



Milestone

enquiries@milestonegroup.co.uk
www.milestonegroup.co.uk
T: +44 (0) 207 929 7825
F: +44 (0) 870 495 4820

1st Floor
2 Royal Exchange Steps
The Royal Exchange
London EC3V 3DG

MR STUART WILSON BMPS ACCT
#NAME?
TRUSTEES OF THE BLUMARBLE PENSION SCHEME
C/O PENSION PRACTITIONER
DAWS HOUSE
33-38 DAWS LANE
LONDON
NW7 4SD

26th August 2016

IVC: 00000005122

Dear Shareholder

Please find enclosed a Notice of General Meeting ("GM") of Milestone Group plc ("Company") to be held at the offices of WeWork, 1 Primrose Street, London EC2A 2EX at 11.00am. on Wednesday 21 September 2016 and a green Proxy card for use at the GM.

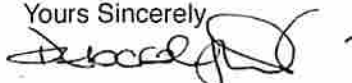
The purpose of the GM is to authorise the Directors to issue shares up to a nominal value of £400,000 (being 400m shares) for future subscription and capital raising.

The Directors consider that the proposed resolutions contained in the Notice of GM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend do in respect of their own shareholdings.

We would therefore ask that you **complete and return the green Proxy card** as soon as possible even if you intend to attend the GM. Alternatively, proxies can be submitted via the Registrars' website at www.capitashareportal.com.

To provide clarification on the resolutions, we have included some explanatory notes for your assistance.

Yours Sincerely



Deborah White
Chief Executive



Explanatory notes to the resolutions

Resolution 1 & 2 - Authority to allot shares and disapplication of pre-emption rights

The Company's Directors may allot relevant securities only if authorised to do so by shareholders. The resolution put before the shareholders at the GM seeks to authorise the Directors to allot relevant securities up to £400,000.

Accordingly Resolution 1 will be proposed as an ordinary resolution to grant the Directors a general authority, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares up to an aggregate nominal amount of £400,000 in aggregate.

Resolution 2 will be proposed as a special resolution to authorise the Directors to allot equity securities for cash or sell equity securities out of treasury for cash (otherwise than pro rata to existing shareholdings) (i) in connection with an offer by way of rights which is made not strictly in accordance with section 561 of the Companies Act 2006, or (ii) otherwise up to an aggregate nominal amount of £400,000. The resolution will enable the Directors, at their discretion, to allot a limited number of equity securities for cash on a non pre-emptive basis and provide the Directors with greater flexibility to take advantage of business opportunities as they arise.

If passed, these authorities will expire at the conclusion of the next annual general meeting of the Company to be held in 2017 (or, if earlier, on 31 March 2017).

MILESTONE GROUP PLC

(registered in England and Wales with registered no: 04689130)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Milestone Group PLC (the "Company") will be held at the offices of WeWork, 1 Primrose Street, London EC2A 2EX at 11.00 am on Wednesday 21 September 2016, at which the following resolutions will be proposed, in the case of resolutions 1 as an ordinary resolution and in the case of resolution 2 as a special resolution:

As Special Business:-

ORDINARY RESOLUTION

Resolution 1

That, in substitution for all subsisting authorities to the extent unused, the directors are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot relevant securities (as defined below) up to an aggregate nominal amount of £400,000 provided that this authority shall expire on 31 March 2017 or, if earlier, on the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities (as so defined) to be allotted after such expiry and the Directors may allot relevant securities (as so defined) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this resolution, "relevant securities" means:

- shares in the Company other than shares allotted pursuant to:
 - (a) an employee share scheme (as defined by section 1166 of the Act);
 - (b) a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
 - (c) a right to convert securities into shares in the Company where the grant of the right itself constituted a relevant security.
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of relevant securities in the resolution include the grant of such rights.

SPECIAL RESOLUTION

Resolution 2

That, subject to the passing of Resolution 1 above and in substitution for all subsisting authorities to the extent unused, the directors are hereby empowered to allot or make offers or agreements to allot for equity securities (as defined in Section 560 of the Act) for cash either pursuant to the authority conferred by resolution 1 above or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment or sale of equity securities in connection with an issue of shares to holders of relevant shares or relevant employee shares, or in connection with any other form of issue of such securities in which such holders are offered the right to participate, in proportion (as nearly as may be) to their respective holdings, but subject to such exclusions or other arrangements as the directors consider necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any stock exchange or regulatory authority; and
- (b) the allotment or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £400,000,

and this authority shall expire on 31 March 2017 or, if earlier, on the conclusion of the next Annual General Meeting of the Company 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 directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

By Order of the Board

Registered Office:
1st Floor
2 Royal Exchange Steps
The Royal Exchange
London
EC3V 3DG

Patrick Vigors
Secretary

Dated: 26 August 2016

Notes:

1. A member entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not 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 Form of Proxy are set out in the notes to the Form of Proxy. Completion and return of a form of proxy will not prevent a member from attending and voting in person if he or she so wishes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Company's Registrars, Capita Asset Services, on 0871 664 0300 (calls cost 12p per minute you're your phone company's access charge) or if calling from overseas on +44 371 664 0300 or you may photocopy the Form of Proxy.
3. A Form of Proxy is enclosed. To be effective, the Form of Proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy or a certified copy in accordance with the Powers of Attorney Act 1971 of such power or written authority must be completed signed and to be valid the proxy must be duly executed and deposited with the Company at the offices of the Company's registrars, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours before the time fixed for the meeting (or any adjournment thereof) (Saturdays, Sundays and public holidays excluded). A shareholder can also appoint a proxy electronically via the Company's registrars' website at www.capitashareportal.com. For an electronic proxy appointment to be valid an appointment must be received not less than 48 hours before the time fixed for the meeting.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members at the close of business on 16 September 2016 or, in the event that the meeting is adjourned, on the Register of Members of the Company at close of business on the day two days prior to the adjourned meeting, and only such members shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the close of business on 16 September 2016 or, in the event that the meeting is adjourned, after the close of business on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. 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 any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services. 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.
7. In order to revoke a proxy instruction you will need to inform the Company using one of the following method: By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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. In either case, the revocation notice must be received by Capita Asset Services no later than 48 hours before the time fixed for the meeting (or adjournment thereof). 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.
8. CREST members who wish to appoint a proxy or proxies through 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, sponsored CREST Members and 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 for them. In order for the proxy appointment or instruction to be valid it must be received by the Company's agent (ID RA10) by the latest time for receipt of proxy appointments.
9. Copies of the service contracts and appointment letters of all the Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this document until the close of the General Meeting, and at the place of the General Meeting for at least 15 minutes prior to and during the Meeting.