

GFINITY PLC
(company number 08232509) (Company)

ANNUAL GENERAL MEETING

FORM OF PROXY

Before completing this form, please read the explanatory notes below.

I am/We are a member of the Company, entitled to attend and vote at any general meeting of the Company. I/we appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held at the following place and time, and at any adjournment:

Name of member (Block Capitals)	
Name of proxy:	
Place of meeting:	Gfinity Arena, Unit 13, Fulham Broadway Retail Centre, Fulham Road, London SW6 1DN
Date of meeting:	2:30 p.m. on 14 December 2015

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

	<i>Ordinary resolutions</i>	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1.	To receive the financial statements for the financial year ended 30 June 2015			
2.	To reappoint Rees Pollock as auditors and to authorise the directors to fix their remuneration			
3.	To authorise the directors to allot and issue equity securities			
	<i>Special resolution</i>	<i>For</i>	<i>Against</i>	<i>Withheld</i>
4.	To disapply statutory pre-emption rights relating to the allotment of equity securities as set out in the notice of meeting.			

Signature: _____

Date: _____

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must speak with the Company's registrars, Capita Asset Services, , 34 Beckenham Road, Kent BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.
6. To appoint a proxy using this form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF and
 - 6.3 received by the Company's registrars no later than **2.30 pm on 11th December 2015**.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. [CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent **Capita Asset Services ID RA10** by **2.30pm** on **11th December 2015**. See the notes to the notice of meeting for further information on proxy appointment through CREST.]
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).

11. 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.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
13. Please complete and return to: Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.