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If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Existing Ordinary Shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document is not an offer of securities, or the solicitation of an offer to acquire securities in any jurisdiction, this document is not a prospectus or equivalent document. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules for Companies. The Placing Shares referred to in this document have not been and will not be registered or qualified for distribution to the public under the securities legislation of any jurisdiction. The information about the Placing in this document is provided solely for the information of Shareholders in connection with the General Meeting and not to any other person or for any other purpose.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

MPORIUM GROUP PLC

(incorporated and registered in England & Wales with registered number 8696120)

**Proposed Placing of 41,379,008 new Ordinary Shares
at a price of 7.5 pence per new Ordinary Share**

Proposed issue of options over Ordinary Shares

Appointment of Advisory Board

and

Notice of General Meeting

Nominated Adviser & Broker

N+1 SINGER

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of Mporium Group plc which contains the unanimous recommendation by the Directors to Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of the Ordinary Shares held by them. The Company and the Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

Notice of the General Meeting to be held at 10.00 a.m. on 18 July 2016 at the offices of N+1 Singer, One Bartholomew Lane, London EC2N 2AX is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event so as to arrive not later than 10.00 a.m. on 16 July 2016 together with

any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed. Alternatively, if you hold Ordinary Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Capita Asset Services (under CREST participant ID: RA10) by no later than 10.00 a.m. on 16 July 2016 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). Completion and return of a Form of Proxy or use of the CREST electronic proxy appointment service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

N+1 Singer, which is authorised and regulated in the United Kingdom by the FCA, is acting as Nominated Adviser and Broker to Mporium and no one else in connection with the Placing and will not be responsible to any person other than Mporium for providing the regulatory and legal protections afforded to customers (as defined by the FCA Rules) of N+1 Singer nor for providing advice in relation to the contents of this document or any matter, transaction or arrangement referred to in it. The responsibilities of N+1 Singer, as Nominated Adviser under the AIM Rules for Nominated Advisers, are owed solely to the London Stock Exchange and are not owed to Mporium or any Director or to any other person in respect of their decision to acquire Placing Shares.

The distribution of this document and/or the Form of Proxy outside of the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession these documents comes should inform themselves about and observe any such restrictions. This document does not constitute an offer to sell or issue, or the solicitation of an offer to buy or subscribe for, Placing Shares in any jurisdiction in which such offer or solicitation is unlawful. The Placing Shares have not been, and will not be, registered in the United States of America under the United States Securities Act of 1933 (as amended) (the "Securities Act") or under the securities laws of any state of the United States of America or under the securities laws of any of Canada, Australia, the Republic of South Africa, or Japan and, subject to certain exemptions, may not be offered or sold, directly or indirectly, within or into the United States of America, Canada, Australia, the Republic of South Africa, or Japan or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national resident or citizen of Canada, Australia, the Republic of South Africa, or Japan.

No person has been authorised to give any information or to make any representation about Mporium and about the matters the subject of this document other than those contained in this document. If any such information or representation is given or made then it must not be relied upon as having been so authorised. The delivery of this document shall not imply that no change has occurred in Mporium's affairs since the date of issue of this document or that the information in this document is correct as at any time after the date of this document, save as shall be required to be updated by law or regulation.

IMPORTANT NOTICE

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”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

These forward looking statements relate only to the position as at the date of this document. Neither the Directors nor the Company undertake any obligation to update forward looking statements, other than as required by the AIM Rules or by the rules of any other applicable securities regulatory authority, whether as a result of the information, future events or otherwise.

Basis on which information is presented

Various figures and percentages in tables in this document, including financial information, have been rounded and accordingly may not total. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data.

In the document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

References to defined terms

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document are, unless otherwise stated, references to the time.

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DIRECTORS AND ADVISORS

<i>Directors</i>	Nigel Walder (<i>Non-Executive Chairman</i>) Barry Moat (<i>Chief Executive Officer</i>) Richard Gordon (<i>Finance Director</i>) Staale Bjornstad (<i>Non-Executive Director</i>) Aidan Casey (<i>Non-Executive Director</i>) <i>all of whose business address is at the Company's registered office</i>
<i>Registered Office</i>	First Floor, 106 New Bond Street, London, England W1S 1DN
<i>Company Secretary</i>	Richard Gordon
<i>Website</i>	https://mporium.com/
<i>Nominated Adviser and Broker</i>	Nplus1 Singer Advisory LLP One Bartholomew Lane London EC2N 2AX
<i>Legal Advisers to the Company</i>	Rosenblatt Solicitors 9-13 St. Andrew Street London EC4A 3AF
<i>Registrars</i>	Capita Assets Services The Registry 34 Beckenham Road Beckenham

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2016</i>
Posting of this document and Forms of Proxy	29 June
Latest time and date for receipt of Forms of Proxy	10.00 a.m. 16 July
General Meeting	10.00 a.m. 18 July
Admission, settlement and commencement of dealings in the Placing Shares	8.00 a.m. 19 July
Expected date for CREST accounts to be credited in relation to the Placing Shares	19 July 2016
Expected date for dispatch of definitive share certificates (where applicable) in relation to the Placing Shares	26 July 2016

Notes:

1. Each of the time and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. Admission and commencements of dealings in the Placing Shares on AIM are condition on, *inter alia*, the passing of the Resolutions at the General Meeting.

PLACING STATISTICS

Issue Price	7.5 pence
Number of Existing Ordinary Shares in issue as at the date of this document	420,209,800
Number of Placing Shares to be issued	41,379,008
Enlarged Issued Share Capital	511,588,808
Proportion of the Enlarged Issued Share Capital represented by the Placing Shares	8.09%
Market capitalisation of the Enlarged Issued Share Capital at the Issue Price	£38,369,161
Estimated Gross proceeds of the Placing	£3,103,426
Estimated Net proceeds of the Placing	£3,003,426
Proportion of Enlarged Issued Share Capital represented by the Additional Authorities	10.29%

LETTER FROM THE CHAIRMAN

MPORIUM GROUP PLC

(incorporated in England and Wales with registered number 8696120)

Registered office: First Floor, 105 – 106 New Bond Street, London W1S 1DN

Directors:

Nigel Walder *(Non-Executive Chairman)*

Barry Moat *(Chief Executive Officer)*

Richard Gordon *(Chief Financial Officer and Company Secretary)*

Staale Bjornstad *(Non-executive Director)*

Aidan Casey *(Non-executive Director)*

29 June 2016

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder

Proposed Placing of Ordinary Shares, proposed issue of options over Ordinary Shares, proposed engagement of Advisory Board and Notice of General Meeting

1. Introduction

The Company announced earlier today that it has conditionally raised approximately £3.1 million (before expenses) by the proposed Placing of 41,379,008 new Ordinary Shares. The Issue Price of 7.5 pence per Ordinary Share represents a 4.82 per cent. discount to the closing middle market price of 7.9 pence per Ordinary Share on 28 June 2016, the last business day prior to the announcement of the Placing. N+1 Singer is acting as sole broker for the Company in connection with the Placing.

It is proposed that the net proceeds of the Placing will be used for the continued development of the Group's products, as further detailed in this document, to accelerate growth through investment in sales and marketing activities, product development and for working capital purposes generally.

The Placing is conditional, *inter alia*, on Admission becoming effective, the Placing Agreement between the Company and N+1 Singer becoming unconditional and not being terminated (in accordance with its terms), the passing by the Shareholders of the Resolutions at the General Meeting, including a special resolution which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the New Ordinary Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Placing Shares will be admitted to trading on AIM on or around 19 July 2016.

The purpose of this document is to explain the background to and reasons for the Placing and the issue of options over Ordinary Shares and why the Directors consider the Placing and the issue of options over Ordinary Shares as further described in this document to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document as they have irrevocably undertaken to do in respect of the Ordinary Shares held by them.

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 13 below headed "Action to be Taken", as soon as possible and in any event by no later than 10.00 a.m. on 16 July 2016.

2. Background on the Company

mporium is a “mobile first” technology firm that seeks to monetise the transformative effect of smartphones on consumer digital behaviour. The new management team, who joined the business in June 2015, has transformed the Company; moving away from the original MoPowered business and instead focusing on a market sector for which the Board believes there is real and considerable demand. The Company has been in the process of developing two new products, **IMPACT** and **INSIGHTS**, which the Directors believe will address the market needs. Development of the new products has been progressing well.

Strategy

Brands spend over \$500 billion annually to reach consumers. Smartphones have replaced desktop personal computers (PCs) as the dominant computing platform to reach consumers. Furthermore, the rate of adoption of smartphones is unprecedented and by 2020, the number of smartphones in circulation is estimated to grow to c.6.1 billion worldwide. This revolution is expected to have a profound effect on consumers’ digital behaviour.

As smartphones are portable and may always be connected, consumers are able to respond to stimuli from their environment in real-time resulting in a far greater number of searches taking place on mobile devices than on PCs. The dramatic increase in smartphone traffic will soon eclipse tablets and is having a direct impact on retailers who are now looking to optimise for a mobile centric world. The consequences of the migration to a smartphone dominated environment are profound and the barriers to refactoring legacy platforms are high.

mporium’s strategy is based on an understanding that to succeed in the smartphone era, businesses need to embrace technologies that optimise for mobile devices. The Group’s patent pending technologies are built with the express intention of enabling brands, retailers, agencies and broadcasters to prosper in this new environment. **IMPACT** enables media buyers to leverage existing desktop search and social campaign architecture to automatically launch mobile campaigns only in the moment when consumer intent is greatest. It specifically targets monetising the events that Google calls “Micro Moments”, which are the multitude of stimuli that encourage consumer engagement and interest throughout the day. For example, campaigns can be systematically launched in response to live TV content that is known to drive consumers to reach for their smartphones to search, purchase, comment or share.

The Directors believe that the ability of TV to aggregate and curate very large audiences provides an almost unique opportunity for analysis and display. Crucially, TV prime viewing time matches the peak of both smartphone and e-Commerce activity, a trend which is increasing substantially. mporium’s **IMPACT** product is designed to monetise “second-screening”; consumer behaviour involving the use of a mobile device whilst simultaneously watching TV by identifying the peak moments of consumer interest on TV and then launching search and social campaigns in real-time. The result is that consumers are engaged in a highly relevant manner with the intention of significantly increasing the effectiveness of digital marketing by brands and retailers.

mporium’s **INSIGHTS** is also built for the smartphone era. The product is designed to provide access to sophisticated analytic functionality and combine such analytics with the ability to personalise content based on real-time transactions. This product can be utilised and deployed broadly across any scale business and requires no in-depth technology knowledge or experience.

The Directors believe that both **IMPACT** and **INSIGHTS** products are highly innovative products which deploy leading technologies that are new to their target markets. For this reason, several new patent applications have been filed and the patent applications process to protect various aspects of the proprietary technology underpinning both products has commenced. Internal processes for innovation harvesting, capture and protection have been established as part of the Group’s ongoing IP strategy to build a comprehensive and robust intellectual property portfolio.

The ability to deliver these products has been achieved through a complete revision of the business strategy and the refocussing of development resources. The Directors believe that this refocusing, coupled with a strategic partnership with Cxense ASA (a Norwegian-based and Oslo Stock Exchange quoted Tech company), has enabled the Group to shorten the time period for development of these products.

3. Background to and reasons for the Proposals

Advisory Board

The Directors are in the process of establishing an Advisory Board, consisting of experts in different aspects of m-commerce. The Advisory Board will regularly convene with senior management from within the Company to assist in the implementation of the research plan that is currently being executed, provide strategic advice and share information on potential contacts and business opportunities. It is intended that the Advisory Board will have up to five members whose skill set will encompass expertise in the fields of technology, digital marketing, advertising, e-commerce and retail.

Members of the Advisory Board will be engaged on a consultancy basis providing one or two days of services per month, and will not be directors or employees of the Group. It is envisaged that the Advisory Board will be remunerated by way of options over Ordinary Shares and a proportion of the additional authority to issue shares being sought by the Board at the General Meeting pursuant to the Resolutions will be utilised to grant these options. The Directors currently intend that up to one-third of the authorities to allot Ordinary Shares on a non-pre-emptive basis being sought pursuant to the Resolutions at the General Meeting (representing up to approximately 5 per cent. of the Existing Ordinary Shares) will be used for this purpose.

The terms of such options over Ordinary Shares will be finalised as soon as possible following Admission and will be subject to the approval at the Company's Remuneration Committee.

Product Development

Considerable progress has been made in the development of the **INSIGHTS** and **IMPACT** products and interest in these products is being generated in their target markets. Feedback from potential customers has led to a revised product and development strategy and funds raised from the Placing will be used to implement this strategy.

Delivery Strategy

In order to deliver the go to market strategy for both the **INSIGHTS** and **IMPACT** products the Directors believe it will be important to augment the business with additional resources to assist with the marketing and deployment of these products and quickly realise their potential. To be in a position to procure the additional resources required, the Directors are seeking additional shareholder authorities at the General Meeting pursuant to the Resolutions to allot new Ordinary Shares and disapply pre-emption rights in respect of such allotments now, beyond those required to implement the Proposals, so that a further fundraising may be carried out later this year or early in 2017 without convening another general meeting of the Company.

4. Use of Proceeds

The net proceeds of the Placing are expected to be approximately £3.0 million. It is proposed that such proceeds shall be used for, the continued development of the Group's **INSIGHTS** and **IMPACT** products, to accelerate growth through investment in sales and marketing activities, product development and for general working capital purposes.

5. Current Trading and Outlook

The mporium **INSIGHTS** product seeks to provide enterprise level technology broadly across any scale business without the requirement for in-depth technology knowledge or experience. The **INSIGHTS** product is undergoing continuous development and significant enhancements which are expected to be implemented in the coming months. The mporium **IMPACT** product seeks to use proprietary technology to leverage the stimuli that TV content provides and generate the associated synchronised consumer digital activity. Whilst no significant revenue streams are likely to be generated from these products in the current financial year, the Directors remain confident that the market opportunity remains substantial and meaningful levels of revenue will follow in due course. To assist with the development and deployment of the products the Group's relationship with Cxense ASA has been further enhanced, which the Directors believe will bring additional flexibility.

The move away from the old unviable MoPowered business model resulted in the decision to terminate all contracts with legacy clients using discontinued products with effect from 22 April 2016. Income from these legacy clients at the time of termination was negligible.

Following its acquisition by the Group in June 2010, FWM is in the process of being re-aligned to compliment the Group's vision of the digital marketing agency of the future and preparing for a re-launch that will place mporium Group technology at the core of the FWM offering. Reductions in staff and costs in the Group's Salford office are expected by the Directors to result in a more profitable second half of 2016. A Salford based CEO of FWM is to be recruited in H2 of FY 2016 and will be tasked with transforming that business.

6. Details of the Placing

The Company has conditionally raised £3.1 million (before expenses) through the placing by N+1 Singer, as broker, of 41,379,008 Placing Shares at the Issue Price. The Issue Price represents a discount of 4.82 per cent. to the closing middle market price of an Ordinary Share on 28 June 2016.

The Placing, which is not being underwritten, has been undertaken pursuant to the Placing Agreement. Under the terms of the Placing Agreement N+1 Singer, as broker, has agreed to use its reasonable endeavours to procure institutional and other investors to subscribe for the Placing Shares.

The Placing Agreement is conditional on, amongst other things:

- the passing of the Resolutions (without amendment) at the General Meeting; and
- Admission becoming effective by not later than 8.00 a.m. on 19 July 2016 (or such later time and/or date as the Company and N+1 Singer may agree (being not later than 8.00 a.m. on 5 August 2016)).

The Placing Agreement contains certain warranties given by the Company in favour of N+1 Singer in relation to, *inter alia*, certain matters relating to the Group and its business. In addition, the Company has agreed to indemnify N+1 Singer in respect of certain liabilities it may incur in respect of the Placing. N+1 Singer has the right to terminate the Placing Agreement in certain circumstances prior to Admission including, in particular, in the event of a material breach of the warranties.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. Subject to, amongst other things, the Resolutions being duly passed by the requisite majority at the General Meeting, it is expected that Admission will become effective and dealings in the Placing Shares on AIM will commence on 19 July 2016.

The total number of Ordinary Shares to be issued pursuant to the Placing will represent approximately 8.09 per cent. of the Enlarged Issued Share Capital immediately following Admission.

If Admission does not take place on or before 8.00 a.m. on 19 July 2016 (or such later time and/or date as the Company and N+1 Singer may agree (being not later than 8.00 a.m. on 5 August 2016)), the Placing will not proceed.

The Placing Shares will rank *pari passu* in all respects with the existing issued Ordinary Shares, including the right to receive all dividends and other distributions declared, paid or made after Admission.

7. Related Party Transactions

Cxense ASA, a substantial shareholder in the Company, has agreed to subscribe for 8,790,403 new Ordinary Shares pursuant to the Placing. Cxense ASA is a related party under the AIM Rules by virtue of its existing shareholding in the Company. The Directors consider, having consulted with the Company's nominated adviser, N+1 Singer, that the terms of Cxense ASA's participation in the Placing is fair and reasonable insofar as the Shareholders of the Company are concerned.

Tin Yu Lee, a substantial shareholder in the Company, has agreed to subscribe for 6,590,225 new Ordinary Shares pursuant to the Placing. Ms Lee is a related party under the AIM Rules by virtue of her existing shareholding in the Company. The Directors consider, having consulted with the Company's nominated

adviser, N+1 Singer, that the terms of Ms Lee's participation in the Placing is fair and reasonable insofar as the Shareholders of the Company are concerned.

Robert Keith, a substantial shareholder in the Company, has agreed to subscribe for 4,665,045 new Ordinary Shares pursuant to the Placing. Robert Keith is a related party under the AIM Rules by virtue of his existing shareholding in the Company. The Directors consider, having consulted with the Company's nominated adviser, N+1 Singer, that the terms of Robert Keith's participation in the Placing is fair and reasonable insofar as the Shareholders of the Company are concerned.

8. EIS/VCT Schemes

The Company made application to HMRC on 24 May 2016 for clearance that the Company's business qualifies for EIS relief and is a qualifying business for VCT relief but such clearance had not been received as at the last business day prior to the announcement of the Placing.

Qualifying investors should obtain tax relief on their investments under EIS relief or VCT relief, neither the Company nor the Directors can provide any warranty or guarantee in this regard. Investors must seek independent advice on which they are able to rely.

Neither the Company nor the Directors give any warranties or undertakings that EIS relief or VCT relief, if granted, will not be withdrawn. Investors must take their own advice and rely on it. If the Company carries on activities beyond those disclosed to HMRC, then Shareholders may cease to qualify for the tax benefits.

9. Investors' Relief

As announced in the UK government's 2016 budget, from 17 March 2016 Investors' Relief ("IR") may be available to UK tax resident individuals for investments in newly issued ordinary shares in trading companies which are not listed on a recognised stock exchange (AIM is not a recognised stock exchange for these purposes). Where IR is available a 10 per cent. rate of capital gains tax will apply to any gains accruing on the disposal of shares.

Further information about the relief can be found on the gov.UK website at: <https://www.gov.uk/government/publications/capital-gains-tax-entrepreneurs-relief-extension-to-long-term-investors/capital-gains-tax-entrepreneurs-relief-extension-to-long-term-investors#background-to-the-measure>.

The legislation is currently included within the draft Finance Bill 2016 and there are a number of conditions to be met in order for IR to apply, therefore any potential investor in Mporium Group plc shares should seek their own tax advice accordingly on which they are able to rely.

10. General Meeting

The Company currently does not have sufficient authorities in place under section 551 and section 570 of the Act to allot and/or issue options over the New Ordinary Shares and to disapply pre-emption rights in respect of such allotment and/or issue. Accordingly, the Directors are seeking authority to allot and/or issue options over Ordinary Shares on a non-pre-emptive basis to implement the Proposals. Such authorities are being sought in addition to the existing general authorities under section 551 and section 570 of the Act to allot Ordinary Shares granted to the directors pursuant to the resolutions passed at the Company's annual general meeting on 18 May 2016. A summary of the Resolutions is set out below.

Notice of the General Meeting is set out at the end of this document. The General Meeting will be held at the offices of N+1 Singer at One Bartholomew Lane, London EC2N 2AX on 18 July 2016 at 10.00 a.m.

Shareholders have the right to attend, speak and vote at the General Meeting (or, if they are not attending the meeting, to appoint someone else as their proxy to vote on their behalf) if they are on the Register at the Voting Record Time (namely close of business on 16 July 2016). Changes to entries in the Register after the Voting Record Time will be disregarded in determining the rights of any person to attend and/or vote at the General Meeting. If the General Meeting is adjourned, only those Shareholders on the Register 48 hours before the time of the adjourned General Meeting (excluding any part of a day that is not a Business Day) will be entitled to attend, speak and vote or to appoint a proxy.

In addition, a Form of Proxy for use at the General Meeting is enclosed with this document (see paragraph 13 below headed "Action to be Taken").

The number of Ordinary Shares a Shareholder holds as at the Voting Record Time will determine how many votes a Shareholder or his proxy will have in the event of a poll.

Explanation of the Resolutions to be proposed at the General Meeting

The notice convening the General Meeting sets out the Resolutions to be proposed at the General Meeting. An explanation of these Resolutions is set out below:

Authority to allot shares (Resolution 1)

Resolution 1 would give the Directors the authority to allot Ordinary Shares and grant rights to subscribe for or convert any security into Ordinary Shares up to an aggregate nominal value of £352,657.80. This represents approximately 15 per cent. of the ordinary share capital of the Company in issue at 28 June 2016 (being the latest practicable date prior to the publication of this document).

The Directors' authority will expire on the conclusion of the annual general meeting of the Company to be held in 2017 and is in addition to any existing authority given to the directors to allot Ordinary Shares.

Disapplication of pre-emption rights for allotments (Resolution 2)

Under the Companies Act 2006, when Ordinary Shares are allotted for cash, they must generally first be offered to existing shareholders pro rata to their existing holdings. Resolution 2, which is a special resolution and is conditional on the passing of Resolution 1, gives the Directors authority, for the period ending when the authority granted in Resolution 1 expires, to allot equity securities including Ordinary Shares and options over Ordinary Shares up to an aggregate nominal value of £352,657.80 (representing approximately 15 per cent. of the ordinary share capital of the Company in issue at 28 June 2016 (being the latest practicable date prior to the publication of this document), as if the pre-emption rights in the Act did not apply.

11. Irrevocable Undertakings

The Company has received irrevocable undertakings from Shareholders to vote in favour of the Resolutions in respect of their respective holdings of Existing Ordinary Shares representing in aggregate, approximately 51.16 per cent. of the Existing Ordinary Shares.

12. Enlarged Issued Share Capital

If the Placing is approved by Shareholders, then immediately following Admission the Company's issued share capital will be 511,588,808 Ordinary Shares.

13. Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you intend to attend the General Meeting you are strongly encouraged to complete, sign and return the Form or Proxy in accordance with the instructions printed on it to Capita as soon as possible, and in any event so as to arrive no later than 10.00 a.m. on 16 July 2016 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your Ordinary Shares in CREST you may appoint a proxy using the CREST electronic proxy appointment service by following the instructions in notes 5 to 8 to the Notice of General Meeting. The completion and return of a Form of Proxy or the electronic appointment of a proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

15. Recommendation

Your Board believes the Placing to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend you to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their holdings, amounting, in aggregate, to 22,502,688 Ordinary Shares, representing 4.79 per cent. of the existing issued share capital of the Company.

Yours faithfully

Nigel Walder
Chairman

DEFINITIONS

“Act”	the Companies Act 2006;
“Additional Authorities”	the authority of the directors pursuant to sections 551 and 570 of the Act to allot and/or grant options over the New Ordinary Shares (excluding the Placing Shares) which would be granted by the passing of the Resolutions;
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule Six of the AIM Rules for Companies;
“Advisory Board”	the advisory board proposed to be engaged by the Group, details of which are set out in paragraph 2 of this document;
“AIM”	a market operated by the London Stock Exchange;
“AIM Rules for Companies”	the rules for companies whose shares are traded on AIM, and their nominated advisers, and issued by the London Stock Exchange from time to time;
“Board” or “Directors”	the directors of the Company, whose names appear on page 5 of this document;
“Business Day”	any day on which banks are open for business in England and Wales other than a Saturday, Sunday or public holiday;
“Capita Asset Services”	Capita Asset Services, a trading name of Capita Registrars Limited of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
“Company” or “Mporium”	Mporium Group plc, a public company incorporated in England and Wales with registered number 8696120;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as subsequently amended);
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST Proxy Instruction”	an appropriate and valid CREST message appointing a proxy by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 200113755), as amended;
“Enlarged Issued Share Capital”	the Company's issued Ordinary Share capital immediately following Admission;

“Euroclear”	Euroclear UK & Ireland Limited (formerly CRESTCo Limited), the operator of CREST;
“Existing Ordinary Shares”	the 470,209,800 Ordinary Shares currently in issue at the date of this document;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying this document for use at the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000;
“FWM”	Fast Web Media Ltd., a private company incorporated in England and Wales with registered number 02946537;
“FY 2016”	the Group’s financial year commencing 1 January 2016 and ending on 31 December 2016;
“General Meeting”	the general meeting of the Company convened for 18 July 2016 (and any adjournment thereof), notice of which is set out at the end of this document;
“IMPACT”	the Group’s IMPACT product in development, a description of which is set out in paragraph 2 of this document;
“Independent Directors”	Nigel Walder and Aidan Casey;
“INSIGHTS”	the Group’s INSIGHTS product in development, a description of which is set out in paragraph 2 of this document;
“Issue Price”	7.5 pence per Placing Share;
“London Stock Exchange”	London Stock Exchange plc;
“Mporium Group”	the Company and all of its Subsidiaries from time to time; information and communications technology;
“New Ordinary Shares”	the new Ordinary Shares in respect of which it is proposed, pursuant to the Resolutions, to grant the directors authority to allot on a non pre-emptive basis for the implementation of the Proposals;
“N+1 Singer”	Nplus1 Singer Advisory LLP, the nominated adviser and broker to the Company;
“Ordinary Shares”	ordinary shares of 0.5 pence each in the capital of the Company;
“Placing”	the proposed placing of the Placing Shares by the Company pursuant to the Placing Agreement;
“Placing Agreement”	the placing agreement dated 29 June 2016 between the Company and N+1 Singer;
“Placing Shares”	41,379,008 new Ordinary Shares to be issued to placees procured by N+1 Singer pursuant to the Placing;

“Proposals”	the Placing, the issue of options over new Ordinary Shares to members of the Advisory Board and any further fundraising conducted by the Group based on the shareholder authorities and powers proposed to be granted to the Directors pursuant to the Resolutions, in each case as further described in this document;
“Register”	the register of members of the Company;
“Resolutions”	the resolutions set out in the notice of General Meeting at the end of this document;
“Shareholders”	holders of Ordinary Shares;
“Subsidiary”	as defined in section 1159 of the Act and "Subsidiaries" shall mean more than one Subsidiary; and
“Voting Record Time”	in relation to the General Meeting, close of business on 16 July 2016 or if the General Meeting is adjourned, 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a Business Day).

MPORIUM GROUP PLC

(the "Company")

(Incorporated in England and Wales with registered number 8696120)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of N+1 Singer, One Bartholomew Lane, London EC2N 2AX on 18 July 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, the resolution numbered 1 as an Ordinary Resolution and the resolution numbered 2 as a Special Resolution:

ORDINARY RESOLUTION

- 1 THAT the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 ("**CA 2006**") to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company ("**Rights**") up to an aggregate nominal amount of £352,657.80; such authority is in addition to any existing authority granted to the directors under section 551 CA 2006 (to the extent such authority has not expired or been exercised) and shall expire (unless previously renewed, varied or revoked by the Company) on the conclusion of the next annual general meeting of the Company provided that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

SPECIAL RESOLUTION

- 2 THAT subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the directors of the Company be generally empowered to allot equity securities (within the meaning of section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £352,657.80; such power is addition to any existing power granted to the directors under section 570 CA 2006 (to the extent such power has not expired or been exercised) and shall expire when the authority given by resolution 1 is renewed, varied or revoked or expires provided that the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired.

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

By Order of the Board

Richard Gordon
Company Secretary

Dated: 29 June 2016

Notes:

- 1 Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, on +44 (0)871 664 0300.
- 2 To be valid any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Asset Services no later than 10.00 a.m. on 16 July 2016.
- 3 The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in Note 6 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
- 4 To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register at 10.00 a.m. on 16 July 2016 (or, in the event of any adjournment, 48 hours before the adjourned meeting (excluding any part of a day that is not a Business Day)). Changes to the Register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 5 CREST members who wish to appoint a proxy or proxies 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.
- 6 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 instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 the issuer's agent (ID RA10) by 10.00 a.m. on 16 July 2016. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 7 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 8 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.