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BRIGHT THINGS plc

(Registered in England No. 5066489)

Directors:

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

Registered Office:

7 Pilgrim Street
London
EC4V 6LB

24 December 2009

To: The holders of Ordinary Shares

Dear Shareholder

Notice of General Meeting Proposed Acquisition Proposed Investment by Veddiss Ventures Proposed New Director Appointments and Director Resignation

The definitions applying throughout this document are set out in the Appendix to this letter.

1. Introduction

The Board of Bright Things Plc is pleased to inform you that on 23 December 2009 the Company entered into a conditional agreement to acquire the entire issued share capital of Get On With It Limited, a company from which Bright Things has been receiving software development and maintenance services under the terms of the Services Agreement since November 2007. The Company has also entered into a conditional subscription agreement with Veddiss Ventures to raise £500,000, before expenses, by the conditional subscription by Veddiss for 40,000,000 new Ordinary Shares, together with 2,890,873 warrants each to subscribe for one Ordinary Share.

The purpose of this document is to provide you with details of, and the reasons for, the Acquisition and Subscription and, as both the Acquisition and the Subscription are conditional, *inter alia*, on the passing of the resolutions to be proposed at a General Meeting of the Company to be held at 3 p.m. on Monday, 11 January 2010, to request Shareholders' support for the Resolutions.

Further particulars of the Resolutions are set out at paragraph 6 of this letter.

2. Details of the Acquisition

Background to the Acquisition

In November 2007, the Company acquired CommonWorld, its wholly-owned subsidiary, which owns the intellectual property underpinning the Company's SocialGo networking product. At that time, CommonWorld entered into a services agreement with GOWIT pursuant to which GOWIT agreed to provide development and support services to Bright Things in relation to SocialGo. Under the terms of the Services Agreement, the Company has

been paying a monthly fee to GOWIT for its services, including the employment costs of Alexander Halliday, Stephen Hardman and the other GOWIT employees. The Services Agreement further provides that GOWIT is entitled to a royalty of 7.5 per cent. on all net sales of SocialGo in excess of £2 million.

Terms of the Acquisition

Under the terms of the Acquisition Agreement, the Company has conditionally agreed to acquire the entire issued share capital of GOWIT. The consideration for the Acquisition will be the issue to the Vendors of 34,999,999 Consideration Shares (which have an aggregate value of £402,500 at an assumed price per share of 1.15 pence, being the mid-market quotation for an Ordinary Share on 22 December 2009, as derived from the AIM Supplement to the Daily Official List of the London Stock Exchange) and the grant of the Vendor Warrants over 41,625,000 Ordinary Shares, exercisable at a price of 1.25 pence per share. Upon completion of the Acquisition, the Services Agreement shall terminate. In addition, the Company has agreed to pay the first £10,000 plus VAT of the legal fees of the Vendors incurred in relation to the Acquisition.

The Initial Consideration Shares will be allotted and issued to the Vendors on completion of the Acquisition. The Deferred Consideration Shares will be allotted and issued in four equal tranches of 5,833,333 shares on the first four anniversaries of Completion.

The Initial Warrants, which are exercisable at any time during the 5-year period immediately following Completion, will be granted and vest immediately upon Completion. Save as referred to below, the Deferred Warrants, which are otherwise granted on the same terms as the Initial Warrants, will not vest or become exercisable until the first anniversary of Completion.

In the event of a change of control of the Company or a voluntary winding-up, allotment and issue of the Deferred Consideration Shares, and vesting of the Deferred Warrants, will be accelerated.

The Acquisition Agreement contains warranties, indemnities and a tax covenant given by the Vendors for the benefit of the Company, which are subject to agreed limitations on liability. In certain circumstances, the Company will be able to reduce the amount of Deferred Consideration Shares to be allotted and issued to the Vendors to satisfy any claim under the warranties, indemnities or tax covenant.

The Acquisition is conditional, *inter alia*, on the passing of the Resolutions at the General Meeting and admission of the Initial Consideration Shares to trading on AIM.

3. Details of the Subscription

Under the terms of the Subscription Agreement, Veddis Ventures conditionally has agreed to subscribe for the Subscription Shares at the subscription price of 1.25 pence per new Ordinary Share. The Subscription is conditional, *inter alia*, on the passing of the Resolutions at the General Meeting and admission of the Subscription Shares to trading on AIM. The net proceeds of the Subscription will provide additional working capital for the Company as it moves forward with its sales and marketing initiatives, particularly in the United States, where the product has now been launched.

The terms of the Subscription Agreement provide that, for so long as it holds not less than 4

per cent. of the issued share capital of the Company from time to time, Veddis Ventures shall be entitled to appoint a non-executive director to the board of Bright Things, provided such person is first approved by the Board and the Company's nominated adviser. It is proposed that the first non-executive director to be appointed by Veddis Ventures shall be Mr Vikrant Bhargava.

In addition, Veddis Ventures will enter into the Consultancy Agreement, which has a 5 year term, under which it will provide marketing, business development and strategic advisory services to the Company. In return for these services, the Company has agreed to grant to Veddis Ventures, on completion of the Subscription, the Veddis Option. This option will be granted over an aggregate of 15,000,000 new Ordinary Shares, vesting as to 250,000 shares per month, exercisable at a price of 1.25 pence per new Ordinary Share. The Veddis Option shall become exercisable in respect of 3,000,000 Ordinary Shares per year on the first to fifth anniversaries of grant.

Pursuant to the Subscription Agreement, Veddis Ventures will also receive 2,890,873 Veddis Warrants which are to be granted on the same terms as the Deferred Warrants being granted to the Vendors, described above.

4. New Board members and Director Resignation

It is proposed that on completion of the Acquisition, Stephen Hardman and Alexander Halliday, who are directors of GOWIT, will join the Board.

Mr Hardman and Mr Halliday will be employed as joint Managing Directors of the Company and will each enter into a service agreement on completion of the Acquisition. The service agreements are terminable by either party giving 6 months' notice to the other.

Upon joining the Board, Mr Hardman and Mr Halliday will be granted a total of 13,309,211 EMI Share Options, split as to 6,263,158 options to Mr Hardman and 7,046,053 options to Mr Halliday. In addition, it is proposed that certain other employees of GOWIT, including Mr Ross Crawford, one of the Vendors, will receive a total of 5,065,789 EMI Share Options. The EMI Share Options are exercisable at a price of 4 pence per new Ordinary Share and will vest as to one third on the second anniversary of grant, one third on the third anniversary of grant and one third on the fourth anniversary of grant.

As described above, subject to completion of the Subscription, Mr Bhargava has agreed to join the Board as a non-executive director.

Mr Bhargava was a co-founder and the Group Marketing Director of PartyGaming Plc, a company listed on the London Stock Exchange. He spearheaded PartyPoker's growth from a start-up site in 2001 to the world's largest poker room with revenues of circa US\$ 1 billion in 2006.

Mr Bhargava stepped down from his role at PartyGaming in 2006 and has since been involved with a number of projects as well as seeking interesting opportunities mainly in the media, e-commerce and real estate sectors. He is also focused on building LetzDream, a non-profit, self-sustaining platform to help organisations engaged in social projects scale up by providing access to human and financial capital.

Mr Bhargava is an alumnus of the Indian Institute of Technology, Delhi (1994) and the Indian Institute of Management, Calcutta (1996).

Finally, upon Mr Bhargava joining the Board, Matthew Tims will step down as non-executive director. I would like to thank Matthew for his hard work and contribution to the Company over the years, first as Publishing Director and more recently in his non-executive role. We wish him every success in the future.

5. Share Capital

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

Ordinary Shares

Issued and fully paid

£	Number
2,709,163.28	270,916,328

and (assuming there are no further allotments of Ordinary Shares prior to Admission) following Admission will be:

Ordinary Shares

Issued and fully paid

£	Number
3,225,829.95	322,582,995

The new Ordinary Shares to be issued on Admission, comprising the Initial Consideration Shares and the Subscription Shares, will represent approximately 16.02 per cent. of the enlarged issued share capital of the Company on Admission. Application will be made for such shares to be admitted to trading on AIM. Admission is expected to take place on or around 12 January 2010.

The Subscription Shares and the Consideration Shares will, when issued, rank *pari passu* in all respects with the existing issued Ordinary Shares, including the rights to all dividends and other distributions declared, made or paid following their issue.

Assuming full allotment and issue of the Consideration Shares and the Subscription Shares and full exercise of the Vendor Warrants, the EMI Share Options, the Veddis Warrants and the Veddis Option (the “**Proposed Interests**”), and further assuming that no other change occurs to the authorised and issued share capital of the Company before such allotment, issue and exercise has taken place, the number of Ordinary Shares potentially to be issued and allotted in relation to the Proposed Interests is 152,890,872 Ordinary Shares, representing approximately 36 per cent. of the issued ordinary share capital of the Company as enlarged thereby.

The direct and indirect interests of the Vendors and Veddis Ventures in Ordinary Shares (including unexercised share options) at the date of this document, on Admission and assuming full implementation of the Proposed Interests and full exercise of any warrants and options by the Vendors (together, “**Convertible Interests**”), but no other exercise of options or allotment of Ordinary Shares, is, or would be, as follows:-

Name	No. of Ordinary Shares held and percentage of issued share capital		
	At the date of this document	On Admission	Assuming full issue and exercise all Convertible Interests
Alexander Halliday	11,066,116 (4.08%)	16,592,432 (5.14%)	60,142,020 (13.87%)
Stephen Hardman	10,088,921 (3.72%)	15,001,202 (4.65%)	53,877,946 (12.43%)
Ross Crawford	2,721,230 (1.00%)	3,949,300 (1.22%)	14,638,425 (3.38%)
Veddis Ventures	Nil	40,000,000 (12.40%)	57,890,873 (13.35%)

6. General Meeting

You will find set out at the end of this document the notice convening a General Meeting of the Company for 3 p.m. on Monday, 11 January 2010 at the offices of Faegre & Benson LLP at 7 Pilgrim Street, London EC4V 6LB.

Resolutions 1 and 2 provide for the grant of authorities to the Directors pursuant to sections 551 and 570 of the Act to allot interests in shares for the purposes of the Acquisition and the Subscription and generally.

Resolution 1 will permit the issue of shares *pro rata* to existing shareholders and the issue of shares otherwise than *pro rata* to existing shareholders for non-cash consideration, including for the purposes of the Acquisition, the Subscription and the proposed grant of EMI Share Options. The number of new Ordinary Shares that may be issued pursuant to the authority conferred by Resolution 1 is 243,196,300 Ordinary Shares, being the aggregate of the Consideration Shares, the Subscription Shares and the rights over Ordinary Shares granted under the Vendor Warrants, the EMI Share Options, the Veddis Warrants and the Veddis Option plus up to an additional 90,305,428 Ordinary Shares, being approximately equal to one third of the Company's existing issued share capital.

The authority conferred by Resolution 1 will expire on the date which is 12 months after the General Meeting or at the conclusion of the Annual General Meeting of the Company to be held in 2010, whichever occurs first.

Resolution 2 will permit the issue of up to 179,982,500 Ordinary Shares for cash other than *pro rata* to existing shareholders pursuant to section 570 of the Act, representing the Subscription Shares and the rights over Ordinary Shares granted under the Vendor Warrants, the EMI Share Options, the Veddis Warrants and the Veddis Option plus up to an additional 27,091,628 Ordinary Shares, being approximately equal to 10% of the Company's existing issued share capital.

The authority conferred by Resolution 2 will lapse 12 months after the General Meeting or at the conclusion of the Annual General Meeting of the Company to be held in 2010, whichever occurs first.

The authorities sought will replace those granted at the last Annual General Meeting in October 2009.

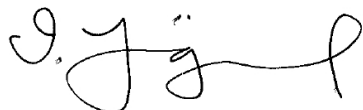
7. Action to be taken

A form of proxy is enclosed for use by shareholders at the General Meeting. Whether or not you intend to be present at the 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, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not later than 3 p.m. on Saturday, 9 January 2010. Completion and return of the form of proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

8. Recommendation

The Directors believe that the Acquisition, the Subscription and the Resolutions to be proposed at the General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings amounting in aggregate to 77,350,658 Ordinary Shares, representing approximately 28.55 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', with a long horizontal flourish extending to the right.

IAN LIVINGSTONE

Non-executive Chairman

APPENDIX - DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Acquisition”	the proposed acquisition by the Company of the entire issue share capital of GOWIT on the terms and subject to the conditions of the Acquisition Agreement;
“Acquisition Agreement”	the agreement dated 23 December 2009 between the Company and the Vendors in terms of which the Company will acquire the entire issued share capital of GOWIT;
“Act”	the Companies Act 2006 (as amended);
“Admission”	admission of the Initial Consideration Shares and the Subscription Shares becoming effective in accordance with the AIM Rules;
“AIM”	the market of that name operated by London Stock Exchange plc;
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange plc;
“Board”	the board of directors of the Company;
“CommonWorld”	CommonWorld Limited, a company registered in England and Wales with company number 06004611;
“Company” or “Bright Things”	Bright Things plc;
“Completion”	completion of the Acquisition in accordance with the terms of the Acquisition Agreement;
“Consideration Shares”	the Initial Consideration Shares and the Deferred Consideration Shares;
“Consultancy Agreement”	the agreement to be entered into between the Company and Veddis on completion of the Subscription relating to the provision of consultancy services by Veddis to the Company;
“Deferred Consideration Shares”	the 23,333,332 new Ordinary Shares to be issued to the Vendors in accordance with the terms of the Acquisition Agreement;
“Deferred Warrants”	the 29,958,333 warrants to be granted to the Vendors on completion of the Acquisition that do not vest until the first anniversary of completion;
“EMI Share Options”	the options over an aggregate of 18,375,000 Ordinary Shares to be granted on completion of the Acquisition to the Vendors and certain employees of GOWIT by the Company by way of individual option agreements;
“General Meeting”	the general meeting of the Company to be held at the offices of Faegre & Benson LLP at 3 p.m. on Monday, 11 January 2010;

“GOWIT”	Get On With It Limited, a company registered in England & Wales with company number 06014717;
“Initial Consideration Shares”	the 11,666,667 new Ordinary Shares to be issued to the Vendors upon completion of the Acquisition;
“Initial Warrants”	the 11,666,667 warrants to be granted to the Vendors on completion of the Acquisition that will vest immediately;
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the General Meeting;
“Services Agreement”	the agreement between CommonWorld and GOWIT dated 29 November 2007 relating to the provision of software development and maintenance services;
“Subscription”	the proposed subscription by Veddis for the Subscription Shares at a subscription price of 1.25 pence per Subscription Share in accordance with the Subscription Agreement;
“Subscription Agreement”	the conditional subscription agreement dated 23 December 2009 and entered into between the Company and Veddis;
“Subscription Shares”	the 40,000,000 new Ordinary Shares to be issued to Veddis pursuant to the terms of the Subscription Agreement;
“Veddis Ventures” or “Veddis”	Bentworth Holdings Ltd whose registered office is at Suite 931, PO Box 1306, Europort, Gibraltar, trading as Veddis Ventures;
“Veddis Option”	the share option over an aggregate of 15,000,000 Ordinary Shares to be granted to Veddis;
“Veddis Warrants”	the 2,890,873 warrants to be granted to Veddis on completion of the Subscription;
“Vendors”	Stephen Hardman, Alexander Halliday and Ross Crawford;
“Vendor Warrants”	the Initial Warrants and the Deferred Warrants;

BRIGHT THINGS PLC

(Registered in England and Wales under Number 5066489)

Notice of General Meeting

Notice is hereby given that a General Meeting of Bright Things PLC will be held at the offices of Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB at 3 p.m. on Monday, 11 January 2010 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 a Special Resolution:

Ordinary Resolution

1. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being “Relevant Securities”) up to an aggregate nominal amount of £2,341,649, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted, and the Directors may allot Relevant Securities in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

Special Resolution

2. **THAT** the Directors be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under Resolution 1 above as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:-
 - (a) 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
 - (b) the allotment (otherwise than pursuant to paragraph (a) of this Resolution) of equity securities for cash up to an aggregate nominal amount of £1,799,825;

and shall expire on the date being the earlier of the date 12 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2010, provided that the Company may before such expiry make an offer or agreement which would require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke any earlier power given to directors.

BY ORDER OF THE BOARD

Edward Levey
Company Secretary

Registered Office:
7 Pilgrim Street
London EC4V 6LB

24 December 2009

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, Suite E, First Floor, 9 Lion & Lamb Yard, 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 3 p.m. on Saturday, 9 January 2010 ("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.

