett Levy, Zac Ponsky and Steve Rosen.

The Board of Directors recommends that you vote FOR the approval of the proposed slate of Directors.

AmFin Financial Corporation's Board of Directors approved an amendment to AmFin Financial Corporation's Amended and Restated Code of Regulations (the "Code") and recommends that the shareholders approve the amendment. The amendment deals with the Board of Director's committees. The current Code in Chapter VI, Section 4.01 now provides "The Board of Directors shall not designate committees among its members or delegate the authority of the Board of Directors to any such committee." Customarily Boards of Directors are permitted to establish committees. Section 1701.63 of Title 17 of the Ohio Revised Code provides, in part, "(A) The regulations may provide for the creation by the directors of an executive committee or any other committee of the directors, to consist of one or more directors, and may authorize the delegation to any such committee of any of the authority of the directors, however conferred, other than the authority of filling vacancies among the directors or in any committee of the directors and other than the authority to adopt, amend, or repeal regulations."

The Board of Directors recommends that the shareholders of AmFin Financial Corporation approve the amendment to the Code that revises Chapter IV, Committees to provide as follows:

> **4.01 Executive Committee**. The Board of Directors may from time to time, by resolution passed by a majority of the whole board, create an executive committee of three or more directors, the members of which shall be elected by the Board of Directors to serve at the pleasure of the board. If the Board of Directors does not designate a chairman of the executive committee, the executive committee shall elect a chairman from its own number. Except as otherwise provided herein and in the resolution creating an executive committee, such committee shall, during the intervals between the meetings of Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, other than that of filling vacancies among the directors or in any committee of the directors. The executive committee shall keep full records and accounts of its proceedings and transactions. All action by the executive committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors, provided that no right of third persons shall be prejudicially affected thereby. Vacancies in the executive committee shall be filled by directors, and the directors may appoint one or more directors as alternate members of the committee who may take the place of any absent member or members at any meeting.

4.02 Meetings of Executive Committee. Subject to the provisions of this Amended and Restated Code of Regulations, the executive committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolutions of the Board of Directors, and it shall also meet at the call of the president, the chairman of the executive committee or any two members of the committee. A majority of the executive committee shall be necessary to constitute a quorum. The executive committee may act in a writing, or by telephone with written confirmation, without a meeting, but no action by writing of the executive committee shall be effective unless concurred in by all members of the committee.

4.03 Other Committees. The Board of Directors may by resolution provide for such other standing, including an Audit Committee or special committees as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be delegated to it by the Board of Directors. The provisions of Section 4.01 and Section 4.02 of this Chapter shall govern the appointment and action of such committees so far as the same are consistent with such appointment and unless otherwise provided by the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors or as the Boad of Directors may provide.

The Board of Directors recommends that you vote FOR the proposal to approve an amendment to the Amended and Restated Code of Regulations.

In connection with certain amendments to the Articles of Incorporation adopted in 2021, the Boad of Directors adopted an order suspending the rights of each shareholder until the shareholder surrenders the existing share certificate to allow for the affixing of a legend related to those amendments to the Articles of Incorporation (the "Suspension"). Many shareholders have surrendered old certificates and received either new certificates bearing the legend or the old certificate with the legend added. We thank them for that. Those shareholders are no longer subject to the Suspension and are entitled to all rights as shareholders despite the Suspension. Not all shareholders have surrendered their old certificates and are, therefore, still subject to Suspension. **If you have not surrendered your old certificate(s), you will not be allowed to vote your shares at the annual meeting even if you are otherwise entitled to do so.** If you have not surrendered your old certificates, we strongly encourage you to do so. Instructions on how to surrender certificates can be found at the Company's website (amfinfinancialcorp.com). If you need further instructions on how to surrender certificates, please email the Company at amfin@amfinfinancialcorp.com.

Following the business portion of the annual meeting, we plan to have a general discussion about the status of the Company and about developments since the Company's last meeting of shareholders.

If you are a shareholder of record (that is, directly on the records of the Company and not through a broker or other intermediary) and want your shares to be voted at the meeting, but are unable to attend in person or prefer not to attend in person, you may complete, sign, and return the enclosed form of proxy. If your properly completed proxy is received by the Company (at the address shown in the notes to the form of proxy) by the day prior to the meeting, your shares will be voted at the meeting as instructed on the proxy. Actual receipt of the proxy by the Company will be determined without regard to when the mailing is postmarked.

Any person holding shares in "street name" or otherwise through an intermediary should contact that intermediary promptly for information on how their shares may be voted at the meeting.

The Company intends to post a copy of this letter and the Notice of Meeting at the Company's website so that you have access to the information in them without having to refer to the paper copy mailed to you.

If you have a question, you would like the Company to address at the meeting, you may send that question to us by email at fbolognia@amfinfinancialcorp.com. If we receive your question by April 16, 2025, and it is predominantly of relevance to all shareholders and otherwise appropriate, we will address your question at the meeting and, if you do not attend the meeting, we will inform you by email or phone as to how it was addressed at the meeting. If your question is predominantly relevant to your particular circumstances as distinct from all shareholders, we will not address the question at the meeting, but will provide you an individualized response.

The Company's financial statements for the fiscal year end September 30, 2024, ae posted at our website. In accordance with Ohio Revised Code Section 1701.3(C), upon request of any shareholder of record made in writing or by email to Amfin@amfinfinancialcorp.com prior to the date of the meeting, the Company will send a copy of the financial statements to be laid before the shareholders at the meeting to the shareholder (by mail, or any other means of communication authorized by the shareholder to whom the copy is sent) on or before the fifth day after the receipt of the written request.

If you have any questions concerning the meeting or the election of directors, please feel free to contact us by email at fbolognia@amfinfinancialcorp.com or by telephone at 216-272-0265.

On behalf of the Board of Directors, we would like to express our appreciation for your continued interest in the Company.

Sincerely yours,

Frank Bolognia

Frank Bolognia
President

Form of Proxy for the Annual Meeting of Shareholders to be held on April 23, 2025

The undersigned shareholder of AMFIN FINANCIAL CORPORATION (the "Company") hereby appoints each of Frank Bolognia and Robert Goldberg, (each a "Proxy Holder" and collectively the "Proxy Holders") with full power of substitution, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at **the Annual Meeting of Shareholders of the Company to be held on Wednesday, April 23, 2025 commencing at 6:00 p.m.,** Eastern Time, at Centric Apartments and Office Complex, 1999 Circle Drive, Suite B, Cleveland, Ohio 44106, and at the continuation of the meeting after any adjournment, upon the following matters, and any other business that may properly come before the meeting:

Vote as indicated below (or, if no specification is made, Vote FOR) approval of the amendment to the Amended and Restated Code of Regulations: For ☐ Against: ☐ Abstain ☐

Sam Attias	Vote FOR ☐ Or WITHOLD VOTE ☐	Brett Levy	Vote FOR ☐ Or WITHOLD VOTE ☐
Frank Bolognia	Vote FOR ☐ Or WITHOLD VOTE ☐	Zac Ponsky	Vote FOR ☐ Or WITHOLD VOTE ☐
Amy Goldberg	Vote FOR ☐ Or WITHOLD VOTE ☐	Steve Rosen	Vote FOR ☐ Or WITHOLD VOTE ☐
Michael Goldberg	Vote FOR ☐ Or WITHOLD VOTE ☐		

Executed on the _____ day of _____, 2025.

Name of Shareholder: _____

Number of Shares: _____

Signature of Shareholder or authorized legal representative_____

Printed name of authorized legal representative, if applicable _____

Please see notes on following page

NOTES:

(1) If the Shareholder is an individual, this proxy must be signed in the same way that the common shares of the company ("Shares") are registered. If the Shareholder is a company, this proxy must be executed by a duly authorized officer or attorney of the company. If the Shares are registered in the name of an executor, administrator or trustee, please sign exactly as the Shares are registered. If the Shares are registered in the name of a deceased or other Shareholder, the Shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature, and evidence of authority to sign on behalf of the Shareholder must be attached to this proxy. A Proxy Holder, in his sole discretion, or the Company in its sole discretion, may require additional evidence of authority or additional documentation.

(2) If a Share is held by two or more persons, any one of them present or represented by proxy at the meeting may, in the absence of the other or others, vote in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of the Share so held.

(3) If this Proxy is not dated in the space provided, it shall be deemed to bear the date it was received by the Proxy Holder.

(4) The completed proxy should be delivered to the following address:

AmFin Financial Corporation
Centric Apartments and Office Complex
1999 Circle Drive, Suite B
Cleveland, Ohio 44106