

Press Release

THE MARKETING GROUP PLC ACQUIRES ULYSSES LTD, EXTENDING GLOBAL REACH INTO U.S MARKET

- Acquisition of Ulysses Ltd marks a watershed moment for The Marketing Group Plc as it establishes position in the U.S with subsidiary marketing businesses *Wilkin Marketing* and *Skye*.
- With the acquisition of Ulysses Ltd, The Marketing Group Plc also acquires its subsidiaries *Marker Metro*, an application and game development studio based in New Zealand, and *Clickverta*, an inbound marketing consultancy bring new skills to the group.
- Earnings per share will increase from 12.9 cents to 19.5 cents post acquisition.
- EBITDA will increase by approximately 2.08m Euros in exchange for a share capital increase of approximately 4.5m shares (at a strike of 4.15 per share, with a total value of 18,582,781 Euros).
- A 10-day volume weighted average was used to determine the strike price of the purchase shares, giving a share price of 4.15 Euros per share.
- EBITDA of the group will increase by approximately 89% in exchange for a share capital increase of approximately 25%.

Stockholm, July 25th 2016 - The Marketing Group plc, a 360 digital company, today announces the strategic acquisition of Ulysses Ltd and its subsidiary businesses *Wilkin Marketing* (promotional marketing) and *Skye* (multimedia training solutions) in a move that establishes the group's U.S presence and extends its geographical footprint to new markets.

Along with the U.S based marketing businesses, Ulysses Ltd consists of two other subsidiary businesses – *Marker Metro*, which brings unparalleled technology skills and a stake in the massive mobile app and branded gaming space, and *Clickverta*, an inbound marketing agency with a strong Nordic presence.

The deal to acquire Ulysses Ltd and its subsidiaries was agreed at a strike price of 4.15 Euros per share, with a total value of 18,582,791 Euros. Following this acquisition, the total number of ordinary shares issued by The Marketing Group will increase from 18,212,787 to 22,690,566. This requires the creation of 4,477,779 new ordinary shares, over 50% of which will be subject to a 360-day lockup period.

A 10-day volume weighted average was used to determine the strike price of the purchase shares, giving a share price of 4.15 Euros per share. The acquisition will increase the EBITDA of the group by approximately 89% in exchange for a share capital increase of approximately 25%.

Jeremy Harbour, Executive Chairman of The Marketing Group comments, "*I am delighted to welcome the new members to the group. It represents a major step forward in both size and*

geography, and also to have been able to complete our second major acquisition before our two month mark is testament to the value of the model. I am now very confident that many more companies will soon join our ranks and cement our position as an important global player in the marketing services space.”

The acquisition is part of The Marketing Group’s strategic portfolio approach – the agglomeration model - designed to offer clients a true, global marketing service with a full spectrum of specialist services and world-class talent. It marks a further step towards The Marketing Group’s declared goal of developing its networks in fast growth markets and across key sectors.

Financials

EBITDA (The Marketing Group) for Year 2016*	2,349,875
EBITDA (Ulysses) for Year 2016*	2,087,953
Post-acquisition EBITDA (pro forma)	4,437,828
Earnings Per Share (Current)	12.9 cents
Earnings Per Share (Post-acquisition)	19.5 cents

**Based on forecast pro forma of all companies as if they were all contributing to the periods listed*

ULYSESS Group Headline Financials adjusted to Euros*

Company	2015		2016E	
	Turnover (Euros)	EBITDA (Euros)	Turnover (Euros)	EBITDA (Euros)
Wilkin Marketing*	3,354,810	222,591	4,008,840	580,357
Skye	1,074,252	142,168	1,221,467	295,562
Clickverta	536,958	157,594	636,958	207,594
Marker Metro	2,662,790	830,747	2,431,069	1,004,441
TOTAL	7,628,810	1,353,100	8,298,335	2,087,953

***Pending tax and valuation consideration**



ULYSSES LTD GROUP COMPANIES

MARKER METRO LTD

Founded by Keith Patton (CEO and Microsoft Regional Director) and Jon Beattie (Director) in 2011, Marker Metro Ltd creates chart-topping games and world-class apps for top publishers and brands.

Renowned for deep application technical skills, creative flair and an unflinching attention to detail, Marker Metro is trusted in the delivery of high profile cross platform applications across Windows, iOS, Google Play and Amazon platforms.

Marker Metro is also one of the world's leading game porting and co-development studios delivering major games for top US publishers across any mobile or TV based gaming platform.

Headquartered in Auckland, New Zealand, Marker Metro has major clients across New Zealand, Australia, US and the UK serviced by a dedicated team of producers, developers, artists, designers and quality assurance staff.

Key Client experience includes Disney Mobile, Commonwealth Bank and Air New Zealand.

WILKIN MARKETING

Founded by Rusty Donohoo, Wilkin Marketing is a full service marketing firm, specialising in direct mail and promotional marketing with a focus on the Gaming, Retail, Travel, & Hospitality industries.

Wilkin Marketing offers a complete array of marketing products and services - from full-service agency services to in-house variable data print direct mail production. Wilkin Marketing has developed fully integrated kiosks solutions that are self-coping with a loyalty interface that allow guests to spend more time enjoying the business rewards and less time waiting in lines.


Along with its partner Mail America, they have developed thousands of promotions; sent millions of targeted communication via direct mail, email, and SMS text; and installed hundreds of kiosks throughout the United States and Canada.

Wilkin Marketing can assist in database marketing activities – from segmentation to re-investment optimization. It can also assist with e-marketing efforts – from PURL's to website creation to targeted email marketing, SMS/text marketing and social media marketing. Each Kiosk is custom designed to meet clients' needs.

Key client experience includes American Sales Industries, Canadian Upsell, Rebs Mail and Fuccillo Kia of Cape Coral.

SKYE MULTIMEDIA

Founded by Seth Oberman, CEO and Owner in 1995, Skye MM, LLC (Skye) delivers training solutions



with a specific focus on the Healthcare industry. The team consists of instructional designers, writers, graphic designers, animators, developers, and project managers who provide end-to-end delivery of business solutions.

Skye was formed in April of 1995 and has developed hundreds of training applications for many of today's Fortune 1000 companies.

From 2006 to 2014 Skye was a wholly owned subsidiary of SmartPros Ltd. (NASDAQ: SPRO). SmartPros was recently acquired by Kaplan, Inc., the global education services company and largest subsidiary of Graham Holdings (NYSE:GHC). In January 2015 Skye once again became privately owned forming officially as Skye MM, LLC.

Key client experience includes Deloitte, Morgan Stanley, Novartis, KPMG and Pfizer.

CLICKVERTA

Founded by James Downton and based in Lithuania, Clickverta is an International Performance Marketing Consultancy that engineers predictable sales revenue for premium service B2B businesses and B2B SaaS companies.

Fast growth B2B companies rely on a fresh supply of highly qualified leads into their business, and through our the Clickverta Methodology™, they help businesses better understand their audience, and better communicate the value of their services.

Key client experience includes LNK, JSC, Rabota dlia vas, ODO and Nestle Baltics.

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The Marketing Group in brief

The Marketing Group plc was incorporated in May 2015 with the purpose of gathering successful marketing businesses under one roof. During the first half of 2016, The Marketing Group acquired 9 companies with specialist skills and geographical reach. The Company comprises a series of independent marketing teams, each with specific expertise and innovative services. The consolidated group supports the subsidiaries with management and coordinating activities as well as a common operating platform. For more information, please visit the Company's website www.marketinggroupplc.com. The Company's share is listed on Nasdaq First North Stockholm from 8 June 2016 and Mangold Fondkommission AB, +46 8-5030 15 50, is the Company's Certified Adviser and liquidity provider.

**FOOTNOTE:**

Jeremy Harbour and Callum Laing abstained from voting on the acquisition due to a commercial conflict of interests; James Downton and Charles Bartholomew abstained from voting due to a management conflict of interests, the vote to acquire Ulysses was carried by the remainder of the board unanimously. There are no materially declarable new clients, shareholders or suppliers as a result of the transaction.