

# Monstermob Group plc

Registered in England and Wales under the Companies Act 1985 with registered number 4898987

Date	21st May 2010
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Dear Shareholder,

## 2010 AGM

We are holding the Annual General Meeting ('AGM') of Monstermob Group plc (the 'Company') on Friday 25th June 2010 at the Head Office of Zed Worldwide S.A. at C/ Rozabella 4, Complejo Europa Empresarial, Edificio Bruselas, 1a Planta, 28230 Las Rozas, Madrid, Spain, at 1.00pm.

Together with this letter you will find a copy of the AGM Notice, a Form of Proxy and a copy of the Annual Report and Accounts of the Company for the year ended 31 December 2009. The AGM Notice and the Annual Report and Accounts can also be accessed from the company's website at [www.monstermobgroup.plc.uk](http://www.monstermobgroup.plc.uk).

## Action to be taken by Shareholders

I would like to draw your attention to the Notice of Annual General Meeting, along with its explanatory notes and appendix, and the enclosed Form of Proxy for use at the AGM or any adjournment thereof. Whether or not you intend to attend the AGM in person, you should complete the Form of Proxy in accordance with the instructions printed thereon and return it as soon as possible to the Company's Registrar, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive not less than 48 hours before the time appointed for holding the AGM.

## Recommendation

The Directors unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the AGM. The Directors consider that the resolutions are in the best interests of the Company and shareholders as a whole.

Yours faithfully,

Juan Barreiro

*Chairman*

# Monstermob Group plc

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Monstermob Group Plc (“Company”) will be held at the Head Office of the Zed Group at C/ Rozabella 4, Complejo Europa Empresarial, Edificio Bruselas, 1a Planta, 28230 Las Rozas, Madrid, Spain, at 1.00pm on Friday 25th June 2010 for the following purposes:-

To consider and, if thought fit, pass resolutions 1 to 6 below as ordinary resolutions and resolution 7 as a special resolution.

### **The Ordinary Business of the Meeting:**

1. To receive the accounts and the reports of the directors and of the auditors for the year ended 31 December 2009.
2. To re-appoint Deloitte LLP as auditors of the Company.
3. To authorise the directors to set the remuneration of the auditors.
4. To elect Javier Perez Dolset, who retires in accordance with the Company’s articles of association, as a director of the Company.
5. To elect Martin Higginson, who retires in accordance with the Company’s articles of association, as a director of the Company.
6. That, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as equity securities, as defined in section 560 of the Act) up to an aggregate nominal value of £1,099,214 to such persons at such times and generally on such terms and conditions as the directors may determine, provided that this authority shall expire on the date of the next AGM, save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

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## Notice of Annual General Meeting

7. That, conditional upon and subject to the passing of Resolution 6 above, and in substitution for all existing and unexercised authorities and powers, the directors be and are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 6, as if section 561 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

7.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in connection with the laws of, or requirements of any recognised regulatory body or stock exchange in, any territory; and

7.2 the allotment (otherwise than pursuant to sub-paragraph 7.1 above) of equity securities up to an aggregate nominal value not exceeding £164,882,

and this power shall expire on the date of the next AGM, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

All resolutions shall be decided on a show of hands.

By order of the board

Registered office:-  
76 Church Street  
Lancaster  
Lancashire, LA1 1ET

Andrew Sutherland  
Company Secretary

21st May 2010

Company no 04898987  
Registered in England

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## Appendix to Notice of Annual General Meeting

### Explanatory Notes on the Resolutions Constituting Ordinary Business

#### **Resolution 1. Annual Report and Accounts**

Explanatory note: The Directors must present the accounts, Directors' report and Auditors' report for the previous year to shareholders at the AGM.

#### **Resolutions 2 & 3. Re-appointment and Remuneration of Auditors**

Explanatory note: Shareholders are required to appoint auditors at each general meeting at which accounts are presented and to give authority to the Board of Directors to determine their remuneration.

#### **Resolutions 4 & 5. Re-election of Directors**

Explanatory note: Our Articles of Association require a proportion of our Directors to retire in turn at each AGM plus any directors appointed since the conclusion of the previous AGM. The Chairman is satisfied that the Directors standing for re-election continue to be effective and demonstrate commitment to their roles. The Chairman recommends that they be re-elected as Directors of the Company.

#### **Resolution 6. - Directors' Authority to Allot Shares**

Under section 551 of the Companies Act 2006, the directors of the Company may only allot relevant securities if authorised to do so by the shareholders. Resolution 6 will grant the directors' general authority to allot equity securities up to an aggregate nominal amount of £1,099,214, representing 43,968,560 ordinary shares of 2.5 pence each (being one-third of the Company's current issued capital).

#### **Resolution 7. - Directors' Power to Disapply Pre-emption Rights**

This resolution, which will be proposed as a special resolution, supplements the directors' authority to allot shares in the Company proposed by Resolution 6.

Section 561 of the Companies Act 2006 requires a company proposing to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash to offer them first to existing shareholders in proportion to their existing shareholdings. Ordinary shares are included within the definition of equity securities.

Resolution 7 provides the directors with a general authority to issue shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non-pre-emptive basis, provided that any issue for cash to such persons shall not exceed £164,882 representing 6,595,280 ordinary shares of 2.5 pence each, being 5 per cent of the Company's current issued capital.

Although the directors have no present intention of making use of the authorities sought in Resolutions 6 & 7, they wish to retain the opportunity to act quickly and allot equity securities within the limits authorised if they consider it to be in the interests of the Company to do so.

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## Appendix to Notice of Annual General Meeting

### Explanatory Notes – General

#### Proxies

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member.
2. A combined admission card and proxy form is enclosed. Complete, tear off, and return the proxy form whether or not you intend to attend the meeting in person. A proxy need not be a member of the Company and you can appoint the Chairman of the meeting to act as your proxy. There are notes on the proxy form explaining how it should be completed. Shareholders who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Completion of the Form of Proxy will not prevent a shareholder from attending and voting at the meeting if subsequently he/she finds he/she is able to do so. To be valid, completed Forms of Proxy (together with the power of attorney, if any, under which it is signed or a notarially certified or official copy thereof) must be received at the offices of the Company's Registrar, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 1.00pm. on 23rd June 2010 (being 48 hours prior to the time fixed for the meeting) or, in the case of an adjournment, by no later than 48 hours prior to the time of the adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, at least 48 hours before the taking of the poll at which it is to be used.

#### CREST

The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at the close of business on 23rd June 2010 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the aforesaid annual general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members after the close of business on 23rd June 2010 or, in the event that the meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

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## Appendix to Notice of Annual General Meeting

### **Corporate Shareholders**

Representatives of shareholders which are corporations attending the meeting should produce evidence of their appointment as representatives under section 323 of the Companies Act 2006, by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

### **Joint Holders**

In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

### **Quorum**

The quorum for the AGM will be two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder.

### **Document Inspection**

There will be available for inspection at the Company's registered office during normal business hours on any business day (excluding public holidays) from the date of the notice until the AGM and at the place of the AGM for at least 30 minutes before the meeting is held until its conclusion:

- a) copies of the Letters of Appointment in respect of non-executive directors;
- b) the statutory register of directors' interests;
- c) the current articles of association.