

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 8 November 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 7 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 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, this document 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 this document, 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 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 offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 8 November 2018 is set out at the end of this document. You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so (see notes at the end of the Notice of General Meeting). You will still be able to vote in person at the General Meeting, and may request a hard copy proxy form directly from the registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300).**

GFINITY PLC

(Incorporated in England and Wales with registered number 08232509)

Proposed placing and subscription of 75,000,000 new Ordinary Shares (“Placing Shares”) at a price of 8 pence per share (“Placing”)

and

Notice of General Meeting



Nominated Adviser and Joint 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.

Pareto Securities Limited (“Pareto”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as joint broker to the Company in connection with the Placing. 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 Pareto or for providing advice in relation to such proposals. Pareto has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Pareto for the accuracy of any information or opinions contained in this document or for the omission of any information.

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 or Pareto 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, Allenby Capital and Pareto 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.gfinitypkc.com

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	22 October 2018
Latest time and date for receipt of voting instruction for the GM	10.00 a.m. on 6 November 2018
General Meeting	10.00 a.m. on 8 November 2018
Admission of the Placing Shares to trading on AIM	8.00 a.m. on 9 November 2018
CREST member accounts expected to be credited for the Placing Shares in uncertificated form (where applicable)	9 November 2018
Dispatch of definitive share certificates for Placing Shares in certificated form (where applicable)	by 23 November 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	8 pence
Number of Existing Ordinary Shares in issue as at the date of this document	287,897,087
Total number of Placing Shares	75,000,000
Enlarged Share Capital following the Placing	362,897,087
Percentage of the Enlarged Share Capital comprised by the Placing Shares	21 per cent.
Estimated gross proceeds of the Placing	£6 million
Estimated net proceeds of the Placing	£5.8 million
ISIN	GB00BT9QD572
SEDOL	BT9QD57

DEFINITIONS

“Act”	the Companies Act 2006 (as amended);
“Adjusted EBITDA”	earnings before interest, tax and depreciation, excluding share based payments;
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“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 joint 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 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;
“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 offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on 8 November 2018;
“Independent Directors”	Neville Upton, Jonathan Hall, Preeti Mardia, Andy McLeod and John Clarke;
“ISIN”	International Securities Identification Number;
“Issue Price”	8 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;
“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;
“Pareto”	Pareto Securities Limited, the Company’s joint broker for the Placing;
“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 22 October 2018 between the Company (1) Allenby Capital (2) and Pareto (3) relating to the Placing;
“Placing Shares”	the 75,000,000 new Ordinary Shares which have been conditionally placed by Allenby Capital and Pareto 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;
“Shareholder(s)”	holder(s) of Existing Ordinary Shares;
“sterling”, “pounds sterling”, “£”, “pence” or “p”	the lawful currency of the United Kingdom;
“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; and
“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)

Garry Cook (*Executive Chairman*)
Graham Wallace (*Global Chief Operating Officer*)
Jonathan Hall (*Chief Financial Officer*)
Neville Upton (*President and Founder*)
Preeti Mardia (*Non-Executive Director*)
Andy MacLeod (*Non-Executive Director*)
John Clarke (*Non-Executive Director*)

35 New Bridge Street
London
EC4V 6BW

22 October 2018

Dear Shareholder,

Proposed Placing and Notice of General Meeting

1. Introduction

The Company announced today that it proposed to raise £6 million (before expenses) by way of a placing of and subscription for the Placing Shares at 8 pence per Placing Share. The purpose of this letter is to explain to Shareholders the background to and reasons for the Placing and to seek their approval of the Resolutions.

The allotment of the Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of shareholders of the Resolutions to be proposed at the GM to provide sufficient authority to enable the allotment of the Placing Shares and disapply statutory pre-emption rights which would otherwise apply to the allotment of the 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 offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 8 November 2018. If the Resolutions are not passed by Shareholders at the General Meeting, the Placing as currently envisaged will not proceed. The Notice of General Meeting is set out at the end of this Circular. You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so (see notes at the end of the Notice of General Meeting). You will still be able to vote in person at the General Meeting and may request a hard copy proxy form directly from the registrars, **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300)**.

The Placing Shares to be issued pursuant to the Placing are to be admitted to trading on AIM, which, should the Resolutions be passed at the General Meeting, is expected to take place at 8.00 a.m. on 9 November 2018.

2. Background to the Placing

Gfinity has established itself as a world leading and independent esports solutions provider, connecting publishers, sporting rights holders, brands and media partners with the engaged and rapidly growing esports community. This position is reflected by an impressive client list, which includes some of the world's leading brands, such as: Premier League, Formula 1, Microsoft, EA Sports and Facebook.

The target addressable esports market continues to grow rapidly and is forecast to reach \$1.65 billion in revenues by 2021 (Newzoo: 2018 Global Esports Market Report). Gfinity aims to leverage its strong partnerships to design, deliver and execute end-to-end esports solutions targeting the 2.2 billion people who play video games globally. Gfinity's strong partnerships enables it to create and manage engaging esports leagues and events, forming the basis for compelling and valuable content.

Over the next few years, the Company expects to be able to drive significant revenue growth, across its business to business (“B2B”) and business to consumer (“B2C”) propositions:

- “Powered by Gfinity” B2B managed services, providing esports solutions and content creation and distribution services for publishers, rights holders and brands.
- Gfinity owned and operated B2C content and community, providing owned formats, leagues, events (i.e. Gfinity Elite Series) and a digital “Tribe” community (in development).

Monetisation within managed services is primarily driven by service and production fees in addition to an increasing share of revenue and profit sharing on content rights, advertising and sponsorships. Monetisation within owned and operated services is primarily driven by media rights, advertising and sponsorship on fully owned content and, in the longer term, a digital “Tribe” community.

Gfinity’s strong competitive position and monetisation opportunity is fortified by its proprietary, scalable and flexible tournament platform, market leading esports arena and studio in London and content creation capability.

The Company continues to invest in people, building a strong team with gaming and related expertise. It has recently appointed a new and experienced management team, with solid business experience and a proven track record across highly relevant sectors, to drive an increased focus on commercial delivery and capitalise on the unique opportunity that has been created.

Current trading and prospects

The Company has invested significantly through 2017 and 2018 in its esports technology platform, its content creation and community building expertise and in its relationships with key business partners. It is now well positioned to build on this platform for growth and take advantage of the growing popularity of esports. This has included investments in:

- People, both via targeted recruitment of high calibre senior executives and technical experts and through two strategic acquisitions:
 - Cevo, Inc: US based provider of technology and services to esports industry;
 - RealSport Ltd: UK based digital community, with a strong presence in esports market.
- Technology:
 - Market leading tournament platform;
 - World class esports production studio.
- Product: Establishment of Gfinity Elite Series as a leading multi-game competition, which has enabled Gfinity to win clients such as EA Sports, Formula 1 and Premier League.

Managed Services: The Company is now helping two of the largest sporting rights holders in the world, Formula 1 and Premier League, bridge the gap between real and virtual sport and connect with a new generation of fans. This provides the potential for a significant extension to their commercial content inventory. In addition, Gfinity delivers esports solutions for several publishers, commercial brands and media partners. Managed services are expected to be a major contribution to growth in the next few years.

Owned and operated: Since the launch of Gfinity Elite Series in the UK in July 2017, the Company has been able to attract 10 leading esports franchises to participate in the series. In March 2018 the Company announced a major deal with Facebook to acquire the exclusive streaming rights to the series. In July 2018 it was announced that Domino’s would come on board as presenting partner for the league from season 4 onwards. The Company has also licensed the Elite Series brand, format and underlying technology in Australia, in conjunction with leading Australian media company HT&E, with the first season of Gfinity Elite Series Australia having launched in May 2018.

Financial results: Results for the year to 30 June 2018 are expected to be announced towards the end of November. These results are expected to show turnover for the year of approximately £4.3 million, representing an increase of 82% year on year. The revenue growth came from both managed services and Gfinity’s owned and operated properties and included the addition of two major new clients, Formula 1 and Facebook, alongside existing strong client relations.

Operating results improved significantly through fiscal 2018. Adjusted EBITDA loss (unaudited) improved by £2.2 million from £7.4 million in the first half of fiscal 2018 to £5.2 million in the second half. Combined, the results are expected to show an Adjusted EBITDA loss for the year of £12.6 million. The improving Adjusted EBITDA loss reflects higher commercial momentum in the Gfinity Elite Series. Production of two out of three seasons of Gfinity Elite Series in the UK took place in the first half of the fiscal year, prior to the addition of the content rights deal with Facebook in March 2018. These unaudited results also do not reflect the sponsorship deal with Domino's, commencing in the 2019 financial year, which, when combined with content and franchise revenues, have significantly improved the financial performance of the Elite Series. Nor do these unaudited annual results include the significantly enlarged 2018 Formula 1 programme, or the start of the ePremier League, both of which also fall into the second calendar half of 2018.

The cash position as at 30 June 2018 was £3.7 million. As at today's date, the Company has cash reserves of over £2 million.

Financial outlook: The Company targets Adjusted EBITDA break-even operating results within the next few years. Revenue is expected to be driven by significant increased activity in managed services, both service fees and content revenue from esports solutions for sports rights holders and commercial brands in collaboration with publishers and distribution partners. The Company also expects significant contribution from its owned and operated properties, hereunder the Gfinity Elite Series and its digital "Tribe" community under development. Annual opex is expected to reach and remain relatively stable around £10-12 million in the medium term, as the majority of investment in the esports solutions platform, commercial delivery and content production is completed. Increasing value of esports content through a growing audience and stable opex is expected to drive material operational scalability. As such, the Company targets a long-term group gross margin of 30-40% and an Adjusted EBITDA margin in the range of 15-25% on a normalised basis.

3. Reasons for the Placing and use of proceeds

Pursuant to the Placing, the Company will receive net proceeds of approximately £5.8 million. The new funds from the Placing will enable Gfinity to strengthen its platform for growth and enable continued investment in its strategic priorities. It will undertake the following:

- Build greater scale across the commercial team - £1.1 million; increasing sales capacity and commercial delivery resource to simultaneously deliver multiple high-profile programmes.
- Develop Gfinity's esports platform - £0.8 million; an additional investment to complete development of version 3 of the Company's market leading tournament platform;
- Further develop the UK Elite Series - £0.8 million; broadening appeal and commercial potential of the Elite Series, such that it achieves breakeven in 2019;
- Invest in the marketing and growth of Gfinity's "Tribe" community - £0.8 million; building the connected Gfinity "Tribe" community; and
- General working capital to support growth - £2.3 million.

4. Details of the Placing and Admission

The Placing will result in the issue of a total of 75,000,000 Placing Shares, representing, in aggregate, approximately 21 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.

The Issue Price of 8p represents a less than 2 per cent. discount to the closing middle market price of an ordinary share of 8.15 pence on 19 October 2018, being the latest practicable date prior to the announcement of the Placing.

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 9 November 2018, subject to approval of the Resolutions.

Allenby Capital and Pareto have entered into the Placing Agreement with the Company under which Allenby Capital and Pareto have each, on the terms and subject to the conditions set out therein (including

Admission), undertaken to use their respective reasonable endeavours to procure subscribers for 17,678,240 Placing Shares at the Issue Price. A further 57,321,760 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, Pareto or any other person.

The Placing is conditional, *inter alia*, upon the passing of the Resolutions and Admission and the Placing Agreement not being terminated prior to Admission (and in any event no later than 8.00 a.m. on 23 November 2018).

5. Significant shareholders and Director subscriptions

Garry Cook, Executive Chairman, and Graham Wallace, Global Chief Operating Officer, have subscribed in the Placing at the Issue Price as to £100,000 and £25,000 respectively. Accordingly, on Admission Garry Cook will hold 1,990,741 ordinary shares in the Company, representing 0.55 per cent. of the then issued share capital, and Graham Wallace will hold 312,500 ordinary shares in the Company, representing 0.09 per cent. of the then issued share capital. The subscriptions by Garry Cook and Graham Wallace in the Placing are, in aggregate, deemed to be related party transactions pursuant to rule 13 of the AIM Rules for Companies. Accordingly, the Independent Directors consider, having consulted with the Company's nominated adviser, Allenby Capital, that the terms of subscription to the Placing Shares by Garry Cook and Graham Wallace are fair and reasonable insofar as Shareholders are concerned.

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 Admission:

<i>Name</i>	<i>Ordinary shares currently held</i>	<i>Ordinary shares on Admission</i>	<i>Percentage of enlarged share capital on Admission</i>
Charles Street International	85,269,444	107,644,444	29.66%
Nigel Wray	32,048,325	32,048,325	8.83%
Canaccord Genuity	16,587,985	21,650,485	5.97%
Neville Upton	14,877,245	14,877,245	4.10%
Alden AS	11,273,148	14,210,648	3.92%
ION Asset Management	–	12,687,500	3.50%

Charles Street International Holdings Limited ("**Charles Street**") is subscribing for 22,375,000 Placing Shares at the Issue Price and as Charles Street currently holds more than 10 per cent. of the 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, that the terms of subscription to the Placing Shares by Charles Street are fair and reasonable insofar as Shareholders are concerned.

6. General Meeting

A notice convening a General Meeting of the Company, to be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 10.00 a.m. on 8 November 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 £194,756. This resolution will give the Directors sufficient authority to allot the 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 129,434,563 Ordinary Shares for cash. This number represents 75,000,000 Placing Shares and up to a further 54,434,563 Ordinary Shares, which is

equivalent to approximately 15 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

Proxy Voting

You can submit your proxy electronically through the website of our registrar, Link Asset Services, at www.signalshares.com. The electronic submission of proxy must be received at least 48 hours before the time of the General Meeting. To vote online you will need to log in to your share portal account or register for the share portal if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. Voting by proxy prior to the General Meeting does not affect your right to attend the General Meeting and vote in person should you so wish. **Further information regarding the appointment of proxies and online voting 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 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 Placing will not proceed in the form currently envisaged, with the result that the anticipated net proceeds of the Placing will not become available to fund proposed upcoming expenditure and achieve the objectives set by the Board 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 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, 15,696,690 Ordinary Shares (representing approximately 5.45 per cent. of the Company's existing issued share capital).

Yours faithfully,

Garry Cook
Executive 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 offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 10.00 a.m. on 8 November 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 £194,756 provided this authority shall expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 8 November 2019. This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 2 – special resolution

That, conditional on the passing of Resolution 1 above, 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 £129,434 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 8 November 2019. This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

By order of the Board of Directors,

Jonathan Hall
Company Secretary
22 October 2018

Registered Office
35 New Bridge Street
London
EC4V 6BW

Notes to the notice of General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 6 November 2018. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10.00 a.m. (UK time) on 8 November 2018 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.00 a.m. on 6 November 2018.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 10 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who

have appointed a 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.

10. In order for a proxy appointment or instruction 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 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 6 November 2018. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 shall be 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 system 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 19 October 2018 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 287,897,087 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 October 2018 are 287,897,087.
14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.gfinitypkc.com.

