

notice of annual general meeting

NOTICE is hereby given that the Annual General Meeting of The Mission Marketing Group plc (the "**Company**") will be held at 12 noon on Monday 13 June 2016 at the offices of finnCap Limited, 60 New Broad Street, London, EC2M 1JJ to transact the following business:

The following resolutions will be proposed as ordinary resolutions:

Report and Accounts

1. To receive the financial statements and the reports of the Directors and the auditors for the year ended 31 December 2015.

Dividend

2. To approve a final dividend of 0.9 pence per share for the year ended 31 December 2015 to shareholders on the register at the close of business on 8 July 2016.

Directors

3. To elect Julian Hanson-Smith as a Director.
4. To elect Mike Rose as a Director.
5. To re-elect Dylan Bogg as a Director.
6. To re-elect James Clifton as a Director.
7. To re-elect Robert Day as a Director.
8. To re-elect Giles Lee as a Director.
9. To re-elect David Morgan as a Director.
10. To re-elect Chris Morris as a Director.
11. To re-elect Sue Mullen as a Director.
12. To re-elect Fiona Shepherd as a Director.

Auditors

13. To re-appoint Francis Clark LLP as auditors of the Company.
14. To authorise the Directors to fix the remuneration of Francis Clark LLP.

Authority to allot shares

15. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers

of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £2,786,944 being 33% of the issued share capital of the Company, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make an offer or agreement before the expiry of such authority which would or might require shares to be allotted or any such rights to be granted, after such expiry and the Directors shall be entitled to allot shares or grant any such rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the Directors to allot shares or grant any such rights be and are hereby revoked provided that the resolution shall not affect the right of the Directors to allot shares or grant any such rights in pursuance of any offer or agreement entered into prior to the date of this resolution.

The following resolutions will be proposed as special resolutions:

Authority to dis-apply pre-emption rights

16. THAT (subject to the passing of the resolution numbered 15 above) the Directors be and are hereby empowered pursuant to Section 570, Section 571 and Section 573 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 15 above as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - i. the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary

or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever; and

- ii. the allotment (other than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal value of £836,083.31 being 10% of the issued share capital of the Company.

This power shall expire upon the expiry of the general authority conferred by resolution 15 above, save that the Company shall be entitled to make an offer or agreement before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired and all unexercised authorities previously granted to the Directors to allot equity securities be and are hereby revoked provided that the resolution shall not affect the right of the Directors to allot equity securities in pursuance of any offer or agreement entered into prior to the date of this resolution.

Authority to purchase own shares

17. THAT pursuant to section 701 of the Act and subject to, and in accordance with the Company's Articles of Association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of the Company provided that:

- i. the maximum number of ordinary shares hereby authorised to be acquired is 12,541,249 being 15% of the issued share capital; and
- ii. the minimum price which may be paid for an ordinary share is the nominal value of such share; and
- iii. the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such ordinary share is contracted to be purchased; and

iv. the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company held in 2017 or 18 months from the date of this resolution (whichever is earlier); and

v. the Company may make any purchase of its ordinary shares pursuant to a contract concluded before the authority hereby conferred expires and which will or may be executed wholly or partly after the expiry of such authority; and

vi. all ordinary shares purchased pursuant to the authority conferred by this resolution 17 shall be cancelled immediately on completion of the purchase or held in treasury (provided that the aggregate nominal value of shares held as treasury shares shall not at any time exceed 10 per cent of the issued share capital of the Company at any time).

On behalf of the Board

Peter Fitzwilliam

Finance Director

22 March 2016

Note to the Notice of Annual General Meeting

A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote on his or her behalf. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box on the Form of Proxy accompanying the annual report. If you sign and return the proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any commitments on your behalf, you will need to appoint someone other than the chairman, and give them relevant instructions directly. In order to be valid an appointment of proxy must be completed, signed and returned in hard copy form by post, by courier or by hand to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by no later than 48 hours before the time of the meeting.