
**Offer to Purchase for Cash
Up To 2,000,000 Shares of Common Stock
of
FLEXIINTERNATIONAL SOFTWARE, INC.**

**at
\$0.30 Net Per Share by**

AB VALUE PARTNERS, L.P.

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME,
ON APRIL 26, 2024, UNLESS THE OFFER IS EXTENDED (THE “EXPIRATION DATE”).**

AB Value Partners, L.P., a Delaware limited partnership (“ABVP”) hereby seek to acquire up to 2,000,000 shares of common stock, 0.01 par value per share (the “Shares”), in FlexiInternational Software, Inc., a Delaware corporation (“Flexi”), at a purchase price of \$0.30 per Share (the “Offer Price”), in cash, without interest, upon the terms and subject to the conditions set forth in this Offer to Purchase (this “Offer to Purchase”) and in the related Letter of Transmittal, as each may be supplemented or amended from time to time (which together constitute the “Offer”). The Offer Price will not be reduced by any dividends declared or paid by the Company from and after the date hereof. **Questions and requests for assistance or for additional copies of this Offer to Purchase, the Letter of Transmittal and other required documents may be directed to InvestorCom LLC, (the “Information Agent”), at 19 Old Kings Highway S., Suite 130, Darien, CT 06820, phone (203) 972-9300 or (877) 972-0090.**

SUBJECT TO THE APPLICABLE RULES AND REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION, ABVP EXPRESSLY RESERVE THE RIGHT, IN ITS SOLE DISCRETION, AT ANY TIME AND FROM TIME TO TIME, (1) TO EXTEND THE PERIOD OF TIME DURING WHICH THE OFFER IS OPEN AND THEREBY DELAY ACCEPTANCE FOR PAYMENT OF, AND THE PAYMENT FOR, ANY SHARES, (2) UPON THE OCCURRENCE OF ANY OF THE CONDITIONS SPECIFIED IN SECTION 14 OF THIS OFFER TO PURCHASE PRIOR TO THE EXPIRATION DATE, TO TERMINATE THE OFFER AND NOT ACCEPT FOR PAYMENT ANY SHARES, AND (3) TO AMEND THE OFFER IN ANY RESPECT PRIOR TO THE EXPIRATION DATE. NOTICE OF ANY SUCH EXTENSION, TERMINATION, OR AMENDMENT WILL PROMPTLY BE DISSEMINATED TO SHAREHOLDERS IN A MANNER REASONABLY DESIGNED TO INFORM SHAREHOLDERS OF SUCH CHANGE IN COMPLIANCE WITH RULE 14D-4(C) UNDER THE SECURITIES EXCHANGE ACT OF 1934 (THE “EXCHANGE ACT”). IN THE CASE OF AN EXTENSION OF THE OFFER, SUCH EXTENSION WILL BE FOLLOWED BY A PRESS RELEASE OR PUBLIC ANNOUNCEMENT WHICH WILL BE ISSUED NO LATER THAN 9:00 A.M., EASTERN TIME, ON THE NEXT BUSINESS DAY AFTER THE SCHEDULED EXPIRATION DATE, IN ACCORDANCE WITH RULE 14E-1(D) UNDER THE EXCHANGE ACT.

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement originally filed on February 26, 2024, and amended by Amendment No. 1 thereto issued on April 1, 2024 (which, together with all amendments and supplements thereto, collectively constitute the “Offer”), relating to the 11 “Offer to Purchase”) and in the related Letter of Transmittal (the “Letter of Transmittal”), each dated February 26, 2024 and amended on April 1, 2024, and as each may be supplemented or amended from time to time (which, together with all such amendments and supplements, collectively constitute the “Offer”).

All the information set forth in the Offer to Purchase is incorporated by reference herein in response to Items 1 through 9 and Item 11 in the Offer and is supplemented by the information specifically provided by this Amendment No. 2. Capitalized terms used in this Amendment No. 2 that are not otherwise defined herein shall have the meaning given to such terms in the Offer to Purchase.

Items 1 Through 9; Item 11.

The Offer to Purchase, to the extent Items 1 through Items 9 and Item 11 incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented to include the following:

1. **Extension of Expiration Date.** Purchasers have extended the Expiration Date of the Offer until 5:00 p.m., New York City time, on April 26, 2024, unless the Offer is further extended. (The Offer had previously been scheduled to expire at 5:00 p.m., New York City time, on March 29, 2024.) Accordingly, the Offer to Purchase is amended by amending each reference to the Expiration Date to be 5:00 p.m., New York City time, on April 26, 2024, unless the Offer is further extended, including, without limitation, each such reference in the Offer to Purchase on its cover page, in the section entitled “Summary Term Sheet” (including, without limitation, in response to the question “How long do I have to decide whether to tender in the Offer?”), in the section entitled “Introduction”, in the section entitled “The Offer” and in each other reference to the Expiration Date in the Offer to Purchase or Letter of Transmittal. Specifically, the date “March 29, 2024” is amended and replaced by “April 26 2024” in each place it appears.

April 1, 2024

