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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.

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**MBL GROUP PLC**

(incorporated in England & Wales with registered no 04198290)

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**NOTICE OF ADJOURNED GENERAL MEETING**

The Original General Meeting of MBL Group plc was with the consent of that meeting adjourned and the Adjourned Meeting of MBL Group was with the consent of that meeting further adjourned. Notice of the Second Adjourned Meeting of MBL Group plc, to be held at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ at 2pm on 6 December 2016, is set out at the end of this document. The Pink Form of Proxy for use at the Second Adjourned Meeting 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 2pm on 4 December 2016. If you submitted a form of proxy in respect of the Original General Meeting or a Blue Form of Proxy in respect of the Adjourned Meeting it remains valid for the Second Adjourned Meeting and no further action is required. If you wish to change your voting you should submit the Pink Form of Proxy which will take precedence over all previous forms of proxy that you have submitted. Whether or not you intend to be present at the General Meeting you are required to complete and return a form of proxy as instructed. Completion of a form of proxy will not prevent a Shareholder from attending the meeting and voting in person.

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Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

In accordance with the AIM Rules, this document will be available to Shareholders on the Company's website ([www.mblgroup.co.uk](http://www.mblgroup.co.uk)) from the date of this document, free of charge.

## DEFINITIONS

"Act"	the Companies Act 2006 (as amended)
"Adjourned Meeting"	the adjourned general meeting of the Company which was convened for 11 am on 14 October 2016 and adjourned
"AIM"	the AIM Market of the London Stock Exchange plc
"Blue Form of Proxy"	the form of proxy enclosed with the circular to Shareholders convening the Adjourned Meeting
"the Board" or "the Directors"	the directors of the Company at the date of this document
"Company" or "MBL"	MBL Group plc
"Ordinary Shares"	ordinary shares of 7.5p each in the capital of the Company
"Original Form of Proxy"	the form of proxy enclosed with the circular to Shareholders convening the Original General Meeting
"Original General Meeting"	the general meeting of the Company originally convened for 11 am on 14 July 2016
"Pink Form of Proxy"	the form of proxy enclosed with this document for use by holders of Ordinary Shares in connection with the Second Adjourned Meeting
"Resolutions"	the resolutions to be proposed at the Second Adjourned Meeting, details of which are set out in the notice of Second Adjourned Meeting at the end of this document
"Second Adjourned Meeting"	the adjourned general meeting of the Company which will take place at 2pm on 6 December 2016, and any adjournment thereof, notice of which is set out at the end of this document
"Shareholders"	holders of Ordinary Shares

# MBL GROUP PLC

(incorporated in England & Wales with registered no 04198290)

**Directors:**

*Timothy David Jackson-Smith (Non-Executive Director & Chairman)*  
*Lisa Sarah Clarke (acting Chief Executive Officer and Financial Director)*  
*Christopher William Jones (Non-Executive Director)*

**Registered Office**

*Unit 1 Millennium City Park*  
*Millennium Road*  
*Ribbleton*  
*Preston*  
*PR2 5BL*

18 October 2016

Dear Shareholder,

**Notice of Adjourned General Meeting**

**1. Introduction**

The Company announced on 14 October 2016 that, with the consent of the meeting, the Adjourned Meeting was further adjourned until 6 December 2016 and the purpose of this document is to give you notice of the Second Adjourned Meeting and to inform you of certain formalities relating thereto.

**2. Second Adjourned Meeting**

The Second Adjourned Meeting will take place at 2pm on Tuesday 6 December 2016 at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ.

At the Second Adjourned Meeting, Shareholders will be asked to consider and vote on the following resolutions ("Resolutions"), namely that:

1. David Anthony (Tony) Johnson be removed as a Director and Chairman of the Company;
2. Christopher (Chris) William Jones be removed as a Director of the Company;
3. Any Directors appointed between 27 May 2016 and the date of the Second Adjourned Meeting be removed as Directors of the Company;
4. David Kenneth Grundy be appointed as a Director of the Company; and
5. The remaining Directors, after the passing of the resolutions, appoint a Chairman and conduct a comprehensive strategic review of the Company, in the best interests of all shareholders.

The Resolutions will be taken on a poll.

### 3. Action to be taken

If you submitted a form of proxy in relation to the Original General Meeting or a Pink Form of Proxy in relation to the Adjourned Meeting it remains valid with regard to the Second Adjourned Meeting 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 in relation to the Original General Meeting or Pink Form of Proxy 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 Meeting. If you complete, sign and return a Pink Form of Proxy it will supersede and replace any 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 2pm on 4 December 2016. Completion and return of a form of proxy will not stop you from attending the Second Adjourned Meeting and voting in person should you so wish.

Yours faithfully

Tim Jackson-Smith

Director

For and on behalf of the Board

# MBL GROUP PLC

(incorporated in England & Wales with registered no 04198290)

## NOTICE OF ADJOURNED GENERAL MEETING

Notice is hereby given that an adjourned general meeting of MBL Group Plc (the “**Company**”) will be held at the Tickled Trout Hotel, Preston New Road, Samlesbury, Preston PR5 0UJ at 2pm on 6 December 2016 for the purposes of considering and, if thought fit, passing the following resolutions proposed as ordinary resolutions with all of such resolutions being taken on a poll. All terms are consistent with those defined in the circulars issued by the Company dated 16 June 2016 and 19 July 2016 (together, the “**Circulars**”).

### ORDINARY RESOLUTIONS

1. That David Anthony (Tony) Johnson be removed as a Director and Chairman of the Company;
2. That Christopher (Chris) William Jones be removed as a Director of the Company;
3. That any Directors appointed between 27 May 2016 and the date of the Second Adjourned Meeting be removed as Directors of the Company;
4. That David Kenneth Grundy be appointed as a Director of the Company; and
5. That the remaining Directors, after the passing of the resolutions, appoint a Chairman and conduct a comprehensive strategic review of the Company, in the best interests of all shareholders.

By order of the  
Board

Tim Jackson Smith

Director

Registered Office:  
Unit 1 Millennium City Park  
Millennium  
Road Ribbleson  
Preston  
PR2 5BL

## **NOTES TO THE NOTICE OF GENERAL**

### **MEETING Entitlement to attend and vote**

1. Only those shareholders registered in the Company's register of members at:

- 6pm on 4 December 2016; or,
- if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting. 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 meeting.

### **Website giving information regarding the meeting**

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.mblgroup.co.uk](http://www.mblgroup.co.uk).

### **Attending in person**

3. If you wish to attend the meeting in person, please notify the Company's registrars, Neville Registrars, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

### **Appointment of proxies**

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.

6. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Neville Registrars, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

7. Shareholders can:

- Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (see note 9).
- Register their proxy appointment electronically (see note 10).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment

service (see note 11).

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.

8. 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 meeting.

#### **Appointment of proxy by post**

9. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
- received by Neville Registrars no later than 2pm on 4 December 2016.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

#### **Appointment of proxies electronically**

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically online at [sharegateway.co.uk](http://sharegateway.co.uk) and completing the authentication requirements given. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 2pm on 4 December 2016

#### **Appointment of proxies through CREST**

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 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 (**EUI**) 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 Limited (**ID: 7RA11** no later than 2pm on 4 December 2016 or, in the event of an adjournment of the meeting, 48 hours before the 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 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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/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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Appointment of proxy by joint members**

12. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

#### **Changing proxy instructions**

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

14. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

- Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars no later than 2pm on 4 December 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

#### **Corporate representatives**

15. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Issued shares and total voting rights**

16. As at close of business on the last business day before posting of this document, the Company's issued share capital comprised of 17,296,067 ordinary shares of £0.075 each. Each ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company is 17,296,067 ordinary shares.

The website referred to in note 2 will include information on the number of shares and voting rights.

#### **Questions at the meeting**

17. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or

- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Voting**

18. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

### **Communication**

19. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- by email to the following address with the subject line "Second Adjourned Meeting December 2016": [egm2016@mblgroup.co.uk](mailto:egm2016@mblgroup.co.uk).

You may not use any electronic address provided either:

- in this notice of General Meeting; or
- any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.