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STATPRO GROUP plc

(Registered in England No. 2910629)

Directors:

C.R. Bacon (*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

14 April 2010

To the holders of Ordinary Shares

Dear Shareholder

2010 Annual General Meeting

The 2010 Annual General Meeting of the Company ("AGM") is to be held on Tuesday 18 May 2010 at 6.00 p.m. at StatPro House, 81 - 87 Hartfield Road, Wimbledon, London SW19 3TJ. 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.

Please accept this letter as notification that the Company's Annual report and Accounts are now available for the year ended 31 December 2009. If you opted to receive the Annual Report and Accounts electronically you can access it via the Company's website www.statproplc.com. To access the document you will need an up to date version of the Adobe Acrobat Reader software. In the interests of the environment, please refrain from printing these documents unless absolutely necessary. Otherwise, please find a copy of the 2009 Annual Report and Accounts enclosed. This contains the financial statements for the year ended 31 December 2009. 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 0.2p per Ordinary Share recommended by the Directors. If approved by shareholders, the dividend will be paid on 26 May 2010 to shareholders on the register of members of the Company at the close of business on 23 April 2010.

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

Resolution 6 – Approval of Remuneration Report

Legislation requires listed companies to prepare and seek shareholders' approval of the Remuneration Report setting out the Company's remuneration policy. The Company is not required to publish a Remuneration Report or to seek its approval by shareholders. Nevertheless, the Directors are committed to maintaining high standards of corporate governance and therefore the Annual Report includes the Remuneration Report and shareholders are being asked to approve this Report. Accordingly, Resolution 6 is being proposed as an ordinary resolution at the forthcoming AGM.

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 next Annual General Meeting of the Company or, if earlier, on 30 June 2011 and relates to a maximum aggregate nominal amount of £202,331 which represents one third of the issued share capital of the Company as at 13 April 2010.

The disapplication of the statutory pre-emption procedure which is contained in Resolution 8 will also expire at the next Annual General Meeting of the Company or, if earlier, on 30 June 2011. 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 £60,699 representing 10 per cent. of the issued share capital of the Company as at 13 April 2010.

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 2009. 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.

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 quotations of the Company's ordinary shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the shares are contracted to be 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 2011 or, if earlier, on 30 June 2011.

Resolution 10 – Notice of meeting

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period for general meetings from 14 days to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Until the coming into force of these Regulations last year, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 10 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

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 6.00 p.m. on 14 May 2010. 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 7 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 at StatPro House, 81 - 87 Hartfield Road, Wimbledon, London SW19 3TJ on Tuesday the 18th day of May 2010 at 6.00 p.m. for the following purposes:-

1. To receive the Company's Report and Accounts for the year ended 31 December 2009.
2. To declare a final dividend of 0.2p per Ordinary Share.
3. To elect Mr. S.J. Clark as a Director.
4. To re-elect Mr. M.C. Fairbairn, who retires by rotation, as a Director.
5. To re-appoint PricewaterhouseCoopers 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 and 7 as Ordinary Resolutions and as to the resolutions numbered 8, 9 and 10 as Special Resolutions:

Ordinary Resolutions

6. THAT the Remuneration Report for the financial year ended 31 December 2009 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 £202,331 provided that this authority shall expire at the conclusion of the Annual General Meeting to be held in 2011 or, if earlier, on 30 June 2011, 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 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 £60,699

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or, if earlier, on 30 June 2011; 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:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,069,900 (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 quotations of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which the Ordinary Share is contracted to be 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 2011 or, if earlier, on 30 June 2011;
 - (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.
10. That a general meeting other than an annual general meeting may be called on not less than 14 days' clear notice.

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

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

14 April 2010

Notes

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.

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 6.00 pm on 14 May 2010, 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.

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.

Only those shareholders entered on the Company's register of members at 6:00pm on 14 May 2010 or, if the meeting is adjourned, shareholders entered on the Company's register of members at 6:00pm 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.

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.

Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "nominated person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of such voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 1 and 2 above do not apply to nominated persons. The rights described in those Notes can only be exercised by shareholders of the Company.

Copies of Directors' service contracts and letters of appointment for Non-Executive Directors are available for inspection at the registered office of the company and will be available at the AGM.

As at 13 April 2010 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 60,699,357 ordinary shares of 1 pence carrying one vote each. Therefore the total voting rights in the Company as at 13 April 2010 are 60,699,357.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on the website in the form of an answer to the question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

A copy of this notice and other information required by section 311A of the CA 2006 can be found at www.statpro.com.