



GFINITY

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 (**Company**) will be held at 10:00 a.m. on Friday 6 December 2019 at Gfinity Arena @ Vue Cinema Fulham Broadway Retail Centre, Fulham Road, London SW6 1BW to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and Resolution 5 will be proposed as a special resolution.

Ordinary resolutions

1. To receive the financial statements for the 12 month period ended 30 June 2019 and the reports of the directors and the independent auditors as set out in the annual report and accounts.
2. To re-appoint Neville Upton as a director, who is retiring in accordance with the articles of association, and who being eligible offers himself for election.
3. To re-appoint Rees Pollock as independent auditors and to authorise the directors to fix their remuneration.
4. That:
 - 4.1. 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 £158,256. This authority will, unless renewed, varied or revoked by the Company, expire on 5 December 2020 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
 - 4.2. 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

5. That, subject to the passing of Resolution 4:
 - 5.1. 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 4, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to:
 - 5.1.1. the allotment of equity securities in connection with an offer by way of a rights issue:
 - 5.1.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and
 - 5.1.2. the allotment (otherwise than pursuant to paragraph 5.1.1) of equity securities up to an aggregate nominal amount of £71,934; and

- 5.2. the Directors may, for the purposes of paragraph 5.1, 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;
- 5.3. the power granted by this resolution will expire on 5 December 2020 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
- 5.4. 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

Registered Office:
35 New Bridge Street
London
EC4V 6BW

13 November 2019

Notes to the notice of annual 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 business on 4 December 2019. 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 15 minutes prior to the commencement of the Meeting at 10.00 a.m. (UK time) on 6 December 2019 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:
 - 6.1. by logging on to www.signalshares.com and following the instructions;
 - 6.2. you may request a hard copy form of proxy directly from the registrars, Link Asset Services, on Tel: 0371 664 0391. 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 4 December 2019; or

- 6.3. 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 9 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 3 December 2019. 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 12 November 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 479,563,753 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 November 2019 are 479,563,753.
 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.

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 4 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 5 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 2019 and the reports of the Directors and the auditors to shareholders.

Resolution 2: Re-appointment of director

An ordinary resolution will be proposed to re-appoint as a director Neville Upton, who is retiring as required by the articles of association.

Resolution 3: 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 4: General authority to allot relevant shares

This is an ordinary resolution to authorise the Directors to allot up to 158,256,038 shares, equivalent to approximately one third of the issued share capital of the Company.

Resolution 5: 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 4 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 71,934,000 shares, equivalent to approximately 15% of the issued share capital of the Company.