

25 January 2019

Mporium Group plc
(“Mporium”, the “Company” or the “Group”)

Strategic Collaboration Agreement with Allay (UK) Ltd
Exclusive lead generation contract signed by MporiumX division

Issue of 211,295,513 New Ordinary Shares
and Notice of General Meeting

Mporium Group plc (AIM: MPM), the technology firm delivering event-driven marketing, is delighted to announce a strategic collaboration agreement with Allay (UK) Ltd (“Allay”), the claims management specialist, by MporiumX, the performance-led trading division of the Company launched in November 2018 (the “**Strategic Collaboration Agreement**”).

Highlights:

- Allay has appointed the Company as an exclusive supplier of customer acquisition and lead generation via digital platforms for breaches of consumer regulation
- The Company expects that the Strategic Collaboration Agreement with Allay will deliver revenue and EBITDA several orders of magnitude greater than that achieved by the Company to date
- On the basis of which, the Company expects to be profitable and cash generative in the year ending 31 December 2019
- Based on information provided by Allay – on a monthly basis, their spend totals low single digit millions of pounds, with a number of providers
- In consideration for the grant of exclusivity under the Strategic Collaboration Agreement by Allay, the Company will initially issue and allot 211,295,513 new Ordinary Shares to Allay for nil consideration
- The Agreement represents a material strategic opportunity for Mporium
 - Establishes a solid foundation for its new ‘pay-for-performance’ MporiumX business platform
 - Demonstrates the capacity of the IMPACT technology in driving lead generation
 - Enables the Group to address a large market opportunity across several geographies and verticals within claims management and the broader consumer regulation sector
- Allay is the holding company for a financial technology group of companies that specialises in claims management services
 - Based in both Newcastle and Haydock, employing over 400 staff
 - Allay’s innovative technology platforms dealt with four hundred thousand claims during Q3 2018. These claims relate to consumers who may have been mis-sold products and services including; payment protection insurance (“PPI”), packaged bank accounts, timeshares, solar panels, alarm systems, as well as flight delay compensation
- For the year ended 31 December 2018, the Company has traded in line with management’s expectations

Terms of the Strategic Collaboration Agreement

In consideration for the grant of exclusivity under the Strategic Collaboration Agreement by Allay, the Company will initially issue and allot 211,295,513 new Ordinary Shares to Allay for non cash consideration (the "Initial Shares").

The allotment and issue of the Initial Shares (and therefore the Strategic Collaboration Agreement) is subject, *inter alia*, to Admission becoming effective, and the passing by the Shareholders of the Resolutions at the General Meeting. On Admission, Allay will hold 25 per cent. of the Company's enlarged issued share capital.

The Strategic Collaboration Agreement also includes performance targets relating to the revenue Allay will pay to Mporium for services. If such targets are achieved in full, Allay will be issued with further new Ordinary Shares (the "Balancing Shares"), which would result in Allay holding up to 29.9 per cent. of the Company's issued ordinary share capital (assuming no further Ordinary Shares have been issued by the Company following Admission). Based on the Company's existing ordinary share capital, the issue of the Balancing Shares will not require further shareholder approval following the General Meeting

It is proposed that a senior member of the Allay management team will join the Mporium Board in due course, subject to satisfactory customary regulatory due diligence. A further update on this appointment will be announced accordingly.

Admission and Total Voting Rights:

The General Meeting of the Company will be held at the offices of the Company at First Floor, 106 New Bond Street, London W15 1DN at 8:00 a.m. on 11 February 2019.

Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Initial Shares will be admitted to trading on AIM at 8.00 a.m. on 12 February 2019 or such later time(s) and/or date(s) as finnCap and the Company may agree ("Admission"). Following Admission, the Company will have a total of 845,182,052 Ordinary Shares in issue, each carrying one voting right.

A circular containing further details of the Strategic Collaboration Agreement has today been posted to shareholders and will be available on the Company's website www.mporium.com/investors shortly.

Nelius De Groot, CEO of Mporium said:

"This is a transformational deal for Mporium, and we are delighted that our relationship with Allay will deepen through this strategic partnership. The growth of consumer regulation is a global phenomenon and Allay have a proven record as an industry leader in this sector. The partnership is a key milestone for us, both strategically and financially, and validates the attractiveness of Mporium's overall offering. The fact that Allay has chosen to become a strategic partner and major shareholder underlines the belief that both parties have in the potential of our partnership to develop further avenues of growth. This agreement provides Mporium with a significant footprint in lead generation within the consumer regulation sector, which we aim to build upon."

Steven Bell, CEO and Co-Founder of Allay said:

"We recognise Mporium's event-driven marketing technology as an industry leading platform, having seen the results in working with them over the last 6 months and the campaigns it has successfully executed for some of the world's largest advertising agency groups. This agreement

is a unique opportunity for Allay to enhance our customer acquisition, a mission critical component of our business. The partnership will play a key role in helping Allay achieve its goal of significant growth in both existing and new claims verticals as well as new geographies.”

The information communicated in this announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No. 596/2014.

Enquiries

Mporium: **020 3841 8411**
Nelius De Groot, Chief Executive Officer

finnCap: **020 7220 0500**
Henrik Persson / Kate Bannatyne (Corporate Finance)
Andrew Burdis (Corporate Broking)

Alma PR: **020 3405 0209**
Josh Royston
Rebecca Sanders-Hewett
Susie Hudson

Notes to editors

About Mporium

Mporium is a technology company at the forefront of the transformation in digital marketing. Mporium’s proprietary technology enables advertisers, to identify and leverage moments when there are significant changes in the levels of consumer engagement. MporiumX is the performance-led moment marketing media trading division of Mporium Group.

Based in the UK, Mporium Group plc is quoted on AIM, the junior market of the London Stock Exchange plc.

www.mporium.com

About Allay

Allay is a FinTech firm based in Newcastle that specialises in the processing of consumer claims. Its legacy and expertise lie in the Financial Claims sector, with a growing offering across other verticals, dealing with other claim types including Packaged Bank Account (PBA) claims, Timeshare/Holiday Club Membership Mis-Sell, Solar Panel Installation Mis-Sell, Incorrectly Installed Cavity Wall Insulation and most notably, Flight Delay Compensation.

Over the past 5 years, Allay has invested heavily in the development and refinement of its own, bespoke, technology and software. The result of which is one of the most advanced, efficient workflow and processes in the Claims Management Industry. This investment has benefited all stakeholders involved in claims process – partners, lenders and most importantly, the clients Allay

represents.

Allay has a strong track record of rapid growth delivering revenues in excess of £50m in 2018. Allay's platform has handled claims for in excess of 1.65 million consumers who have been mis-sold products across the legal, travel and financial services sectors.

www.allay.co.uk

The following text is extracted from the Circular:

1. Introduction

On 25 January 2019 the Company announced that it had entered into the Strategic Collaboration Agreement with Allay (UK) Ltd ("Allay") pursuant to which Allay has appointed the Company as a supplier of customer acquisition via digital platforms for breaches of consumer regulation. The appointment is on an exclusive basis in respect of leads for potential customers for claims that are generated via any website or digital platform.

In consideration for the grant of exclusivity under the Strategic Collaboration Agreement by Allay, the Company will initially issue and allot 211,295,513 new Ordinary Shares to Allay (the "Initial Shares"). The consideration for the issue of the Initial Shares is satisfied in full by the entry into of the Strategic Collaboration Agreement by Allay and therefore the issue of the Initial Shares is for non-cash consideration. Should the Initial Shares not be allotted and issued to Allay and admitted to trading on AIM by 28 February 2019 the Strategic Collaboration Agreement shall immediately and automatically terminate.

The allotment and issue of the Initial Shares is subject, *inter alia*, to Admission becoming effective, and 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 New Ordinary Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Initial Shares will be admitted to trading on AIM at 8.00 a.m. on 12 February 2019 or such later time(s) and/or date(s) as finnCap and the Company may agree. On Admission, Allay will hold 25 per cent. of the Enlarged Issued Share Capital.

The Strategic Collaboration Agreement also includes performance targets relating to the revenue Allay will pay to Mporium for services. If such targets are achieved in full, Allay will also be issued the full amount of the Balancing Shares, which would result in Allay holding up to 29.9 per cent. of the Company's issued ordinary share capital (assuming no further Ordinary Shares have been issued by the Company following Admission). Based on the Existing Ordinary Shares, the issue of the Balancing Shares will not require further shareholder approval following the General Meeting.

2. Information on Allay

Allay is the holding company for a financial technology group of companies that specialises in claims management services. Allay is based in both Newcastle and Haydock, employing over 400 staff and has grown rapidly since its formation in 2015.

Allay is expert in providing claims processing services to the claims management industry via its in-house developed web and app-based processing platforms. Allay has now handled over 1.5 million consumer claims both direct to the public and as a solutions provider to the financial services, travel and legal sectors.

Allay's innovative technology platforms dealt with four hundred thousand claims during Q3 2018.

These claims relate to consumers who may have been mis-sold products and services including; payment protection insurance (“PPI”), packaged bank accounts, timeshares, solar panels, alarm systems, as well as flight delay compensation.

The Allay directors believe that the scalability of Allay’s technology provides a competitive advantage, with infrastructure that is built to process large volumes of claims in a highly automated and effective manner. The cost-effective acquisition of customer leads is critical in leveraging Allay’s operational capabilities. The vast majority of customer leads are generated via digital advertising across search, social and display / native venues. Additional leads are sourced through traditional media, such as television and radio advertising. Based on information provided by Allay – on a monthly basis, their spend totals low single digit millions of pounds, with a number of providers.

3. Background on Mporium

Mporium is a technology company at the forefront of the transformation in digital marketing. 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 (API’s). 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 capitalize 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 API’s.

Mporium has already operated on behalf of numerous prestigious global brands and agencies, delivering performance enhancements across digital advertising campaigns.

As announced on 30 November 2018, the Company recently 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. The directors believe that pay-for-performance model should allow Mporium's earnings to more accurately reflect the high level of performance increase that the Group delivers for its clients. To date, Mporium has not acted on Allay's behalf as a customer lead generator and the Strategic Collaboration Agreement will commence this revenue stream for the Company.

4. Background to the Strategic Collaboration Agreement

Consumer regulation challenges can be transformational on the basis of the relationship between corporates and their customers. The effect of this type of regulation is wide-ranging, and corporates are only beginning to fully understand their exposure to the financial, operational and reputational implications of regulators impacting on businesses operating in the UK including, the General Data Protection Regulation (GDPR), the Revised Payment Services Directive (PSD2) and the Consumer Protection Cooperation (CPC) Regulation.

Increased consumer regulation has been accompanied by a perceived increase in the willingness of regulators to enforce legislation. If regulators have been reviewed as "toothless" in the past, it is no longer acceptable for corporates to ignore regulation, or to place spurious barriers in the way of certainly consumers that are simply exercising their legal rights. Both consumers and regulators expect that corporates will adhere to regulation in a reasonable, low-friction and timely manner.

It is widely anticipated that the pace and influence of consumer regulation will continue to accelerate, providing growth opportunities for market leaders. These market leaders require scalable and robust infrastructure, that is fuelled by large scale acquisition and monetisation of customers in a cost-effective manner.

5. The Strategic Collaboration Agreement

The Strategic Collaboration Agreement enables both parties to profit from the growing consumer regulation market. Pursuant to the Strategic Collaboration Agreement Mporium has been granted exclusive responsibility for delivering online lead generation for Allay until 1 September 2020 at a fixed cost per lead. The provision of leads at a fixed commercial rate provides Allay with visibility of cost for the largest element of their overall expenses.

The Company expects that the Strategic Collaboration with Allay will deliver revenue and EBITDA several orders of magnitude greater than that achieved by the Company historically, on the basis of which the Company expects to be profitable and cash generative in the year ended 31 December 2019. The Company believes that no material incremental investment is required in order to service the Strategic Collaboration Agreement at this stage. The Strategic Collaboration Agreement contains an upside incentive to Allay in the form of the Balancing Shares and certain clawback mechanisms pursuant to which some or all of the Initial Shares will be returned to the Company and cancelled, should the target revenue not be met.

The Strategic Collaboration Agreement commenced on 23 January 2019 but shall automatically terminate if the Initial Shares are not allotted and issued to Allay and admitted to trading on AIM by 28 February 2019. The allotment and issue of the Initial Shares is subject, *inter alia*, to Admission becoming effective, and 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 New Ordinary Shares. Subject to all relevant

conditions being satisfied (or, if applicable, waived), it is expected that the Initial Shares will be admitted to trading on AIM on or around 12 February 2019.

On Admission of the Initial Shares, Allay will hold 25 per cent. of the Enlarged Issued Share Capital. This will ensure the alignment of interests between Mporium and Allay as part of their relationship set out in the Strategic Collaboration Agreement.

The Initial Shares are subject to a clawback mechanism set out in the Strategic Collaboration Agreement. The number of Initial Shares subject to clawback will be calculated on 1 September 2020, (or upon earlier termination of the Strategic Collaboration Agreement) by reference to the extent to which the performance target for the period to 1 September 2020 have not been met. This performance target includes revenues that are recognisable by Mporium pursuant to the Strategic Collaboration Agreement. Initial Shares subject to clawback will be calculated in a linear fashion against the performance target. Allay will be required to transfer any Initial Shares subject to the clawback provisions to the Company for nil consideration and these shares will be cancelled.

The Strategic Collaboration Agreement includes performance targets relating to the level of revenue introduced to Mporium by Allay. If on or before 1 September 2020, the performance targets are achieved in full, Mporium shall issue and allot to Allay additional Ordinary Shares (the "**Balancing Shares**"), calculated as follows:

- (a) if the performance targets are achieved on or by 30 August 2019 and further Ordinary Shares have been issued by Mporium since the issue and allotment of the Initial Shares, other than in connection with a corporate acquisition, such number of Balancing Shares as will increase Allay's aggregate shareholding in Mporium to 29.9 per cent. of Mporium's total issued share capital as at the date that the performance target is met;
- (b) if the performance targets are achieved on or by 30 August 2019 and further Ordinary Shares have been issued by Mporium since the issue and allotment of the Initial Shares in connection with a corporate acquisition, the number of Balancing Shares shall be 59,078,346 Ordinary Shares; or
- (c) if the performance targets are achieved after 30 August 2019 but before 1 September 2020, the number of Balancing Shares shall be 59,078,346 Ordinary Shares.

Allay will only be issued up to 29.9 per cent. of the Company's issued Ordinary Share capital pursuant to the Strategic Collaboration Agreement.

The Initial Shares and any Balancing Shares are subject to the lock-in arrangements more fully described in paragraph 9 of this letter.

The Strategic Collaboration Agreement includes various other terms customary in commercial arrangements of this nature.

If the Resolutions are not passed at the General Meeting, the Company will not be able to allot and issue the Initial Shares to Allay by 28 February 2019 and accordingly the Strategic Collaboration Agreement will automatically terminate.

The Company has obtained an independent valuation report in accordance with section 593 of the Act, in respect of the issue of Ordinary Shares for non-cash consideration pursuant to the Strategic Collaboration Agreement.

Pursuant to the Strategic Collaboration Agreement, it is proposed that a senior member of the Allay management team will join the Mporium Board in due course, subject to satisfactory customary regulatory due diligence. A further update will be announced via a Regulatory Information Service.

6. Current Trading and Outlook

The Company continues to build on the strong business, product and organisational progress made during the past 18 months, with the development and roll-out of IMPACT. Further validation of the appeal of these products has been achieved through the deployment of the technology with new agencies and brands throughout 2018. The Company continues to trade in line with management's expectations.

The technology has been deployed on behalf of brands and agencies across more than 160 countries and territories, with application across numerous sectors. Recent announcements have highlighted IMPACT's leadership position in sports syncing and its deployment in the new home development sector.

The Company has also announced the creation of MporiumX: a new division that uses Mporium's proprietary IMPACT technology to drive digital advertising campaigns, on a pay-for-performance basis. This allows Mporium to deliver direct results to end-clients 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.

MporiumX has been designed to address a large market opportunity across different geographies and verticals, due to the potential for this model to significantly shorten new business and revenue generation lead times. MporiumX will have the mandate to operate both directly with brands and via affiliate networks. The pay-for-performance model should allow Mporium's earnings to more accurately reflect the high level of performance increase that the Group delivers for its clients.

Given the performance-based nature of the Strategic Collaboration Agreement, MporiumX will be used to deliver leads on behalf of Allay. The Company is confident in the strategic collaboration with Allay and is expected to be significantly accretive to the Group, financially and operationally.

7. General Meeting

The issue of the New Ordinary Shares, and therefore the operation of the Strategic Collaboration Agreement, is conditional upon, inter alia, the approval by Shareholders of the Resolutions to be proposed at the General Meeting of the Company which has been convened for 8:00 a.m. on 11 February 2019. A notice convening the General Meeting to be held at First Floor, 106 New Bond Street, London W15 1DN at 8:00 a.m. on 11 February 2019 is set out at the end of the circular to be sent to shareholders. A summary of the Resolutions is set out below.

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 7 February 2019). 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.

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 £1,351,770. This represents approximately 42.65 per cent. of the ordinary share capital of the Company in issue at 24 January 2019 (being the latest practicable date prior to the publication of this announcement) (approximately 33.3 per cent. represented by the Initial Shares).

The Directors' authority will expire on the conclusion of the annual general meeting of the Company to be held in 2019 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 Act, 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 £1,351,770 (representing approximately 42.65 per cent. of the ordinary share capital of the Company in issue at 24 January 2019 (being the latest practicable date prior to the publication of this announcement) (approximately 33.3 per cent. represented by the Initial Shares) as if the pre-emption rights in the Act did not apply.

8. Lock-in and Orderly Market Agreement

Allay and the Company shall be entering into a lock-in deed pursuant to which Allay agrees not to dispose of the Initial Shares and the Balancing Shares (if any) for certain periods following their allotment and issue save with the consent of the Company's board of directors, subject to certain customary and specific exceptions (explained below). Following the first anniversary of the lock-in deed, Allay may transfer or otherwise dispose of up to 50 per cent. of the Ordinary Shares it has "earned" under the Strategic Collaboration Agreement. The remaining Ordinary Shares "earned" under the Strategic Collaboration Agreement shall be released from the lock-in on the second anniversary of the lock-in deed. In addition, Allay agrees that any sales of the New Ordinary Shares for one year, following the release of these shares from the lock-in period after the second anniversary of the lock-in deed, will be made through the Company's broker as appointed from time to time for the purpose of maintaining an orderly market in the Ordinary Shares.

In addition to the customary exceptions for the lock-in arrangements to be disapplied, provided that prior written approval is obtained from the Company (such approval not to be unreasonably withheld or delayed), Allay is permitted to transfer the New Ordinary Shares to its employees or a third party supplier (as defined in the Strategic Collaboration Agreement), provided any such person has first entered into a lock-in and orderly market deed in favour of the Company; and the aggregate transfers by Allay to its employees and third party suppliers does not exceed 10 per cent. of the total number of New Ordinary Shares issued to Allay under the Strategic Collaboration Agreement.

9. Enlarged Issued Share Capital

If the Resolutions are approved by Shareholders, then immediately following Admission the Company's issued share capital will be 845,182,052 Ordinary Shares.

DEFINITIONS

"Act"	the Companies Act 2006;
"Admission"	the admission of the Initial Shares to trading on AIM becoming effective in accordance with Rule Six of the AIM Rules for Companies;
"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;
"Allay"	Allay (UK) Ltd, a company incorporated and registered in England and Wales with company number 09307329 whose registered office is at 3rd Floor Generator Studios, Trafalgar Street, Newcastle Upon Tyne NE1 2LA;
"Balancing Shares"	as set out in paragraph 5 of the Chairman's letter;
"Board" or "Directors"	the directors of the Company
"Business Day"	any day on which banks are open for business in England and Wales other than a Saturday, Sunday or public holiday;
"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 633,886,539 Ordinary Shares currently in issue at the date of this announcement;
"FCA"	the Financial Conduct Authority;
"finnCap"	finnCap Ltd, the nominated adviser to the Company;
"Form of Proxy"	the form of proxy accompanying the Circular for use at the General Meeting;
"FSMA"	the Financial Services and Markets Act 2000;
"General Meeting"	the general meeting of the Company convened for 11 February 2019 (and any adjournment thereof);
"Initial Shares"	211,295,513 Ordinary Shares to be issued pursuant to the Strategic Collaboration Agreement;
"Link Asset Services"	Link Asset Services, a trading name of Link Market Services Limited of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
"London Stock Exchange"	London Stock Exchange plc;
"Mporium Group"	the Company and all of its Subsidiaries from time to time;
"New Ordinary Shares"	the Initial Shares and the Balancing Shares;
"Ordinary Shares"	ordinary shares of 0.5 pence each in the capital of the Company;
"Proposals"	the entry into and performance by the Company of the Strategic Collaboration Agreement including the allotment

and issue of the Initial Shares and the Balancing Shares (if any) by the Company to Allay and related arrangements;

"Prospectus Rules"	the Prospectus Rules published by the FCA;
"Register"	the register of members of the Company;
"Resolutions"	the resolutions set out in the notice of General Meeting;
"Shareholders"	holders of Ordinary Shares;
"Strategic Collaboration Agreement"	strategic collaboration agreement between the Company and Allay;
"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 7 February 2019 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).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of the circular and Forms of Proxy	25 January 2019
Latest time and date for receipt of Forms of Proxy	8.00 a.m. on 7 February 2019
General Meeting	8.00 a.m. on 11 February 2019
Admission, settlement and commencement of dealings in the Initial Shares	8.00 a.m. on 12 February 2019

Notes:

1. *Each of the times 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 Initial Shares on AIM are conditional on, inter alia, the passing of the Resolutions at the General Meeting.*

TRANSACTION STATISTICS

Number of Existing Ordinary Shares in issue as at the date of this announcement	633,886,539
Number of Initial Shares to be issued in connection with the Strategic Collaboration Agreement	211,295,513
Enlarged Issued Share Capital following Admission	845,182,052
Proportion of the Enlarged Issued Share Capital represented by the Initial Shares	25 per cent.
Number of Balancing Shares to be issued in connection with the Strategic Collaboration Agreement*	59,078,346
Proportion of the Enlarged Issued Share Capital represented by the Initial Shares and the Balancing Shares*	29.9 per cent.
Enlarged Issued Share Capital assuming admission of both the Initial Shares and the Balancing Shares	904,260,398

** The number of Balancing Shares is based on the current Issued Share Capital and is subject to certain conditions*