

GFINITY PLC

(Incorporated and registered in England and Wales under the Companies Act 2006
with registered no. 08232509)

FORM OF PROXY

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

We are/I am a member of Gfinity PLC (**Company**), entitled to attend and vote at any general meeting of the Company. We/I appoint the person named below, or failing him/her the chairman of the meeting, as our/my proxy to vote on our/my 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:	
Name of proxy:	
Place of meeting:	the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG
Date of meeting:	10.00 a.m. on Tuesday 20 December 2016

The proxy will vote on the following resolutions, as indicated:

	For	Against	Withheld
Ordinary resolutions			
1. To receive the financial statements			
2. To re-appoint Tony Collyer			
3. To re-appoint Neville Upton			
4. To re-appoint Jonathan Varney			
5. To re-appoint the auditors and to authorise the directors to fix their remuneration			
6. To authorise the directors to allot and issue equity securities			
Special resolution			
7. To authorise the directors to dis-apply pre-emption rights on issue, as set out in the notice of meeting			

Please indicate with an X in the space provided how you wish your votes to be cast on the resolution. If you sign and return this form without indicating how the proxy is to vote, he/she will have discretion to vote either way or to abstain.

Signature: Date:.....

**SEE NOTES TO THE FORM OF PROXY OVERLEAF
PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

Notes:

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 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 contact 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". If no voting indication is given, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting. To abstain from voting on a resolution, select the relevant "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 a resolution
6. To appoint a proxy using this form, the form 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 10.00 a.m. on 16 December 2016.
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. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the company's register of members) will be accepted.
10. 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 (ID: RAIO) by 10.00 a.m. on 16 December 2016. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than the close of business 48 hours before the time fixed for the meeting. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. Please complete and return to: Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.