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GFINITY PLC

Strictly private and confidential

To employees of Gfinity plc (the “**Company**”)

12 October 2020

Dear Employee

Formal Sale Process

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the “**Code**”), we attach a copy of the announcement released by the Company on 9 October 2020 that the board of directors of the Company is undertaking a review of all the strategic options for the Company, including a potential sale of the Company through the commencement of a “formal sale process” (the “**FSP**”). Following the announcement of the FSP, the Company is treated as being in an “offer period” for the purposes of the Code, although at this stage there can be no certainty that the FSP will result in an offer or as to the terms on which any offer may be made.

This letter is sent to you in accordance with the requirements of the Code.

Website

This letter and all other documents, announcements or information published in relation to the FSP and any subsequent offer by the Company will be available on the website of the Company at <https://www.gfinityplc.com/strategic-review-information-rule-26-disclosure/>. A copy of the press release announcing the FSP is already available on the website at the above address.

Documents in hard copy form

You may request a copy of this letter and the attached announcement in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the FSP and any subsequent offer should be in hard copy form. You may make this request by contacting Jonathan Hall at Gfinity plc, The Foundry, 77 Fulham Palace Road, London, W6 8JB (telephone: +44 7710 413169 if calling from outside the United Kingdom). Enquiries can also be made at Jonathan@gfinity.net.

Hard copies will be sent to you within two business days of the request being received.

Documents, announcements or other information will not be sent to you in hard copy form unless you make such a request.

Right of employee representatives to express their views

If an offer is made for the Company, duly elected employee representatives of the Company will have the right under Rule 25.9(a)(i) of the Code to append to the Board's circular on the offer, when published, a separate opinion giving their views on the effects of the offer on employment. The Company will have responsibility for the costs reasonably incurred by employee representatives in obtaining any advice required for the verification of the information contained in their opinion. If the employee representatives' opinion is received, but not in good time before publication of the Board's circular, the Company will promptly publish it on the Company's website and announce its publication, provided that it is received no later than 14 days after the date on which the offer, if made, becomes or is declared wholly unconditional.

Further information

Please note that, under the Code, addresses, electronic addresses and certain other information provided by shareholders and persons with information rights to the Company for the receipt of communication from the Company may be provided to an offeror during the offer period as required under Section 4 of Appendix 4 of the Code.

Should you wish to contact the Company regarding administrative matters in view of the FSP, please contact Jonathan Hall on +44 7710 413169 during normal business hours, or email Jonathan@gfinity.net.

Yours faithfully



Important information

The directors of the Company accept responsibility for the information contained in this letter. To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

This notification is not a summary of the announcement and should not be regarded as a substitute for reading the announcement in full.

Please be aware that, as stated, this letter is sent to you in your capacity as an employee of the Company in connection with the FSP. If you are also a shareholder of the Company, you will receive a separate letter from the Company pursuant to Rule 2.11 of the Code, also attaching a copy of the announcement, together with certain other shareholder-related information that the Company is required by the Code to include.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.