

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting of Gfinity plc (“Gfinity” or the “Company”) to be held on 16 April 2018. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

The Directors of Gfinity, whose names appear on page 6 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or otherwise transferred all of your ordinary shares of 0.1p each in the capital of the Company (“Ordinary Shares”), please immediately forward this document, together with the Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain these documents, and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the accompanying Form of Proxy and the Notice of General Meeting as set out at the end of this Circular. The whole text of this document should be read.**

Notice of a General Meeting of Gfinity to be held at the Gfinity Esports Arena, Fulham Broadway Retail Centre, London, SW6 1BW at 11.30 a.m. on 16 April 2018 is set out at the end of this document. Shareholders are urged to complete and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to be received by the Company’s registrars, Link Asset Services, 34 Beckenham Road, Kent, BR3 4ZF no later than 11.30 a.m. on 12 April 2018. Completion and return of the Form of Proxy will not preclude Shareholders from attending the meeting and voting in person should they subsequently wish to do so.

GFINITY PLC

(Incorporated in England and Wales with registered number 08232509)

Proposed placing and subscription of 55,837,283 new Ordinary Shares (“Placing Shares”) at a price of 12 pence per share (“Placing”)

and

Notice of General Meeting



Nominated Adviser and Broker

Application will be made for the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange (“AIM”). The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt on any other exchange.

Allenby Capital Limited (“**Allenby Capital**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing and the proposed admission of the Placing Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this document or for the omission of any information. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

The Placing Shares referred to in this Circular have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States, the United Kingdom or elsewhere. The Placing Shares are being offered and sold outside the United States in reliance on Regulation S under the Securities Act. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority, nor have the foregoing authorities passed upon or endorsed the merits of this offering. Any representation to the contrary is a criminal offence in the United States and any re-offer or resale of any of the Placing Shares in the United States or to a US Person may constitute a violation of US law or regulation.

The distribution of this Circular and the offering or sale of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or Allenby Capital that would permit an offering of the Placing Shares or possession or distribution of this Circular or any other offering or publicity material relating to the Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Circular comes are required by the Company and Allenby Capital to inform themselves about and to observe any such restrictions.

This Circular is directed only at members of the Company falling within the meaning of Article 43(2)(a) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (all such persons together being referred to as "Relevant Persons"). This Circular must not be acted on or relied on by persons who are not Relevant Persons. This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

FORWARD LOOKING STATEMENTS

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

Copies of this Circular are available free of charge on the Company's website www.gfinitypc.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	28 March 2018
Admission of the First Placing Shares to trading on AIM	8.00 a.m. on 4 April 2018
CREST member accounts expected to be credited for the First Placing Shares in uncertificated form (where applicable)	4 April 2018
Latest time and date for receipt of Form of Proxy	11.30 a.m. on 12 April 2018
General Meeting	11.30 a.m. on 16 April 2018
Admission of the Second Placing Shares to trading on AIM	8.00 a.m. on 17 April 2018
CREST member accounts expected to be credited for the Second Placing Shares in uncertificated form (where applicable)	17 April 2018
Dispatch of definitive share certificates for Placing Shares in certificated form (where applicable)	by 3 May 2018

Each of the dates in the above timetable is subject to change at the absolute discretion of the Company. References to time in this Circular are to London time except when otherwise stated. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to shareholders by announcement through a Regulatory Information Service.

PLACING STATISTICS

Issue price	12 pence
Number of Existing Ordinary Shares in issue as at the date of this document	230,510,927
Total number of Placing Shares	55,837,283
Number of First Placing Shares	43,141,000
Number of Second Placing Shares	12,696,283
Enlarged Share Capital following the Placing	286,348,210
Percentage of the Enlarged Share Capital comprised by the Placing Shares	19.5%
Estimated gross proceeds of the Placing	£6.7 million
Estimated net proceeds of the Placing	£6.5 million
ISIN	GB00BT9QD572
SEDOL	BT9QD57

DEFINITIONS

“AIM Rules”	the AIM rules for Companies, as published and amended from time to time by the London Stock Exchange
“Allenby Capital”	Allenby Capital Limited, the Company’s nominated adviser and broker pursuant to the AIM Rules
“Articles”	the existing articles of association of the Company as at the date of this Circular
“Business Day”	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK
“Circular”	this document
“Company” or “Gfinity”	Gfinity Plc
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK and Ireland in accordance with the CREST Regulations
“CREST member”	a person who has been admitted by Euroclear UK and Ireland as a system-member (as defined in the CREST Regulations)
“Directors” or “Board”	the directors of the Company
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Second Admission
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Ordinary Shares”	the existing Ordinary Shares as at the date of this Circular
“First Admission”	the admission to trading on AIM of the First Placing Shares, which is expected to take place on 4 April 2018
“First Placing”	the subscription for and placing of the First Placing Shares at the Issue Price pursuant to the Placing
“First Placing Shares”	the 43,141,000 new Ordinary Shares which have been conditionally placed by Allenby Capital with, or directly subscribed for with the Company, by institutional and other investors pursuant to the Placing
“Form of Proxy”	the form of proxy accompanying this Circular
“FCA”	the Financial Conduct Authority of the United Kingdom
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting” or “GM”	the general meeting of Shareholders to be held at the Gfinity Esports Arena, Fulham Broadway Retail Centre, London, SW6 1BW at 11.30 a.m. on 16 April 2018
“ISIN”	International Securities Identification Number
“Issue Price”	12 pence per Placing Share
“Link” or “Link Asset Services”	a trading name of Link Asset Services Limited

“London Stock Exchange”	London Stock Exchange plc
“Member Account ID”	the identification code or number attached to any member account in CREST
“Notice of General Meeting”	the notice of General Meeting set out at the end of this Circular
“On-line Views”	the number of connections to a Gfinity streamed event
“Ordinary Shares”	the ordinary shares of 0.1p each in the capital of the Company
“Overseas Shareholder”	a Shareholder who is resident in, or who is a citizen of, or who has a registered address in a jurisdiction outside the United Kingdom
“Placees”	the persons who have conditionally agreed to subscribe for the Placing Shares
“Placing”	the subscription for and placing of the Placing Shares at the Issue Price as described in this Circular
“Placing Agreement”	the conditional agreement dated 28 March 2018 between the Company (1) and Allenby Capital (2) relating to the Placing
“Placing Shares”	the 55,837,283 new Ordinary Shares which have been conditionally placed by Allenby Capital with, or directly subscribed for with the Company, by institutional and other investors pursuant to the Placing
“Registrars”	Link Asset Services
“Resolutions”	the resolutions numbered 1 and 2 set out in the Notice of General Meeting to be proposed at the General Meeting
“Restricted Jurisdiction”	each and any of the United States of America, Australia, Canada, Japan, New Zealand, Russia, and the Republic of South Africa and any other jurisdiction where extension or availability of the Placing would breach any applicable law or regulations
“Second Admission”	the admission to trading on AIM of the Second Placing Shares, which is expected to take place on 17 April 2018
“Second Placing”	the subscription for the Second Placing Shares at the Issue Price pursuant to the Placing
“Second Placing Shares”	the 12,696,283 new Ordinary Shares which have been directly subscribed for with the Company by an investor pursuant to the Placing
“Shareholder(s)”	holder(s) of Existing Ordinary Shares
“sterling”, “pounds sterling”	the lawful currency of the United Kingdom “£”, “pence” or “p”
“US\$” or “US dollar”	the lawful currency of the United States of America
“US Person”	a US person as defined in Regulation S promulgated under the US Securities Act
“US Securities Act”	the United States Securities Act of 1933 (as amended)

GFINITY PLC

(Incorporated and registered in England and Wales under the Companies Act 2006
with registered number 08232509)

Tony Collyer (*Non-Executive Chairman*)
Neville Upton (*Chief Executive Officer*)
Jonathan Hall (*Finance Director*)
Gary Cook (*Non-Executive Director*)
Preeti Mardia (*Non-Executive Director*)
Andy MacLeod (*Non-Executive Director*)

35 New Bridge Street
London
EC4V 6BW

28 March 2018

Dear Shareholder,

Proposed Placing and Notice of General Meeting

1. Introduction

The Company announced today that it proposed to raise approximately £6.7 million (before expenses) by way of a placing of and subscription for the Placing Shares at 12 pence per Placing Share. The Placing is with existing and new investors and will be completed in two tranches. The purpose of this letter is to explain to Shareholders the background to and reasons for the Placing.

The allotment of the Second Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of shareholders of resolutions to be proposed at the GM to provide sufficient authority to enable allotment of the Second Placing Shares and disapply statutory pre-emption rights which would otherwise apply to the allotment of the Second Placing Shares.

Accordingly, the Company is seeking the approval of Shareholders to the Resolutions which are to be put to the General Meeting of the Company to be held at the Gfinity Esports Arena, Fulham Broadway Retail Centre, London, SW6 1BW at 11.30 a.m. on 16 April 2018. If Shareholder approval of these resolutions is not given at the General Meeting, the Second Placing as currently envisaged will not proceed. The First Placing is not conditional on the Second Placing proceeding. The Notice of General Meeting is set out at the end of this Circular and a Form of Proxy is also enclosed for you to complete and return. This letter includes an explanation of the Resolutions.

The Placing Shares to be issued pursuant to the Placing are to be admitted to trading on AIM, which is expected to take place at 8.00 a.m. on 4 April 2018 in respect of the First Placing Shares and, should the Resolutions be passed at the General Meeting, at 8.00 a.m. on 17 April 2018 in respect of the Second Placing Shares.

2. Background to the Placing

Esports represents one of the fastest growing media sectors, with a global audience expected to reach almost 500 million people by 2020. This forms part of a global community of people who play video games of c.2.2 billion people and part of a fundamental shift in the way in which younger people spend their leisure time.

Esport's global revenues are expected to grow by 38 per cent. to \$906 million in 2018 as the industry reaches an inflexion point, with brands, investors and major sports organisations all now recognising esports as a way to engage with a young and engaged audience, which can otherwise be difficult to reach via traditional platforms.

As a result of this growing market, competition for esports content has been rapidly increasing with a number of high profile announcements across the industry over the past 24 months including Amazon-owned Twitch esports channel acquiring the rights to Overwatch for \$90 million and Microsoft announcing the development of their proprietary Mixer esports platform.

Gfinity has established a leading position within this market. The key principal areas of monetisation for the Company are:

- **Gfinity owned and branded events** – including the Gfinity Elite Series, with revenues generated by the sale of content rights, sponsorship and franchises paying to compete.
- **Partner Events** – delivering managed service solutions for major games publishers and brands such as Formula 1 and Microsoft.

Current trading and prospects

The current financial year has started strongly. Ahead of Season 3 of the Gfinity Elite Series, the Company announced that six new high-profile franchises, including Unilad and Hashtag United, which have a combined social following of over 45 million fans, were joining the Elite Series Season 3 roster. Earlier in March, the first significant content deal was announced with Facebook, to be the exclusive digital streaming partner for the Elite Series in 2018. After three weeks of Season 3, the total of daily unique viewers has already exceeded 5 million people, more than the equivalent total for the whole of season 2.

Furthermore, as part of Gfinity's aim to build a large and engaged digital esports community, the Company acquired RealSM Limited ("Real Sport") in March 2018, with the aim of accelerating the growth of its global digital community, providing great synergies with Gfinity's own operations.

The Board of Gfinity remains confident that it will continue to generate growing revenues as market dynamics and competition for content continue to increase the value of market opportunities. The Board of Gfinity believes it has a stronger pipeline than before on partner events and expect to soon be able to confirm two further partnerships. The high-profile nature of Gfinity's partners, such as Facebook and Formula 1, and the quality of paying franchises that Gfinity is attracting, provides strong validation of Gfinity's strategy. As such, the Board expects revenues to increase significantly while Gfinity's global market share increases. In line with medium term global plans, Gfinity is already laying the groundwork for expansion of the Elite Series into other countries over the next few years. The Directors of Gfinity believe the Company remains well placed in a rapidly growing market, with the global esports industry expected to be worth \$906 million in 2018 and \$1,650 million by 2021.

3. Reasons for the Placing and use of proceeds

The new funds from the Placing will enable Gfinity to further strengthen its industry standing, providing working capital through 2018 for the development of global opportunities, the Elite Series and growing the Gfinity platform and content:

- ***Further investment into the Elite Series and the development of Season 3 and Season 4.*** Elite Series Season 3 commenced earlier this month. Having been expanded to 10 teams and now including FIFA 18, this is the largest season to date. The series continues to provide a unique bedroom to podium framework for esports, providing over 80 hours of high quality broadcast per season. Content rights franchise places and sponsorship continue to be the key revenue streams as the Company targets larger contracts in the growing market place. £1.6 million of the Placing proceeds will be invested in commercial opportunities to accelerate new long-term revenue streams as the Company grows its esports ecosystem of publishers, viewers, broadcasters and partners.
- ***Commencing the Gfinity Elite Series Australia.*** The Company is focused on establishing the Elite Series as a pre-eminent esports competition in the region and has licenced the format which will mirror that of the UK competition. As such, gamers will compete via the Challenger Series to be drafted by one of the Gfinity Elite Series Australia professional teams, targeting the Australian esports audience of around 2.2 million people. Gfinity Australia is planning to run two Elite Seasons in 2018, comprising seven weeks of competition for each season, with a total prize pool for the year of \$450,000. The inaugural season will commence during the first half of 2018 and has secured a venue partnership agreement with Hoyts Cinema chain to create the Gfinity Esports Arena in Sydney. In addition, Alienware, a subsidiary of Dell Inc., has been named as the headline sponsor and presenting partner of the event, while the Company has appointed a Chief Executive of Gfinity Australia to further drive opportunities in the region. The Company will use approximately £500,000 of the Placing proceeds to further develop the brand and opportunities in Australia, which provides the footprint for further global licencing opportunities.

- **Development of comprehensive esports digital platform.** This is focused on driving licence fee revenues and growing the Company's digital community. The Company aims to further enhance digital fan engagement by creating an online community. To this end, on 13 March 2018, it acquired RealSM Limited ("RealSport"). The Directors of Gfinity believe that by combining RealSport's platform and audience with Gfinity's premium video content and esports technology, there is the potential to significantly accelerate the growth of this global community, providing great synergies with Gfinity's own operations. This will add value for Gfinity's commercial partners and support the promotion of Gfinity's product portfolio, including the Gfinity Elite Series and the esports programmes that it delivers on behalf of its partners. The Company will use approximately £500,000 of the Placing proceeds to further develop its digital platform's reach and engagement.
- **Working Capital to support growth.** Approximately £3.9 million of the Placing proceeds will be invested in general working capital for this year as the Company focuses on taking advantage of the significant esports opportunity throughout 2018. The Company's growth model will incorporate accelerated commercial activity, geographic expansion via licence agreements and further strengthening of its client base as it builds on increased demand and competition for esports content.

4. Details of the Placing and Admission

The Placing will result in the issue of a total of 55,837,283 Placing Shares, representing, in aggregate, approximately 19.5 per cent. of the issued share capital of the Company as enlarged by the issue of the Placing Shares. The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing ordinary shares of 0.1p each of the Company in issue and therefore will rank equally for all dividends or other distributions declared, made or paid after the issue of the Placing Shares on Admission (as defined below).

Application will be made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM and such admission is expected to occur on 4 April 2018 in respect of the First Placing Shares and, subject to approval of the Resolutions, on 17 April 2018 in respect of the Second Placing Shares.

Allenby Capital has entered into the Placing Agreement with the Company under which Allenby Capital has, on the terms and subject to the conditions set out therein (including Admission), undertaken to use its reasonable endeavours to procure subscribers for 21,545,618 First Placing Shares at the Placing Price. A further 34,291,665 Placing Shares are being subscribed for directly with the Company, conditional, *inter alia*, on Admission. The Placing Agreement contains certain warranties and indemnities from the Company in favour of Allenby Capital. The Placing is not being underwritten by Allenby Capital or any other person.

The Placing is conditional, *inter alia*, upon First Admission in respect of the First Placing Shares and upon the passing of the Resolutions and Second Admission in respect of the Second Placing Shares and the Placing Agreement not being terminated prior to First Admission or Second Admission (and in any event no later than 8.00 a.m. on 1 May 2018). The First Placing is not conditional on the Second Placing.

5. Significant shareholders and related party transaction

Assuming completion of the Placing, the Company is aware of the following persons that will be interested in three per cent. or more of the issued share capital of the Company on First Admission and on Second Admission:

Name	Ordinary shares currently held	Ordinary shares on First Admission	Percentage of	Ordinary shares on Second Admission	Percentage of
			enlarged share capital on First Admission		enlarged share capital on Second Admission
Charles Street International Holdings Limited	63,186,111	72,573,161	26.52%	85,269,444	29.78%
Nigel Wray	32,048,325	32,048,325	11.71%	32,048,325	11.19%
Hargreave Hale	14,088,985	16,588,985	6.06%	16,588,985	5.79%
Neville Upton	14,710,579	14,877,245	5.44%	14,877,245	5.20%
Alden AS	8,148,148	11,273,148	4.12%	11,273,148	3.94%

Charles Street International Holdings Limited (“**Charles Street**”) is subscribing for 22,083,333 Placing Shares and as Charles Street currently holds more than 10 per cent. of the Company’s ordinary shares, the subscription by it of Placing Shares is deemed to be a related party transaction pursuant to rule 13 of the AIM Rules for Companies. Accordingly, the Directors of Gfinity consider, having consulted with the Company’s nominated adviser, Allenby Capital Limited, that the terms of subscription to the Placing Shares by Charles Street are fair and reasonable insofar as Shareholders are concerned.

In addition, Neville Upton, the Company’s CEO, has subscribed for 166,666 Placing Shares, as detailed in the table above.

6. General Meeting

A notice convening a General Meeting of the Company, to be held at the Gfinity Esports Arena, Fulham Broadway Retail Centre, London, SW6 1BW at 11.30 a.m. on 16 April 2018 is set out at the end of this Circular. At the General Meeting, the following Resolutions will be proposed:

1. the Resolution numbered 1 is proposed as an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount of £108,146. This resolution will give the Directors sufficient authority to allot the Second Placing Shares pursuant to the Placing plus a further number of Ordinary Shares equivalent to approximately one third of the Enlarged Share Capital (there being no current intention to use this further authority); and
2. the Resolution numbered 2 is proposed as a special resolution to dis-apply statutory pre-emption rights in respect of the allotment of up to 41,331,110 Ordinary Shares for cash. This number represents 12,696,283 Second Placing Shares and up to a further 28,634,827 Ordinary Shares, which is equivalent to approximately 10 per cent. of the Enlarged Share Capital (there being no current intention to use this further authority).

Resolution 1 will be proposed as an ordinary resolution and Resolution 2 as a special resolution.

7. Action to be taken by Shareholders

Shareholders will find accompanying this Circular a Form of Proxy for use at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to Link Asset Services, PXS1, 34 Beckenham Road, Kent, BR3 4ZF as soon as possible and, in any event, so as to arrive no later than 11.30 a.m. on 12 April 2018. Completion and return of the Form of Proxy will not affect Shareholders’ right to attend and vote in person at the General Meeting if they so wish. Further information regarding the appointment of proxies can be found in the notes to the Notice of General Meeting.

Instructions for voting by proxy through CREST are set out in paragraph 8 of the notes to the notice of GM.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

In order for the Second Placing to proceed, Shareholders will need to approve both of the Resolutions set out in the Notice of General Meeting. If the Resolutions are not passed at the General Meeting, the Second Placing will not proceed in the form currently envisaged, with the result that the anticipated net proceeds of the Second Placing will not become available to fund proposed upcoming expenditure and achieve the objectives set by the Board for this year and the Company’s business plans, growth prospects and available working capital may be materially adversely affected as a result.

Accordingly, it is important that Shareholders vote in favour of the Resolutions, in order that the Second Placing can proceed.

8. Directors' Recommendation

The Board of Gfinity considers the Placing to be in the best interests of the Company and its shareholders as a whole and therefore the Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in respect of their own shareholdings of, in aggregate, 16,731,269 Ordinary Shares (representing approximately 6.11 per cent. of the Company's existing issued share capital).

Yours faithfully

Tony Collyer
Chairman

GFINITY PLC

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

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a General Meeting of Gfinity plc (“**Gfinity**” or the “**Company**”) will be held at the Gfinity Esports Arena, Fulham Broadway Retail Centre, London, SW6 1BW at 11.30 a.m. on 16 April 2018 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Resolution 1 – Ordinary resolution

That the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies 2006 Act (the “**CA 2006**”) to exercise all powers of the Company to allot ordinary shares of 0.1p each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal amount of £108,146 provided that this authority shall be in substitution for all previous authorities pursuant to section 551 CA 2006 and shall expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 16 July 2019.

Resolution 2 – Special resolution

That, conditional on the passing of Resolution 1 above and in substitution for all previous authorities pursuant to section 571 CA 2006, the Directors be and they are empowered pursuant to Section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £41,331.11 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 16 July 2019.

By order of the Board of Directors

Jonathan Hall

Company Secretary
28 March 2018

Registered Office
35 New Bridge Street
London
EC4V 6BW

Notes to the notice of 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 12 April 2018; 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. If you are a member of the Company at the time set out in note 1 above, 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 so long as 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 contact the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF. 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 no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy using 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 their vote. To appoint a proxy using the proxy form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrar, Link Asset Services at PXS1, 34 Beckenham Road, Kent BR3 4ZF; and
 - 6.3 received by the Company's registrar no later than 11.30 a.m. on 12 April 2018.
7. 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. 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.

Appointment of proxies through CREST

8. 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) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (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 our agent (ID: RA1O) by 11.30 a.m. on 12 April 2018. 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. 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 is 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. 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

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.

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out in notes 6 to 9 above. Note that the cut off time for receipt of proxy appointments specified in those notes also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

11. 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 registrar as indicated in note 8 above. 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

12. 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, Link Asset Services at PXS1, 34 Beckenham Road, Kent BR3 4ZF. 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.
13. The revocation notice must be received by the Company no later than 11.30 a.m. on 12 April 2018.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 15 below, your proxy appointment will remain valid.
15. 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.

Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

17. As at 10.00 a.m. on 28 March 2018, the Company's issued share capital comprised 230,510,927 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 28 March 2018 is 230,510,927.

Communication

18. You may not use any electronic address provided either in this notice or any related document (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Link Asset Services at 34 Beckenham Road, Kent BR3 4TU.

