THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt about what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended). If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and accompanying Pink Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The London Stock Exchange has not examined or approved the contents of this document. The Directors, whose names are set out at page 3, and the Company accept responsibility for the information contained in this document including individual and collective responsibility. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document, for which they accept responsibility, is in accordance with the facts and does not omit anything likely to affect the import of such information.

MBL GROUP PLC
(incorporated in England & Wales with registered no 04198290)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

The Original AGM of MBL Group plc was with the consent of that meeting adjourned. Notice of the Adjourned AGM of MBL Group plc, to be held at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ at 11 am on 5 October 2016, is set out at the end of this document. The Pink Form of Proxy for use at the Adjourned AGM accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company’s registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than 11 am on 3 October 2016. If you submitted a form of proxy in respect of the Original AGM it remains valid for the Adjourned AGM and no further action is required. If you wish to change your voting you should submit the enclosed Pink Form of Proxy which will take precedence over the previous form of proxy that you have submitted. Whether or not you intend to be present at the Adjourned AGM you are required to complete and return the Pink Form of Proxy as instructed. Completion of a Pink Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

SPARK Advisory Partners Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is the Company’s nominated adviser for the purposes of the AIM Rules. SPARK Advisory Partners Limited is acting exclusively for the Company and will not be responsible to any other person for providing the protections afforded to its customers nor for providing advice in relation to the contents of this
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In accordance with the AIM Rules, this document will be available to Shareholders on the Company’s website (www.mblgroup.co.uk) from the date of this document, free of charge.
## DEFINITIONS

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>&quot;Act&quot;</td>
<td>the Companies Act 2006 (as amended)</td>
</tr>
<tr>
<td>&quot;Adjourned AGM&quot;</td>
<td>the adjourned annual general meeting of the Company which will take place at 11 am on 5 October 2016, and any adjournment thereof, notice of which is set out at the end of this document</td>
</tr>
<tr>
<td>&quot;AIM&quot;</td>
<td>the AIM Market of the London Stock Exchange plc</td>
</tr>
<tr>
<td>&quot;Pink Form of Proxy&quot;</td>
<td>the form of proxy enclosed with this document for use by holders of Ordinary Shares in connection with the Adjourned AGM</td>
</tr>
<tr>
<td>&quot;the Board&quot; or &quot;the Directors&quot;</td>
<td>the directors of the Company at the date of this document</td>
</tr>
<tr>
<td>&quot;Company&quot; or &quot;MBL&quot;</td>
<td>MBL Group plc</td>
</tr>
<tr>
<td>&quot;Ordinary Shares&quot;</td>
<td>ordinary shares of 7.5p each in the capital of the Company</td>
</tr>
<tr>
<td>&quot;Original AGM&quot;</td>
<td>the annual general meeting of the Company originally convened for 11 am on 20 September 2016</td>
</tr>
<tr>
<td>&quot;Resolutions&quot;</td>
<td>the resolutions to be proposed at the Adjourned AGM, details of which are set out in the notice of Adjourned AGM at the end of this document</td>
</tr>
<tr>
<td>&quot;Shareholders&quot;</td>
<td>holders of Ordinary Shares</td>
</tr>
</tbody>
</table>
21 September 2016

Dear Shareholder,

Notice of Adjourned AGM

1. Introduction

The Company announced on 20 September 2016 that at the annual general meeting of the Company held earlier that day Resolution 1, Resolution 5 and Resolution 6 were duly passed and that it had been agreed with the consent of the meeting that the remaining business of the meeting be adjourned until 5 October 2016. The purpose of this document is to give you notice of the Adjourned AGM and to inform you of certain formalities relating thereto.

2. Adjourned AGM

The Adjourned AGM will take place at 11 am on 5 October 2016 at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ.

At the Adjourned AGM, Shareholders will be asked to consider and vote on the following resolutions (“Resolutions”):

1. To reappoint David Anthony Johnson as a director of the Company.
2. To reappoint Timothy Jackson-Smith as a director of the Company.
3. To reappoint Christopher Jones as a director of the Company.
4. To allow the Company and its subsidiaries to make political donations to political parties, other political organisations and independent election candidates and to incur political expenditure up to an aggregate limit of £5,000.
5. To authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £432,401 (which represents one third of the issued ordinary share capital of the Company as at the last practicable date before the publication of this document).
6. To enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights within specified limitations.

7. To allow the Company to purchase up to 1,729,606 ordinary shares in the market (which represents approximately 10 per cent of the issued ordinary share capital of the Company) as at 20 September 2016, being the last practicable date before the publication of this document.

For ease of reference the Resolutions have been renumbered in the notice of Adjourned AGM but the text of the resolutions is exactly the same as that set out in the notice of the Original AGM. If you submitted a form of proxy for the Original AGM your votes in respect of each resolution will be applied mutatis mutandis to the Resolutions and so there is no need to submit a new form of proxy unless you wish to change the way in which you want to vote.

3. Action to be taken

If you submitted a form of proxy for the Original AGM it remains valid with regard to the Adjourned AGM and, unless you wish to change the way in which you voted on the Resolutions, no further action is required. If you submitted a form of proxy for the Original AGM and now wish to change the way you voted on the Resolutions you will need to complete, sign and return the Pink Form of Proxy enclosed with this document whether or not you intend to attend the Adjourned AGM. If you complete, sign and return a Pink Form of Proxy it will supersede and replace your earlier form of proxy.

If you intend to submit a Pink Form of Proxy it should be completed and returned to the Company’s registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, as soon as possible and, in any event, so as to be received no later than 11 am on 3 October 2016. Completion and return of a Pink Form of Proxy will not stop you from attending the Adjourned AGM and voting in person should you so wish.

Yours faithfully

Tim Jackson-Smith

Non-Executive Director

For and on behalf of the Board
Notice is hereby given that an adjourned annual general meeting of MBL Group Plc (the “Company”) will be held at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ at 11 am on 5 October 2016 for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To reappoint David Anthony Johnson as a director of the Company.
2. To reappoint Timothy Jackson-Smith as a director of the Company.
3. To reappoint Christopher Jones as a director of the Company.
4. That, pursuant to section 366 of the Companies Act 2006 ("Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective be and are authorised, in aggregate:
   4.1 to make political donations to political parties and/or to independent election candidates not exceeding £5,000.00 in total;
   4.2 to make political donations to political organisations other than political parties not exceeding £5,000.00 in total; and
   4.3 to incur political expenditure not exceeding £5,000.00 in total,
   in each case, during the period beginning with the date on which this resolution is passed and ending at the conclusion of the next annual general meeting of the Company held after such date, provided that (i) the aggregate amount of political donations made and political expenditure incurred by the Company and its subsidiaries pursuant to this authority shall not exceed £5,000.00; and (ii) each of the amounts referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the directors may, in their absolute discretion, determine to be appropriate.
   In this resolution, the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Act.
5. That, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) of the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £432,401, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 15 December 2017 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into
shares to be granted after the authority expires and the directors may allot equity securities pursuant to any such offer or agreement as if the authority had not expired. This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

To consider and, if thought fit, to pass the following resolutions as special resolutions:

6. That, subject to the passing of resolution 6 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 8 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

6.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

6.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

6.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

6.2 otherwise than pursuant to paragraph 9.1 of this resolution, up to an aggregate nominal amount of £64,860, and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 15 December 2017 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

7. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 75 pence each in the capital of the Company ("Shares"), provided that:

7.1 the maximum aggregate number of Shares which may be purchased is 1,729,606;

7.2 the minimum price (excluding expenses) which may be paid for a Share is 7.5 pence;

7.3 the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made, and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 15 December 2017 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.
By order of the Board
Tim Jackson-Smith
Non-Executive Director

Registered Office:
Unit 1 Millennium City Park
Millennium Road
Ribbleton Preston
PR2 5BL
Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 11.00am on 3 October 2016 (or if the meeting is adjourned the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

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 share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 4 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company’s registrar at Neville Registrars Ltd, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company’s registrar, Neville Registrars Ltd, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, no later than 11:00am on 3 October 2016 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

4. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
In order for a proxy appointment or instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Neville Registrars Ltd (ID 7RA11) no later than 11.00 am on 3 October 2016 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Neville Registrars Ltd 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.

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 messages. 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 or her 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 service 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**Corporate representatives**

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

**Documents available for inspection**

6. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:

6.1 copies of the service contracts of the executive directors;

6.2 copies of the letters of appointment of the non-executive directors; and

6.3 the register of interests of the directors of the Company and their families in the share capital of the Company.
Communications with the Company

7. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by writing to the Company Secretary at Unit 1 Millennium City Park, Millennium Road, Preston PR2 5BL.

No other methods of communication will be accepted.