

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THIS DOCUMENT COMPRISES A CIRCULAR RELATING TO THE CHANGE OF COMPANY NAME FROM MARTINCO PLC TO THE PROPERTY FRANCHISE GROUP PLC.

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, FUND MANAGER OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, AS AMENDED, IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR, IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR ORDINARY SHARES IN MARTINCO PLC, PLEASE FORWARD THIS DOCUMENT TOGETHER WITH THE ACCOMPANYING FORM OF PROXY IMMEDIATELY TO THE PURCHASER OR TRANSFEREE, OR TO THE STOCKBROKER, BANK MANAGER OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR DELIVERY TO THE PURCHASER OR TRANSFEREE. IF YOU HAVE SOLD OR TRANSFERRED PART ONLY OF YOUR HOLDING OF ORDINARY SHARES IN THE COMPANY YOU SHOULD RETAIN THIS DOCUMENT AND CONSULT THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED.

MARTINCO plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 08721920)

CHANGE OF NAME TO

THE PROPERTY FRANCHISE GROUP PLC

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

You should read the whole of this document. Your attention is drawn to the letter from your Chairman which is set out below and which contains the recommendation of your Board to vote in favour of the resolution to be proposed at the Extraordinary General Meeting referred to below.

Notice of the Extraordinary General Meeting of MartinCo plc (the "**Company**") to be held at 2 St Stephen's Court, St Stephen's Road, Bournemouth, Dorset, BH2 6LA on 16th March 2017 at 11.00 a.m. is set out at the end of this document together with a form of proxy ("**Form of Proxy**"). Whether or not you plan to attend the Extraordinary General Meeting, you are requested to complete the accompanying form of proxy and return it as soon as possible, and in any event so as to reach the Company's registrars, Computershare Investor Services plc, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11.00 a.m. on 14th March 2017. Completion of a form of proxy shall not preclude a shareholder from attending and voting at the forthcoming Extraordinary General Meeting.

LETTER FROM THE CHAIRMAN

Directors:

Richard Martin (*Chairman*)

Paul Latham (*Non-Executive Director*)

Phil Crooks (*Non-Executive Director*)

Ian Wilson (*Chief Executive Officer*)

David Raggett (*Chief Financial Officer*)

(the “**Directors**” and together the “**Board**”)

Registered Office:

2 St Stephen's Court

St Stephen's Road

Bournemouth

Dorset BH2 6LA

21th February 2017

*To holders of Ordinary Shares of one pence each in the Company (“**Ordinary Shares**”) and option holders*

Change of Name

and

Notice of Extraordinary General Meeting

Dear Shareholder,

1. Background

I am writing to you with details of the Extraordinary General Meeting to be held on 16th March 2017 at 11.00am.

The Board is seeking authority to change the name of the Company to The Property Franchise Group PLC. The Board believes that The Property Franchise Group PLC recognises the Group’s strategic success in developing from a single franchisor to a multi franchisor of residential sales and lettings agents and, therefore, more accurately reflects the main business of the Group. The Board believes that the change of name will assist the Group in functioning more effectively in its business activities.

The Group already has a dormant subsidiary called The Property Franchise Group Limited and the directors propose that MartinCo PLC will change its name to The Property Franchise Group PLC and that The Property Franchise Group Limited will change its name to MartinCo Limited.

The Company’s Articles of Association require the approval of shareholders by way of special resolution in order to change its name.

2. Notice of Extraordinary General Meeting

I have pleasure in sending you notice convening an Extraordinary General Meeting of the Company ("EGM") to be held at 2 St Stephen's Court, St Stephen's Road on 16th March 2017 at 11.00 a.m. As you will see from the formal notice of EGM ("**Notice of EGM**") which follows this letter, there is only one item of business to be considered; namely, the change to the Company's name.

3. Voting at the EGM

A Form of Proxy for the EGM is enclosed and, should be signed and returned by shareholders so as to reach the Company's registrars, Computershare Investor Services plc, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11.00 a.m. on 14th March 2017. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of EGM.

4. Action required

You are requested to complete, sign and return the Form of Proxy whether or not you intend to be present at the EGM. The Form of Proxy should be completed in accordance with the instructions printed thereon so that it is received as soon as possible and in any event by not later than 11.00 a.m. on 14th March 2017. Completion and return of the Form of Proxy will not prevent you from attending the EGM, nor any adjournment thereof, in person should you so wish.

5. Recommendation

The Board believes the Resolution is in the best interests of the Company and is most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board unanimously recommends that Shareholders vote in favour of the Resolution as each Director intends to do in respect of his own beneficial holding which, in aggregate, amount to 12,529,150 Ordinary Shares representing approximately 49.52 per cent. of the issued Ordinary Share capital of the Company.

Yours faithfully

Richard Martin

Chairman

MARTINCO PLC

(Incorporated in England and Wales with registered number 08721920)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (the “**Meeting**”) of MartinCo plc (the “**Company**”) will be held at 2 St Stephen’s Court, St Stephen’s Road, Bournemouth, Dorset, BH2 6LA on 16th March 2017 at 11:00 am.

You will be asked to consider and vote on the resolution set out below which will be proposed as a special resolution.

Special Resolution

That the name of the Company be changed to The Property Franchise Group PLC.

21st February 2017

By order of the Board

Christopher Varley

MartinCo plc

Registered office:

2 St Stephen’s Court, St Stephen’s Road, Bournemouth, Dorset, BH2 6LA.

Notes to the Notice of Extraordinary General Meeting

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - a. 6.00 p.m. on 14th March 2017; or
 - b. if the EGM is adjourned, on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the EGM.

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 EGM and you should have received a proxy form with this Notice of EGM. You can 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 EGM to represent you. Details of how to appoint the Chairman of the meeting or another person as 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 EGM you will need to appoint your choice of proxy (not the Chairman) and give your instructions to them.
4. 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, Computershare Investor Services PLC, to request additional proxy forms.
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 a 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 EGM.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy to vote on the resolution or withhold their vote.

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

- completed and signed by you or a person duly authorised by you;
- sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
- received by Computershare Investor Services PLC no later than 11.00 a.m. on 14th March 2017 or, if the EGM is adjourned, on the day two days prior to the adjourned meeting.

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 of the company and must state the capacity in which the proxy acts on behalf of such company.

In the case of a member holding shares in the Company through a nominee company, any proxy must hold a corporate representative letter from such nominee 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.

Where you have appointed a proxy using the hard copy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

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 instructions

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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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 of 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.

Such revocation notice must be received by Computershare Investor Services PLC no later than 11.00 a.m. on 14th March 2017 or, if the EGM is adjourned, on the day two days prior to the adjourned meeting.

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 EGM and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

10. 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 not more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

11. As at 21st February 2017 (being the last business day prior to the publication of this Notice), the Company's issued share capital comprised 25,300,750 ordinary shares of 1 pence each. Each ordinary share carries the right to one vote at an extraordinary general meeting of the Company and, therefore, the total number of voting rights in the Company as at 21st February 2017 is 25,300,750.

Voting

12. Voting on the resolution will be conducted by way of a show of hands unless a poll is duly demanded.

Unless a poll is demanded, a declaration by the chairman that the resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting, or at an adjournment, and it is, in the opinion of the chairman of the meeting, of sufficient magnitude to vitiate the resolution.

Communication

13. Except as provided above, members who have general queries about the EGM should use the following means of communication (no other means of communication will be accepted):

- calling the Company Secretary, Christopher Varley, on 01202 405544; or
- calling the dedicated MartinCo PLC shareholder information line at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on 0370 707 1027.

You may not use any electronic address provided either;

- in this Notice of EGM; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

Attendance

14. If you or your appointed proxy intends to attend the EGM in person, please plan to arrive before 10.45 a.m. to allow enough time for registration prior to the start of the EGM.