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STATPRO GROUP plc
(Registered in England No. 2910629)

Directors:

C.R. Bacon (*Non-Executive Chairman*)
J.M.B.T. Wheatley (*Chief Executive*)
A.M. Fabian (*Finance Director*)
M.C. Fairbairn (*Non-Executive Director*)
M.C. Adorian (*Non-Executive Director*)
S.J. Clark (*Non-Executive Director*)

Registered Office:

StatPro House
81 - 87 Hartfield Road
Wimbledon
London SW19 3TJ

8 April 2011

To the holders of Ordinary Shares

Dear Shareholder

2011 Annual General Meeting

The 2011 Annual General Meeting of the Company ("AGM") is to be held on Wednesday 18 May 2011 at 4.00 p.m. in the East Room (7th Floor), Tate Modern, Bankside, London SE1 9TG. The notice convening the AGM is set out at the end of this letter and I am writing to give you more information about the resolutions to be considered at the AGM.

A copy of the 2010 Annual Report and Accounts is enclosed. This contains the financial statements for the year ended 31 December 2010. A resolution relating to the financial statements is included in the ordinary business of the AGM.

Resolutions 1 to 5 deal with the ordinary business that normally takes place at the AGM and require no explanation other than Resolution 2 which relates to the proposed final dividend of 1.7p per Ordinary Share recommended by the Directors. If approved by shareholders, the dividend will be paid on 25 May 2011 to shareholders on the register of members of the Company at the close of business on 26 April 2011.

The information set out below explains the reasons for Resolutions 6 to 10.

Resolution 6 – Approval of Remuneration Report

The AIM Rules for Companies require AIM listed companies to prepare and seek shareholder approval of the Remuneration Report setting out the Company's remuneration policy which is contained in the Annual Report and Accounts. Accordingly Resolution 6 is being proposed as an ordinary resolution at the forthcoming AGM to approve the Remuneration Report.

Resolutions 7 and 8 - Authority to allot shares and disapplication of pre-emption rights

The Companies Act 2006 provides that directors must be authorised before they can allot or grant options over new shares. That authority has to be given by ordinary resolution. The Act also provides that any new shares issued for cash must first be offered pro-rata to existing shareholders unless the statutory pre-emption procedure is disapplied by special resolution.

The necessary authority to allot is contained in Resolution 7 and the disapplication of the statutory pre-emption procedure is contained in Resolution 8.

The authority to allot shares contained in Resolution 7 will expire at the Annual General Meeting of the Company to be held in 2012 or, if earlier, on 30 June 2012 and relates to a maximum aggregate nominal amount of £203,174 which represents one third of the issued share capital of the Company as at 28 March 2011.

The disapplication of the statutory pre-emption procedure which is contained in Resolution 8 will also expire at the Annual General Meeting of the Company to be held in 2012 or, if earlier, on 30 June 2012. The authority is limited to the issue of shares in connection with a rights issue or open offer and the issue of shares for cash (including the issue of any shares held in treasury) up to a maximum aggregate nominal amount of £60,952 representing 10 per cent. of the issued share capital of the Company as at 28 March 2011.

It is the Directors' intention to seek renewal of these authorities annually.

The authorities sought will replace those granted at the last Annual General Meeting in May 2010. The new authorities are being sought so as to maintain flexibility in the financing of the Company and to give the Directors the opportunity to take advantage of business opportunities as they arise. The Directors remain committed to growing the Company both organically and through acquisition and review potential acquisitions as opportunities arise. In addition to funding acquisitions through the issue of shares, the authorities will enable the Directors to raise additional working capital by way of a placing. The Directors have no present intention of using these authorities other than to issue shares in relation to the Company's share schemes.

Resolution 9 - Authority to purchase own shares

Resolution 9 authorises the purchase by the Company of Ordinary Shares not exceeding 10% of the current issued share capital of the Company. The Directors would only exercise this authority to purchase the Company's shares if, in the light of market conditions, they considered that the effect of purchases would be to increase earnings per share and that it would be in the best interests of shareholders generally.

The price paid for shares will not be less than the nominal value of 1p per share nor more than 5% above the average of the mid-market values of the Company's ordinary shares as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased.

The Companies Act 2006 permits certain companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employee share schemes.

Once held in treasury the Company is not entitled to exercise any rights in respect of the shares, including the right to attend and vote at meetings. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of treasury shares.

If the Directors exercise the authority conferred by Resolution 9, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital.

Resolution 9 will be proposed as a special resolution to provide the Company with the necessary authority to purchase its own shares. The authority will expire at the conclusion of the Annual General Meeting to be held in 2012 or, if earlier, on 30 June 2012.

Resolution 10 – Adoption of Company Share Ownership Plan

The Company's HMRC Approved Share Option Scheme 2000 ended in 2010 and the Directors wish to implement a new scheme, to be known as The StatPro Group plc 2011 Company Share Ownership Plan (the "CSOP") with broadly the same terms as the previous scheme.

The number of shares which may be issued under the CSOP will not exceed 5% of the Company's issued Ordinary shares and, when aggregated with the shares which may be issued under existing options, will not exceed 15% of the Company's issued Ordinary shares (being the limit which applied under the Approved Share Option Scheme 2000).

Subject to the applicable legislation and to HMRC limits, in normal circumstances gains on share options granted under the CSOP to UK-based employees will incur no income tax or liability for national insurance contributions.

A summary of the terms of the CSOP is set out in the Appendix to this letter. The proposed scheme rules are available for inspection at the registered office of the Company and will be available at the AGM until its conclusion.

The Scheme is subject to approval by ordinary resolution of the shareholders and also subject to approval by HM Revenue & Customs.

Action to be taken

A form of proxy for use by shareholders at the AGM is enclosed. Shareholders are requested to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars as soon as possible, but in any event no later than 4.00 p.m. on 16 May 2011. The return of a form of proxy will not preclude a shareholder from attending and voting at the AGM if he/she so wishes.

Recommendation

Your Directors believe that the Resolutions numbered 6 to 10 inclusive to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and recommend you vote in favour of such Resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely
Carl Bacon
Chairman

NOTICE OF ANNUAL GENERAL MEETING

STATPRO GROUP plc

Notice is hereby given that the Annual General Meeting of StatPro Group plc will be held in the East Room (7th Floor), Tate Modern, Bankside, London SE1 9TG on Wednesday, 18 May 2011 at 4.00 p.m. for the following purposes:

1. To receive the Company's Report and Accounts for the year ended 31 December 2010.
2. To declare a final dividend of 1.7p per Ordinary Share.
3. To re-elect Mr. C.R. Bacon, who retires by rotation, as a Director.
4. To re-elect Mr. J.M.B.T. Wheatley, who retires by rotation, as a Director.
5. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

To consider and, if thought fit, to pass the following resolutions as to the resolutions numbered 6, 7 and 10 as Ordinary Resolutions and as to the resolutions numbered 8, and 9 as Special Resolutions:

Ordinary Resolutions

6. THAT the Remuneration Report for the financial year ended 31 December 2010 be approved.
7. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company or to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £203,174 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Annual General Meeting to be held in 2012 or, if earlier, on 30 June 2012, save that the Company may make offers or agreements 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 such shares or grant such rights pursuant thereto as if the authority conferred hereby had not expired, such authority to be in substitution for any existing authorities conferred on the Directors pursuant to Section 551 of the Act.

Special Resolutions

8. THAT the Directors be and they are hereby generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined in Section 560 (1) of the Act) pursuant to the authority conferred by Resolution numbered 7 above as if Section 561(1) of the Act did not apply to any such allotments, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue or open offer in favour of ordinary shareholders where the equity securities attributable to the respective interests of all ordinary shareholders are proportionate to the respective numbers of Ordinary Shares held by them on the record date for such allotment, but subject to such exclusions as the Directors may deem fit to deal with treasury shares, fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) of this Resolution) of equity securities for cash up to an aggregate nominal amount of £60,952.

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or, if earlier, on 30 June 2012.

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

9. THAT, in accordance with Article 43 of the Company's Articles of Association, the Company be and is hereby generally and unconditionally authorised for the purposes of Section 693 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of 1p each in the capital of the Company on such terms and in such manner as the Directors of the Company may determine, provided that:

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- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,095,200 (representing 10 per cent. of the Company's issued ordinary share capital);
 - (b) the minimum price which may be paid for such shares is 1p per Ordinary Share (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of the mid-market values of an Ordinary Share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or, if earlier, on 30 June 2012;
 - (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Ordinary Resolution

10. THAT:

- (a) The StatPro Group plc 2011 Company Share Ownership Plan (the "CSOP"), a copy of the draft Rules of which has been initialled by the Chairman for the purposes of identification, be and is hereby approved and adopted and the Directors be and are hereby authorised to agree to such amendments to such Rules as may be required by HM Revenue & Customs for the purpose of obtaining approval to the CSOP under the provisions of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 and further to cause such Rules to be adopted in the form of such draft, as amended, and to do all acts and things which they consider necessary for giving effect to the CSOP; and
- (b) a Director may be counted in the quorum and vote on any resolution of the Board of Directors (or of any Committee of the Board of Directors) connected with the CSOP, notwithstanding that he may have an interest in the CSOP, provided that no Director may vote on (or be counted in the quorum for) any such resolution concerning his own participation in the CSOP.

Registered Office:
StatPro House
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London SW19 3TJ

8 April 2011

By Order of the Board
G.F.M.T. Wheatley
Company Secretary

Notes

1. Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given.
2. All Proxy Forms must be signed and, to be effective, must be lodged with the Company's registrar together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney) so as to arrive not later than 4.00 pm on 16 May 2011, or in the case of an adjournment, 48 hours before the adjourned meeting. In calculating these periods no account shall be taken of any part of a day which is not a working day.
3. The return of a completed Proxy Form will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Only those shareholders entered on the Company's register of members at 6:00 pm on 16 May 2011 or, if the meeting is adjourned, shareholders entered on the Company's register of members at 6:00 pm on the day two days before the date of any adjournment, shall be entitled to attend and vote at the meeting either in person or by proxy and the number of shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the AGM. In calculating these periods no account shall be taken of any part of a day which is not a working day.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. As at 28 March 2011 the Company's issued share capital consists of 60,952,232 ordinary shares of 1 pence carrying one vote each including 225,000 shares held in Treasury. Therefore the total voting rights in the Company as at that date are 60,727,232.
7. Copies of Directors' service contracts and letters of appointment for Non-Executive Directors are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and public holidays excluded). A copy of the draft rules of the StatPro Group plc 2011 Company Share Ownership Plan will also be available for the inspection at the registered office from the date of this Notice until the date of the AGM and will be available for inspection, together with the Directors' service contracts and letters of appointment at the place of the AGM for at least 15 minutes prior to and during the meeting.
8. A copy of this notice and other information required by section 311A of the CA 2006 can be found at www.statpro.com.

Appendix

Summary of the CSOP

Subject to the passing of Resolution 10 at the Annual General Meeting, it is intended to apply to HM Revenue & Customs for approval of the CSOP under the provisions of Schedule 4 to the Income Tax (Earnings and Pensions Act) 2003. Set out below is a summary of the principal terms of the CSOP.

- (a) Any employee (including executive directors) of the Company or any of its subsidiaries (the "Group") is eligible to participate in the CSOP.
- (b) Invitations to apply for the grant of options will be sent by the Company to eligible employees selected by the Remuneration Committee. Invitations may normally be issued only during the period of 42 days following the approval of the CSOP by HM Revenue & Customs and, thereafter, during the period of 42 days following the announcement of the Company's interim or final results for any period. Options may not be granted under the CSOP after 30 April 2021 nor during a period when the grant of options would not be in accordance with any applicable AIM regulations or the Code for Securities Transactions by directors, certain employees and persons connected with them. No payment is required for the grant of an option.
- (c) An option will entitle the holder to subscribe for Ordinary shares in the Company at a price determined by the Directors, which may not be less than the higher of:
 - (i) the market value of an Ordinary share as at the date of grant as agreed with the Shares and Assets Valuation division of HM Revenue & Customs (which will normally be by reference to the average middle-market quotation of an Ordinary share for a number of dealing days immediately preceding the date upon which the invitation to apply for the grant of an option is issued); and
 - (ii) the nominal value of an Ordinary share.
- (d) The number of Ordinary shares in respect of which options may be granted under the CSOP on any day:
 - (i) when added to the number of shares in respect of which options have previously been granted under the CSOP (excluding options which have lapsed or ceased to be exercisable otherwise than by exercise) in the preceding period of 10 years is not to exceed 5 per cent. of the issued Ordinary share capital of the Company from time to time; and
 - (ii) when added to the number of shares in respect of which options have previously been granted under the CSOP, the StatPro Group plc Approved Share Option Scheme, the StatPro Group plc 2000 Unapproved Share Option Scheme, the StatPro Group plc 2003 Executive Unapproved Share Option Scheme, or any other share option or share incentive scheme adopted after the adoption of the CSOP (excluding options which have lapsed or ceased to be exercisable otherwise than by exercise) in the preceding period of 10 years is not to exceed 15 per cent. of the issued Ordinary share capital of the Company from time to time.
- (e) No option may be granted to an eligible employee if the result of the grant would be that the aggregate market value (as at the date of grant) of all shares subject to options held by him under the CSOP or any other share option scheme approved by HM Revenue & Customs under Schedule 4 to the Income Tax (Earnings and Pensions Act) 2003 and adopted by the Company or an associated company (as defined in the CSOP) would exceed £30,000.
- (f) An option will normally be exercisable only during the period between three and ten years following the date of grant. An option will normally lapse if the option holder ceases to be employed by the Group. However, options may be exercised during a limited period in certain specified circumstances, such as the death, injury, disability, redundancy or retirement of the option holder or the take-over or voluntary winding-up of the Company. If any option holder ceases to be employed by the Group in any other circumstances, the Directors have a discretion to allow the option holder to exercise options.
- (g) The exercise of an option may be conditional upon the performance of the Company and/or upon the performance of the option holder over such period(s) and measured against such objective criteria as shall be determined by the Remuneration Committee and notified to the option holder when the option is granted. The Directors anticipate that options granted under the CSOP will normally be subject to performance conditions.
- (h) An option is not transferable and may be exercised only by the person to whom it is granted or, in the case of a deceased option holder, his personal representatives.
- (i) In the event of a capitalisation issue, a rights issue or a sub division, consolidation or reduction in the capital of the Company, the number of Ordinary Shares subject to an option and the exercise price of an option may be adjusted by the Remuneration Committee, subject (other than in the case of a capitalisation issue) to the auditors of the Company confirming in writing to the Directors that such adjustment is, in their opinion, fair and reasonable and provided that no adjustment will be made unless HM Revenue & Customs have confirmed that the approved status of the CSOP will not be affected.
- (j) Ordinary Shares allotted on the exercise of an option granted under the CSOP will rank equally in all respects with the Ordinary Shares of the Company in issue at the date of allotment, except as regards dividends and other entitlements arising by reference to a record date prior to the date of allotment.
- (k) The rules of the CSOP may be amended, provided that no amendment will be made unless HM Revenue & Customs have confirmed that the approved status of the scheme will not be affected by the amendment, and amendments to certain features of the CSOP will require prior shareholder approval.
- (l) The rules of the CSOP provide that the scheme does not form part of the contract of employment of any employee and that any claim by an employee for loss of employment will not include the loss of any benefit or advantage under the CSOP.

