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If you have sold or otherwise transferred all of your Ordinary Shares, you should pass this document and the accompanying form of proxy without delay to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares

This document does not constitute a prospectus for the purposes of the prospectus rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for Subscription Shares in any jurisdiction. This document must not be distributed to a US Person (as such term is defined in the US Securities Act of 1933, as amended (the "Securities Act")) or within or into the United States, Canada, Japan, South Africa, Australia or New Zealand. The Ordinary Shares have not been and will not be registered under the Securities Act, and may not be offered or sold or subscribed, directly or indirectly, within the United States Canada, Japan, South Africa, Australia or New Zealand or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national resident or citizen of Canada, Japan, South Africa, Australia or New Zealand or any corporation, partnership or other entity created or organized under the laws thereof.

Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. No application has been made or is currently intended to be made for the Subscription Shares to be admitted to trading or dealt in on any other exchange. It is expected that, subject to, inter alia, the passing of the Resolutions at the General Meeting, admission to AIM will become effective in respect of, and that dealings on AIM will commence in, the Subscription Shares, on or around 4 July 2019.

MPORIUM GROUP PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 08696120)

PROPOSED FUNDRAISING AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chief Executive Officer of the Company which is set out in this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a general meeting of the Company to be held at the offices of the Company at First Floor, 106 New Bond Street, London, England, W1S 1DN at 10.00 a.m. on 2 July 2019 (London time) is set out at the end of this document. A form of proxy for use at the General Meeting is enclosed with this document. Whether or not you intend to attend the General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it so as to be received by Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 10.00 a.m. on 28 June 2019.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Fundraising and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company or their associates, directors, officers or advisers.

The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

The Subscription Shares will, upon Admission, rank pari passu in all respects with the existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid after Admission. The Subscription Shares and the Warrants are not being made available to the public in conjunction with the Fundraising and the information concerning the proposed Fundraising set out in this document is being provided to existing Shareholders for information purposes only.

The distribution of this document and the offer of the Subscription Shares and the Warrants in certain jurisdictions may be restricted by law. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

The Subscription Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed on or endorsed the merits of the Fundraising or the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company nor any of their associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2019

Latest time and date for receipt of forms of proxy	10.00 a.m. on 28 June
General Meeting	10.00 a.m. on 2 July
Admission and dealings in the Subscription Shares expected to commence	8:00 a.m. on 4 July

Note:

Each of the times and dates in the above table is a reference to the time in London and is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by amendment by the Company on a regulatory information service.

FUNDRAISING STATISTICS

Number of Subscription Shares proposed to be issued by the Company	192,300,000
Subscription Price per Subscription Share	1 pence
Number of Ordinary Shares in issue immediately following Admission	1,037,482,052
Number of Subscription Shares as a percentage of the issued share capital of the Company as at the date of this document	22.75 per cent.
Number of new Subscription Shares as a percentage of the Enlarged Share Capital ¹	18.54 per cent.
Gross proceeds of the Subscription	£1.923 million
Number of Ordinary Shares to be issued on exercise of the Subscription Warrants	192,300,000

Note:

¹ Assumes that (i) all of the Subscription Shares are issued and (ii) no other Ordinary Shares are issued between the date of this document and Admission.

² Assumes that all of the Subscriptions Warrants are exercised in accordance with the terms of the Warrant Instrument in due course.

LETTER FROM THE CHIEF EXECUTIVE OFFICER
MPORIUM GROUP PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 08696120)

Directors:

Nelius De Groot (*Chief Executive Officer*)
Aidan Casey QC (*Non-executive Director*)
Nicholas Bertolotti (*Non-executive Director*)

Registered Office:

First Floor
106 New Bond Street
London
England W1S 1DN

14 June 2019

To the holders of Ordinary Shares

Dear Shareholder

PROPOSED FUNDRAISING AND NOTICE OF GENERAL MEETING

1. Introduction

On 11 June 2019, the Company announced that it had conditionally raised approximately £1.5 million by way of subscription, mainly from existing investors, for a total of 150,000,000 new Ordinary Shares, at a subscription price of 1 pence per Subscription Share.

The Company also announced that, upon completion of the Subscription, the relevant investors will also be granted Warrants over 150,000,000 Ordinary Shares exercisable between 10 December 2019 and 10 December 2021 with an exercise price of 1.5 pence per share.

In its 11 June 2019 announcement, the Company indicated that it might accept additional conditional applications for Subscription Shares prior to close of business on 13 June 2019. Since 11 June 2019, the Company has entered into conditional subscription letters with investors in respect of a further 42,300,000 Subscription Shares.

Accordingly, the total number of Subscription Shares proposed to be issued pursuant to the fundraising is 192,300,000 and the total number of proposed Warrants is 192,300,000. The gross amount conditionally raised pursuant to the proposed Subscription is £1.923 million.

Further details of the Subscription and the Warrants are set out below at section 7 headed "*Details of the Fundraising*".

The Fundraising is conditional upon (amongst other things) Shareholder approval which will be sought at the general meeting of the Company to be held at the Company's offices at First Floor, 106 New Bond Street, London, England, W1S 1DN at 10.00 a.m. on 2 July 2019 (the "**General Meeting**"). The notice of the General Meeting is set out at the end of this document.

The purpose of this letter is (i) to provide you with details of, background to and reasons for the Fundraising, (ii) to provide you with information in respect of the Resolutions to be proposed at the General Meeting and (iii) to explain why the Board believes that the Fundraising and the Resolutions are in the best interests of the Company and its Shareholders as a whole.

The actions that you should take to vote on the Resolutions, and the recommendation of the Board, are set out in paragraphs 11 and 12 respectively of this letter.

In the event that Shareholders do not approve the Resolutions, the Fundraising will not proceed and the Board will urgently need to consider alternative sources of funding, which may or may not be forthcoming. Accordingly, Shareholders are urged to vote in favour of the Resolutions in order that the Fundraising can proceed.

The contents of this document are important and I would urge you to read it carefully and in full and to complete, sign and return the enclosed Form of Proxy in accordance with the instructions given on it and in paragraph 11 below headed "Action to be Taken", as soon as possible and in any event by no later than 10.00 a.m on 28 June 2019.

2. Background on Mporium

Mporium's proprietary technology enables advertisers to identify and leverage moments when there are significant changes in the levels of consumer engagement to ultimately tailor advertising accordingly.

Mporium's IMPACT platform operates across search, social and display media advertising venues, optimising digital advertising outcomes for advertisers. Performance is achieved using a range of signals to manage in real-time the pricing, timing and selection of creative for digital advertising campaigns.

The technology operates as an overlay to existing digital campaigns and requires no technical integration. The campaign's credentials are used to connect the IMPACT platform directly to the relevant application programming interface (APIs). The technology has been deployed on behalf of brands and agencies across more than 160 countries and territories.

IMPACT monitors signals in real-time, makes informed data-driven decisions, and executes relevant actions that capitalise on the identified opportunities. Signals provide real-world events that influence consumer behaviour. Sources includes: influencers, sports events, television (both television content and adverts), news feeds, financial data and social media.

Decisions are derived using data science techniques to correlate signals with anomalies in consumer interest. Decisions are constantly refined to optimise the performance that they deliver and include the modulation of keyword bidding, turning campaigns on / off, and the switching of advertising creative. Actions represent the implementation of decisions and are executed across numerous advertising channels and third party APIs. Mporium has already operated on behalf of numerous prestigious global brands and agencies, delivering performance enhancements across digital advertising campaigns.

In November 2018, the Company established MporiumX as a performance division with the objective of driving customer leads at scale across digital channels. This allows Mporium to utilise its proprietary technology to deliver direct results and where it is paid based on performance rather than percentage of spend. This model is well-suited to deliver on well-defined direct response marketing targets.

Fast Web Media is a digital marketing agency that provides clients with a range of digital marketing services, specialising in search marketing, search engine optimisation, technical development, social media and mobile.

3. Background to the Fundraising and use of proceeds

The Board now recognises that its gross margin aspirations will take longer to achieve and that as a consequence the Company will not achieve the desired EBITDA breakeven within 2019. In this light, the Company announced on 11 June 2019 that it has initiated a major restructuring that will refocus the business on the performance-led MporiumX division, which accounted for 95% of its revenues in the first quarter of the current financial year. The Board believes in view of market conditions and the Company's resources, it would be the best course to have a single strategic and investment focus, and to reduce its cost base accordingly.

As part of this restructuring, the Company has made the decision to streamline the Mporium Agency offering in view of the significant market challenges in the way of this business. There are many additional market entrants, brands are bringing marketing capabilities in-house and margins are under pressure. Adoption of technology by agencies remains slow and their activities are orientated around a campaign mindset that results in sporadic, rather than always-on, usage.

The Company is undertaking a detailed assessment of its legacy Fast Web Media (FWM) business, to determine the appropriate course of action with respect to the business. Several new contracts with larger clients have been signed during the last 18 months, but these contracts have not yet generated the level of revenues required to make FWM profitable.

4. Use of proceeds

Assuming all the Subscription Shares are issued, the net proceeds of the Subscription (which is expected to be approximately £1.87 million) will be used to fund the expected costs of the restructuring and to provide working capital to support the reshaped business into late 2020, assuming receipt of a significant research and development tax rebate in the third quarter of 2019.

5. Update on report and accounts

In its 11 June 2019 announcement, the Company also provided a further update regarding its audited results for the financial year ended 31 December 2018. Due to the adoption of new accounting standards, the Company and its auditors are finalising the periods for which booked revenues will be recognised under these standards. These discussions are close to resolution and, as stated in the update of 3 June 2019, the audit is being finalised and the Directors expect to announce audited results for such financial year by the end of June 2019.

6. Director change

The Company also announced on 11 June 2019 that Barry Moat had stepped down from the Board with immediate effect.

7. Details of the Fundraising

The Company proposes to raise gross proceeds of approximately £1.923 million through the issue of Subscription Shares at the Subscription Price to certain investors. The Subscription Price represents a discount of 32.2 per cent. to the closing middle market price of 1.475 pence on 10 June 2019, being the last practicable date prior to the Company's announcement of 11 June 2019. The Subscription Shares will represent 18.54 per cent. of the Company's Enlarged Share Capital immediately following Admission.

In additional, conditional on Admission, the relevant investors will also be granted Warrants over 192,300,000 Ordinary Shares exercisable between 10 December 2019 and 10 December 2021 with an exercise price of 1.5 pence per share.

The Board believes that raising equity finance using the flexibility provided by a non-pre-emptive placing is the most appropriate and optimal structure for the Company at this time.

The Subscription Shares when issued will rank *pari passu* with the Ordinary Shares and will rank in full for any dividends and distributions paid or made in respect of the Ordinary Shares following Admission.

Application will be made for the Subscription Shares to be admitted to trading on AIM. It is expected that dealings in the Subscription Shares will commence on AIM on 4 July 2019.

Terms of the Subscription

Under the Subscription Letters, certain investors have conditionally agreed to subscribe for the Subscription Shares at the Subscription Price.

The Subscription is conditional upon (amongst other things):

- the passing of the Resolutions at the General Meeting
- the terms of the Warrants being agreed
- Admission becoming effective by 8.00 a.m. on 4 July 2019 (or such later date being no later than 8.00 a.m. on 24 July 2019 as the Company may in its sole discretion determine), and
- receipt of funds in respect of the Subscription Shares from the relevant investors.

The Subscription is not being underwritten. As the Fundraising is conditional on receipt of funds from investors, the Company may complete the investment with certain investors and not with others and, accordingly, there is no minimum guaranteed amount to be raised by the Company pursuant to the Fundraising.

Warrants

As indicated above, the relevant investors in the Fundraising will be granted warrants over 192,300,000 Ordinary Shares in aggregate (assuming that all of the Subscription Shares are in fact issued).

The Warrants will be issued to relevant investors, conditional on Admission, pursuant to the Warrant Instrument. Each investor will be issued with one Warrant for each Subscription Share subscribed for by him/ her. Upon exercise, each Warrant is convertible into one Ordinary Share at an exercise price of 1.5 pence per Ordinary Share.

The Warrants are exercisable at any time between 10 December 2019 and 10 December 2021 (both inclusive) (the "**Exercise Period**"). The Warrants are also exercisable at any time prior to or during the Exercise Period in the event of a Takeover Offer or a Scheme (as those terms are defined in the Warrant Instrument). In certain limited circumstances, the Warrants may be exercised following the expiry of the Exercise Period in accordance with the Warrant Instrument.

The Warrant Instrument contains certain provisions that allow for the adjustment of the outstanding Warrants in the event of certain share capital reorganisations of the Company. The Warrants are exercisable in whole or in part but a Warrant holder may not exercise fewer than 50,000 Warrants or, if lower, his or her aggregate holding of Warrants. The Warrants are only transferable with the prior written consent of the Company (acting in its absolute discretion).

8. Related Party Transaction

Mr. Robert Keith currently holds 67,723,598 Ordinary Shares representing 8.01 per cent. of the existing share capital and is a connected party to Charles Street International Holdings ("Charles Street"), which is a substantial shareholder of the Company for the purposes of the AIM Rules. Similarly, Allay (UK) Ltd ("Allay") are also a substantial shareholder of the Company by virtue of their holding of 211,295,513 Ordinary Shares representing 25.00 per cent. of the existing share capital.

Mr. Robert Keith and Allay have separately conditionally subscribed for 50,000,000 and 5,000,000 Subscription Shares, respectively. Being substantial shareholders, these subscriptions are considered to be related party transactions pursuant to AIM Rule 13 of the AIM Rules.

Following the Subscription, Robert Keith will hold 117,723,598 Ordinary Shares, representing 11.35 per cent. of the enlarged issued share capital, and Allay will hold 216,295,513 Ordinary Shares, representing 20.85 per cent. of the Enlarged Share Capital.

The Directors consider, having consulted with finnCap Ltd its Nominated Adviser, that the participations of Robert Keith and Allay as set out above are fair and reasonable insofar as shareholders of the Company are concerned.

9. General Meeting

A notice convening the General Meeting is set out at the end of this document. A summary and explanation of the Resolutions to be proposed at the General Meeting is set out below. Please note that the summary and explanation is not the full text of the Resolutions and Shareholders should review the full text of the Resolutions before deciding whether or not to approve them.

Resolution 1 – Authority to allot shares

The purpose of this Resolution is to provide the directors with the authority to allot the Subscription Shares and to issue the Warrants (and any Ordinary Shares to be issued on the exercise of the Warrants). Section 551 of the Act provides that the directors may not allot new shares or grant rights to subscribe for or to convert any security into shares (other than for employee share schemes) without shareholder approval. Resolution 1 proposes that authority be granted in addition to any existing authority to allot Ordinary Shares pursuant to the Fundraising and to issue the Warrants (and any Ordinary Shares to be issued upon the exercise of the Warrants).

Resolution 2 – Disapplication of pre-emption rights

Section 561(1) of the Act provides that (subject to certain exceptions) if the directors wish to allot any equity securities (as defined in section 560 of the Act) for cash, they must first be offered to existing shareholders in proportion to their existing shareholdings. The purpose of Resolution 2 is to allow the directors to allot equity securities for cash as if section 561(1) of the Act does not apply in connection with the Fundraising.

The Fundraising is conditional upon the passing of the Resolutions and, accordingly, if the Resolutions are not passed, the Fundraising will not complete. If the Resolutions are passed, the authority and power conferred will, to the extent not used, expire on the date which is three months after the date on which the resolutions are passed.

10. **Importance of the vote**

In the event that Shareholders do not approve the Resolutions, the Fundraising will not proceed and the Board will urgently need to consider alternative sources of funding, which may or may not be forthcoming. Accordingly, Shareholders are urged to vote in favour of the Resolutions in order that the Fundraising can proceed.

11. **Action to be taken**

A form of proxy for use at the General Meeting is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed on it and then to return it to the Company's Registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Completed forms of proxy should be returned to the Company's registrars so as to be received by no later than 10.00 a.m on 28 June 2019. The completion and return of a form of proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

12. **Recommendation**

The Directors consider that the Fundraising and the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their entire beneficial holdings of Ordinary Shares.

Yours sincerely

Nelius De Groot
Chief Executive Officer

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"Act"	the Companies Act 2006 (as amended)
"Admission"	admission of the Subscription Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
"AIM"	the market of that name operated by London Stock Exchange
"AIM Rules"	the rules published by London Stock Exchange entitled "AIM Rules for Companies"
"Board" or "Directors"	the directors of the Company
"Company"	Mporium Group plc, incorporated in England and Wales with registered number 08696120
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended, and any applicable rules made under those regulations
"Enlarged Share Capital"	the issued share capital of the Company immediately following Admission, as enlarged by the issue of the Subscription Shares pursuant to the Fundraising, assuming all of the Subscription Shares are issued and no other Ordinary Shares are issued between the date of this document and Admission
"General Meeting"	the general meeting of the Company convened for 10.00 a.m. on 2 July 2019 to approve the Resolutions (or any adjournment thereof), notice of which is set out at the end of this document
"Form of Proxy"	the form of proxy for use in connection with the General Meeting accompanying this document
"Fundraising"	the conditional subscription by certain investors for up to 192,300,000 Subscription Shares on the terms and subject to the conditions set out in the Subscription Letters and the proposed issue of up to 192,300,000 Warrants to such investors pursuant to the Warrant Instrument
"London Stock Exchange"	London Stock Exchange plc
"Ordinary Shares"	ordinary shares of 0.5 pence each in the capital of the Company
"Resolutions"	the resolutions to be proposed at the General Meeting
"Securities Act"	the United States Securities Act of 1933, as amended
"Shareholder"	a holder of Ordinary Shares
"Subscription"	the proposed subscription by certain investors for Subscription Shares at the Subscription Price pursuant to the Subscription Letters
"Subscription Letters"	the conditional subscription letters entered into between the proposed investors in the Fundraising and the Company in connection with the Fundraising
"Subscription Price"	1 pence per Subscription Share
"Subscription Shares"	up to 192,300,000 new Ordinary Shares proposed to be issued pursuant to the Fundraising
"Warrants"	warrants to subscribe for up to 192,300,000 Ordinary Shares, such warrants to be issued to the subscribers for Subscription Shares pursuant to the Warrant Instrument referred to in, and on the basis summarised in, the section sub-headed " <i>Warrants</i> " in the letter from the chief executive officer of the Company set out in this document

"Warrant Instrument"

the Warrant Instrument of the Company to be executed by the Company as a deed pool prior to Admission and constituting warrants to subscribe for up to 192,300,000 Ordinary Shares.

MPORIUM GROUP PLC

(Incorporated in England and Wales, under the Companies Act 2006 with registered number 08696120)

Notice of General Meeting

Notice is hereby given that a general meeting of Mporium Group plc (the "**Company**") will be held at the offices of the Company at First Floor, 106 New Bond Street, London, England, W1S 1DN at 10.00 a.m. on 2 July 2019 to consider and, if thought fit, pass the following resolutions, resolution 1 of which will be proposed as an ordinary resolution and resolution 2 of which will be proposed as a special resolution:

ORDINARY RESOLUTION

1. THAT:

- (A) the Directors be generally and unconditionally authorised to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum nominal amount of £1,923,000 in connection with the Fundraising (as defined in the circular to shareholders of the Company dated 14 June 2019 (the "Circular")); and
- (B) the authorities given in this resolution:
 - (1) are given pursuant to section 551 of the Act and shall be in substitution for all pre-existing authorities under that section; and
 - (2) unless renewed, revoked or varied in accordance with the Act, shall expire on the date which is three months after the date on which this resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTION

2. THAT:

- (A) subject to the passing of resolution 1 set out in the notice of the general meeting dated 14 June 2019 (the "Allotment Authority") the Directors be given power pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560(1) of the Act) for cash, pursuant to the Allotment Authority as if section 561(1) of the Act did not apply to any such allotment; and
- (B) the power given in this resolution:
 - (1) shall be in substitution for all pre-existing powers under section 570 of the Act; and
 - (2) unless renewed in accordance with the Act, shall expire at the same time as the Allotment Authority, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Dated: 14 June 2019

Registered Office:
First Floor
106 New Bond Street
London
England W1S 1DN

For and on behalf of the Board

Joeline Marie Smith
Company Secretary

SHAREHOLDER NOTES

Appointment of proxy

Any shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be shareholders) to attend the General Meeting and speak and vote instead of the shareholder. If more than one proxy is appointed each proxy must be appointed to exercise rights attached to different shares. Appointment of a proxy will not preclude a shareholder from attending and voting in person at the General Meeting.

In order for a proxy form to be valid, it must be completed and signed and returned to the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so they receive it no later than 10.00 a.m. (UK time) on 28 June 2019 (or, if the meeting is adjourned, the time that is 48 hours (excluding non-working days) before the time fixed for the adjourned meeting).

A shareholder wishing to appoint multiple proxies should contact the Shareholder Helpline on referred to below to obtain additional proxy forms. Alternatively Shareholders may wish to photocopy your proxy form. It will be necessary for the shareholder to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act.

Appointment of proxy using CREST

CREST members may appoint a proxy through CREST by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so that they are received by the Company's registrars (ID RA10) by 10.00 a.m. (UK time) on 28 June 2019 (or, if the meeting is adjourned, the time that is 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. 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 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 therefore the responsibility of the CREST member concerned to take (or procure the taking of) 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

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Record date

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 10.00 a.m. on 28 June 2019 (or, in the event of any adjournment, on the date which is 48 hours (excluding any part of a day that is a non-working day) before the time of the adjourned 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.

Shareholder helpline

Shareholders who have general queries about the General Meeting or need additional proxy forms should call our Shareholder Helpline on 0871 664 0300 (no other methods of communication will be accepted). Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. No other methods of communication will be accepted. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Statement of capital and voting rights

As at 13 June 2019 (being the latest practical date prior to publication of this document), the Company's issued share capital consisted of 845,182,052 Ordinary Shares. Accordingly, the total voting rights in the Company as at 13 June 2019 were 845,182,052.

Other matters

Shareholders may not use any electronic address provided in either this notice of General Meeting or any related documents (including the chief executive's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

A copy of this notice can be found at www.mporium.com.