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If you have sold or otherwise transferred all of your holding of ordinary shares of 0.01p each in the capital of Gfinity plc (**Company**) (**Ordinary Shares**), please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank manager 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 to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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# **GFINITY PLC**

*(Incorporated and registered in England and Wales with registered number 08232509)*

## **Notice of General Meeting**

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Notice of a General Meeting of the Company, to be held at 60 Grays Inn Road, London WC1X 8LU at 11.30 a.m. on 31<sup>st</sup> January 2025, is set out on page 3 of this document.

Copies of this document will be available free of charge from the Company's website at [www.gfinityplc.com](http://www.gfinityplc.com).

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer purchase, acquire, subscribe for, sell, dispose of or issue, any security.

# GFINITY PLC

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

*Directors:*

Neville Upton (*Non-Executive Chairman*)  
David Halley (*Chief Executive*)  
Hugo Drayton (*Non-Executive Director*)

*Registered Office:*

128 City Road  
London  
EC1V 2NX

16<sup>th</sup> January 2025

*To all holders of Ordinary Shares*

Dear Shareholder,

## **Notice of General Meeting**

The matters being considered at the General Meeting set out in the Notice include specific matters that would have been considered at the Annual General Meeting held on 17 December 2024, but with the delay in the completion of the audit of the 2024 Annual Report (the "2024 Accounts") it was not possible for these matters to be considered at that meeting.

With the 2024 Accounts now having been published and posted to those Shareholders that have requested printed copies, this meeting is being convened to receive and adopt the 2024 Accounts.

In addition, the Company is seeking authority to authorise the Directors to allot a number of ordinary shares equivalent to approximately 56% of the Company's issued share capital on a non-preemptive basis. The Directors consider this authority will provide the Company with the flexibility to take advantage of market conditions to raise additional capital at the best price to support its ongoing development plans.

Each member of the Board who holds shares in the Company intends to vote in favour of each of the Resolutions in respect of their own beneficial holdings. The Directors therefore strongly encourage and unanimously recommend you vote in favour of the Resolutions.

Yours faithfully,

Neville Upton  
*Chairman*

# NOTICE OF GENERAL MEETING

## GFINITY PLC

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

Notice is given that a general meeting of the members of Gfinity PLC (**Company**) will be held at 60 Grays Inn Road, London WC1X 8LU at 11.30 a.m. on 31<sup>st</sup> January 2025 to consider and, if thought fit, pass the following resolutions. Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution.

### Ordinary resolutions

1. To receive the audited annual accounts of the Company for the financial year ended 30 June 2024 together with the Directors' reports, Strategic report and the Auditor's report on those annual accounts.
2. That:
  - 2.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**CA 2006**) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £200,000, provided that this authority will, unless previously renewed, varied or revoked, expire on 31 December 2025 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
  - 2.2 this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant 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

3. That, subject to the passing of Resolution 2:
  - 3.1 in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by Resolution 2 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to:
    - 3.1.1 (subject to such exclusions or other arrangements as the board of directors may deem 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) the allotment of equity securities in connection with an offer by way of a rights issue;
      - 3.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
      - 3.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and

- 3.1.2 the allotment (otherwise than pursuant to paragraph 3.1.1) of equity securities up to an aggregate nominal amount of £200,000;
- 3.2 the directors may, for the purposes of 3.1, 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 any regulatory body or stock exchange;
- 3.3 the power granted by this resolution will expire on 31 December 2025 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously 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
- 3.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 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:

Richard Croft  
Company Secretary  
16<sup>th</sup> January 2025

Registered Office:

128 City Road  
London  
EC1V 2NX

## 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 General 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 29 January 2025. 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 General Meeting.
2. Shareholders, or their proxies, intending to attend the General Meeting in person are requested, if possible, to arrive at the General Meeting venue at least 30 minutes prior to the commencement of the General Meeting at 11.03 a.m. (UK time) on 31 January 2025 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 General Meeting. A shareholder may appoint more than one proxy in relation to the General 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 General Meeting.
6. You can vote either:
  - via the Link Investor Centre app or website at <https://investorcentre.linkgroup.co.uk/Login/Login> (refer to the notes set out below);
  - you may request a hard copy form of proxy directly from the registrars, Link Group, by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or calling on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. 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 the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform (refer to the notes 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, appointing a proxy electronically via the Proximity platform (see note 12 below) or any CREST Proxy Instruction (as described in notes 9 - 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
9. Shareholders can now vote electronically via the Link Investor Centre app. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)) 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.
11. 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 & International 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 11.30 a.m. on 29 January 2025. 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK International 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 (as adopted in the United Kingdom and amended by the European Union (Withdrawal) Act 2018).

13. Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.30 a.m. on 29 January 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
14. Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
15. 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.
16. As at 16 January 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 3,599,029,913 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 16 January 2025 are 3,599,029,913.
17. Any shareholder attending the General 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 General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.
18. 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.qfinityplc.com](http://www.qfinityplc.com).

## **EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING OF GFINITY PLC**

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

### **Resolution 1 – Receiving the accounts**

An ordinary resolution will be proposed that the report of the Directors and the accounts for the year ended 30 June 2024 together with the report of the auditors on those accounts be received.

### **Resolution 2: General authority to allot relevant shares**

This is an ordinary resolution to authorise the Directors to allot shares up to an aggregate nominal amount of £200,000. This resolution will give the Directors sufficient authority to allot a number of ordinary shares equivalent to approximately 56% of the Company's issued share capital.

### **Resolution 3: 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 2 to issue equity securities for cash, without first being required to offer such securities to existing shareholders of the Company in proportion to their existing holdings.

