

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in MoPowered Group plc (“**Company**”), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

If you have sold or otherwise transferred only part of your holding of shares in the Company, you should retain this document, together with the accompanying documents, and should immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

MoPowered Group plc

(Registered in England and Wales No. 08696120)

Unit 3.39
Canterbury Court
Kennington Park
1-3 Brixton Road
London
SW9 6DE

15 May 2015

To Ordinary Shareholders

Dear Shareholder

Annual General Meeting 2015

I am pleased to send you details of our Annual General Meeting (“**AGM**”), which will be held at the offices of N+1 Singer at One Bartholomew Lane, London EC2N 2AX on 8 June 2015 at 9.30 a.m. I hope that you will be able to attend.

The formal notice of the AGM (“**Notice**”) enclosed with this letter sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

Shareholders are being asked to approve four resolutions. The resolutions are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution.

Resolution 1: Reappointment of Finance Director

In accordance with article 57 of the articles of association of the Company, Richard Gordon will retire as a director and offer himself up for reappointment as a director of the Company (and as the Company’s Finance Director). Richard has significant experience, gained in various senior finance roles.

Richard is a Fellow of the Institute of Chartered Accountants in England and Wales, with his most recent role having been Managing Director at Direct Health Group Limited. Richard has previous experience working with public companies, having been Finance Director at Broadcastle Plc (which was acquired by Siemens Financial Services Ltd and delisted in 2005) and Finance Director at Rubicon Software Group Ltd, where he had a leading role in Rubicon’s Admission to AIM. He has also provided consultancy services to a number of companies including Eurovestech which at the time was listed on AIM.

Resolution 2: Appointment of Director

It is proposed that Barry Moat be appointed as a director of the Company (and as the Company's Chief Executive Officer) with effect from Admission (as defined in the circular to shareholders dated 15 May 2015). Dominic Keen will resign from this position and take the role of non-executive director. The proposed terms of Barry Moat's appointment and his biography are set out on page 12 of the shareholder circular circulated alongside this notice.

Resolution 3: Consideration of Reports and Accounts

This resolution deals with the adoption of the financial reports and accounts of the Company ("**Financial Reports**") for the financial year ended 31 December 2014, which are sent to you along with this notice and have also been made available on the Company's website. Please read over these Financial Reports in full.

Under section 473 of the Companies Act 2006 ("**Act**"), the directors of a public company are required to lay before that company in annual general meeting and seek the shareholders' approval of that company's annual accounts and reports, before the end of the period for filing those accounts and reports.

Resolution 4: Appointment of Auditors

Under section 489 of the Act, for each financial year for which an auditor or auditors of a public company is or are to be appointed (other than the company's first financial year), the appointment must be made before the end of the meeting of the company at which the company's annual accounts and reports for the previous financial year are laid. The current auditors of the Company are Grant Thornton UK LLP and it is proposed that they are reappointed as the Company's auditors at the AGM.

Recommendation

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Action to be taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies by completing the Proxy Form sent to you with this document, and return it to our registrars.

Your proxy appointment must be received by 9.30 a.m. on 4 June 2015. Further details relating to voting by proxy are set out in the notes to this Notice and in the Proxy Form.

Yours sincerely

Michael Hughes

Chairman

NOTICE OF ANNUAL GENERAL MEETING

MoPowered Group plc

(Registered in England and Wales No. 08696120)

Notice is hereby given that the 2015 Annual General Meeting ("**Meeting**") of MoPowered Group plc ("**Company**") will be held at the offices of N+1 Singer at One Bartholomew Lane, London EC2N 2AX on 8 June 2015 at 9.30 a.m.

You will be asked to consider and vote on the resolutions below. The resolutions will be proposed as ordinary resolutions.

RESOLUTIONS

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

1. That Richard Gordon, having consented so to act, be and hereby is reappointed as a director of the Company (and as the Company's Finance Director) following his retirement from office as a director pursuant to article 57 of the Company's articles of association.
2. That Barry Moat, having consented to act, be appointed as a director of the Company (and as the Company's Chief Executive Officer) with effect from Admission (as defined in the circular to shareholders dated 15 May 2015).
3. That the Company's annual accounts for the financial year ended 31 December 2014, together with the directors' report and the auditor's report on those accounts, be and hereby are received and adopted.
4. That Grant Thornton UK LLP be and hereby are reappointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company, and the Company's directors are hereby authorised to agree the remuneration of the auditors.

By Order of the Board

Richard Gordon
Company Secretary

15 May 2015

Registered Office:

Unit 3.39
Canterbury Court
Kennington Park
1-3 Brixton Road
London
SW9 6DE

Notes to the Annual General Meeting:

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 Annual 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 on +44 (0) 871 664 0300. Calls cost 10p per minute plus network extras, lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday or if you are calling from overseas on +44 (0) 208 639 3399.
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, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 9.30 a.m. on 4 June 2015.
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 Annual General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the Annual 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 6.00 p.m. on 4 June 2015 (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 9.30 a.m. on 4 June 2015. 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.