

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Existing Ordinary Shares, you should forward this document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. 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 comprise a prospectus in accordance with the Prospectus Rules and has not been drawn up in accordance with the Prospectus Rules. This document has not been approved by the Financial Services Authority or by any other authority in any jurisdiction. The Directors, whose names appear on page 9, accept responsibility both individually and collectively for all the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to AIM for the New Ordinary Shares (but not the Deferred Shares already in issue or the A Deferred Shares arising from the Reorganisation) and the Placing Shares to be admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM Securities are not admitted to the Official List of the UK Listing Authority. It is expected that Admission will become effective and that dealings in the New Ordinary Shares and the Placing Shares will commence on AIM on 30 July 2013.

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares in SocialGO Plc.

SOCIALGO PLC

(a company incorporated and registered in England & Wales under the Companies Act 2006 with registered number 05066489)

ISIN Number GB00B00S8650

Serious Loss of Capital

Proposed Divestment of SocialGo IH Limited

Approval of Proposed Investing Policy

Proposed Reorganisation of Share Capital

Disapplication of Pre-emption Rights

Proposed Placing of 400,000,000 New Ordinary Shares of 0.01p at 0.05p per Share

Proposed Creation of A Ordinary Shares

Proposed Change of Name to Tavistock Investments plc

Notice of General Meeting

Your attention is drawn to the letter from the Executive Chairman of the Company which is set out on pages 9 to 14 of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting, to be held at the offices of Northland Capital Partners Limited, 60 Gresham Street, London EC2V 7BB at 11.00 a.m. on 29 July 2013 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to the Company's registrars, Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible, but in any event so as to arrive no later than 11.00 a.m. on 27 July 2013, whether or not they propose to be present at the General Meeting.

The whole of this document should be read and in particular, your attention is drawn to certain risk factors set out in Part II of this document.

The New Ordinary Shares and the Placing Shares will rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends and other distributions declared made or paid on the Ordinary Share capital of the Company.

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Existing Ordinary Shares, the Placing Shares and the New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The Existing Ordinary Shares, the Placing Shares and the New Ordinary Shares have not been and will not be registered under the securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. The New Ordinary Shares and the Placing Shares may not, directly or indirectly, be offered or sold within any territory other than the United Kingdom or offered or sold to a person within any territory other than the United Kingdom. Any failure to comply with these restrictions may constitute a violation of the securities law in that jurisdiction.

Northland Capital Partners Limited (“**Northland**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange plc, is the Company’s nominated adviser and joint broker for the purposes of the AIM Rules. Northland is acting exclusively for the Company and will not be responsible to any other person for providing the protections afforded to its customers nor for providing advice in relation to the contents of this document or any other matter referred to herein. Northland has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by Northland as to any of the contents or the completeness of this document.

Copies of this document will be available free of charge during normal business hours only on weekdays (excluding public holidays) from the date hereof until the commencement of the General Meeting from Northland of 60 Gresham Street, London EC2V 7BB.

FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” which includes all statements other than statements of historical fact including, without limitation those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DEFINITIONS

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

“Act”	the Companies Act 2006, as amended
“A Deferred Share(s)”	an A deferred share of 0.99 pence each in the capital of the Company resulting from the Reorganisation, having the rights set out in paragraph 4 of the Resolution
“A Ordinary Share(s)”	the 10,000,000 A ordinary shares of 0.01 pence each in the capital of the Company to be created as a separate class of shares, having the rights set out in paragraph 5 of the Resolution
“Admission”	admission of the New Ordinary Shares and the Placing Shares to trading on AIM becoming effective and announced as such in accordance with the AIM Rules
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, published from time to time by the London Stock Exchange Plc
“Business”	the business of the Company as a developer and provider of software as a service which allows customers to build their own online social presence
“Change of Name”	the proposed change of name of the Company to Tavistock Investments plc
“Company” or “SocialGO”	SocialGO plc
“Company Founders”	Oliver Cooke and other present and future members of the management team who collectively will be responsible for the Company’s performance
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same CREST Regulations
“CREST Regulations”	The Uncertificated Securities Regulations 2001 (SI 2001 No 3875)
“Deferred Share(s)”	a deferred share of 9 pence in the share capital of the Company
“Directors” or “Board”	the directors of the Company as at the date of this document whose names are set out on page 9 of this document
“Divestment”	the proposed divestment of SocialGo IH Limited to the Purchaser following a transfer of the Group’s trading assets to SocialGo IH Limited, further details of which are set out in Part I of this document
“Enlarged Share Capital”	the New Ordinary Shares (including the Placing Shares) in issue following completion of the Proposals
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Existing Articles”	the articles of association of the Company as at the date of this document
“Existing Ordinary Shares”	the 465,344,739 existing ordinary share of 1p each in the capital of the Company in issue as at the date of this document
“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the General Meeting which accompanies this document
“General Meeting” or “GM”	the General Meeting of the Company to be held on 29 July 2013 at the offices of Northland Capital Partners Limited, 60 Gresham Street, London EC2V 7BB, at 11:00 a.m. and including any adjournment thereof
“Group”	together, the Company and its Subsidiaries

“Initial Shareholder”	Dominic Wheatley, being the sole shareholder of the Purchaser
“Investing Company”	has the meaning ascribed to the definition of “investing company” set out in the AIM Rules, that is, any AIM company which has as its primary business or objective, the investing of its funds in securities, businesses or assets of any description
“Investing Policy”	the investing policy proposed to be adopted by the Company at the General Meeting subject to Shareholder approval
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Share(s)”	an ordinary share of 0.01 pence in the capital of the Company resulting from the Reorganisation.
“New Articles”	the new articles proposed to be adopted by the Company pursuant to the Resolution set out in the Notice of GM
“Northland”	Northland Capital Partners Limited, a company registered in England and Wales with company number 02617599
“Notice of GM” or “Notice of General Meeting”	the notice of the General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company
“Performance Hurdle”	The point at which the Company Founders become entitled to convert the A Ordinary Shares, being triggered by the fact that during any period of three consecutive working days prior to 30 June 2016, the mid-market share price of the Company’s ordinary shares must equal or exceed a price that is 45% above the Placing Price
“Placing”	the proposed placing of the Placing Shares at the Placing Price
“Placing Price”	0.05 pence per share
“Placing Shares”	the 400,000,000 New Ordinary Shares proposed to be issued pursuant to the Placing
“Proposals”	together the Divestment, the adoption of the Investing Policy, the Reorganisation, the Placing, the grant of authority to the Directors to disapply pre-emption rights and allot Shares in the Company for cash, the creation of the A Ordinary Shares, the amendment of the Articles and the Change of Name
“Purchaser”	DWAV Limited, a company registered and incorporated in England with company number 8571368
“Record Date”	29 July 2013
“Reorganisation”	the proposed reorganisation of the share capital of the Company by the subdivision of each Existing Ordinary Share into one New Ordinary Share and one A Deferred Share
“Resolution”	the resolution to be proposed at the General Meeting to approve the Proposals
“Shareholder(s)”	the holders of the Existing Ordinary Shares in issue as at the date of this document
“SocialGo IH Limited”	the intermediate holding company, incorporated and registered in England with company number 8568830, which owns the operating subsidiaries of the Company
“Subsidiary”	as defined in Section 220 of the Act
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in certificated form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations, may be transferred by means of CREST

EXPECTED TIMETABLE OF EVENTS

2013

Publication of this document	12 July
Latest time and date for receipt of Forms of Proxy	11:00 on 27 July
General Meeting	11:00 on 29 July
Announcement of results of the General Meeting	29 July
Record Date	29 July
Admission of the New Ordinary Shares and Placing Shares to trading on AIM	30 July
CREST stock accounts to be credited for the New Ordinary Shares and the Placing Shares	30 July
Definitive share certificates for the New Ordinary Shares and Placing Shares to be dispatched (if appropriate) by	9 August

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules) announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolution at the General Meeting and assume that the General Meeting is not adjourned. In this document, all references to times and dates are to those observed in London, United Kingdom.

STATISTICS FOR PLACING AND REORGANISATION

Number of Existing Ordinary Shares	465,344,739
Number of Placing Shares to be issued under the Placing	400,000,000
Placing Price	0.05 pence
Gross proceeds of the Placing	£200,000.00
Number of New Ordinary Shares comprising the Enlarged Share Capital	900,344,739
Percentage of the Enlarged Share Capital represented by the Placing Shares	44.4%
Market Capitalisation of the Company at the Placing Price following Admission	£450,172

DIRECTORS, SECRETARY AND ADVISERS

Directors	Oliver Cooke (Executive Chairman) Neil Goodall (Chief Executive Officer) Brett Morris (Finance Director) Dominic Wheatley (Non Executive Director) Alex Halliday (Non Executive Director) William Lord Astor (Non Executive Director) Ian Livingstone, CBE (Non Executive Director) Steve Hardman (Non Executive Director)
Company Secretary	Brett Morris
Registered Office	7 Pilgrim Street London EC4V 6LB
Principal Place of Business	Lyon House Business Centre 160-166 Borough High Street London SE1 1LB
Telephone number	+44 (0) 845 299 7289
Website	www.socialgopl.com
ISIN Number	GB00B00S8650
Nominated Adviser and Joint Broker	Northland Capital Partners Limited 60 Gresham Street London EC2V 7BB
Joint Broker	Peterhouse Corporate Finance Limited 31 Lombard Street London EC3V 9B2
Solicitors	Gowlings (UK) LLP 15th Floor 125 Old Broad Street London EC2N 1AR
Auditors	BDO LLP UK 55 Baker Street London W1U 7EU
Registrar and Receiving Agent	Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard Farnham Surrey GU9 7LL

PART I

LETTER FROM THE EXECUTIVE CHAIRMAN OF SOCIALGO PLC

(a company incorporated and registered in England & Wales under the Companies Act 2006 with registered number 05066489)

Directors:

*Oliver Cooke (Executive Chairman)
Neil Goodall (Chief Executive Officer)
Brett Morris (Finance Director)
Dominic Wheatley (Non Executive Director)
Alex Halliday (Non Executive Director)
William Lord Astor (Non Executive Director)
Ian Livingstone, CBE (Non Executive Director)
Steve Hardman (Non Executive Director)*

*Registered office:
7 Pilgrim Street
London
EC4V 6LB*

To Shareholders, and for information purposes only to holders of Options and Warrants

12 July 2013

Dear Shareholder,

**Serious Loss of Capital
Proposed Divestment of SocialGo IH Limited
Approval of Proposed Investing Policy
Proposed Reorganisation of Share Capital
Disapplication of Pre-emption Rights
Proposed Placing of 400,000,000 New Ordinary Shares of 0.01p at 0.05p per Share
Proposed Creation of A Ordinary Shares
Proposed Change of Name to Tavistock Investments plc
Notice of General Meeting**

1. INTRODUCTION

On 7 June 2013, the Company released its audited accounts for the year ended 31 December 2012. These accounts revealed that the Company's net assets had fallen to £342,000, which sum was less than half of the £7,277,000 nominal value of its issued share capital at that date. Under the provisions of Section 656 of the Act such a position constitutes a serious loss of capital, which requires shareholders to be informed and a general meeting of the Company to be convened in order that shareholders may have an opportunity to consider the future direction of the Company.

I was appointed to the Board on 3 May 2013 with a mandate to review the Company's existing operations and to consider options for delivering greater value to Shareholders. I am now writing to advise you that having investigated various alternatives that might achieve this objective, the Company has today announced a series of proposals which, if implemented, would result in the Company becoming an Investing Company. The Company has also entered into a conditional agreement to sell its subsidiary, SocialGo IH Limited, which is the immediate holding company for all of the Group's operating subsidiaries, to DWAV Limited (a newly incorporated company formed for the purpose of the Divestment and to be owned by the current Shareholders) for a nominal consideration of £1. In essence it is being proposed that (i) the Group's current businesses be moved into a lower cost private company environment; (ii) that shareholders retain their existing holding in the listed company and receive an identical stake in the private company that will own the operating businesses; and (iii) that the listed vehicle be refocused onto another market sector that may potentially deliver value back to shareholders in the future.

Under Rule 15 of the AIM Rules, the Divestment will constitute a fundamental change in the business of the Company and as such requires the approval of Shareholders. As a consequence of the Divestment, the Company will become an Investing Company and Shareholders' approval of

its proposed Investing Policy will be sought at the forthcoming GM. Further details of the proposed Investing Policy are set out in paragraph 4 below.

If the proposed Investing Policy is approved by Shareholders, the Company will be under an obligation to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise to implement its Investing Policy, in each case within twelve months of becoming an Investing Company, failing which the Company's shares will be suspended from trading on AIM.

The purpose of this document is to:

- i. provide Shareholders with background information and to seek their approval in relation to the Proposals;
- ii. explain why your Board considers that the Proposals are in the best interests of Shareholders as a whole; and
- iii. recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own beneficial holdings.

2. BACKGROUND

The Company's ordinary share capital was admitted to trading on AIM on 30 April 2004. The principal objectives of the Company's listing on AIM were to assist the development of the business by raising its profile with suppliers and customers alike and to provide it with access to development capital as the business grew.

Unfortunately in the intervening period, despite significant injections of new capital, the business, in a number of commercial guises, has not flourished and, despite various initiatives to reduce the operating cost of the Company, the raising of further working capital is now considered to be impractical.

In the circumstances, the Directors no longer feel able to justify the costs associated with being a part of a publicly quoted entity and have resolved to move the Group's trading operations into a lower cost private company environment.

3. DIVESTMENT

Subject to approval by Shareholders at the GM, the Company has agreed to sell SocialGO IH Limited, which is the intermediate holding company for all of the Group's operating subsidiaries, to the Purchaser for a nominal consideration of £1.

As an integral part of the transaction the Purchaser's Initial Shareholder has undertaken to the Company that he will immediately gift (for nil consideration) all of the shares in the Purchaser to the Shareholders in such proportion as will result in their holding the same proportion of the issued share capital of the Purchaser as they held in the Company on the Record Date. In this manner, Shareholders will maintain an identical ownership interest in the Company's business, which in future will operate in a lower cost private company environment. Shareholders will also retain their original holding in the Company and may benefit from its future investing activities.

Furthermore, as an integral part of the transaction all historic inter-company account balances between the Company and its subsidiaries will be forgiven and all of the Directors, other than Oliver Cooke, Dominic Wheatley and William Lord Astor will resign from the Board of the Company without compensation for loss of office and will join the Purchaser's Board. Oliver Cooke will remain on the Company's Board as Executive Chairman and both Dominic Wheatley and William Lord Astor will remain as Non-executive directors. Following completion of the Proposals, the Company will no longer hold any operating assets and will be an Investing Company with the risks associated therewith.

4. PROPOSED NEW INVESTING POLICY

On completion of the Proposals, the Company will have disposed of all of its trading businesses and therefore under Rule 15 of the AIM Rules it will be re-classified as an Investing Company and will be required to adopt an Investing Policy, which must be approved by Shareholders.

The Company's proposed Investing Policy is that the Company will either acquire or invest in a business or businesses which have some or all of the following characteristics:

- strong management with a proven track record;

- ready for investment without the need for material re-structuring by the Company;
- generating positive cash flows or imminently likely to do so;
- via an injection of new finances or specialist management, the Company can enhance the prospects and therefore the future value of the investment;
- able to benefit from the Director's existing network of contacts; and
- the potential to deliver significant returns for the Company.

The Company will initially focus on opportunities within the financial services sector located in the United Kingdom but may consider investments in other sectors or in other geographical regions that the Directors have expertise in.

Moreover, the criteria set out above are not intended to be exhaustive and the Directors may make an investment which does not fulfil any or all of the investment criteria if they believe it is in the best interests of Shareholders as a whole.

Whilst the Directors will be principally focused on making an investment in private businesses, they would not rule out investment in listed businesses if this presents, in their judgment, the best opportunity for Shareholders.

The Directors believe that their broad collective experience together with their extensive network of contacts will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors with relevant experience if required.

The Directors recognise that the Investment Policy outlined above carries a certain degree of risk, but they believe that the successful implementation of the strategy may result in strong capital growth for Shareholders.

The Company's new Investing Policy will be led by Oliver Cooke who has significant experience in support services, software, technology and financial services and the Company will identify and invest in or acquire one or more businesses within these sectors.

5. THE REORGANISATION

Under the Act a company is unable to issue shares at a price which is less than their par value. The par value of the Existing Ordinary Shares is 1 pence, and the current market price as at close of trading on 11 July 2013 (being the last practicable date prior to publication of this document) was 0.25 pence.

It is therefore proposed that, in order for the Placing, details of which are set out below, to be carried out, each of the Existing Ordinary Shares will be sub-divided into one New Ordinary Share and one A Deferred Share.

The New Ordinary Shares will have a par value of 0.01 pence and the Company will therefore be better placed to effect transactions or to raise money in future fundraisings.

New Ordinary Shares will retain all of the rights attaching to Existing Ordinary Shares. A Deferred Shares have no voting rights, no dividend rights and highly restricted rights of distribution upon a winding up of the Company. They are in effect of no commercial value.

The percentage of New Ordinary Shares held by each Existing Shareholder following the Reorganisation will be the same as the percentage of Existing Ordinary Shares held by them on the Record Date, but this proposal will allow future share issues to take place, assuming that the share price of the Company does not fall below the new par value.

In the event that the Reorganisation is approved it will be necessary to amend the Existing Articles to include the rights attaching to the A Deferred Shares.

The New Ordinary Shares will retain the Existing Ordinary Share's ISIN number and existing share certificates will remain valid.

6. CREATION OF A ORDINARY SHARES

To provide an incentive for the Company Founders whose focus will be on the development of a new business within the Group and the creation of value for Shareholders it is proposed that a new class of shares, A Ordinary Shares, be created for subscription by them.

The number of A Ordinary Shares will be limited to 10,000,000 and they will have the same nominal value and subscription price as the Placing Shares. They will not be admitted to trading on AIM and will have no voting or other rights except that on 31 July 2016, subject to prior achievement of the Performance Hurdle, they will convert as a class of shares into such number of fully paid New Ordinary Shares as shall equate to 10% of the fully diluted share capital of the Company at that date, as enlarged by such conversion.

The Performance Hurdle requires that during any period of three consecutive working days prior to 31 July 2016 the mid-market share price of the Company's ordinary shares must equal or exceed a price that is 45% above the Placing Price.

Thus the developers of the new business of the Group will only be entitled to participation in their incentive arrangements provided that the share price has grown in the period prior to conversion to a level that is at least 45% above the Placing Price.

In the event that a takeover offer is made for the Company prior to 31 July 2016, that is subsequently declared unconditional, or that any other change of control event occurs, the requirement to meet the Performance Hurdle will lapse and conversion of the A Ordinary Shares into ordinary shares will take place immediately.

7. THE PLACING

The Board is pleased to advise that it has conditionally raised £200,000 (before expenses) of additional working capital through a Placing of 400,000,000 New Ordinary Shares at a Placing Price of 0.05 pence per New Ordinary Share. The Placing Price represents a discount of approximately 80 per cent. to the closing mid-market price of 0.25 pence per Ordinary Share on 11 July 2013, being the last business day prior to the announcement of the Proposals. The Placing Shares will represent approximately 44.4 per cent. of the Enlarged Share Capital.

Oliver Cooke, Dominic Wheatley and William Lord Astor have agreed to subscribe £10,000, £20,000 and £25,000 respectively as a part of the Placing.

The Placing has not been underwritten and is conditional upon the Resolution being passed at the General Meeting, the Reorganisation being implemented and Admission occurring on or before 8:00 a.m. on 30 July 2013. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence at 8:00 a.m. on 30 July 2013.

The funds raised will be applied to cover due diligence and other transaction costs associated with potential acquisitions and otherwise to provide working capital for the Company.

In addition the Company has agreed to issue a further 35,000,000 New Ordinary Shares to professional advisers as settlement for fees and expenses.

8. DIS-APPLICATION OF PRE-EMPTION RIGHTS AND AUTHORITY TO ISSUE SHARES

As part of the Proposals, the Directors are seeking the necessary authority to enable them to issue further New Ordinary Shares in the future for cash to enable them to raise sufficient funds to provide additional working capital for the Company, to satisfy existing obligations and to implement its proposed Investing Policy. The Company will require additional working capital following Admission to enable the Company to implement its proposed Investing Policy.

Shareholder approval is therefore being sought to give authority to the Directors to allot New Ordinary Shares, and to grant rights to subscribe for New Ordinary Shares, for cash up to up to an aggregate nominal amount of £450,000 as though the provisions of Section 561 of the Act did not apply, such authority to expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of passing of the Resolution, whichever is the earlier.

9. NEW ARTICLES

The New Articles will only be proposed in the event that the Reorganisation is approved. The only change to the new Articles will be to include the rights and obligations attaching to each of the A Ordinary Shares, the Deferred Shares and the A Deferred Shares.

The Deferred Shares were created pursuant to a resolution of the shareholders passed on 24 December 2007 in connection with a previous consolidation of the ordinary shares in the Company, but the Articles were not updated at that time.

10. CHANGE OF NAME

In light of the divestment of the SocialGo trading businesses and the Company's investing activities it is proposed that the Company's name be changed to Tavistock Investments plc.

11. PROPOSED BOARD CHANGES

It is further proposed that at the close of the GM:

- i. Neil Goodall, Brett Morris, Alex Halliday, Ian Livingstone and Steve Hardman will resign from the Board without compensation for loss of office and will join the Purchaser's board of directors;
- ii. Oliver Cooke will remain on the Board as Executive Chairman; and
- iii. Dominic Wheatley and William Lord Astor will remain on the Board as non-executive directors.

12. GENERAL MEETING

You will find at the end of this document a Notice of General Meeting to be held at the offices of Northland Capital Partners Limited, 60 Gresham Street, London EC2V 7BB at 11:00 a.m. on 29 July 2013. At the General Meeting, the Resolution will be proposed as a Special Resolution, requiring a 75% majority of those voting to pass the Resolution, to implement the following:

- i. The approval of the Divestment for the purposes of the AIM Rules;
- ii. The approval of the Investing Policy;
- iii. The approval of the Reorganisation;
- iv. The grant of authority to the Directors to allot shares for cash without first offering them to existing Shareholders in proportion to their existing shareholdings up to a maximum nominal amount of £450,000, to enable the Company to implement the proposed Investing Policy;
- v. The creation of the A Ordinary Shares;
- vi. The adoption of the amended Articles; and
- vii. The change of the Company's name to Tavistock Investments plc.

The Resolution is being proposed as a single special resolution, rather than as a series of separate resolutions, as the Proposals are inter-conditional to a material extent.

13. ACTION TO BE TAKEN

A Form of Proxy is enclosed for use in connection with the GM. Whether or not you intend to be present at the GM, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible but in any event so as to arrive not later than 11:00 a.m. on 27 July 2013. The completion and return of a Form of Proxy will not preclude you from attending the meeting, or speaking and voting in person should you subsequently wish to do so.

14. RELATED PARTY TRANSACTION

Under the AIM Rules the Divestment is considered to be a transaction with a related party. The Directors, other than Dominic Wheatley who is the sole shareholder of the Purchaser at the date of this document and thus conflicted from giving an opinion, having consulted the Company's nominated adviser Northland Capital Partners Limited, consider that the terms of the Divestment are fair and reasonable insofar as Shareholders are concerned.

15. RECOMMENDATION

Having consulted with the Company's advisers, the Directors, other than Dominic Wheatley who is unable to give a recommendation due to a conflict of interest, consider that the passing of the Resolution would be in the best interests of the Company and of the Shareholders as a whole and therefore unanimously recommend Shareholders to vote in favour of the Resolution, as they intend to do or procure to be done in respect of their own legal and beneficial shareholdings, which in aggregate amount to 66,576,382 Ordinary Shares, representing approximately 14.3 per cent. of the Existing Ordinary Shares.

THE COMPANY HAS SUFFERED A SERIOUS LOSS OF CAPITAL AND SHOULD THE RESOLUTION NOT BE APPROVED BY SHAREHOLDERS AT THE GM, THE COMPANY WOULD HAVE INSUFFICIENT WORKING CAPITAL AVAILABLE TO IT TO CONTINUE TO TRADE AND WOULD HAVE AN IMMEDIATE NEED TO RAISE ADDITIONAL WORKING CAPITAL. AS THERE CAN BE NO CERTAINTY THAT THE COMPANY COULD RAISE SUCH FUNDS ON ACCEPTABLE TERMS, OR AT ALL, THERE IS A SERIOUS RISK THAT THE COMPANY WOULD FAIL.

16. FURTHER INFORMATION

Your attention is drawn to Part II of this document which sets out and describes certain risk factors that you should consider carefully when deciding whether or not to vote in favour of the Resolution to be proposed at the GM.

Yours sincerely

Oliver Cooke
Executive Chairman

PART II

RISK FACTORS

All the information set out in this document should be carefully considered, in particular your attention is drawn to the risks described below. The New Ordinary Shares should be regarded as a speculative investment and an investment in New Ordinary Shares should only be made by those with the necessary expertise to fully evaluate the investment. Investments may fall as well as rise in value. The Directors believe that the following risks should be considered carefully by investors before acquiring New Ordinary Shares. Prospective investors are advised to consult an independent adviser authorised under the Financial Services and Markets Act 2000.

If any of the following risks actually materialise, the Company's business, financial condition, and prospects could be materially and adversely affected to the detriment of the Company and its Shareholders. In that case, the market price and liquidity of New Ordinary Shares could decline and all or part of an investment in the New Ordinary Shares could be lost.

The Directors consider the following risks to be material, but the risks listed do not necessarily comprise all those associated with an investment in the Company and the New Ordinary Shares. There may be additional risks that the Directors do not currently consider to be material or of which the Directors are not currently aware. No inference ought to be drawn as to the relative importance, or the likelihood of the occurrence, of any of the following risks by reference to the order in which they appear.

Risks specific to the Company

Status as an Investing Company

The Company will only commence pursuing its Investing Policy following approval of the Resolution and, accordingly, after completion of the Divestment. The Company currently has no formally arranged financing facilities other than the conditional Placing of 400,000,000 New Ordinary Shares at the Placing Price as outlined in paragraph 7 of Part I of this document. As a result, there can be no assurance that the Company will be successful or that it will meet the objectives of its Investing Policy. There is, therefore, no basis on which to evaluate the Company's ability to achieve its objective, to implement its Investing Policy and provide a satisfactory investment return. Any failure in achieving its Investing Policy or in managing its financial controls, reporting systems or procedures could have a material adverse effect on the Company's results of operations, financial condition and prospects.

Identifying a suitable target

The Company will be dependent upon the ability of the Directors to identify suitable investment opportunities and to implement the Investing Policy. If the Directors do not identify an opportunity that corresponds to the Investing Policy for creating value, then the Company may not be able to invest its cash in a manner which accomplishes its objectives. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or at all, as a consequence of which resources might have been expended fruitlessly on investigative work and due diligence.

Change in Investing Policy

The Investing Policy may be modified and altered from time to time, but only after obtaining Shareholder approval, so it is possible that the approaches adopted to achieve the Company's investment objectives in the future may be different from those presently expected to be used and disclosed in this Document.

Market conditions

Market conditions may have a negative impact on the Company's ability to execute investments in suitable assets which generate acceptable returns. There is no guarantee that the Company will be successful in sourcing suitable assets. The Company can give no assurance as to how long it will take it to invest any or all of its cash resources, if at all, and the longer the period the greater the likely impact on the Company's performance and financial condition.

Costs associated with potential investments

The Company expects to incur certain third party costs associated with the sourcing of suitable investments. The Company can give no assurance as to the level of such costs, and given that there can be no guarantee that negotiations to acquire any given investment will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

Ownership risks

Under the Investing Policy, the Company has the ability to enter into a variety of investment structures, including joint ventures, acquisition of controlling interests or acquisition of minority interests. In the event the Company acquires a 100 per cent. interest in a particular asset or entity, or makes a single investment in an entity, the resulting concentration of risk may result in a total or partial loss on its investment and have a material adverse effect on the Company's performance. If the Company acquires less than a 100 per cent. interest in a particular asset or entity, the remaining ownership interest will be held by third parties and the subsequent management and control of such an asset or entity may entail risks associated with multiple owners and decision-makers. Any such investment also involves the risk that third party owners might become insolvent or fail to fund their share of any capital contribution which might be required. In addition, such third parties may have economic or other interests which are inconsistent with the Company's interests, or they may obstruct the Company's plans, or they may propose alternative plans. If such third parties are in a position to take or influence actions contrary to the Company's interests and plans, this may affect the ability of the Company to implement its strategies. In addition, there is a risk of disputes between the Company and third parties who have an interest in the asset or entity in question. Any litigation or arbitration resulting from any such disputes may increase the Company's expenses and distract the Directors from focusing their time on fulfilling the Investing Policy. The Company may also, in certain circumstances, be liable for the actions of such third parties.

Due diligence process

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate, based on the facts and circumstances applicable to each potential project, before making an investment. The objective of the due diligence process will be to identify material issues which might affect an investment decision. When conducting due diligence and making an assessment regarding an investment, the Company will be required to rely on resources available to it, including, in the main, public information and, in some circumstances, third party investigations. As a result, there can be no assurance that the due diligence undertaken with respect to any potential project will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such project. Further, there can be no assurance as to the adequacy or accuracy of information provided during any due diligence exercise or that such information will be accurate and/or remain accurate in the period from conclusion of the due diligence exercise until the desired investment has been made. Due diligence may also be insufficient to reveal all of the past and future liabilities relating to the operations and activities of the target, including but not limited to liabilities relating to litigation, breach of environmental regulations or laws, governmental fines or penalties, pension deficits or contractual liabilities.

Valuation error

The Company may miscalculate the realisable value of an investment in a project. A lack of reliable information, errors in assumptions or forecasts and/or inability to successfully implement an investment, among other factors, could all result in the project having a lower realisable value than anticipated. If the Company is not able to realise an investment at its anticipated levels of profitability, projected investment returns could be adversely affected.

Financing

Implementation of the Investing Policy may require significant capital investment. The only sources of financing currently available to the Company are the limited cash resources from the conditional Placing and any potential future issue of additional equity capital. The Company's ability to raise further funds will depend on the success of existing and acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Company may be required to reduce the scope of its

investments or anticipated expansion. Further, Shareholders' holdings of New Ordinary Shares may be materially diluted if debt financing is not available.

General risks

Financial markets and global economic outlook

The performance of the Company will be influenced by global economic conditions and, in particular the conditions prevailing in the United Kingdom and other countries in which it intends to seek to conduct business. The global economy has experienced difficulties in recent years. If these levels of market disruption and volatility recur, the Company is likely to experience difficulty in securing debt finance, if required, to fund its long term development strategy. The Company may be exposed to increased counterparty risk as a result of business failures and will continue to be exposed if counterparties fail or are unable to meet their obligations to the Company. The precise nature of all the risks and uncertainties the Company faces as a result of the global economic outlook cannot be predicted and many of these risks are outside of the Company's control.

Additional capital requirements

Further funding may be required to put in place the Company's strategy. If the Company is unable to obtain financing on terms acceptable to it, then it may be forced to curtail its planned development.

Future financings to provide this capital may dilute Shareholders' proportionate ownership in the Company. The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into New Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's Existing Shareholders. Moreover, the further issue of New Ordinary Shares could have a negative impact on the trading price and increase the volatility of the market price of the New Ordinary Shares. The Company may also issue further New Ordinary Shares, or create further options over New Ordinary Shares, as part of its employee remuneration policy, which could in aggregate create a substantial dilution in the value of the New Ordinary Shares and the proportion of the Company's share capital in which investors are interested.

Admission to trading on AIM

The Existing Ordinary Shares are, and the New Ordinary Shares and Placing Shares will, if the Reorganisation is approved, be admitted to trading on AIM, a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The New Ordinary Shares and Placing Shares will not be admitted to the Official List. An investment in AIM quoted shares may carry a higher risk than an investment in shares quoted on the Official List.

Liquidity of the New Ordinary Shares

Admission to AIM should not be taken as implying that there will be a more liquid market for the New Ordinary Shares. It may be more difficult for an investor to realise his or her investment on AIM than to realise an investment in a Company whose shares are quoted on the Official List. An investment in the New Ordinary Shares may therefore, in certain circumstances be difficult to realise. The price at which investors may realise their holding of New Ordinary Shares and the timing of any Divestment of them may be influenced by various factors, some of which are specific to the Company and others of which are extraneous. Investors may not get back the whole of their investment.

PART III

ADDITIONAL INFORMATION

1. The Company

- 1.1 The Company was incorporated in England and Wales on 8 March 2004 under the name Bright Things plc with registered number 5066489 as a public company with limited liability under the Companies Act 1985. On 16 June 2010 the company changed its name to SocialGO plc.
- 1.2 The liability of the members of the Company is limited.
- 1.3 The Company's registered office is at 7 Pilgrim Street, London EC4V 6LB and its principal place of business in the UK is Lyon House, 160-166 Borough High Street, London SE1 1LB.
- 1.4 The telephone number is +44 (0) 845 299 7289.
- 1.5 On 30 April 2004 the Ordinary Shares were admitted to trading on AIM.
- 1.6 The Company's accounting reference date is 31 December in each year. The Company's next accounting reference period will end on 31 December 2013.
- 1.7 The ISIN number of the Existing Ordinary Shares is GB00B00S8650. No new ISIN number will be required for the New Ordinary Shares.
- 1.8 The principal legislation under which the Company operates is the Act and the regulations made respectively thereunder.
- 1.9 The Company's principal activity is that of a holding company. The Group's main activity is that of a developer and provider of software as a service which allows customers to build their own online social presence. Following completion of the Proposals (if approved by Shareholders) the Company will be an Investing Company.
- 1.10 The Company has the following subsidiaries, which save for Bright Things Inc, are directly owned 100 per cent. by the Company.

Name	Country of registration and incorporation	Principal Activity	Proportion of voting rights and ordinary share capital held by Company
SocialGo IH Limited	England & Wales	Intermediate Holding company	100%
Bright Things International Limited	England & Wales	Holding company	100%
Common World Limited	England & Wales	Trading company	100%
Get On With It Limited	England & Wales	Trading company	100%
PushPlay Interactive LLC	USA	Trading company	100%
SocialGO Development Limited	England & Wales	Trading company	100%
Bright Things Inc*	USA	Trading company	100%

* Owned 100% per cent. by Bright Things International Limited, which is in turn owned 100 per cent. by the Company

2. Share capital

- 2.1. The Company's Existing Ordinary Shares are, and the Placing Shares and the New Ordinary Shares will be, in registered form and are, and will be, capable of transfer in both certificated form and uncertificated form. The register of members of the Company is maintained by the Registrars at Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.

- 2.2. The issued share capital of the Company as at 11 July 2013, being the latest practicable date prior to publication of this document, is 465,344,739 ordinary shares of 1 pence each, all of which are fully paid.
- 2.3. As at 11 July 2013, being the latest practicable date prior to publication of this document, there are outstanding options and/or warrants over 114,100,560 ordinary shares of 1 pence each.
- 2.4. The Placing will result in the issue of 400,000,000 New Ordinary Shares.
- 2.5. The issue of New Ordinary Shares as settlement of professional fees and expenses will result in the issue of 35,000,000 New Ordinary Shares
- 2.6. In accordance with the provisions of the Act the Company has no authorised share capital.
- 2.7. The Company's issued share capital as at 11 July 2013, being the latest practicable date prior to publication of this document, comprises the Existing Ordinary Shares and the issued share capital of the Company following implementation of the Proposals, and on Admission, is expected to be (assuming that no options or warrants, are exercised):

<i>As at 11 July 2013</i>	<i>Immediately following Admission</i>		
<i>Amount (£)</i>	<i>Number of Existing Ordinary Shares</i>	<i>Amount (£)</i>	<i>Number of New Ordinary Shares</i>
4,653,447.39	465,344,739	90,034.48	900,344,739

- 2.8. At the last annual general meeting of the Company, held on 1 July 2013, the following resolutions were passed:
 - 2.8.1. That the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Act 2006 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 up to an aggregate nominal amount of £1,512,261;
 - 2.8.2. 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 above as if sub-section 561(1) of the Act did not apply to such allotment, provided that the power shall be limited to:
 - 2.8.2.1. the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company; and
 - 2.8.2.2. the allotment (otherwise than pursuant to sub-paragraph 2.7.2.1 above) of equity securities up to an aggregate nominal value of £680,517.11;
- 2.9. Save as described in paragraphs 2.9 to 2.11 below, no shares have been issued in the Company since the passing of the resolutions referred to in paragraph 2.7 of this Part IV.
- 2.10. On 27 June 2012, the Company issued 2,500,000 Ordinary Shares to First Columbus LLP in Settlement of annual broker fees.
- 2.11. On 27 June 2012, the Company issued 5,833,333 Ordinary Shares to the vendors of Get On With It Limited ("GOWIT"), which included Alex Halliday and Steve Hardman, pursuant to the acquisition of GOWIT by the Company, as was announced to the market on 24 December 2009.
- 2.12. On 18 June 2013, the Company issued the 11,666,666 remaining Ordinary Shares to be issued to the vendors of GOWIT pursuant to the acquisition of GOWIT by the Company. This included 5,526,316 Ordinary Shares to Alex Halliday and 4,912,280 Ordinary Shares to Steve Hardman respectively.
- 2.13. Save as mentioned in this paragraph 2 or otherwise described in this document:
 - 2.13.1. no unissued share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option;

- 2.13.2. there are no shares in the capital of the Company currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived;
- 2.13.3. there are no outstanding convertible securities issued by the Company; and
- 2.13.4. no share capital or loan capital of the Company is in issue and no such issue is proposed.
- 2.14. As at the date of this document the Company's share capital consists of the Existing Ordinary Shares (all of which have equal voting rights (subject to the Articles)) and 30,450,078 Deferred Shares, which carry no right to vote. No major Shareholder of the Company has any different voting rights from the other Shareholders.

3. Directors' and other interests

- 3.1. The interests of each of the Directors in the share capital of the Company (all of which are beneficial unless otherwise stated) which have been or will be required to be notified to the Company pursuant to section 5.1 of the Disclosure and Transparency Rules or which will be required to be entered into the register maintained under the provisions of Section 808 of the 2006 Act (or which are interests of a person connected with a Director within the meaning of Sections 252 to 254 of the 2006 Act ("connected person")), which interests would be required to be disclosed pursuant to the Disclosure Transparency Rules, and the existence of which is known to the Directors or could with reasonable diligence be ascertained by them as at 11 July 2013, being the last practicable date prior to publication of this document and are expected to be at Admission, are as set out below:

Shares

<i>Director</i>	<i>As at 11 July 2013</i>	<i>Immediately following Admission*</i>	<i>Number of New Ordinary Shares held</i>	<i>Percentage of New Ordinary Shares</i>
	<i>Number of Existing Ordinary Shares held</i>	<i>Percentage of Existing Ordinary Shares</i>		
Oliver Cooke	—	—	20,000,000	2.2%
Dominic Wheatley	71,805,102	15.4%	111,805,102	12.4%
Neil Goodall	—	—	—	—
Alex Halliday	28,045,064	6.0%	28,045,064	3.1%
Steve Hardman	25,625,762	5.5%	25,625,762	2.8%
Brett Morris	—	—	—	—
Ian Livingstone, CBE	12,905,556	2.8%	12,905,556	1.4%
William Lord Astor	—	—	50,000,000	5.6%

* Assuming no outstanding warrants or options are exercised.

Share Options

<i>Director</i>	<i>As at 11 July 2013</i>	<i>Immediately following Admission*</i>
	<i>Number of Existing Ordinary Shares over which options have been granted</i>	<i>Percentage of Enlarged Share Capital represented by the options</i>
Oliver Cooke	—	—
Dominic Wheatley	—	—
Neil Goodall	—	—
Alex Halliday	8,546,053	0.9%
Steve Hardman	7,763,158	0.9%
Brett Morris	10,000,000	1.1%
Ian Livingstone, CBE	950,000	0.1%
William Lord Astor	—	—

* Assuming no outstanding warrants or options are exercised.

Warrants

	As 11 July 2013	Immediately following Admission*
<i>Director</i>	<i>Number of Existing Ordinary Shares over which warrants have been granted</i>	<i>Percentage of Enlarged Share Capital represented by the warrants</i>
Oliver Cooke	—	—
Dominic Wheatley	700,000	0.1%
Neil Goodall	—	—
Alex Halliday	19,817,105	2.2%
Steve Hardman	17,726,316	2.0%
Brett Morris	—	—
Ian Livingstone, CBE	500,000	0.1%
William Lord Astor	—	—

* Assuming no outstanding warrants or options are exercised.

- 3.2. Save as disclosed above, at the date of this document, no Director, or any connected person, has any interest, beneficial or otherwise, in the share or loan capital of the Company.
- 3.3. No loan or guarantee has been granted or provided to or for the benefit of any Director by the Company.
- 3.4. The Company and the Directors are not aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.
- 3.5. Other than the holdings of the Directors and connected persons which are set out at paragraph 3.1 of this Part IV and as set out below, the Directors are not aware of any person, other than the Directors and their immediate families, who as at 11 July 2013, being the latest practicable date prior to publication of this document, and immediately following Admission will, directly or indirectly, be interested in 3 per cent. or more of the voting rights of the Company or who, directly or indirectly, jointly or severally exercise or could exercise control over the Company, or whose interest is notifiable under the Disclosure and Transparency Rules or otherwise in the UK:

	As at 11 July 2013	Immediately following Admission*		
<i>Shareholder</i>	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of New Ordinary Shares</i>	<i>Percentage of New Ordinary Shares</i>
Bentworth Holdings Limited	77,448,000	16.6%	77,448,000	8.2%

* Assuming no outstanding warrants or options are exercised.

- 3.6. Save for the options and warrants that have been granted to the Directors detailed in paragraph 3.1 of this Part IV, the Directors receive no Ordinary Shares or options over Ordinary Shares in lieu of remuneration or as any form of compensation.
- 3.7. None of the Directors has any contractual or other right to receive any bonus from the Company and there is no arrangement under which any Director has waived or agreed to waive future emoluments.
- 3.8. No Director has any accrued pension benefits.

4. Litigation

The Company is not, nor has it been engaged in the previous 12 months, in any governmental, legal or arbitration proceedings which may have, or have had, any significant effect on the Company's financial position or profitability nor, so far as the Company is aware, are there any such proceedings pending or threatened by or against the Company.

5. Related party transactions

Save as otherwise disclosed in this document or in the audited accounts for the Company for the period ended 31 December 2012, there are no, and nor are there contemplated, any related party transactions to which the Company was or will be a party.

6. Material contracts

6.1. Save for the following contracts (not being contracts entered into in the ordinary course of business) the Company has not, since 31 December 2011, entered into any contract which is or may be material or any other contract (not being a contract entered into in the ordinary course of business) which contains any provision under which the Company has any obligation or entitlements which are or may be material to it at the date of this document:

6.1.1. a hive down agreement ('Hive Down') made between the Company and its wholly-owned subsidiary, SocialGO IH Limited on 12 July 2013 pursuant to which the Company forgives all debt owed to it by the subsidiaries and, conditional upon the passing of the Resolution, all of the assets and business of the Company including its trading subsidiaries, excluding those contracts which relate to its admission to trading on AIM, are transferred to SocialGO IH Limited in consideration of SocialGO IH Limited undertaking all future funding of the transferred business.

6.1.2. a sale and purchase agreement ('SPA') between the Company and DWAV Limited ('DWAV') on 12 July 2013 pursuant to which, conditional upon the passing of the Resolution, DWAV acquires the single issued share in the capital of SocialGO IH Limited for a consideration of £1. The entire issued share capital of DWAV was originally issued to Dominic Wheatley who, pursuant to the terms of the SPA, undertakes to gift for nil consideration the shares to the existing shareholders of the Company *pro rata* to their existing shareholdings in the Company.

6.1.3. an agreement with Catalis SE dated on 1 August 2012, for the provision of agency services for the promotion and sale of products and support services, the benefit and burden of which will transfer to SocialGO IH Limited pursuant to the terms of the Hive Down.

7. General

7.1. Northland has given and not withdrawn its written consent to the inclusion in this document of its name and the references thereto in the form and context in which they appear.

7.2. Northland is registered in England and Wales under number 02617599 and its registered office is at 60 Gresham Street, 4th Floor London EC2V 7BB.

7.3. The Company is not aware of the existence of any takeover bid pursuant to the rules of the City Code, or any circumstances which may give rise to any takeover bid, and the Company is not aware of any public takeover bid by third parties for the Ordinary Shares.

7.4. Other than the employee incentive arrangements disclosed in the 31 December 2012 accounts, there are no employee incentive arrangements involving a share in the capital of the Company in place at the date of this document.

7.5. The total amount of the expenses of the Proposals is estimated at £40,000.

7.6. The Ordinary Shares are, and the New Ordinary Shares will be, in registered form. No temporary documents of title will be issued.

Dated: 12 July 2013

SOCIALGO PLC

(a company incorporated and registered in England & Wales under the Companies Act 2006 with registered number 05066489)

NOTICE OF GENERAL MEETING

Notice is hereby given that an General Meeting of the members of SocialGO plc (the “**Company**”) will be held at the offices of Northland Capital Partners Limited, 60 Gresham Street, London EC2V 7BB on 29 July 2013 at 11:00 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution.

SPECIAL RESOLUTION

1. **THAT**, for the purposes of Rule 15 of the AIM Rules for Companies published by the London Stock Exchange Plc (the “**AIM Rules**”), the proposed divestment of the Company’s current trading business pursuant to, *inter alia*, an agreement dated 12 July 2013 between the Company and DWAV Limited and all other steps taken by the Company in relation thereto be and are hereby approved and that the directors of the Company (the “**Directors**”) or any duly authorised committee of such Directors be and are hereby authorised to do all such things as they may consider to be necessary, desirable or expedient to implement such agreement in accordance with its terms.
2. **THAT**, the Investing Policy (as set out in paragraph 4, Part 1 of the Circular) be approved for the purposes of Rule 15 of the AIM Rules and that the Directors be authorised to take all such steps as they may consider necessary or desirable to implement the same.
3. **THAT** the existing share capital of the Company be sub-divided such that each and every ordinary share of 1 pence each in the capital of the Company be sub-divided into one ordinary share of 0.01 pence (“**New Ordinary Share(s)**”) and one A deferred share of 0.99 pence (“**A Deferred Share(s)**”).
4. **THAT** the A Deferred Shares shall have the following rights and be subject to the restrictions set out below:
 - i. as regards income, the A Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution;
 - ii. as regards voting, the A Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company;
 - iii. as regards capital, on a return of capital on a winding up the holders of A Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the aggregate amount paid up thereon plus £5,000,000 for each such share held by them and shall have no other right to participate in the assets of the Company;
 - iv. as regards transfers, the Company is authorised at any time:
 - a. to appoint any person to execute on behalf of the holders of the A Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto;
 - b. pending any such transfer not to issue certificates for the A Deferred Shares;
 - v. as regards variation of rights, neither:
 - a. the passing by the Company of any resolution for a reduction of capital involving the cancellation of the A Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor
 - b. the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a variation or abrogation of the rights attaching to the A Deferred Shares; and

- vi. as regards further issues, the rights conferred by the A Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the A Deferred Shares.
5. **THAT** the A Ordinary Shares shall have the following rights and be subject to the restrictions set out below:
- i. as regards income, the A Ordinary Shares shall not entitle the holders thereof to receive any dividend or other distribution;
 - ii. as regards voting, the A Ordinary Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company;
 - iii. as regards capital, on a return of capital on a winding up the holders of A Ordinary Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the aggregate amount paid up thereon plus £5,000,000 for each such share held by them and shall have no other right to participate in the assets of the Company;
 - iv. as regards transfers, the Company is authorised at any time:
 - a. to appoint any person to execute on behalf of the holders of the A Ordinary Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto;
 - b. pending any such transfer not to issue certificates for the A Ordinary Shares;
 - v. as regards variation of rights, neither:
 - a. the passing by the Company of any resolution for a reduction of capital involving the cancellation of the A Ordinary Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor
 - b. the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;
- shall constitute a variation or abrogation of the rights attaching to the A Ordinary Shares;
- vi. as regards further issues, the rights conferred by the A Ordinary Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the A Ordinary Shares;
 - vii. on 31 July 2016, subject to prior achievement of the Performance Hurdle, the A Ordinary Shares will convert into such number of ordinary shares of 0.01 pence each in the capital of the Company, credited as fully paid, as shall equate to 10% of the fully diluted share capital of the Company at that date, as enlarged by such conversion; and
 - viii. in the event that a takeover offer is made for the Company prior to 31 July 2016, that is subsequently declared unconditional, or that any other change of control event occurs, the requirement to meet the Performance Hurdle will lapse and conversion of the A Ordinary Shares into ordinary shares will take place immediately.

6. **THAT** the articles of association of the Company be amended by the inserting the following as a new Article 5:

5 The share capital of the Company shall consist of:

- (a) ordinary shares of 0.01 pence each, A ordinary shares of 0.01 pence each ("**A Ordinary Shares**"), A deferred shares of 0.99 pence each ("**A Deferred Shares**") and deferred shares of 9 pence each ("**Deferred Shares**").
- (b) The Deferred Shares shall have the following rights and be subject to the restrictions set out below:
 - i. the holders of the Deferred Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;

Share
Capital

Rights
attaching to
Deferred
Shares

- ii. the Deferred Shares shall not confer on the holders thereof the right to receive any dividends;
- iii. on a return of capital on a winding-up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the ordinary shares of the amount paid up on such shares together with a premium of £5,000,000 per share, second in paying to the holders of the Deferred Shares the amount paid up thereon and thereafter the balance of such assets shall be distributed among the holders of the ordinary shares; and
- iv. the Company shall have irrevocable authority at any time to appoint any person to execute on behalf of all the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to or obtaining the sanction of the holders thereof, to such persons as the Company may determine as custodian thereof, and pending such transfer, to retain the certificate for such shares.

Rights
attaching to
A Deferred
Shares

(c) The A Deferred Shares shall have the following rights and be subject to the restrictions set out below:

- i. as regards income, the A Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution;
- ii. as regards voting, the A Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company;
- iii. as regards capital, on a return of capital on a winding up the holders of A Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the ordinary shares have received the aggregate amount paid up thereon together with a premium of £5,000,000 per share for each ordinary share held by them and shall have no other right to participate in the assets of the Company;
- iv. as regards transfers, the Company is authorised at any time:
 - a. to appoint any person to execute on behalf of the holders of the A Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto;
 - b. pending any such transfer not to issue certificates for the A Deferred Shares;
- v. as regards variation of rights, neither:
 - a. the passing by the Company of any resolution for a reduction of capital involving the cancellation of the A Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor
 - b. the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a variation or abrogation of the rights attaching to the A Deferred Shares; and
- vi. as regards further issues, the rights conferred by the A Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the A Deferred Shares.

Rights
attaching to
A Ordinary
Shares

(d) The A Ordinary Shares shall have the following rights and be subject to the restrictions set out below:

- i. as regards income, the A Ordinary Shares shall not entitle the holders thereof to receive any dividend or other distribution;
- ii. as regards voting, the A Ordinary Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company;

- iii. as regards capital, on a return of capital on a winding up the holders of A Ordinary Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the aggregate amount paid up thereon plus £5,000,000 for each such share held by them and shall have no other right to participate in the assets of the Company;
 - iv. as regards transfers, the Company is authorised at any time:
 - a. to appoint any person to execute on behalf of the holders of the A Ordinary Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto;
 - b. pending any such transfer not to issue certificates for the A Ordinary Shares;
 - v. as regards variation of rights, neither:
 - a. the passing by the Company of any resolution for a reduction of capital involving the cancellation of the A Ordinary Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor
 - b. the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a variation or abrogation of the rights attaching to the A Ordinary Shares;
 - vi. as regards further issues, the rights conferred by the A Ordinary Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the A Ordinary Shares;
 - vii. on 31 July 2016, subject to prior achievement of the Performance Hurdle, the A Ordinary Shares will convert into such number of ordinary shares of 0.01 pence each in the capital of the Company, credited as fully paid, as shall equate to 10% of the fully diluted share capital of the Company at that date, as enlarged by such conversion; and
 - viii. in the event that a takeover offer is made for the Company prior to 31 July 2016, that is subsequently declared unconditional, or that any other change of control event occurs, the requirement to meet the Performance Hurdle will lapse and conversion of the A Ordinary Shares into ordinary shares will take place immediately.
7. **THAT** the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £450,000 during the period from the date of this resolution to the date of the next Annual General Meeting held by the Company following the passing of this resolution (or, if earlier the date being 15 months from the date of the passing of this resolution) save that the Company may make offer(s) or enter into any agreement(s) before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights pursuant to any such offers or agreements notwithstanding that this authority has not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
8. **THAT** the Directors are generally and unconditionally empowered in accordance with section 570 and section 573 of the Act to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by paragraph 7 above, as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to:
- i. the allotment of equity securities, whether by way of rights issue, open offer or otherwise, to holders of ordinary shares and to holders of other securities in the Company that by their terms are entitled to participate in such rights issue, open offer or otherwise in such manner that the number of equity securities allotted to them is in proportion (as nearly as may be) to their respective holdings of such securities or in

accordance with the rights attached thereto. The Directors may deal as they see fit with fractional entitlements, overseas shareholders and with the legal or practical problems or requirements of any regulatory body or stock exchange, in any territory;

- ii. the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the Company in general meeting; and
- iii. (otherwise than pursuant to sub-paragraphs 8(i) and 8(ii) above) the allotment or sale of equity securities up to an aggregate nominal amount of £450,000

The power conferred by this paragraph 8 shall be in substitution for all such powers previously given but without prejudice to the continuing power of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed and unless previously renewed, varied or revoked by the Company in general meeting shall expire at the conclusion of the next following Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier the date being 15 months from the date of the passing of this resolution) save that in accordance with section 570(4) of the Act the Company may before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

9. **THAT**, the name of the Company be changed to Tavistock Investments plc.

By order of the Board

Dated: 12 July 2013

Brett Morris
Company Secretary

Registered Office:
7 Pilgrim Street
London
EC4V 6LB

Notes to the Notice of General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your 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 Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. 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.
4. If you do not give your proxy an indication of how to vote on any resolution, 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 Meeting.

Appointment of proxy using proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be:
 - 6.1. completed and signed;
 - 6.2. sent or delivered to Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL; and
 - 6.3. received by the Registrars no later than 11:00 a.m. on 27 July 2013.
7. 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 for the company.
8. 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

9. 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

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.
12. 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 appointments

13. In order to revoke a proxy instruction you will need to inform the Registrars by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. 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 for 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.
14. The revocation notice must be received by the Registrars no later than 11:00 a.m. on 27 July 2013.
15. 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.
16. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

17. Except as provided above, members who have general queries about the Meeting should contact Share Registrars Limited, Suite E – First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL (no other methods of communication will be accepted).
18. You may not use any electronic address provided either:
 - 18.1. in this notice of general meeting; or
 - 18.2. any related documents (including the proxy form),to communicate with the Company for any purposes other than those expressly stated.

