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If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal independent financial advice from an appropriate independent adviser, who in the United Kingdom should be authorised under the Financial Services and Markets Act 2000 to advise on transactions in shares.

If you have sold or transferred all your shares in the Company, please send this document to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale was effected, for transmission to the purchaser or transferee.

GFINITY PLC

Strictly private and confidential

To shareholders of Gfinity plc (the “**Company**”) and persons with information rights

13 October 2020

Dear Shareholder

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.

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 communications 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.

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.