

MDC PARTNERS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the “**Meeting**”) of the shareholders of MDC Partners Inc. (“**MDC Partners**”, “**MDC**” or the “**Company**”) will be held virtually by live audio webcast at www.iproxydirect.com/MDC on Thursday, June 25, 2020 at 2:30 p.m. (Eastern Daylight Time) for the following purposes:

1. To receive the consolidated financial statements of MDC Partners for the fiscal year ended December 31, 2019 and the auditors’ report thereon;
2. To elect the directors of MDC Partners;
3. To hold a non-binding advisory vote to approve executive compensation;
4. To amend the 2016 Stock Incentive Plan;
5. To appoint auditors and to authorize the Audit Committee to determine the auditors’ remuneration; and
6. To transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying Proxy Statement and Management Information Circular provide additional information regarding the matters to be dealt with at the Meeting and is deemed to form part of this notice. Only shareholders of record at the close of business on May 12, 2020 are entitled to vote at the Meeting or any adjournment or postponement thereof. The proxy cut off may be waived or extended by the Chairman of the Meeting without notice.

Shareholders who are unable to attend the virtual Meeting are asked to complete, date and sign the enclosed form of proxy and to return it promptly in the envelope provided.

Proxies to be used at the Meeting must be received by AST Trust Company (Canada), not later than 2:30 p.m. (Eastern Daylight Time) on June 23, 2020 (or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned or postponed Meeting). Proxies may be submitted by one of the following alternative methods:

By Internet: www.astvotemyproxy.com and enter the 13-digit control number printed on the form of proxy and follow the instructions on screen;

By Phone: [1-888-489-5760](tel:1-888-489-5760) (toll-free in North America) and enter the 13-digit control number printed on the form of proxy;

By Email: proxyvote@astfinancial.com;

By Fax: [416-368-2502](tel:416-368-2502) or [1-866-781-3111](tel:1-866-781-3111) (toll-free in North America); or

By Mail: AST Trust Company (Canada), Attn. Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1.

This year, with the coronavirus (COVID-19) global pandemic, public health officials in the United States and Canada are calling for social distancing as the most effective method of containing the outbreak. At MDC, the health and safety of our shareholders, employees and other stakeholders is paramount and for this reason we have decided to hold the Meeting in a virtual-only format via a live audio webcast. A virtual Meeting enables registered shareholders and duly appointed proxyholders to join us online, listen to the Meeting, ask questions online, and vote online. The vast majority of our shareholders vote by proxy in advance of the meeting and all shareholders are encouraged to vote by proxy ahead of the Meeting.

If you have any questions or require any assistance with your vote, please contact our strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors, at The Exchange Tower, 130 King Street West, Suite 2950, P.O. Box 361, Toronto, Ontario M5X 1E2, by toll-free telephone in North America at 1-877-659-1821 or by collect call outside North America at 416-867-2272 or by email at contactus@kingsdaleadvisors.com.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read 'J. B. Mirsky', with a stylized flourish at the end.

JONATHAN B. MIRSKY
General Counsel and Corporate Secretary

New York, N.Y.
May 26, 2020