

**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 consult an independent professional adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward 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 delivery to the purchaser or transferee.

Application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that admission to AIM and dealings in the Placing Shares will commence on 24 October 2006.

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# **StatPro Group plc**

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 2910629)*

## **Acquisition of FRI Corporation**

### **Placing of 12,000,000 new Ordinary Shares of 1p each at 88p per share**

**by**

## **Arbuthnot Securities Limited**

*Nominated Adviser and Broker*

### **Amendment of Share Option Plans**

**and**

### **Notice of Extraordinary General Meeting**

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Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 10 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting.

Arbuthnot Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser and broker to the Company in relation to the Placing and Admission and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to herein. The responsibilities of Arbuthnot Securities Limited as the Company's nominated adviser and broker under the AIM Rules are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person. Arbuthnot Securities Limited is not making any representation or warranty, express or implied, as to the contents of this document.

Notice of an Extraordinary General Meeting of the Company to be held at the offices of Faegre & Benson LLP at 7 Pilgrim Street, London EC4V 6LB at 10.00 a.m. on 20 October 2006 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the Extraordinary General Meeting. To be valid, a Form of Proxy, completed and executed in accordance with the instructions printed thereon, should be returned to Capita Registrars, Proxies Department, P.O. Box 25, 34 Beckenham Road, Beckenham, Kent BR3 4BR by not later than 10.00 a.m. on 18 October 2006.

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## PLACING STATISTICS

Placing Price	88p
Number of Existing Ordinary Shares	39,341,410
Number of Placing Shares being placed on behalf of the Company	12,000,000
Gross proceeds of the Placing receivable by the Company	£10.6 million
Number of Ordinary Shares in issue immediately following Admission	51,341,410
Percentage of the Enlarged Share Capital being placed pursuant to the Placing	23.4 per cent.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 18 October 2006
Extraordinary General Meeting	10.00 a.m. on 20 October 2006
Admission and commencement of dealings in the Placing Shares	8.00 a.m. on 24 October 2006
CREST accounts credited	24 October 2006
Despatch of definitive share certificates	by 31 October 2006

## DEFINITIONS

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

“Acquisition”	the acquisition of the entire issued ordinary share capital of FRI Corporation pursuant to the Acquisition Agreement
“Acquisition Agreement”	the agreement dated 27 September 2006 relating to the Acquisition
“Act”	the Companies Act 1985, as amended
“Admission”	the admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules”	the rules of AIM governing admission to and the operation of AIM for AIM companies and their nominated advisers as published by London Stock Exchange from time to time
“Approved Plan”	the StatPro Group plc Approved Share Option Scheme
“Arbuthnot”	Arbuthnot Securities Limited, the Company’s nominated adviser and broker
“Bank Facility”	a term loan facility of up to £12,000,000 and a revolving facility of up to £2,500,000 to be made available to StatPro on the terms and conditions set out in the facility agreement dated 27 September 2006 between StatPro as borrower, Kaupthing Singer & Friedlander Limited as lender and certain members of the Enlarged Group as guarantors
“Company” or “StatPro”	StatPro Group plc
“Completion”	completion of the Acquisition in accordance with the terms of the Acquisition Agreement
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by CRESTCo which facilitates the transfer of title to shares in uncertificated form
“CRESTCo”	CRESTCo Limited, a company incorporated under the laws of England and Wales, the Operator of CREST
“Directors”	directors of the Company, whose names are set out on page 5 of this document
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company convened for 10.00 a.m. on 20 October 2006, notice of which is set out at the end of this document
“EGM Notice”	the notice convening the EGM which is set out at the end of this document
“Enlarged Share Capital”	the Ordinary Shares in issue immediately following Admission
“Enlarged Group”	the Group as enlarged by the Acquisition
“Executive Plan”	the StatPro Group plc 2003 Executive Unapproved Share Option Scheme
“Existing Ordinary Shares”	the 39,341,410 Ordinary Shares of 1p each in the capital of the Company in issue at the date of this document

“Form of Proxy”	the form of proxy enclosed with this document for use in connection with the EGM
“FRI”	FRI Corporation
“Group”	StatPro and its subsidiaries and subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Placing”	the conditional placing by Arbuthnot of the Placing Shares pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 27 September 2006 between the Company and Arbuthnot relating to the Placing
“Placing Price”	88p per Placing Share
“Placing Shares”	the 12,000,000 new Ordinary Shares to be issued pursuant to the Placing
“Resolutions”	the resolutions set out in the notice of EGM at the end of this document
“Shareholders”	holders of Ordinary Shares
“Share Option Plans”	the Approved Plan, the Unapproved Plan and the Executive Plan
“Unapproved Plan”	the StatPro Group plc 2000 Unapproved Share Option Scheme
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories, possessions and domains

#### **Exchange Rate**

Unless otherwise stated, the exchange rate used throughout the document is: £1:CDN\$2.12

## LETTER FROM THE CHAIRMAN OF STATPRO

# StatPro Group plc

*(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 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)*  
D.M.D.A. Wheatley *(Non-executive Director)*  
M.C. Adorian *(Non-executive Director)*

*Registered Office:*

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

27 September 2006

Dear Shareholder

### ACQUISITION OF FRI CORPORATION

### PLACING OF NEW ORDINARY SHARES

### AMENDMENT OF SHARE OPTION PLANS

AND

### NOTICE OF EXTRAORDINARY GENERAL MEETING

#### 1. Introduction

The Company announced earlier today that it proposes to acquire FRI for an aggregate consideration of approximately CDN\$53.0 million (£25.0 million) and to raise £10.6 million (before expenses) by way of a placing of 12,000,000 new Ordinary Shares at a price of 88 pence per share. The net proceeds of the Placing will be used to fund part of the cash element of the consideration payable for FRI. The balance of the cash element of the consideration payable for FRI will be satisfied out of the Bank Facility and existing cash resources.

FRI is an investment management solutions company based in Canada. It is a leading provider of securities information services, asset, wealth and trading management software solutions to approximately 190 clients. The aggregate consideration payable for the entire issued share capital of FRI is CDN\$53.0 million (£25.0 million), subject to certain adjustments, which is to be satisfied as to CDN\$50.3 million (£23.7 million) in cash payable on Completion. The balance of the consideration payable for FRI is to be provided by way of a class of exchangeable shares in FRI to be retained by FRI's management, which exchangeable shares will effectively be exchangeable for new Ordinary Shares in the Company.

The Acquisition is in line with StatPro's stated strategy to grow by acquiring new products and investing in such products for growth, rather than developing products from inception. The Directors believe that investing in new products rather than developing from inception reduces risk, brings critical expertise in the domain of each product and helps build the strong client relationships and service culture that increase the number of products used by each client.

In the opinion of the Directors, the acquisition of FRI will thus complement the Group's existing activities and strengthen the Group's competitive and geographical positions. It will allow StatPro to extend its product reach, namely by the provision of software combined with market and other data, whilst also enhancing the Group's ASP offering and providing a total solution that can be offered to smaller customers. In addition, the Acquisition will significantly increase the Group's

North American presence and provide opportunities to offer the Group's existing products to FRI's clients and vice-versa. It will also further boost the Group's successful South African business, which was recently strengthened by the acquisition of Kizen in May 2006. In addition, the Directors expect that the Group will derive operational synergies as a result of combining FRI with StatPro.

The Board expects that the Acquisition will be earnings enhancing in the Group's financial year to 31 December 2007.

The Placing Shares have been conditionally placed with institutional and other investors. Subject, *inter alia*, to the passing of the resolution numbered 1 in the EGM Notice at the EGM, Completion of the Acquisition, Admission and dealings in the Placing Shares are expected to commence on AIM on 24 October 2006.

The Placing and the Acquisition are conditional, *inter alia*, upon the passing of the resolution numbered 1 in the EGM Notice at the EGM.

In addition, the Company is taking the opportunity to put to Shareholders proposals to amend the Share Option Plans giving the Directors the opportunity to grant further options to employees of the Enlarged Group.

**The purpose of this document is to provide you with information about the background to and reasons for the Acquisition, the Placing and the amendment of the Share Option Plans, to explain why the Board considers the Acquisition, the Placing and the amendment of the Share Option Plans to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the EGM, notice of which is set out at the end of this document.**

## **2. Information on FRI**

FRI, which is a Canadian corporation, is based in Toronto and Montreal. It was founded in 1968 and the current management team has managed the business since 1995. FRI has grown revenues from CDN\$10.6 million (£5.0 million) in 2002 to CDN\$19.6 million (£9.2 million) in 2005.

FRI's business comprises valuation data, where it provides pricing on approximately 450,000 assets, and portfolio management systems. FRI is a leading source of Canadian bond data and also supplies pricing data on other international instruments. Furthermore, FRI is capable of handling complex assets such as credit derivatives and mortgage-backed securities. FRI has approximately 190 clients, comprising fund managers and custodians, primarily based in the US and Canada, and including many of the industry leaders. Outside North America, clients include the Johannesburg Stock Exchange. For the year ended 31 December 2005, FRI reported audited turnover of CDN\$19.6 million (£9.2 million) and profit before tax of CDN\$2.6 million, (£1.2 million). As at 31 December 2005, it had net assets of CDN\$12.3 million (£5.8 million).

## **3. Background to and reasons for the Acquisition**

StatPro has made seven acquisitions of either products or small businesses since 2000, the year its shares were first listed on the Official List of the London Stock Exchange (before subsequently transferring to AIM in 2003).

Each acquisition has added to, and complemented, the Company's existing range of products and thereby created an opportunity to use the enhanced and enlarged product base to cross sell to both existing and new clients. This reduces the Company's risk, and also brings critical expertise in the domain of each product by the addition of expert professionals to StatPro's team from the acquired businesses.

The Company's strategy, which the Board believes is beginning to come to fruition, is to provide a complete solution to its clients for all their portfolio analytics needs. However, the Directors have recognised for some time that the Group was under-represented in North America, which it

believes comprises more than half of the global market opportunities for portfolio analytics products. The Directors also believe that the North American market is a growing one, benefiting from consolidation and fragmentation amongst the customer base, whilst increasing regulation, such as Sarbanes Oxley, continues to drive customer needs to invest in the type of products sold by the Group. Therefore, the acquisition of FRI is significant as it will enable the Company to address this under-representation and further develop its products globally, thereby increasing its growth prospects.

Following Completion, the Enlarged Group will have approximately 75 per cent. more clients, 440 client contracts in aggregate, of which nearly half by value will be with clients based in North America. In the short term, the Directors intend to focus on addressing the opportunities to sell FRI's data products to the Group's existing clients and offer the Group's portfolio of analytics products to FRI's customers. The Board believes that the addition of FRI's data will strengthen the Group's ability to offer a complete and enhanced service and thereby provide a realistic alternative to other systems/data solution providers, especially in the important North American market.

#### **4. Terms of the Acquisition**

The total consideration payable by the Company for FRI is approximately CDN\$53.0 million (£25.0 million) subject to certain adjustments. The consideration is to be satisfied as to CDN\$50.3 million (£23.7 million) in cash payable on Completion. The cash element of the consideration will be satisfied out of the net proceeds of the Placing, the Bank Facility and existing cash resources.

The balance of the consideration payable for FRI, being CDN\$2.7 million (£1.3 million) is to be provided by way of a class of exchangeable shares in FRI to be retained by FRI's management. The exchangeable shares in FRI will effectively be exchangeable for new Ordinary Shares in the Company for up to 5 years from Completion. The aggregate number of new Ordinary Shares to be issued by the Company in respect of the exchangeable shares in FRI is 1,446,573 Ordinary Shares.

#### **5. Details of the Placing**

The Company proposes to raise approximately £10.6 million (before expenses) through the issue of the Placing Shares at the Placing Price. The Placing Price represents a discount of approximately 5 per cent. to the closing mid-market price of 92.5 pence per Ordinary Share on 26 September 2006, being the last dealing day prior to the publication of this document. The Placing Shares will represent 23.4 per cent. of the Company's Enlarged Share Capital.

Pursuant to the terms of the Placing Agreement, Arbuthnot, as agent for StatPro, has agreed conditionally to use reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing Agreement is conditional upon, *inter alia*, the resolution numbered 1 in the EGM Notice being duly passed at the EGM, the Acquisition being completed and Admission becoming effective on or before 8.00 a.m. on 24 October 2006 (or such later time and/or date as the Company and Arbuthnot may agree, but in any event no later than 8.00 a.m. on 7 November 2006). The Placing Agreement contains provisions entitling Arbuthnot to terminate the Placing Agreement at any time prior to Admission in certain circumstances. If this right is exercised, neither the Placing nor the Acquisition will proceed. The Placing has not been underwritten by Arbuthnot.

Application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that the Acquisition will be completed, Admission will become effective and that dealings in the Placing Shares on AIM will commence on 24 October 2006.

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 following Admission. It is expected that CREST accounts will be credited on the day of Admission and that share certificates (where applicable) will be despatched by 31 October 2006.

As part of the Placing, the Directors have agreed to subscribe in aggregate for 210,224 Placing Shares at the Placing Price, representing approximately 1.8 per cent. of the Placing Shares. Details of the Directors' subscriptions and resultant interests following Admission are set out in the table below:

<i>Directors</i>	<i>Number of Placing Shares</i>	<i>Immediately following Admission</i>	
		<i>Number of Ordinary Shares</i>	<i>% of Enlarged Share Capital</i>
C.R. Bacon	22,727	317,727	0.62
J.M.B.T. Wheatley	39,772	6,476,772	12.62
A.M. Fabian	11,363	21,363	0.04
M.C. Fairbairn	34,090	299,590	0.58
M.A Adorian	79,545	1,533,545	2.99
D.M.D.A Wheatley	22,727	1,827,487	3.56

In addition to the above holdings, J.M.B.T. Wheatley and D.M.D.A. Wheatley hold 255,000 Ordinary Shares (representing 0.65 per cent. of the Existing Ordinary Shares) in a family trust, each of them being a trustee and potential beneficiary of the trust.

## 6. Bank Facility

In order to finance part of the cash element of the consideration payable for the Acquisition, the Company has entered into the Bank Facility. The Board considers that it is in the best interests of the Company that the cash element of the consideration payable for the Acquisition be funded by a combination of debt and equity in order to maximise the return to Shareholders. As part of the banking arrangements, it has been agreed that the exercise period of the existing warrant held by Kaupthing Singer & Friedlander Limited to subscribe for up to 130,000 Ordinary Shares at a price of 62.5 pence per share will be extended by one year so as to be exercisable at any time up until 31 October 2007.

## 7. Current trading and prospects

The Company reported its interim results for the six months ended 30 June 2006 on 31 July 2006. The Group achieved a strong performance in the first half of 2006 reflecting a significant increase in new business, strong demand for its expanding range of portfolio analytics products and a positive market place. Revenue increased by 26 per cent. to £6.33 million from £5.02 million in the comparable period in 2005 and earnings per share rose by 43 per cent. to 2.0p from 1.4p in the comparable period in 2005.

The Company's annualised value of recurring revenue grew to £12.0 million as at 30 June 2006 (June 2005: £9.0 million) up from £10.1 million as at 31 December 2005; of this £1.35 million resulted from net new contracts, £0.74 million was derived from acquisitions during the period, and there was an adverse impact of £0.19 million due to currency movements. The increase in organic revenue since 30 June 2005 was approximately 23 per cent.

The Company paid a maiden dividend of 0.5 pence per Ordinary Share for the financial year 2005 on 31 May 2006 and as announced in the interim results for 2006, proposes to pay a maiden interim dividend of 0.3 pence per share on 1 November 2006 to Shareholders on the register at the close of business on 6 October 2006. The Directors intend to maintain a progressive dividend policy, balancing the investment needs of the business and the growth in underlying cash and earnings per share.

The Board is pleased to report that since the interim results, the Group has continued to perform well and prospects for the remainder of 2006 continue to be positive for all of the Group's products across all of its territories. As expected, the Company is continuing to see strong demand in particular for its risk and fixed income products.

## **8. Amendment of Share Option Plans**

The acquisition of FRI will significantly increase the number of employees of the Group. The Directors believe that it is important that the Company has the ability to grant further share options to existing and new employees of the Enlarged Group in order to attract, retain and motivate those employees who are identified as being critical to the success of the business of the Enlarged Group. Currently the aggregate number of Ordinary Shares that may be issued under the Share Option Plans is limited to 5,000,000 Ordinary Shares or 10 per cent. of the Company's issued ordinary share capital, whichever is the higher. The Company has granted options under the Share Option Plans over 4,572,797 Ordinary Shares which either have been exercised or remain exercisable. To enable the Company to grant further options under the Share Option Plans to existing and new employees it is proposed that the limit on the number of Ordinary Shares that may be issued under the Share Option Plans be increased to 7,500,000 Ordinary Shares or 15 per cent. of the Company's issued ordinary share capital, whichever is the higher, by amending rule 10 of each of the Share Option Plans.

The amendment of the Approved Scheme is subject to the approval of HM Revenue & Customs, which approval will be sought following the Extraordinary General Meeting.

Copies of the rules of the Share Option Plans as they are proposed to be amended will be available for inspection at the Company's registered office and at the offices of Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this circular until the close of the EGM. The rules of the Share Option Plans as they are proposed to be amended will also be available for inspection at the EGM for at least 15 minutes prior to, and during, the meeting itself.

## **9. Extraordinary General Meeting**

Set out at the end of this document is the notice convening the EGM to be held at 10.00 a.m. on 20 October 2006 at the offices of Faegre & Benson LLP at 7 Pilgrim Street, London EC4V 6LB at which the Resolutions will be proposed.

The resolution numbered 1 will permit:-

1. the issue of 1,446,573 Ordinary Shares upon the exercise of the exchange rights attaching to the exchangeable shares in FRI to be retained by the management of FRI;
2. the grant of options to subscribe for 750,000 Ordinary Shares at the Placing Price to certain members of the management team of FRI;
3. the amendment of the terms of the existing warrant granted to Kaupthing Singer & Friedlander Limited; and
4. the issue of the Placing Shares.

In addition, the resolution numbered 1 will permit the issue of up to 17,113,802 Ordinary Shares pro rata to existing Shareholders, or otherwise than to existing Shareholders for non-cash consideration, such authority to expire on 20 October 2011, and the issue of up to a further 5,134,141 Ordinary Shares for cash, other than pro rata to existing Shareholders, being approximately 10 per cent. of the issued share capital of the Company as enlarged by the Placing, such power to lapse at the conclusion of the next Annual General Meeting of the Company.

The new authorities are being sought specifically for the purposes of the Placing and the Acquisition and otherwise so as to maintain flexibility in the financing of the Company, giving the Directors the opportunity to take advantage of business opportunities as they arise.

The resolution numbered 2 provides for the amendment of the Share Option Plans as described above.

## **10. Action to be taken**

Shareholders will find enclosed a reply-paid Form of Proxy for use at the EGM. Whether or not you intend to be present at the EGM, you are requested to complete and sign the Form of Proxy and return it to Capita Registrars, Proxies Department, P.O. Box 25, 34 Beckenham Road, Beckenham, Kent BR3 4BR, as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 18 October 2006. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.

## 11. Recommendation

The Directors consider that the Acquisition, the Placing and the amendment of the Share Option Plans are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the EGM as they intend to do so in relation to the resolution numbered 1 in the EGM Notice in respect of their beneficial shareholdings, which amount to 10,266,260 Ordinary Shares, representing approximately 26.1 per cent. of the existing issued share capital of the Company.

Yours sincerely

Carl Bacon  
*Chairman*

# StatPro Group plc

*(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 2910629)*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of StatPro Group plc (the “Company”) will be held at the offices of Faegre & Benson LLP at 7 Pilgrim Street, London EC4V 6LB at 10.00 a.m. on 20 October 2006 for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as to the resolution numbered 1 as a special resolution and as to the resolution numbered 2 as an ordinary resolution:

### Special Resolution

1. THAT:

- (1) the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 80 of the Companies Act 1985 (the “Act”) to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £314,403.75 provided that this authority shall expire five years from the date of the passing of this Resolution unless previously revoked or varied by the Company in general meeting save that the Company may make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant thereto as if the authority conferred hereby had not expired, such authority to be in substitution for any and all existing authorities conferred on the Directors pursuant to Section 80 of the Act;
- (2) the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by paragraph 1 of this Resolution as if section 89(1) of the Act did not apply to any such allotment, provided that such power is limited to the allotment of equity securities:
  - (a) in connection with or pursuant to a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them at the record date for any such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;
  - (b) up to a maximum aggregate nominal amount of £14,465.73 in connection with the redemption of, or the acquisition by the Company or any subsidiary of the Company of, exchangeable non-voting shares in the capital of FRI Corporation (a company incorporated under the Federal Laws of Canada);
  - (c) up to a maximum aggregate nominal amount of £120,000 in connection with the placing of the Placing Shares referred to in the circular to shareholders of the Company dated 27 September 2006 (“the Circular”);
  - (d) up to a maximum aggregate nominal amount of £8,800 for the purposes of the grant of options to subscribe for Ordinary Shares exercisable at 88p per share and the amendment of the terms of the warrant to subscribe for Ordinary Shares held by Kaupthing Singer & Friedlander Limited; and
  - (e) (otherwise than pursuant to paragraphs (a), (b), (c) and (d) above) up to an aggregate nominal amount of £51,341.41 such power to expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the passing of this Resolution;

provided that the Company may, before the expiry of this power, make offers or agreements which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired, such authority to be in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 95 of the Act.

### Ordinary Resolution

2. THAT:

- (1) subject to the approval of HM Revenue & Customs, the rules of the StatPro Group plc Approved Share Option Scheme be amended by the substitution for the existing rule 10 by the text of the new rule 10, a copy of which has been produced to the Meeting and signed by the Chairman by way of identification, and the terms of which are summarised in the Circular dated 27 September 2006, and the Directors of the Company be authorised to do all acts and things necessary to effect such amendment, including the making of such further amendments to such Scheme as may be necessary to maintain its approval by HM Revenue & Customs pursuant to the Income Tax (Earnings & Pensions) Act 2003;
- (2) the rules of the StatPro Group plc Unapproved Share Option Scheme be amended by the substitution for the existing rule 10 by the text of the new rule 10, a copy of which has been produced to the Meeting and signed by the Chairman by way of identification, and the terms of which are summarised in the Circular dated 27 September 2006, and the Directors of the Company be authorised to do all acts and things necessary to effect such amendment; and
- (3) the rules of the StatPro Group plc Executive Unapproved Share Option Scheme be amended by the substitution for the existing rule 10 by the text of the new rule 10, a copy of which has been produced to the Meeting and signed by the Chairman by way of identification, and the terms of which are summarised in the Circular dated 27 September 2006, and the Directors of the Company be authorised to do all acts and things necessary to effect such amendment.

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

By order of the Board  
Gregory Wheatley  
*Secretary*

**Notes:**

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. Completion of a Form of Proxy will not preclude a member from attending the meeting and voting in person. To be valid, the instrument appointing a proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited at the offices of the Company's registrars, Capita Registrars, Proxies Department, P.O. Box 25, 34 Beckenham Road, Beckenham, Kent BR3 4BR not less than 48 hours before the time fixed for the holding of the meeting. A pre-paid Form of Proxy accompanies this notice.
2. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members at 10.00 a.m. on 18 October 2006 ("the specified time"). If the Extraordinary General Meeting is adjourned to a time not more than 48 hours after the specified time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be entitled to attend and vote at such adjourned meeting, members must be entered on the Register of Members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

# STATPRO GROUP plc

## PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We the undersigned, being (a) Member(s) of the Company, HEREBY APPOINT the Chairman of the Meeting or .....  
as my/our Proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.00 a.m. on 20 October 2006 at 7 Pilgrim Street, London EC4V 6LB and at any adjournment thereof.

	For	Against
<b>Special Resolution</b> 1. To grant authorities under Section 80 and Section 95 Companies Act 1985 to allot shares		
<b>Ordinary Resolution</b> 2. To amend the Share Option Plans		

Dated this ..... day of ..... 2006

Signature .....

Full name(s) in which shares are registered .....

.....  
PLEASE USE BLOCK LETTERS

### Notes:

1. If you wish some other person to be your proxy delete "the Chairman of the Meeting or" and insert the name(s) of the person(s) you wish to appoint. Any alterations to this form must be initialled. A proxy need not be a member of the Company.
2. Please indicate with an "X" in the relevant box marked "For" or "Against" how you wish the proxy to vote. In the absence of any instruction the proxy will vote or abstain as he thinks fit.
3. In the case of a corporation, this form of proxy must be executed under the common seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders.
5. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach Capita Registrars, Proxies Department, P.O. Box 25, 34 Beckenham Road, Beckenham, Kent BR3 4BR not less than 48 hours before the time appointed for holding the meeting.
6. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.



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1ST FOLD

Capita Registrars  
Proxies Department  
P.O. Box 25  
34 Beckenham Road  
Beckenham, Kent BR3 4BR

2ND FOLD



