

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Bright Things plc (“Ordinary Shares”), you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

BRIGHT THINGS plc

(Registered in England No. 5066489)

Directors:

Ian Livingstone *(Non-Executive Chairman)*
Dominic Wheatley *(Chief Executive Officer)*
Charles Delamain *(Chief Operating Officer)*
Edward Levey *(Finance Director)*
Matthew Tims *(Non-Executive Director)*

Registered Office:

7 Pilgrim Street
London
EC4V 6LB

5 March 2009

To: The holders of Ordinary Shares

Dear Shareholder

Notice of Extraordinary General Meeting

1. Introduction

At the end of this document is the notice convening an Extraordinary General Meeting of the Company to be held at 10.30 a.m. on Monday, 30 March 2009, at which resolutions will be proposed to grant to the Directors authorities to allot shares. Further particulars of the proposed resolutions are described at paragraph 4 of this letter.

The purpose of this document is to explain the background to and the reasons for the resolutions granting, *inter alia*, the Directors the authority to allot up to 100,000,000 new ordinary shares wholly for cash, which authority may be used, *inter alia*, for the purpose of a placing or placings of new ordinary shares (“**Placing Shares**”) (“**Placing**”) and to request Shareholders’ support for the resolutions to be proposed at an Extraordinary General Meeting of the Company. The time and quantity of the allotment of the Placing Shares will be at the discretion of the Directors.

Any future Placing in the short or mid term would be conditional, *inter alia*, on the passing of the resolutions set out in the Notice of Extraordinary General Meeting and admission of the Placing Shares to trading on AIM (“**Admission**”).

2. Background

As announced previously, the Company has now finished the beta test phase of its product SocialGO and launched its first subscription based services with effect from the 2 February 2009. The Company has experienced exceptional growth in the registration of networks on SocialGO, particularly over the Christmas and New Year holiday period. As a result of the high growth in network registration, the back end systems and load performance was tested fully throughout this period, enabling the Company to ensure the scalability of the products to meet the demand.

A further announcement on 2 March 2009 detailed our early progress from formal launch and provided encouraging preliminary indications of the acceptance of the SocialGO product. However, as also announced, the Directors consider it is too early to estimate with any certainty the proportion of existing and future networks that will take up the subscription service. It will be several months before there is sufficient data to establish trends and meaningful conversion rates as it will take some time to migrate existing networks to premium accounts and establish uptake from new networks.

With this in mind, the Company now proposes to raise additional working capital to meet the growth demand on networks and to help fund the business whilst seeking to grow revenues towards profitability. Following the launch of the subscription based services on 2 February 2009, the Company is now seeing an initial revenue stream which is expected to increase on a month by month basis. In addition to the general working capital requirements, it is planned that the new capital being raised would be used for sales and marketing activities to promote the product and help accelerate the conversions to full subscription services, for extra technical staff, data server requirements and to ensure robust back end systems.

The Directors have considered alternative methods of raising these funds, however, in the interests of keeping the issue costs to a minimum, the Directors have concluded that a limited marketing exercise without pre-emption for existing shareholders would be preferable to offering shares on a pre-emptive basis to existing shareholders. Accordingly, the Directors have decided that it would be in the Company’s and the Shareholders’ best interests for any funds to be raised through the Placing of shares.

As a result, the Directors are seeking the authority to allot up to 100,000,000 new ordinary shares. The Board considers that such authority should give the Company enough flexibility to raise sufficient funds as and when required until profitability is achieved. In addition, the Board is committed to limiting the dilutive effect of any Placing on existing Shareholders, to the extent possible, when establishing an issue price for any Placing Shares, whilst balancing investor appetite with the prevailing share price at the time to ensure the Company raises sufficient funds. Therefore, it cannot be assumed that the Directors will seek to allot all the Placing Shares unless, in the Directors’ opinion, it is absolutely required to ensure the future success of the business.

It is expected that certain of the Company’s Directors would also participate in a Placing.

3. Share Capital

The authorised and issued share capital of the Company at the date of this document is as follows:

<i>Ordinary Shares</i>			
<i>Authorised</i>		<i>Issued and fully paid</i>	
<i>£</i>	<i>Number</i>	<i>£</i>	<i>Number</i>
7,500,000	750,000,000	1,356,763.28	135,676,328

and (assuming there are no further allotments of Ordinary Shares prior to Admission and assuming full subscription of the 100,000,000 Placing Shares by way of any Placing) will be:

<i>Ordinary Shares</i>			
<i>Authorised</i>		<i>Issued and fully paid</i>	
<i>£</i>	<i>Number</i>	<i>£</i>	<i>Number</i>
7,500,000	750,000,000	2,356,763.28	235,676,328

The new Ordinary Shares so allotted would represent approximately 42.4 per cent. of the enlarged issued share capital of the Company. As previously stated, the allotment of these shares will not necessarily be completed in a single placing, but may used at the Board’s discretion, as necessary for one or more placings.

4. Extraordinary General Meeting

You will find set out at the end of this document the notice convening an Extraordinary General Meeting of the Company for 10.30 a.m. on Monday, 30 March 2009 at the offices of Faegre & Benson LLP at 7 Pilgrim Street, London EC4V 6LB.

The resolution numbered 1 is being proposed as an ordinary resolution to grant authorities to the Directors to allot relevant securities pursuant to Section 80 of the Companies Act 1985 (the “Act”) up to a maximum aggregate nominal amount of £1,785,587.00, representing 178,558,700 Ordinary Shares, including for the purposes of a Placing.

The resolution numbered 2 is being proposed as a special resolution to disapply the statutory pre-emption rights under Section 89(1) of the Act, including for the purposes of a Placing. The resolution numbered 2 is subject to the passing of the resolution numbered 1.

In the event that all the 100,000,000 new ordinary shares were allotted in a Placing and admitted to trading on AIM, the Board will be authorised to issue up to a further 78,558,700 Ordinary Shares, representing approximately 33.3 per cent. of the enlarged issued share capital of the Company as at Admission, *pro rata* to existing Shareholders and otherwise than *pro rata* to existing Shareholders for non-cash consideration. This authority will expire automatically five years from the date of the passing of the resolution numbered 1.

In addition, following Admission, the Board will be empowered to issue up to 35,351,400 Ordinary Shares, representing approximately 15 per cent. of the enlarged issued share capital of the Company as at Admission, for cash otherwise than *pro rata* to existing Shareholders. This power will lapse 15 months after the Extraordinary General Meeting (unless revoked, replaced or renewed prior to expiry of the power) or at the conclusion of the next annual general meeting of the Company, whichever occurs first.

The authorities sought will replace those granted at the Annual General Meeting held on 23 October 2008.

The new authorities are being sought specifically for the purposes of a potential Placing and otherwise so as to maintain flexibility in the financing of the Company, giving the Directors the opportunity to take advantage of business opportunities as they arise.

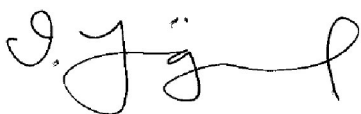
5. Action to be Taken

A form of proxy is enclosed for use by Shareholders at the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are asked to complete and return the form of proxy in accordance with the instructions printed thereon so as to be received by the Company's registrars, Share Registrars Limited, Craven House, West Street, Farnham, Surrey GU9 7BR not later than 10.30 a.m. on 28 March 2009. Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person, if you so wish.

6. Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolutions in the notice convening the Extraordinary General Meeting, as they intend to do in respect of their own beneficial shareholdings, amounting in aggregate to 33,510,658 existing Ordinary Shares (representing approximately 24.7 per cent. of the current issued ordinary share capital of the Company).

Yours sincerely

A handwritten signature in black ink, appearing to read 'I. Livingstone', written in a cursive style.

IAN LIVINGSTONE

Non-Executive Chairman

BRIGHT THINGS PLC

(Registered in England and Wales under Number 5066489)

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Bright Things PLC will be held at the offices of Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB at 10.30 a.m. on Monday, 30 March 2009 for the purpose of considering and, if thought fit, passing the following resolutions, as to the resolution numbered 1 as an ordinary resolution and as to the resolution numbered 2 as special resolution:

Ordinary Resolution

1. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 80 of the Companies Act 1985 (the “**Act**”) to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £1,785,587.00 provided that this authority shall expire five years from the date of the passing of this Resolution save that the Company may make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant thereto as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authorities conferred on the Directors pursuant to Section 80 of the Act.

Special Resolution

2. **THAT**, subject to the passing of Resolution 1, the Directors be and they are hereby generally empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution numbered 1 above as if Section 89(1) of the Act did not apply to any such allotment, such power to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the passing of this Resolution, provided that this power shall be limited to:
 - (a) the allotment of up to 100,000,000 new Ordinary Shares for the purposes as described in the circular to shareholders of the Company dated 5 March 2009 (the “**Circular**”);
 - (b) the allotment of equity securities in connection with a rights issue or open offer in favour of ordinary shareholders where the equity securities attributable to the respective interests of all ordinary shareholders are proportionate to the respective numbers of Ordinary Shares held by them on the record date for such allotment, but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) of this Resolution) of equity securities for cash up to an aggregate nominal amount of £353,514.00;

provided that the Company may make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Edward Levey
Company Secretary

5 March 2009

Registered Office:
7 Pilgrim Street
London EC4V 6LB

NOTES:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company.
2. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. To be effective forms of proxy must be duly completed and returned so as to reach Share Registrars Limited, Craven House, West Street, Farnham, Surrey GU9 7BR not less than 48 hours before the time appointed for the holding of the meeting.
4. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members at 6.00 p.m. on 27 March 2009 (the "specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

