

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your ordinary shares of 0.1p each in Imperial Music & Media PLC (“the Company”), please send this document, together with the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of ordinary shares of 0.1p of Imperial Music & Media PLC, please contact your stockbroker, bank or other agent through whom the sale was effected immediately.

IMPERIAL MUSIC & MEDIA PLC
(Incorporated in England and Wales with Registered Number 06058541)

Directors:
Greg Collier (Non-Executive Chairman)
Nathan Graves (Managing Director)

Registered Office:
1 Bacon Lane
Hayling Island
Hampshire
PO11 0DN

1st July 2013

To the Shareholders of Imperial Music & Media plc

Dear Shareholder

ANNUAL GENERAL MEETING – 30th July 2013

I am pleased to enclose the notice of the Company’s Annual General Meeting, to be held on 30th July 2013.

The ordinary business of the Annual General Meeting will be to receive and adopt the accounts of the Company to 31st January 2013, to re-appoint the auditors, and to re-elect the directors.

The special business address at the Annual General Meeting will be to receive authority to allot shares and to dis-apply pre-emption rights.

You will find set out at the end of this document a notice convening the AGM to be held at the offices of Peterhouse Corporate Finance, 31 Lombard Street, London, EC3V 9BQ on 30th July 2013.

1. ACTION TO BE TAKEN

A Form of Proxy is enclosed, for use at the AGM. Whether or not you intend to be present at the AGM, you are asked to complete, sign and return the Form of Proxy to the Company’s registrars, Share Registrars Ltd, of Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible but in any event so as to arrive no later than 11 a.m. on 26th July 2013. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so. Accordingly, whether or not you intend to attend the AGM in person, you are urged to complete and return the Form of Proxy as soon as possible.

2. RECOMMENDATIONS

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

Greg Collier
Chairman

IMPERIAL MUSIC & MEDIA PLC
(Registered in England and Wales. - No. 06058541)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 ANNUAL GENERAL MEETING of Imperial Music & Media plc (the "Company") will be held at the offices of Peterhouse Corporate Finance, 31 Lombard Street, London, EC3V 9BQ 5SY on 30th July 2013 at 11 a.m. for the purpose of:

ORDINARY RESOLUTIONS Considering and if thought fit passing the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Directors' Report and Accounts for the year ended 31st January 2013.
2. To reappoint Welbeck Associates Chartered Accountants as auditors to hold office until conclusion of the next meeting at which the accounts are laid before the Company at remuneration to be determined by the directors.
3. To re-elect Greg Collier as a director pursuant to the Company's Articles of Association.
4. That in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "2006 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 such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £390,000 generally, in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

5. That the Directors be and are hereby empowered pursuant to section 570 of the 2006 Act, to allot equity securities as defined by section 560 of the 2006 Act for cash pursuant to the authority conferred by each of sub-paragraph (i) of Resolution 4 above as if section 561 of the 2006 Act did not apply to any such allotments, provided that such allotments are made pursuant to the Debt Settlement or are limited to an aggregate nominal amount of £390,000 generally. Such power shall, subject to the continuance of the respective authority conferred by Resolution 4, expire fifteen months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

By Order of the Board

First Nominees Secretaries Limited
Secretary

Dated 2nd^t July 2013

Registered Office:
1 BACON LANE
HAYLING ISLAND
HAMPSHIRE
PO11 0DN

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended by The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at:
 - 11 a.m. on 26th July 2013; or,
 - if this Meeting is adjourned, at 11 a.m. on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, 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.
3. 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.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, 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 hard copy 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.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; or
- sent via facsimile to Share Registrars Limited at 01252 719232; and
- received by Share Registrars Limited no later than 11 a.m. on 26th July 2013.

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.

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

6. 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

7. 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.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821390.

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

8. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and 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.

The revocation notice must be received by Share Registrars Limited no later than 11 a.m. on 26th July 2013. 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.

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.

Issued shares and total voting rights

9. As at 5.00 pm on 28th June 2013, the Company's issued share capital comprised 489,473,684 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 pm on 28th June 2013 is 489,473,684.