

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in MBL Group PLC ("Company"), please pass this document, together with the accompanying documents (but not the personalised Proxy Form), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

MBL Group PLC

Registered in England and Wales with company number 4198290

Registered office: Edge House,  
Old Gloucester Road,  
Hambrook,  
Bristol,  
BS16 1RS.

13 September 2018

*To ordinary shareholders*

Dear Shareholder

Annual General Meeting 2018

I am pleased to send you details of our 2018 annual general meeting ("AGM"), which will be held at the offices of Thrings LLP, The Paragon, Counterslip, Avon, Bristol, BS1 6BX on 12 October 2018 at 15:00. Shareholder registration will be available from 14:00. The formal notice of the AGM, which is set out on pages 5 to 7 of this document ("Notice") sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 9 resolutions. Resolutions 1 to 7 are proposed as ordinary resolutions. Resolutions 8 and 9 are proposed as special resolutions.

Resolution 1: Annual report and accounts

The directors must present the Company's annual accounts and directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2018, and are called the Annual Report 2018.

The Annual Report 2018 is available on the Company's website ([www.mblgroup.co.uk](http://www.mblgroup.co.uk)).

## Resolutions 2 and 3: Reappointment of directors

Resolution 2 proposes the reappointment of Mr James Reynolds as a director. This is in accordance with the Company's articles of association, which require that directors appointed since the date of the last AGM offer themselves for re-election as a director.

Resolution 3 proposes the reappointment of Mr Anton Lane as a director. This is in accordance with the Company's articles of association, which require that directors appointed since the date of the last AGM offer themselves for re-election as a director.

## Resolutions 4 and 5: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 4 proposes the reappointment of Moore & Smalley LLP as auditors (to hold office until the next such meeting), and, in accordance with normal practice, resolution 5 authorises the directors to determine the auditors' remuneration.

## Resolution 6: Political donations and political expenditure

It is not the Company's policy to make donations to political parties, or to make other political donations within the normal meaning of that expression, and the directors have no current intention of changing that policy.

However, as a result of the wide definitions of political expenditure, political donations and political organisations in the Companies Act 2006 ("Act"), normal business activities and expenditure which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may fall within the restrictions of the Act. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community, and communicating with the Government and political parties at local, national and European level might be construed as political expenditure or as a political donation to a political organisation.

Resolution 6 does not purport to authorise any particular donation or expenditure, but is expressed in general terms, as required by the Act, and is intended to authorise normal donations and expenditure while avoiding inadvertent infringement of the Act. If passed, resolution 6 would 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 £5,000.00 in the period beginning with the date on which resolution 6 is passed and ending at the conclusion of the next AGM of the Company. The authority will not be used to make political donations within the normal meaning of that expression.

If the Company uses the authority given under resolution 6, then separate authorisation will be sought at the next AGM of the Company. It is the directors' intention to renew this authority each year.

## Resolution 7: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 7 renews a similar authority requested at last year's AGM and, if passed, will 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).

If given, this authority will expire at the conclusion of the Company's next AGM or on 12 January 2020 (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury. The directors have no current intention to exercise the authority sought under resolution 7.

## Resolution 8: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 8, which will be proposed as a special resolution, renews a similar power sought at last year's AGM and, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- (a) in connection with an open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £64,860 (which represents approximately five per cent of the issued ordinary share capital of the Company) as at the last practicable date before the publication of this document.

The directors intend to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that a company should not issue shares representing more than 7.5 per cent of its issued ordinary share capital for cash in any rolling three-year period, other than on a pre-emptive basis, without prior consultation with shareholders. The directors have no current intention to exercise the authority sought under resolution 8.

If given, this power will expire at the conclusion of the Company's next AGM or on 12 January 2020 (whichever is the earlier). It is the directors' intention to renew this power each year.

## Resolution 9: Purchase by the Company of its own shares

Resolution 9, which will be proposed as a special resolution, renews a similar authority sought at last year's AGM. If passed, it will 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 12 September 2018, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. Any buy back of ordinary shares would be by market purchases through the London Stock Exchange. If given, this authority will expire at the conclusion of the Company's next AGM or on 12 January 2020 (whichever is the earlier). It is the directors' intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 9 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under the Company's share schemes. While held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the directors exercise this authority, in order to provide the Company with additional flexibility in the management of its capital base. However, the directors currently intend to cancel any shares purchased under this authority. The directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury

### Action to be taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies:

- by completing the Proxy Form sent to you with this document and returning it to our registrars; or
- (if you are a CREST member) using the CREST electronic proxy appointment service.

Your proxy appointment must be received by 15:00 on 10 October 2018. Further details relating to voting by proxy are set out in the notes to the Proxy Form.

Yours sincerely

Anton Lane  
Chairman

## MBL GROUP PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 annual general meeting of MBL Group PLC ("Company") will be held at the offices of Thrings LLP, The Paragon, Counterslip, Avon, Bristol, BS1 6BX on 12 October 2018 at 15:00 for the following purposes:

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

1. To receive the Company's annual accounts and directors' and auditors' reports for the year ended 31 March 2018.
2. To reappoint James Reynolds as a director of the Company.
3. To reappoint Anton Lane as a director of the Company.
4. To reappoint Moore & Smalley LLP as auditors of the Company.
5. To authorise the directors to determine the remuneration of the auditors.
6. 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:
  - 6.1 to make political donations to political parties and/or to independent election candidates not exceeding £5,000.00 in total;
  - 6.2 to make political donations to political organisations other than political parties not exceeding £5,000.00 in total; and
  - 6.3 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.

7. 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 12 January 2020 (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:

8. That, subject to the passing of resolution 7 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 7 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:

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

8.1.1 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

8.1.2 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

8.2 otherwise than pursuant to paragraph 8.1 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 12 January 2020 (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).

9. 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:
  - 9.1 the maximum aggregate number of Shares which may be purchased is 1,729,606;
  - 9.2 the minimum price (excluding expenses) which may be paid for a Share is 7.5 pence;
  - 9.3 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 12 January 2020 (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

Anton Lane  
Chairman

13 September 2018

Registered office  
Edge House,  
Old Gloucester Road,  
Hambrook,  
Bristol,  
BS16  
1RS  
Registered in England and Wales No. 4198290

## Notes

### *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 18:00 on 10 October 2018 (or, if the meeting is adjourned, 18:00 on 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, Steelpark Road, Halesowen, West Midlands B62 8HD 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, Steelpark Road, Halesowen, West Midlands B62 8HD, no later than 15:00 on 10 October 2018 (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 15:00 on 10 October 2018 (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 Edge House, Old Gloucester Road, Hambrook, Bristol, BS16 1RS.

No other methods of communication will be accepted.