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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Company, the Directors and the Proposed Director, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of 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 does not omit anything likely to affect the import of such information.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Placing Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority and has not been approved for the purposes of section 21 of FSMA.

CentralNic Group Plc

(Incorporated in England and Wales with registered number: 8576358)

**Placing to raise £10,000,000 through the issue of
25,000,000 new Ordinary Shares at 40 pence per share
Proposed acquisition of Instra Group
and
Notice of General Meeting**

Nominated Advisor and Broker

Zeus Capital

Joint broker

PEEL HUNT

This document should be read as a whole and in conjunction with the accompanying Form of Proxy and the Notice of General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 10 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting to be held at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG at 10.00 a.m. on 29 December 2015, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by CAPITA Asset Services at PXS 1, 34 Beckenham Road, Beckenham BR3 4TU by no later than 10.00 a.m. on 23 December 2015 (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). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of General Meeting on pages 13 to 15 of this document.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of CentralNic Group Plc at 35-39 Moorgate, London, EC2R 6AR from the date of this document until the General Meeting, and will also be available on the Company's website, www.centralnic.com.

Zeus Capital Limited and Peel Hunt LLP, who are authorised and regulated in the United Kingdom by the Financial Conduct Authority, are acting respectively as nominated adviser and broker and joint broker to the Company in connection with the Placing. Persons receiving this document should note that Zeus Capital Limited and Peel Hunt LLP will not be responsible to anyone other than the Company for providing the protections afforded to customers of Zeus Capital Limited and Peel Hunt LLP or for advising any other person on the arrangements described in this document. Neither Zeus Capital Limited nor Peel Hunt LLP have authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Zeus Capital Limited or Peel Hunt LLP for the accuracy of any information or opinions contained in this document or for the omission of any information. Zeus Capital Limited, as nominated adviser to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland, or Japan. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward looking statements speak only as at the date of this document. All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DIRECTORS AND ADVISERS

Directors	Mike Turner (<i>Non-Executive Chairman</i>) Ben Crawford (<i>Chief Executive Officer</i>) Glenn Hayward (<i>Chief Financial Officer</i>) Robert Pooke (<i>Executive Director</i>) Samuel Dayani (<i>Non-Executive Director</i>) Thomas Rickert (<i>Non-Executive Director</i>) Thomas Pridmore (<i>Non-Executive Director</i>) Iain McDonald (<i>Non-Executive Director</i>)
Proposed Director	Desleigh Jameson
Company Secretary	Glenn Hayward
Registered Office	35-39 Moorgate London EC2R 6AR
Nominated Adviser and Broker	Zeus Capital Limited 41 Conduit Street W1S 2YQ and 82 King Street Manchester M2 4WQ
Joint Broker	Peel Hunt LLP Moor House 120 London Wall London EC2Y 5ET
Solicitors to the Company	DWF LLP 20 Fenchurch Street London EC3M 3AG
Solicitors to the Nominated Adviser, Broker and Joint Broker	DAC Beachcroft LLP 100 Fetter Lane London EC4A 1BN
Registrars	CAPITA Asset Services PXS 1 34 Beckenham Road Beckenham BR3 4TU

PLACING STATISTICS

Placing Price	40p
Number of Existing Ordinary Shares	67,007,481
Number of Placing Shares to be issued pursuant to the Placing	25,000,000
Gross proceeds of the Placing	£10,000,000
Estimated net proceeds of the Placing (excluding VAT)	Approximately £9,250,000
Number of Consideration Shares to be issued	Up to 5,000,000
Total number of Ordinary Shares in issue at Admission	97,007,481
Percentage of the Enlarged Share Capital represented by the Placing Shares and the Consideration Shares	30.9%
AIM Symbol	CNIC
ISIN	GB00BCCW4X83

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2015
Announcement of Placing and date of this document	8 December
Latest time and date for receipt of Form of Proxy	10.00 a.m. on 23 December
General Meeting	10.00 a.m. on 29 December
Admission and dealings in the Placing Shares are expected to commence on AIM	30 December

Notes:

1. The statistics above assume the passing at the General Meeting of the Resolutions and Admission.
2. For the purposes of calculating the statistics above, it is assumed that the maximum number of Consideration Shares are allotted at the Placing Price, however, the actual price is subject to the agreed terms of the Acquisition with the price to be determined as at the date of completion.
3. Some of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
4. All of the above times refer to London time unless otherwise stated.
5. Events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.

LETTER FROM THE CHAIRMAN OF
CENTRALNIC GROUP PLC

(Incorporated and registered in England and Wales with registered number 8576358)

Directors:

Mike Turner *(Non-Executive Chairman)*
Ben Crawford *(Chief Executive Officer)*
Glenn Hayward *(Chief Financial Officer)*
Robert Pooke *(Executive Director)*
Samuel Dayani *(Non-Executive Director)*
Thomas Rickert *(Non-Executive Director)*
Thomas Pridmore *(Non-Executive Director)*
Iain McDonald *(Non-Executive Director)*

Registered office:

35 – 39 Moorgate
London
EC2R 6AR

8 December 2015

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

Dear Shareholder,

**Placing to raise £10,000,000 through the issue of
25,000,000 new Ordinary Shares at 40 pence per share
Proposed acquisition of Instra Group
and**

Notice of General Meeting

1. Introduction

The Company earlier today announced that it had entered into a conditional agreement to acquire the entire issued share capital of the companies forming the Instra Group for a total consideration of AU\$33 million and the terms of a placing, to raise approximately £10 million (before expenses), by the allotment by the Company of 25 million new Ordinary Shares at price of 40 pence per share. The Placing is conditional on, *inter alia*, shareholder approval of the Resolutions contained in the notice at the end of this document.

The purpose of this document is to, among other things, provide further information on the Acquisition, the Placing, current trading and the sale of premium domain names together with an explanation of the Resolutions to be proposed at the General Meeting. This letter also contains a recommendation from the Board to vote in favour of the Resolutions as the Board intends to do in respect of its aggregate shareholding of 39,417,854 Existing Ordinary Shares, representing 58.8 per cent. of the Existing Ordinary Shares.

As also announced this morning, the Board are pleased to welcome Iain McDonald as a non-executive Director of the Company.

2. Information on Instra Group

Instra Group is a privately owned domain name retailer serving the global market. Instra Group supplies its customers with domain names for over 150 country codes (the equivalents of .co.uk for over 150 countries) as well as for all new Top-Level Domains available to consumers. The business was founded in 1997 and is run from offices in Melbourne, Australia and Napier, New Zealand.

Instra Group offers domain portfolio registration for corporate clients that require domain names for websites and brand protection. The Instra Group also provides domain names and website hosting for small businesses through its OnlyDomains brand. In addition, it has developed an advanced white-label reseller platform which should enable future channel development.

Instra Group has six retail brands, targeting various businesses in a number of different markets:

- Instra Corporation;
- Asia Registry;
- Europe Registry;
- America Registry;
- Africa Registry; and
- OnlyDomains.

Instra Group has a number of corporate clients across its retail brands around the world, including: News Corporation, Ogilvy & Mather, Nikon Corporation, Moss Bros Group Plc and Poundland Group Plc.

Acquisition rationale

The acquisition will give CentralNic new capabilities and access to new growth markets. Instra Group adds a number of capabilities required to deliver CentralNic's growth strategy including:

- A comprehensive inventory of domain names allowing international companies to protect their brands by registering domain names in all major global markets;
- Proven expertise in successfully entering growth markets;
- Excellence in user-interface design;
- A multi-lingual customer service call centre;
- Additional products such as SSL certificates and website hosting;
- A white label retail service suitable for corporate customers; and
- An increasingly strong presence in the Asia-Pacific region and emerging markets.

Integration strategy

CentralNic plans to consolidate all its retail websites into the Instra Group. An implementation plan is in place and the Company intends to:

- Implement technical integration, including IT platform consolidation using CentralNic's expertise in automation;
- Supply Instra Group's full inventory of domain names through CentralNic's other retail businesses;
- Upgrade the marketing and user interface design of CentralNic's existing retail sites;
- Offer Instra Group's shared hosting to CentralNic's existing retail clients;
- Combine global sales and account management to further develop Instra Group's corporate customer sales pipeline;
- Service CentralNic's current retail customers via Instra Group's call centre;
- Combine Instra Group's expertise in emerging market retailing with CentralNic's domain name wholesaling capabilities to enjoy the benefits of vertical integration; and
- Upgrade Instra Group's financial reporting and associated procedures.

It is anticipated that the existing management team will remain with Instra Group following completion of the Acquisition.

CentralNic has also announced the appointment of Iain McDonald this morning as Non-Executive Director.

Proposed Director

Instra Group CEO, Desleigh Jameson is expected to join the CentralNic board post Acquisition.

Desleigh Jameson has been with Instra Group since July 2013, previously having been CEO at New Zealand Retail Institute. Prior to that, Desleigh was a director at Six Consulting Limited and Allied Fastening Limited as well as being a board member of the Industry Trading Federation. Desleigh has an MBA from Auckland University.

Synergies

The Directors believe the Acquisition will result in significant revenue synergies and is expected to generate an additional £1.2m of EBITDA annually from 2017.

Revenue synergies will derive from a number of areas including the global roll-out of the Instra Corporate White Label retail offering using CentralNic sales staff around the world and Instra Group's call centre selling services to CentralNic clients.

Cost synergies will be driven through the consolidation of support centres into Nelson, New Zealand, consolidation of IT platforms and elimination of operational roles and functions from the UK where they are duplicated in the Instra Group.

While there are some cost synergies, there will also be incremental compliance costs. The Directors believe the savings will largely be offset by additional costs of integration and implementing additional compliance controls.

Financial Information

Instra Group is cash generative and benefits from recurring revenue streams as clients pay upfront for 1-10 year usage of a domain name, then continue to pay renewal fees for continued usage.

Revenues are derived from around 200 countries, with the largest customer groups after those from English language countries, including such high growth markets as Brazil, Turkey, Indonesia, China, India and Brazil.

Unaudited financial information on Instra Group:

<i>y/e 30th Jun</i> <i>AU\$'000</i>	<i>2015</i>	<i>2014</i>	<i>2013</i>
Revenue	14,837	13,468	11,291
Cost of Sales	(8,840)	(8,103)	(6,896)
Gross Profit	5,997	5,365	4,394
Gross Margin %	40%	40%	39%
Administrative Expenses	(3,670)	(3,231)	(2,688)
Operating Profit	2,327	2,134	1,706
Adjusted EBITDA	2,231	2,003	1,860
EBITDA Margin %	15%	15%	16%
Profit Before Tax	2,171	1,966	1,784

The financial information is presented on a proforma basis for the business activities that specifically relate to the domain name retail business being acquired, having applied CentralNic's accounting policies. These activities will remain in the Instra Group post-completion of the Acquisition and as such the financial information presents the most relevant view to the reader of the historic financial performance.

Highlights of note from the financial information include:

- Revenue reflects retail revenues invoiced, adjusted for the deferral of registration revenues. In the year ended 30 June 2015, AU\$2,395,000 of revenues were deferred having applied CentralNic's accounting policy, which complies with International Financial Reporting Standards.
- There is a consistent trend of double-digit revenue growth in recent years.
- Before the application of revenue deferrals, billed revenues increased by 14% in 2015, and by 17% in 2014.
- After the application of revenue deferrals, revenue increased by 10% in 2015 and by 19% in 2014.
- Gross profits and margins reflect revenues less wholesale costs of domains, IT costs and staff costs.

- Gross margins have been consistent across the last 3 years.
- Administrative expenses are largely fixed and predictable with the exception of advertising expenditure which has increased in each of the last 3 years to support growth in revenues.

Cashflow from operations totalled AU\$3,686,000 in 2015 (AU\$3,666,000 in 2014) and net cashflow AU\$2,415,000 in 2015 (AU\$2,991,000).

Consideration

The total consideration will be AU\$33 million, AU\$3 million of which will be satisfied by the allotment of the Consideration Shares with the remainder being satisfied in cash. Of the cash payment, AU\$5 million will be held in escrow and released in tranches of AU\$1m over the next five years. The cash consideration will be funded through the combination of a £3.5 million term loan, the net proceeds of the Placing and cash from the Group's balance sheet.

3. Information on the Placing

Zeus Capital, Peel Hunt, the Directors and the Company have entered into a Placing Agreement under which Zeus Capital and Peel Hunt, as agents of the Company, have placed the Placing Shares with institutional and other investors conditional upon, *inter alia*, Shareholder approval and Admission of the Placing Shares. The Placing is expected to raise £10 million, before expenses (which are estimated to be £0.75 million (excluding VAT)).

The Placing Agreement contains customary warranties given by the Company in favour of Zeus Capital and Peel Hunt in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Zeus Capital and Peel Hunt in relation to certain liabilities which they may incur in respect of the Placing.

Zeus Capital and Peel Hunt have the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties or a material adverse change or if the Placing Agreement does not become unconditional.

The Placing is conditional upon, amongst other things, Admission of the Placing Shares becoming effective and the Placing Agreement becoming unconditional in all respects by no later than 8.00 a.m. on 30 December 2015 or such later date (being not later than 5.30 p.m. Melbourne time on 15 January 2016) as the Company and the Joint Brokers may agree. Application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will occur and that dealings will commence at 8.00 a.m. on 30 December 2015. It is expected that Admission of the Consideration Shares will occur and that dealings will commence on completion of the Acquisition. Immediately following their Admission, the Placing Shares and Consideration Shares (assuming the maximum number of Consideration Shares are allotted at the Placing Price) will represent approximately 30.9 per cent. of the Enlarged Issued Share Capital.

The Placing Shares and the Consideration Shares will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued Ordinary Share capital of the Company and otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares.

The Placing Price represents a discount of 30.4 per cent. to the closing mid-market price of 57.5 pence per Ordinary Share as at 7 December 2015 (being the latest practicable date prior to the date of this document).

The Placing is not underwritten.

4. Current trading and Sale of Premium Domain Names

CentralNic announced its half year results for the six month period ended 30 June 2015 on 15 September 2015, reporting revenue growth across all 3 divisions of the Group. Since this date, CentralNic has announced that it has entered into a premium domain name sales agreement for a number of its domain names under which it will receive consideration of US\$3.6 million.

The proceeds are anticipated to be utilised to further accelerate growth within the Group, including the Instra Group acquisition, acquiring additional premium domains to augment the existing portfolio and assisting the Group's expansion into high growth markets, as well as facilitating the Group's diversification strategy.

5. General Meeting

The General Meeting, notice of which is set out at the end of this document, is to be held at 10.00 a.m. on 29 December 2015 at the offices of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions.

A summary and explanation of the Resolutions is set out below. Please note that this is not the full text of the Resolutions and you should read this section in conjunction with the Resolutions contained in the notice of General Meeting at the end of this document. The following Resolutions will be proposed at the General Meeting:

- the first resolution is to authorise the Directors, pursuant to section 551 of the Act, to allot the Placing Shares and the Consideration Shares; and
- the second resolution is to disapply the pre-emption rights conferred by section 561 of the Act in respect of the Placing Shares.

6. Action to be taken

A Form of Proxy for use in relation to the General Meeting is enclosed with this document.

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received by post or, during normal business hours only, by hand, at CAPITA Asset Services at PXS1, 34 Beckenham Road, Beckenham, BR3 4TU, as soon as possible but in any event by not later than 10:00 a.m. on 23 December 2015 (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).

Appointing a proxy in accordance with the instructions set out above (and in the Form of Proxy) will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

7. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 39,417,854 Existing Ordinary Shares, representing approximately 58.8 per cent. of the Existing Ordinary Shares as at 7 December 2015, being the latest practicable date prior to the publication of this document.

Yours faithfully,

Mike Turner
Chairman

CentralNic Group Plc

DEFINITIONS

The following words and expressions shall have the following meanings in this document, the Notice of General Meeting and the Form of Proxy unless the context otherwise requires:

“Act”	the Companies Act 2006
“Acquisition”	the proposed acquisition of Instra Group
“Admission”	the admission to trading on AIM of the Placing Shares and the Consideration Shares becoming effective in accordance with Rule 6 of the AIM Rules
“Adjusted EBITDA”	earnings before interest, tax, depreciation, amortisation, share based payments and non-cash expenses
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company
“certificated”	a share or other security which is not in uncertificated form (that is not in CREST)
“Company” or “CentralNic”	CentralNic Group Plc, a public company limited by shares in England and Wales with company number 8576358 whose registered office is 35-39, Moorgate, London, EC2R 6AR
“Consideration Shares”	up to 5,000,000 new Ordinary Shares (assuming that such shares are issued at the Placing Price) potentially to be issued by the Company to satisfy part of the consideration of the Acquisition, conditional on the passing of the Resolutions
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
“Enlarged Share Capital”	the entire issued Ordinary Share capital of the Company immediately following Admission of the Placing Shares and the Consideration Shares
“Existing Ordinary Shares”	67,007,481 Ordinary Shares currently in issue as at 7 December 2015 (being the latest practicable date prior to the publication of this document)
“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this document
“General Meeting”	the general meeting of the Company, notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“Instra Group”	the Instra Group consisting of a group of 16 companies and their subsidiaries including: <ul style="list-style-type: none">● Instra Corporation Pty Limited● Domain Directors (Europe) Ltd

- Instra Corporation Limited
- Private Ranger Limited
- Only Domains Limited
- White Label Domains SDN BHD B12
- Domain Directors Pty Ltd
- Domain Directors (Finland) OY
- Domain Directors (France) SARL
- Instra Corporation (Europe) Ltd
- Sublime Technology Limited
- Europe Registry Ltd
- Sublime Technologies (France) SARL
- Tunglim International Pty Limited
- Ozenum Pty Ltd
- Domain Directors CA Inc

“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.1 pence each in the share capital of the Company
“Peel Hunt”	Peel Hunt LLP, a limited liability partnership with registered number OC357088 whose registered office is at Moor House, 120 London Wall, London EC2Y 5ET
“Placing”	the placing of the Placing Shares by Zeus Capital and Peel Hunt pursuant to the Placing Agreement
“Placing Agreement”	the conditional placing agreement entered into between the Company, Zeus Capital and Peel Hunt on 7 December 2015
“Placing Price”	40 pence per Placing Share
“Placing Shares”	25,000,000 new Ordinary Shares to be issued by the Company conditional on the passing of the Resolutions
“Registrars”	CAPITA Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST
“US” or “United States”	the United States of America
“Zeus Capital”	Zeus Capital Limited, a private company limited by shares with company number 4417845 whose registered office is at 82, King Street, Manchester M2 4WQ

CENTRALNIC GROUP PLC

(Incorporated in England and Wales with registered number 8576358)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of CentralNic Group Plc (the “**Company**”) will be held at the offices of DWF LLP, 20 Fenchurch Street, London EC3M 3AG on 29 December 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

For the purposes of this Notice capitalised terms shall (unless the context requires otherwise) have the meaning ascribed to them in the circular from the Company to Shareholders dated 8 December 2015 of which this Notice forms part.

ORDINARY RESOLUTION

1. **THAT** the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (“**Act**”) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560(1) of the Act) in the capital of the Company of up to an aggregate nominal amount equal to £30,000 (equivalent to 30,000,000 Ordinary Shares) in connection with the Placing and the Acquisition provided that this authority shall not affect the authority granted to the Directors for the purposes of section 551 of the Act at the annual general meeting of the Company held on 28 May 2015 and unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire 90 days after the date of the passing of this resolution.

SPECIAL RESOLUTION

2. **THAT**, subject to and conditional upon the passing of resolution 1 above but not in substitution for all existing and unexercised authorities and powers, the Directors be and are hereby empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to any such allotment and provided that this power shall not affect the authority granted to the Directors pursuant to section 570 of the Act at the annual general meeting of the Company held on 28 May 2015 and unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire 90 days after the date of the passing of this resolution.

BY ORDER OF THE BOARD

Mike Turner

Chairman

8 December 2015

Registered Office

CentralNic Group Plc
35-39 Moorgate
London EC2R 6AR

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6.00 p.m. on 23 December 2015; or
 - if this meeting is adjourned, at 6.00 p.m. on the day falling two days prior to the adjourned meeting,shall be entitled to attend and vote at the meeting.

Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. To appoint more than one proxy, you may photocopy the form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed; and
- received by the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU, no later than 10.00 a.m. on 23 December 2015.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company's registrars no later than 10.00 a.m. on 23 December 2015.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Crest

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it 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, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. 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 Issued shares and total voting rights.

Issued shares and total voting rights

14. As at 7 December 2015 (being the latest practicable date prior to the publication of this document), the Company's issued share capital comprised 67,007,481 ordinary shares of 0.1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 67,007,481.

Corporate Representatives

15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

