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If you have sold or otherwise transferred all of your shares in MCB Finance Group plc (the “**Company**”), please send this document and the accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

MCB FINANCE GROUP PLC

(a company incorporated in England and Wales and registered with number 06032184)

PROPOSED CANCELLATION OF TRADING ON AIM AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 to 7 of this document and which contains, amongst other matters, the Board’s recommendation to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of the General Meeting of the Company to be held at 10.00 a.m. on Tuesday, 4th October 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES is set out at the end of this document. Shareholders are requested to return the enclosed Form of Proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible at the Company’s registered office, 101 Wigmore Street, London, W1U 1QU but in any event so as to be received before 10.00 a.m. on Monday, 3rd October 2011. Completion and return of a Form of Proxy will not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Services Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until the close of the General Meeting at the Company’s registered office, 101 Wigmore Street, London, W1U 1QU during usual business hours or from the investors section of the Company’s website (www.mcbfinance.com). You may not use that website to communicate with the Company for any purpose in connection with this document or the General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Despatch of this document, the Notice of General Meeting and the Form of Proxy:	13 September 2011
Latest time and date for receipt of Forms of Proxy:	10.00 a.m. on 3 October 2011
General Meeting:	10.00 a.m. on 4 October 2011
Last day of dealings of Ordinary Shares on AIM and in CREST:	10 October 2011
Cancellation of admission to trading on AIM:	11 October 2011

All of the times referred to in this document refer to London time.

Dates set against events that are expected to occur after the expected date of the General Meeting assume that the General Meeting is not adjourned and that the Resolution is passed at the General Meeting.

All of these times and dates are subject to change at the Company's discretion. In the event of any change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service (as defined in the AIM Rules).

LETTER FROM THE CHAIRMAN

MCB FINANCE GROUP PLC

(a company incorporated in England and Wales and registered with number 06032184)

MCB Finance Group Plc
101 Wigmore Street
London
W1U 1QU

Dr Anton Mayr, *Non-Executive Chairman*
Rami Ryhänen, *Chief Executive Officer*
Henry Nilert, *Chief Financial Officer*
Philippe Duleyrie, *Non-Executive Director*

13 September 2011

Dear Shareholder

Proposed cancellation of trading on AIM and Notice of General Meeting

1. Introduction

The purpose of this letter is to convene a General Meeting of the Company to be held at 10.00 a.m. on Tuesday 4th October 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES. The purpose of the General Meeting is to seek Shareholders' approval to cancel admission of its Ordinary Shares to trading on AIM.

2. Background to the proposed Cancellation

Having undertaken a review of both the advantages and disadvantages of maintaining admission of the Ordinary Shares to trading on AIM, and after extensive discussions with a majority of the Company's Shareholders, the Directors, in consultation with a majority of the Company's shareholders, have concluded that a proposal to cancel the admission should be made to Shareholders in a General Meeting. In reaching a decision to propose this to Shareholders, the Directors have taken the following factors into account:

- in the Directors' opinion, the trading price of the Ordinary Shares on AIM does not reflect the true value of the Company and its business;
- given the overall market conditions for small quoted companies, the Directors are of the opinion that it is (and will continue to be) difficult for the Company to attract meaningful equity investment at reasonable valuations through its continuing trading on AIM;
- the AIM quotation of the Ordinary Shares does not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency within an active market. With little trading volume, the Company's share price can move up or down significantly following trades of small numbers of shares;

- the Directors estimate that annual direct and indirect costs of the Ordinary Shares' AIM quotation are at least £125,000. This estimate includes quotation expenses and advisory, legal and audit fees but excludes any costs associated with the considerable amount of senior executive time which is also spent dealing with the issues related to the AIM quotation.

Given the overall market conditions for small quoted companies and the concentrated nature of the Company's shareholding, the Directors do not believe the low valuation and liquidity will change substantially and consistently. Further, it is expected that the low valuation and liquidity will continue to impact directly and negatively on the Company's ability to raise adequate equity and debt financing based on appropriate valuations, and this could potentially damage the medium- and long-term interests and objectives of the Company.

The Directors also believe that following the Cancellation the Company will, over time, be in a better position to attract investment from the private market on terms driven by a fundamental valuation of the business rather than a depressed public market price. The Directors believe this will, over time, allow a more favorable development of the Group with less dilution to shareholders.

Despite the solid first half trading performance as set out in the Company's interim results published today, the Directors do not anticipate an improvement in conditions in the short to medium term sufficient for the benefits of the AIM admission to outweigh the associated overall costs.

Pursuant to AIM Rule 41, cancellation of the admission of the Ordinary Shares to trading on AIM requires the consent of not less than 75 per cent. of votes cast by Shareholders (in person or by proxy) given in a general meeting.

The Company has notified the London Stock Exchange of the proposed Cancellation. In the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 10th October 2011 and that the effective date of the Cancellation will be 11th October 2011.

3. Principal effects of the proposed Cancellation

The principal effects of the Cancellation, should it be approved by Shareholders, would include (amongst others):

- there would be no public stock market on which Shareholders can trade their Ordinary Shares. While the Company would intend to put in place a third party trading facility as described below, there can be no assurance that a Shareholder would be able to purchase or sell any Ordinary Shares following Cancellation;
- no price would be publicly quoted for the Ordinary Shares;
- the Company would not be subject to the AIM Rules and, accordingly, it would not (amongst other things) be required to retain a nominated adviser or to comply with the requirements of AIM in relation to the disclosure of price sensitive information or the disclosure of information on corporate transactions. The Directors would however maintain active communication with Shareholders as described below.

If the Cancellation becomes effective, this would not affect the Company's position as a public limited company for the purposes of the UK Companies Act 2006.

4. Transactions in the Ordinary Shares following the proposed Cancellation

The Board recognizes that the Cancellation, should it be approved by Shareholders, would make it more difficult for Shareholders to buy and sell Shares should they wish to do so. The Company would therefore put in place a third party matched bargain trading facility for at least one year to assist shareholders to trade in the Company's shares. Under this third party facility, Shareholders or persons wishing to acquire Ordinary Shares would be able to leave an indication with the third party facility provider that they are prepared to buy or sell at an agreed price. In the event that the third party facility provider is able to match that order with an opposite sell or buy instruction, the third party facility provider would contact both parties and then effect the bargain. If such arrangements are set up by the Company, details would be made available to Shareholders on the Company's website at www.mcbfinance.com.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to a possible Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 10th October 2011 and that the effective date of the Cancellation will be 11th October 2011.

5. Settlement on CREST and Registrars

Should the Cancellation be approved by Shareholders, the Shares would remain eligible for settlement in CREST. Accordingly, Shareholders would continue to be able to hold their Shares in CREST after the Cancellation. Capita Registrars would continue to serve as the Company's registrars.

6. Communications with Shareholders following the proposed Cancellation

Should the Cancellation be approved by Shareholders, the Board intends to maintain active communication with its shareholders, and would continue to post information in relation to the Company on the Company's investor relations website at www.mcbfinance.com.

It would also be the Director's current intention to:

- hold general meetings in accordance with applicable statutory requirements and the Company's articles of association (the "**Articles**");
- send Shareholders copies of the Company's audited accounts in accordance with applicable statutory requirements and the Articles,
- post unaudited interim results on its website; and
- post certain information relating to the Company, including details of any arrangements made to assist Shareholders to trade in Ordinary Shares, on its website.

As the Ordinary Shares are currently admitted to trading on AIM, the Company is not currently required to comply with the provisions of the Combined Code of Corporate Governance. Nevertheless, the Company seeks, within the practical confines of being a small company and in so far as practicable, to act in compliance with these principles of good governance and following a possible Cancellation, the Directors intend that the Company should continue to seek to comply with them on the same basis as currently.

Should the Cancellation be approved by Shareholders, the Directors would intend to continue the strategy followed by the Group to date. This includes a continued focus on profitable growth in the Group's current markets, and expansion into new markets as the opportunity arises.

7. General Meeting

The General Meeting is to be held at 10.00 a.m. on Tuesday 4th October 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES for the purpose of seeking Shareholders' approval to the Resolution. Notice of the General Meeting is set out at the end of this document.

8. Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting they are asked to complete, sign and return the Form of Proxy to the Company at 101 Wigmore Street, London W1U 1QU, as soon as possible but in any event so as to arrive no later than 10.00 a.m. on Monday 3 October 2011. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they wish to do so. Accordingly, whether or not Shareholders intend to attend the General Meeting in person they are urged to complete and return the Form of Proxy as soon as possible.

9. Directors' recommendation

The Company has received indications from Shareholders representing approximately 55 per cent. of the issued Ordinary Share capital of the Company of their wish to see a resolution put to shareholders

to cancel the admission of the Ordinary Shares to trading on AIM. The Directors have undertaken a review of both the advantages and disadvantages of maintaining Admission of the Ordinary Shares to trading on AIM, and have concluded that the Cancellation is in the best interest of the Company. The Company is aware that Shareholders holding approximately 55 per cent of the issued Ordinary Shares intend to support the Resolution. The Directors also believe that Shareholders holding approximately a further 21 per cent. of the issued Ordinary Shares support the Resolution.

The Directors unanimously recommend Shareholders to vote in favor of the Resolution to be proposed at the General Meeting as they intend to do (or to procure that others do) in respect of their own direct or indirect legal or beneficial interests representing, in aggregate, 9.92 per cent. of the issued Ordinary Shares.

Yours faithfully

Dr Anton Mayr
Chairman

DEFINITIONS

In this document, the following words and expressions shall, except where the context requires otherwise, have the following meanings:

“AIM”	AIM, the market of that name operated by London Stock Exchange;
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by London Stock Exchange, as amended from time to time;
“Articles”	the Company’s articles of association from time to time;
“Board” or “Directors”	the board of directors of the Company whose names are set out on page 4 of this document;
“Cancellation”	the proposed cancellation of admission of the Ordinary Shares to trading on AIM;
“Company”	MCB Finance Group;
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended) operated by Euroclear UK & Ireland Limited in accordance with which securities may be held or transferred in uncertificated form;
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting;
“General Meeting”	the general meeting of the Company convened for 10.00 a.m. on Tuesday 4 October 2011, notice of which is set out on page 9 of this document;
“Group”	the Company and its subsidiaries and subsidiary undertakings;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice of the General Meeting which is set out on page 9 of this document;
“Ordinary Shares”	the fully paid ordinary shares in the capital of the Company which have a nominal value of £0.01 each, and “Ordinary Share” means any one of them;
“Resolution”	the resolution set out in the Notice of General Meeting;
“Shareholders”	holders of Ordinary Shares;
“Third Party Facility”	third party matched bargain trading facility;
“£” or “pence”	the lawful currency of the United Kingdom.

MCB FINANCE GROUP PLC

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MCB Finance Group Plc
101 Wigmore Street
London
W1U 1QU

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Company will be held at held at 10.00 a.m. on Tuesday 4 October 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES to consider and, if thought fit, pass the following resolution as a special resolution of the Company.

Special Resolution

THAT the admission of the Company's ordinary shares of £0.01 each to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation with effect from the 11th of October 2011 or such later date as the Directors may determine.

BY ORDER OF THE BOARD

Henry Nilert
Company Secretary
13 September 2011

Registered office:
101 Wigmore Street
London
W1U 1QU

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is provided with this Notice. Instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be). To be valid, the Form of Proxy accompanying this notice must be completed and executed in accordance with the instructions printed thereon and must be received by the Company at its registered office at 101 Wigmore Street, London W1U 1QU by no later than 10.00 a.m. on Monday, 3rd October 2011. Deposit of the Form of Proxy will not prevent a shareholder attending the meeting and voting in person.
- (3) If someone else signs the Form of Proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notary certified copy of such power of authority) to the Company together with the Form of Proxy.