

GFINITY PLC

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

Notice is given that the annual general meeting of the members of Gfinity PLC (the **Company**) will be held at 10.00 a.m. on Tuesday 20 December 2016 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolution 7 will be proposed as a special resolution.

Ordinary resolutions

1. To receive the financial statements for the 12 month period ended 30 June 2016 and the reports of the directors and the independent auditors as set out in the annual report and accounts.
2. To re-appoint Tony Collyer as a director, who is retiring by rotation in accordance with the articles of association, and who being eligible offers himself for re-election.
3. To re-appoint Neville Upton as a director, who is retiring by rotation in accordance with the articles of association, and who being eligible offers himself for re-election.
4. To re-appoint Jonathan Varney as a director, who is retiring having been appointed by the directors, and who being eligible offers himself for election.
5. To re-appoint Rees Pollock as independent auditors and to authorise the directors to fix their remuneration.
6. That:
 - 6.1. the directors of the Company are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £52,471. This authority will, unless renewed, varied or revoked by the Company, expire on 19 December 2017 or, if earlier, the conclusion of the Company's next annual general meeting, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the directors may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - 6.2. this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot Rights, but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

Special resolution

7. That, subject to the passing of Resolution 6:
 - 7.1. in accordance with section 570 Companies Act 2006, the Directors be given the general power to allot equity securities (as defined by section 560 Companies Act 2006) for cash pursuant to the authority conferred by resolution 6, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to:
 - 7.1.1. the allotment of equity securities in connection with an offer by way of a rights issue:
 - 7.1.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 7.1.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and

- 7.1.2. the allotment (otherwise than pursuant to paragraph 7.1.1) of equity securities up to an aggregate nominal amount of £31,482; and
- 7.2. the Directors may, for the purposes of paragraph 7.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
- 7.3. the power granted by this resolution will expire on 19 December 2017 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 7.4. this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

By order of the board:

Jonathan Hall
Company Secretary
 24 November 2016

Registered Office:
 35 New Bridge Street
 London
 EC4V 6BW

Notes to the notice of annual general meeting:

Entitlement to attend and vote

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
 - 1.1 close of business on 16 December 2016; or
 - 1.2 if the meeting is adjourned, at close of business on the day two days prior to the adjourned meeting.

Appointment of proxies

2. 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 the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
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 Registrars, 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. If you do not indicate to your proxy how to vote on any resolution, 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.

Appointment of proxy using the hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
7. To appoint a proxy using the proxy form, it must be:
 - 7.1 completed and signed;
 - 7.2 sent or delivered to the Company's registrars, Capita Registrars, PXS1, 34 Beckenham Road, Kent BR3 4ZF; and
 - 7.3 received by the Company's registrars no later than 10.00 a.m. on 16 December 2016.
8. In the case of a member which is a company, the 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.

9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary shares registered in their name at that time. 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.

Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10.00 a.m. on 16 December 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as are necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

15. 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.

Changing proxy instructions

16. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraphs 7 or 12 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
17. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 4 above.
18. 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.

Termination of proxy appointments

19. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 4 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
20. The revocation notice must be received by the Company no later than 10.00 a.m. on 16 December 2016.
21. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 22 below, your proxy appointment will remain valid.
22. 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.

Documents available for inspection

23. The following documents will be available for inspection at the registered office of the Company on any weekday) (except Saturdays, Sundays and Bank Holidays) during normal business hours from the date of this notice until the date of the meeting and at the place of the meeting for 15 minutes prior to and until the conclusion of the meeting: statement of transactions of Directors (and of their family interests) in the share capital of the Company and any of its subsidiaries; copies of the Directors service agreements and letters of appointment with the Company; the register of Directors interests in the share capital of the Company (maintained under section 325 of the Companies Act 2006).

Total voting rights

24. As at 10.00 a.m. on 23 November 2016, the Company's issued share capital comprised 157,413,570 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 10.00 a.m. on 23 November 2016 is 157,413,570.

Communication

25. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Capita Asset Services, 34 Beckenham Road, Kent BR3 4TU.

Explanatory notes concerning the resolutions set out in the notice of annual general meeting

The following explanatory information is provided by way of background to the business of the meeting.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 7 is proposed as a special resolution. This means that for this resolution to be passed, at least three quarters of the votes cast must be in favour of it.

Resolution 1: Receive accounts

The Company will put the accounts for the year ended 30 June 2016 and the reports of the Directors and the auditors to shareholders.

Resolutions 2, 3 and 4: Re-appointment of directors

Ordinary resolutions will be proposed to re-appoint Tony Collyer and Neville Upton, each of whom is retiring by rotation in accordance with the Company's articles of association and, being eligible, offers himself for re-election as a director of the Company. An ordinary resolution will also be proposed to re-appoint Jonathan Varney who was appointed as a director by the Board.

Resolution 5: Auditors re-appointment and remuneration

Shareholders will be asked to confirm the re-appointment of Rees Pollock as auditors of the Company and to grant authority to the Directors to determine their remuneration.

Resolution 6: General authority to allot relevant shares

This is an ordinary resolution to authorise the Directors to allot up to 52,471,190 shares, equivalent to approximately one third of the issued share capital of the Company.

Resolution 7: Dis-application of pre-emption rights

This resolution is proposed, as a special resolution, to authorise the Directors, by the dis-application of section 561(1) Companies Act 2006, to use the authority granted to them under resolution 7 to issue equity securities for cash as set out below, without first being required to offer such securities to existing shareholders of the Company in proportion to their existing holdings:

- (i) in connection with a rights issue, to:
 - a. existing holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. holders of other equity securities as required by the rights attaching to those securities or as the directors may determine;
- (ii) in any other circumstances, in respect of up to 31,482,714 shares, equivalent to approximately 20% of the issued share capital of the Company.