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Copies of this document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in Concha PLC please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in ordinary shares in Concha PLC you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Concha PLC.

Concha PLC

(Incorporated and registered in England & Wales with registered number 05382036)

Notice of Meeting of Shareholders

to consider the proposed revision of the Company's Investing Policy

Notice of a Meeting of Shareholders to be held at 2:00 p.m. at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ on 27 December 2012 is set out at the end of this document.

A Form of Proxy is enclosed with this document for use in connection with the Meeting of Shareholders. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or sent by fax to the following number 01252 719 232 by not later than 48 hours (excluding non-working days) prior to the time fixed for the Meeting of Shareholders.

A summary of the action to be taken by Shareholders is set out on page 5 and in the Notice of Meeting of Shareholders set out at the end of this document. Completion of a Form of Proxy will not prevent a Shareholder from attending and voting at the Meeting of Shareholders in person save that in each case the Shareholder should contact Share Registrars Ltd in advance to confirm what identity documents they should bring with them and if necessary to complete a form of representation (available on request from Share Registrars Ltd).

DEFINITIONS

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

“Disposal Circular”	the circular published on 13 January 2012 relating to the disposal of the Company’s then existing assets resulting in a fundamental change of its then business and setting out the existing investing policy of the Company together with the resolutions approved by the Shareholders at the meeting of Shareholders held on 6 February 2012;
“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Rules”	the rules of the London Stock Exchange governing admission to, and operation of, AIM and comprising the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
“Concha” or the “Company”	Concha PLC whose registered office is at 80-83 Long Lane, London EC1A 9ET;
“CREST”	the computerised settlement system used to facilitate the transfer of title to shares in uncertificated form;
“Directors” or the “Board”	the directors of the Company whose names are set out on page 4 of this document;
“Existing Investing Policy”	the existing investing policy of the Company as set out in the Disposal Circular and adopted by Shareholders at the meeting of Shareholders held on 6 February 2012;
“Form of Proxy”	the form of proxy for use by holders of Ordinary Shares in connection with the Meeting of Shareholders;
“Revised Investing Policy”	the proposed revised investing policy of the Company set out in the Notice, if adopted by Shareholders;
“London Stock Exchange”	London Stock Exchange plc;
“Meeting of Shareholders”	the meeting of Shareholders to be held at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 2:00 p.m. on 27 December 2012, notice of which is set out at the end of this document, or any adjournment of that meeting;
“Notice”	the notice of the Meeting of Shareholders set out at the end of this document;
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company;
“Registrar”	Share Registrars Ltd;
“Resolution”	the resolution set out in the Notice to be proposed at the Meeting of Shareholders;
“Shareholders”	holders of Ordinary Shares;

“UK”

The United Kingdom of Great Britain and Northern Ireland; and

“Warrant Holders”

holders of warrants to subscribe for Ordinary Shares.

PART I
LETTER FROM THE CHAIRMAN

CONCHA PLC

(Incorporated and registered in England and Wales with registered number 05382036)

Directors:

Mark Barney Battles, *Non-Executive Chairman*

Marcus Yeoman, *Executive Director*

Registered Office:

80-83 Long Lane, London, EC1A 9ET

10 December 2012

To the holders of existing Ordinary Shares and, for information only, Warrant Holders

Dear Shareholder

Notice of Meeting of Shareholders

Proposed revision of the Company's Existing Investing Policy

1. Introduction

Concha PLC has announced today that the Directors are requisitioning a general meeting of the Company's shareholders to consider and, if thought fit, approve a Revised Investing Policy. Notice of a general meeting is included with this circular to be held at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 2:00 p.m. on 27 December 2012.

The Existing Investing Policy was approved by shareholders at the general meeting on 7 February 2012. Since then the Directors have reviewed a number of potential investments in line with that policy in the technology, media and entertainment sectors. The original policy stated that the first investment would be a reverse takeover. However, the Directors are of the opinion that the opportunities available to the Company are best exploited by building a portfolio of investments rather than one single acquisition. Accordingly, the Directors are proposing a Revised Investing Policy which will permit the Company greater flexibility to pursue the available opportunities in the technology, media and entertainment sectors.

The Directors are currently reviewing potential investment and acquisition opportunities in line with the Revised Investing Policy but have not, at this stage, entered into any firm commitment in connection with any investments or acquisitions.

2. Revised Investing Policy

The Revised Investing Policy, which is subject to Shareholder approval, is set out below:

The Company's strategic objective is to make investments in technology, media or entertainment companies and/or assets where the Directors believe there are opportunities for growth which, if achieved, will be earnings enhancing for Shareholders. The Directors intend to manage the resulting portfolio of investments actively to enhance shareholder value through follow on investments and disposals from time to time.

Such investments may result in the Company acquiring the whole or part of a company or project, and may include the Company taking strategic equity stakes in both public and private companies.

The Company's investments may take the form of equity, debt, conversion of debt owed to the Company into equity, convertible instruments, options or other financial instruments as the Directors deem appropriate.

The Company intends to target opportunities which the Directors believe would benefit from further investment, the expertise of the Directors and access to the UK's capital markets. There is no limit on the number or size of companies into which the Company may invest.

The Directors believe that their broad collective experience in the areas of acquisitions, accounting, corporate and financial management and the technology, media and entertainment sectors will enable the Company to achieve its strategic objective.

Strategic equity or debt investments may be undertaken in the ordinary course of the Company's business and as an alternative to holding cash reserves on a day-to-day basis.

The Directors do not expect to pay dividends or make other distributions for the foreseeable future, but when appropriate the Directors intend to pursue progressive policies for the return of cash to shareholders.

Following the approval of the Revised Investing Policy by Shareholders, the Company will have until 8 February 2013 to make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 or otherwise implement its Revised Investing Policy to the satisfaction of AIM. If the Company is unable to effect a reverse takeover or otherwise implement its Revised Investing Policy to the satisfaction of AIM by 8 February 2013, trading in its shares will be suspended in accordance with the guidance note to AIM Rule 15. Following any suspension from trading, the Company would then have a further six months to effect a reverse takeover or otherwise implement its Revised Investing Policy to the satisfaction of AIM, failing which the Company's share trading facilities would be liable to be cancelled under AIM Rule 41. The Directors will consider whether they should convene a general meeting of the shareholders to consider whether to continue seeking investment opportunities or to wind up the Company and distribute any surplus cash back to Shareholders. To complete this process, any liquidation will need to allow time for the settlement of all creditors and inter alia, agreement of the Group's tax computations with HMRC.

The assessment of whether or not the Revised Investing Policy has been implemented must be made to the satisfaction of AIM.

3. Meeting of Shareholders

The Meeting of Shareholders is being convened for the purpose of approving the Revised Investing Policy.

You will find at page 7 of this document a notice convening the Meeting of Shareholders to be held at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 2:00 p.m. on 27 December 2012 at which the Resolution will be put to Shareholders.

The Resolution:

That the Revised Investing Policy, as set out in Schedule A of the Notice, be approved and that the Directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the Revised Investing Policy.

4. Action to be taken by Shareholders

A Form of Proxy for use at the Meeting of Shareholders is enclosed with this document.

Shareholders holding Ordinary Shares in certificated form should complete and sign the Form of Proxy and return it to Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or sent by fax to the following number 01252 719 232 as soon as possible but in any event to be received not later than 2:00 p.m. on 21 December 2012 or 48 hours before any adjourned meeting.

The return of a Form of Proxy will not, however, prevent a Shareholder from attending the Meeting of Shareholders and voting in person, should he/she wish to do so. Shareholders who wish to attend in person should contact Share Registrars Ltd in advance to confirm what identity documents they should bring with them and to complete a form of representation (available on request from Share Registrars Ltd) if necessary.

5. Recommendation

The Board unanimously recommends that Shareholders vote in favour of the Resolution at the Meeting of Shareholders as they intend to do in respect of their own beneficial holdings of 171,666,668 Ordinary Shares (in aggregate representing 5.52 per cent. of the current issued ordinary share capital).

Given current market conditions, the Directors believe that the Revised Investing Policy will give them the flexibility to utilize the Company's existing cash reserves for those opportunities identified by the Company to offer the greatest potential return to Shareholders as the Company pursues potential investment and acquisition opportunities in line with the Revised Investing Policy. For the above reason, the Board has unanimously approved the Revised Investing Policy and encourages all Shareholders to vote to approve the same at the Meeting of Shareholders.

The Board urges all Shareholders to submit a Form of Proxy as soon as possible and in any event so as to arrive no later than 2:00 p.m. on 21 December 2012.

Yours sincerely,

Mark Barney Battles
Non-Executive Chairman

PART II

CONCHA PLC

(Incorporated and registered in England and Wales with registered number 05382036)

NOTICE OF MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT a meeting of shareholders of the above-named company (**the "Company"**) will be held at Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 2:00 p.m. on 27 December 2012 for the purposes of considering and, if thought fit, approving the following resolution which will be proposed as an ordinary resolution:

RESOLUTION

THAT the Revised Investing Policy, as set out at Schedule A of this Notice, be approved and that the Directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the Revised Investing Policy.

Dated: 10 December 2012

Registered Office
80-83 Long Lane
London
EC1A 9ET

Mark Barney Battles,
Non-Executive Chairman
by order of the Board

Notes:

- (i) A member of the Company entitled to attend and vote at the Meeting of Shareholders is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 2:00 p.m. on 21 December 2012 in order to be entitled to attend and vote at the Meeting of Shareholders. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- (iii) A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Share Registrars Ltd, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or sent by fax to the following number 01252 719 232 by not later than 48 hours (excluding non-working days) prior to the time fixed for the meeting.
- (iv) Completion and return of a form of proxy does not preclude a member from attending and voting at the Meeting of Shareholders or at any adjournment thereof in person.
- (v) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

SCHEDULE A

REVISED INVESTING POLICY

The Company's strategic objective is to make investments in technology, media or entertainment companies and/or assets where the Directors believe there are opportunities for growth which, if achieved, will be earnings enhancing for Shareholders. The Directors intend to manage the resulting portfolio of investments actively to enhance shareholder value through follow on investments and disposals from time to time.

Such investments may result in the Company acquiring the whole or part of a company or project, and may include the Company taking strategic equity stakes in both public and private companies.

The Company's investments may take the form of equity, debt, conversion of debt owed to the Company into equity, convertible instruments, options or other financial instruments as the Directors deem appropriate.

The Company intends to target opportunities which the Directors believe would benefit from further investment, the expertise of the Directors and access to the UK's capital markets. There is no limit on the number or size of companies into which the Company may invest.

The Directors believe that their broad collective experience in the areas of acquisitions, accounting, corporate and financial management and the technology, media and entertainment sectors will enable the Company to achieve its strategic objective.

Strategic equity or debt investments may be undertaken in the ordinary course of the Company's business and as an alternative to holding cash reserves on a day-to-day basis.

The Directors do not expect to pay dividends or make other distributions for the foreseeable future, but when appropriate the Directors intend to pursue progressive policies for the return of cash to shareholders.