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This Announcement contains inside information for the purposes of the UK version of the market abuse regulation (EU No . 596/2014) as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MAR"). In addition, market soundings (as defined in UK MAR) were taken in respect of certain of the matters contained in this Announcement, with the result that certain persons became aware of such inside information, as permitted by UK MAR. Upon the publication of this Announcement, this inside information is now considered to be in the public domain and such persons shall therefore cease to be in possession of inside information.

For immediate release

5 February 2025

**Gfinity PLC
("Gfinity" or the "Company")
New business development and fundraising**

The Board is pleased to announce that, further to the announcement on 11 November 2024, the Company has signed today an exclusive licence agreement with OM Technology Solutions Ltd ("OM") ("Licence") to commercialise OM's advanced artificial intelligence technology, Connected IQ ("CIQ"), which is specifically targeted at the connected video market.

In addition, the Board is pleased to announce that the Company has also today raised £245,000, conditional on Admission, through a Company arranged subscription with third parties ("Subscription") at a price of 0.0625 pence per new Ordinary Share (the "Issue Price"). David Halley has informed the Board that he also intends to subscribe £15,000 for new Ordinary Shares at the Issue Price ("Director Subscription"). The proceeds (before expenses) from the Subscription and the proposed Director Subscription will amount to £260,000 in aggregate.

David Halley, CEO of Gfinity, commented:

"The funding allows us to continue our push into sectors which we think are exciting for the Company, namely Connected TV, Online Video and Artificial Intelligence. In addition, through our commercialisation of CIQ, we will gain an experienced team of Data and AI specialists to support our development."

CIQ licence and option

CIQ has been developed by OM and is now at the stage of commercial adoption. The Board believes that the Licence will provide an opportunity for Gfinity to combine its current network and relationships within the advertising sector and digital media monetisation, together with the initial relationships CIQ has already established with top-tier agencies and sell-side platforms, to commercialise CIQ. The Company signed on 4 February 2025 an exclusive licence agreement with OM ("Licence") and will pay a licence royalty fee to OM equivalent to 30% of net profits generated by Gfinity from the Licence. Shareholders should note that while the Board is excited about CIQ's potential market, CIQ is still at an early stage with limited sales track record and there is no certainty as to how sales might develop under the Licence. OM is a newly formed company with no published accounts.

In addition, Gfinity has on 4 February 2025 been granted the option, but not the obligation, to buy OM, CIQ and its associated intellectual property ("Option") after the first anniversary of the date of execution of the Licence ("Effective Date") for a consideration of £2 million. The Option will otherwise lapse on the third anniversary of the Effective Date. Given the lack of trading and commercialisation to date, the current value of OM and assets, which are the subject of the Option, is limited unless and until the commercialisation by Gfinity under the Licence is successful, which is not guaranteed. The Option price and value of the Licence is based on the Board's current assessment of potential outcomes of commercialisation and prospective sales in 2025 and beyond, based on the Board's own internal estimates, the current status of the software and the potential pipeline of customers.

OM is beneficially owned by Robert Keith, who is currently interested in 704,419,692 Ordinary Shares held by him directly and indirectly and which represent approximately 19.6% of the Company's existing Ordinary Share Capital. Accordingly, the execution of the Licence and Option is a related party transaction pursuant to Rule 13 of the AIM Rules for Companies. The Directors consider, having consulted with the Company's nominated adviser, Beaumont Cornish, that the Licence and Option are fair and reasonable insofar as Gfinity's Shareholders are concerned. In particular the Directors have taken into account the Company's 70% profit share and exclusive rights under the Licence and the opportunity to develop new commercial relationships through introductions from OM.

Fundraising

The Company has also today raised £245,000, conditional on Admission, through a Company arranged subscription with third parties ("Subscription") at a price of 0.0625 pence per New Ordinary Share (the "Issue Price") through the issue of 392,000,000 new Ordinary Shares ("Subscription Shares"). David Halley has also informed the Board that he intends to subscribe £15,000 for a further 24,000,000 new Ordinary Shares ("Director Subscription Sares") at the Issue Price ("Director Subscription") and a further announcement will be made in due course. The proceeds (before expenses) from the Subscription and the proposed Director Subscription (together the "Fundraising"), amounting to £260,000 in aggregate, will be used to develop the commercialisation of CIQ, new business opportunities and provide general working capital.

In addition, the Company will issue new warrants ("Warrants") pursuant to the Fundraising on the basis of one Warrant for every Subscription Share or Director Subscription Share. Holders of the Warrants may subscribe for one new Ordinary Share in the Company at a price of 0.09p for 18 months commencing on issuance. The Warrant instrument contains a provision that if the volume weighted average price of a Gfinity Ordinary Share trades above 0.12p for five consecutive business days, and a Warrant holder exercises Warrants within 20 business days after being notified of such by the Company, the Warrant holder will then become entitled to receive a new Warrant ("New Warrant") on the basis of one New Warrant for every Warrant exercised. Holders of the New Warrants may then subscribe for one new Ordinary Share in the Company at a price of 0.2p for an 18-month period from issuance.

Admission

The Subscription Shares and the Director Subscription Shares (together the "Fundraising Shares") will amount in aggregate to 416,000,000 New Ordinary Shares. The Fundraising Shares will, when issued, rank *pari passu* in all respects with the existing Ordinary Shares. Application is being made for the 416,000,000 Fundraising Shares to be admitted to trading on AIM and Admission is expected to take place on or around 14 February 2025.

Other Information

A copy of this announcement is available at the Company's website: www.gfinityplc.com

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (EU) No. 596/2014 as it forms part of UK Domestic Law by virtue of the European Union (Withdrawal) Act 2018 ("UK MAR"). The person who arranged for the release of this announcement on behalf of the Company was David Halley, Chief Executive.

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Further Information

Beaumont Cornish Limited ("Beaumont Cornish"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company in connection with this announcement and 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 Beaumont Cornish or for providing advice in relation to such proposals. Beaumont Cornish has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Beaumont Cornish for the accuracy of any information, or opinions contained in this document or for the omission of any information. Beaumont Cornish 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.

Forward Looking Statements

Certain statements in this announcement are or may be deemed to be forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe" "could" "should" "envisage" "estimate" "intend" "may" "plan" "will" or the negative of those variations or comparable expressions including references to assumptions. These forward-looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures, competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including risks associated with vulnerability to general economic and business conditions competition environmental and other regulatory changes actions by governmental authorities the availability of capital markets reliance on key personnel uninsured and underinsured losses and other factors many of which are beyond the control of the Company. Although any forward-looking statements contained in this announcement are based upon what the Directors believe to be reasonable assumptions. The Company cannot assure investors that actual results will be consistent with such forward looking statements.

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