

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares in Management Resource Solutions plc please forward 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.

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 Shares, or an invitation to buy, acquire or subscribe for Shares, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy has not been delivered to the Financial Conduct Authority.

Management Resource Solutions plc

(Incorporated and registered in England and Wales with registered number 08046513)

Notice of General Meeting

Northland, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, acts as nominated adviser to the Company and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000 (as amended), the rules of the Financial Conduct Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document or any matter, transaction or arrangement referred to in this document. The responsibilities of Northland as the Company's nominated adviser, under the AIM Rules for Nominated Advisers, are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise.

This document should be read as a whole. Your attention is drawn to the letter from the Chief Executive of the Company which is set out on pages 4 to 5 of this document.

Notice of General Meeting to be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP at 10:00 a.m. on 17 March 2017 is set out at the end of this document.

The Form of Proxy for use at the General Meeting which accompanies this document should be returned, together with the power of attorney or other authority (if any) under which the Form of Proxy is signed or a certified copy of such power or authority, to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom by hand or by post so as to be received not later than 10:00 a.m. on 15 March 2017 or, in respect of any adjournment of the General Meeting, 48 hours prior to the time fixed for the holding of such adjourned General Meeting. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and English public holidays excepted) and at the Company's website: <http://www.mrspc.net/>.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of this circular	17 February 2017
Latest time and date for receipt of Forms of Proxy	10:00 a.m. on 15 March 2017
Record time and date for voting at the General Meeting	6:30 p.m. on 15 March 2017
General Meeting	10:00 a.m. on 17 March 2017

Each of the times and dates refer to London, UK, time and are subject to change by the Company, in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will, if appropriate, make an announcement through a Regulatory Information Service.

DIRECTORS, SECRETARY AND NOMINATED ADVISER

Directors	Murray D'Almedia (<i>Non-Executive Chairman</i>) Joe Clayton (<i>Chief Executive Officer</i>) Timothy Jones (<i>Finance Director</i>)
Registered Office	Reading Bridge House 8th Floor South George Street Reading RG1 8LS
Company Secretary	Timothy Jones
Nominated Adviser and Joint Broker	Northland Capital Partners Limited 60 Gresham Street London EC2V 7BB
Joint Broker	Peterhouse Corporate Finance Limited 15 Eldon Street London EC2M 7LD
Solicitors to the Company as to English Law	Memery Crystal LLP 44 Southampton Buildings London WC2A 1AP
Solicitors to the Company as to Australian Law	McCullough Robertson Level 11 66 Eagle Street Brisbane QLD 4000 Australia
Financial Public Relations	FTI Consulting 200 Aldersgate Aldersgate Street London EC1A 4HD
Registrars	Equiniti Aspect House Spencer Road Lancing West Sussex BN99 6DA

**LETTER FROM THE CHIEF EXECUTIVE OF
MANAGEMENT RESOURCE SOLUTIONS PLC**

Management Resource Solutions plc

(Registered in England and Wales with company number 08046513)

Directors:

Murray d'Almeida (*Non-Executive Chairman*)
Joe Clayton (*Chief Executive Officer*)
Timothy Jones (*Finance Director*)

Registered Office:

Reading Bridge House
George Street
Reading
RG1 8LS

17 February 2017

To Shareholders and, for information purposes only, holders of options over Shares

Notice of General Meeting

Dear Shareholder

1. Introduction

On 27 January 2017 the Company published a notice of General Meeting in response to a requisition received from Santina Morffew and Pershing Nominees Limited on behalf of SCOPN Pty Ltd, a company owned at that time by Paul Morffew, former CEO of MRS, and his wife Santina Morffew.

On the same day, the Company received a second requisition from Santina Morffew and Pershing Nominees Limited on behalf of SCOPN Pty Ltd to convene a further general meeting at which a single resolution, to remove Murray d'Almeida as a director of the Company, would be proposed.

On 28 January 2017 Paul Morffew informed the Company that ownership of SCOPN had passed entirely to Santina Morffew.

The purpose of this document is to convene the general meeting referred to in the Second Requisition.

2. Resolution to be Proposed at the General Meeting

The Second Requisition contains one resolution which will be put to shareholders in the form in which it was received:

Ordinary Resolution

THAT pursuant to clause 168 of the Act, Murray Howard d'Almeida be removed from his office as a director of the Company with immediate effect

3. Independent Directors' commentary on the Resolution

As Shareholders are aware, the Company has been in dispute with its former chief executive, Paul Morffew, for some months. The Directors have brought to Shareholders' attention a number of areas of significant concern in respect of Mr Morffew's actions leading up to his dismissal. SCOPN, which at the time of the relevant requisition, was understood to be jointly owned by Mr Morffew and his wife has convened or attempted to convene a series of general meetings to change the board structure and amend the articles of association.

The Independent Directors believe that Mr d'Almeida has for many years been an asset to the Company and that removing him now would be a mistake.

SCOPN has already contributed to the removal of one director by voting against the reappointment of Chris Berkefeld at the last Annual General Meeting and if they succeed in removing Mr d'Almeida it will leave the Company with a board of only two, which is clearly unsuitable for a publicly traded company and not in the best interests of Shareholders.

As such the Independent Directors recommend that Shareholders vote against the Resolution.

4. Action to be taken by Shareholders in respect of the General Meeting

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom by no later than 10:00 a.m. on 15 March 2017 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)).

If you hold your Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (ID RA19) by no later than 10:00 a.m. on 15 March 2017 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)).

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

5. Recommendation

As described above, the Independent Directors, being Joe Clayton and Tim Jones, recommend that you vote against the resolution to remove Murray d'Almeida.

The Independent Directors intend to vote against the Resolution in respect of the 133,333 Shares in which they are interested, representing approximately 0.16 per cent. of the Company's issued ordinary share capital.

Yours faithfully

Joe Clayton
Chief Executive Officer

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“Act”	the Companies Act 2006, as amended from time to time;
“AIM”	the AIM market of the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange, as amended from time to time;
“Business Day”	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
“Company” or “MRS”	Management Resource Solutions plc;
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
“Deferred Shares”	the deferred shares of €0.99 each in the capital of the Company;
“Directors” or “Board”	the existing directors of the Company whose names are set out on page 3 of this document;
“Euroclear”	Euroclear UK & Ireland Limited;
“First Requisition”	the members’ requisition of a general meeting submitted by Santina Morffew and Pershing Nominees on behalf of SCOPN, received by the Company on 6 January 2017
“Form of Proxy”	the form of proxy for use in connection with the General Meeting;
“General Meeting”	the general meeting of the Company to be held at 10:00 a.m. (UK time) on 17 March 2017 at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP (or any adjournment of it), notice of which is set out in the Notice of General Meeting;
“Independent Directors”	Joe Clayton and Tim Jones, being the Directors other than Murray d’Almeida, who is the subject of the Resolution;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document;

“Northland”	Northland Capital Partners Limited, the Company’s Nominated Adviser;
“Regulatory Information Service”	the regulatory information services approved by the London Stock Exchange for the distribution of AIM announcements;
“Resolution”	the resolution to remove Murray d’Almeida as a director of the company to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting;
“Second Requisition”	the members requisition of a general meeting submitted by Santana Morffew and Pershing Nominees on behalf of SCOPN, received by the Company on 27 January 2017
“Shares”	ordinary shares of €0.01 each in the capital of the Company;
“Shareholders”	the holders of Shares from time to time;
“SCOPN”	SCOPN Pty Ltd, a company owned and controlled by Santana Morffew;

Management Resource Solutions plc

(Registered in England and Wales with company number 08046513)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Management Resource Solutions plc (the “**Company**”) will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP at 10:00 a.m. on 17 March 2017 for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution (in which capitalised terms shall have the meanings given in the circular to shareholders issued by the Company dated 17 February 2017, containing this Notice of General Meeting, save where otherwise specified):

ORDINARY RESOLUTION

THAT pursuant to clause 168 of the Act, Murray Howard d’Almeida be removed from his office as a director of the Company with immediate effect.

By order of the Board

Timothy Jones
Company Secretary

Registered Office:
Reading Bridge House
8th Floor South
George Street
Reading
RG1 8LS

17 February 2017

Notes:

- (i) To appoint a proxy you may:
 - (a) use the Form of Proxy enclosed with this Notice of General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, in each case no later than 10:00 a.m. on 15 March 2017 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)); or
 - (b) if you hold your Shares in uncertificated form, use the CREST electronic proxy appointment service as described in Note (ii) below.

Completion of the Form of Proxy or appointment or a proxy through CREST will not prevent a member from attending and voting in person if they are entitled to do so.

- (ii) CREST members who wish to appoint a proxy or proxies by USING the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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's 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 issuer's agent (ID RA19), by 10:00 a.m. on 15 March 2017 (or, in the case of an adjournment of the General Meeting, not less than 48 hours before the time fixed for the holding of the adjourned meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)). 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

- (iii) Any member or his proxy attending the General Meeting has the right to ask any question at the General Meeting relating to the business of the General Meeting.
- (iv) Pursuant to Regulation 41 of the CREST Regulations, only ordinary shareholders registered in the register of members of the Company as at 6.30 p.m. on 15 March 2017 (being not more than 48 hours before the time fixed for the holding of the General Meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)) shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned General Meeting is 6.30 p.m. on the day preceding the date fixed for the adjourned General 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 General Meeting.
- (v) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall 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.
- (vi) As at 16 February 2017 (being the last Business Day prior to the publication of this Notice of General Meeting) the Company's issued share capital consisted of 85,897,138 Shares, carrying one vote each and 30,400,015 Deferred Shares, which carry no voting rights. Therefore, the total voting rights in the Company as at 26 January 2017 were 85,897,138.

