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STATPRO GROUP plc
(Registered in England No. 2910629)

Directors:

R. G. Curran (Chairman)
J.M.B.T. Wheatley (Chief Executive)
A.M. Fabian (Finance Director)
M.C. Adorian (Non-Executive Director)
J.E. Tozer MBE OBE (Non-Executive Director)
D. J. Courtley (Non-Executive Director)

Registered Office:

Mansel Court
Mansel Road
Wimbledon
London SW19 4AA

18 April 2019

To the holders of Ordinary Shares

Dear Shareholder

2019 Annual General Meeting

I am pleased to invite you to StatPro Group plc's (the "Company") 2019 Annual General Meeting ("AGM") which will be held on Thursday 23 May 2019 at 1 p.m. at Mansel Court, Mansel Road, Wimbledon, London SW19 4AA. The notice convening the AGM is set out at the end of this document and the recommendation of the Directors is set out on page 4.

A copy of the 2018 Annual Report and Accounts is enclosed. This contains the financial statements for the year ended 31 December 2018. A resolution relating to the financial statements is included in the ordinary business of the AGM.

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast, whether in person or by proxy, must be in favour of the resolution. Resolutions 8 to 11 are proposed as special resolutions. This means that for that resolution to be passed, at least three quarters of the votes cast in person or by proxy must be in favour of the resolution.

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 2.05p per Ordinary Share recommended by the Directors. If approved by shareholders, the dividend will be paid on 29 May 2019 to shareholders on the register of members of the Company at the close of business on 26 April 2019.

The information set out below summarises and explains Resolutions 6 to 11 to be proposed at the AGM.

Resolution 6– Approval of Remuneration Report

Whilst AIM traded companies are not required by company law to present a separate Remuneration Report to their shareholders for a vote, your Board has decided that the Remuneration Report, which is contained in the Annual Report and Accounts and sets out the Company's remuneration policy, should be subject to a shareholder vote. 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 2020 or, if earlier, on 30 June 2020 and relates to a maximum aggregate nominal amount of £219,483 being approximately one third of the issued share capital of the Company (excluding shares currently held in treasury) as at 31 March 2019.

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 2020 or, if earlier, on 30 June 2020. 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 up to a maximum aggregate nominal amount of £65,844 representing 10 per cent of the issued share capital of the Company (excluding shares currently held in treasury) as at 31 March 2019.

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

These authorities are in line with those approved at the last Annual General Meeting in May 2018. These authorities are 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 to 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 save to the extent required 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 per cent. of the current issued share capital of the Company (excluding shares currently held in treasury). 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 per cent. 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 2020 or, if earlier, on 30 June 2020.

Resolution 10 – Adoption of the StatPro Growth Share Plan

The Company proposes to adopt a new incentive plan, namely, the StatPro Growth Share Plan ("Growth Share Plan"). The Growth Share Plan has been designed to attract and retain senior members of the management team by delivering entrepreneurial rewards to them by aligning their interests with those of the shareholders so that they can share the reward of creating significant real shareholder value over a period of three to five years.

The Growth Share Plan shall sit alongside the Performance Share Plan ("PSP"). The participants would be given the choice to participate either in the Growth Share Plan or in the PSP. While awards under the PSP are made annually, awards under the Growth Share Plan would be made to a participant only once every three years. If a participant chooses to accept an award under the Growth Share Plan, he/she will not receive any further award either under the PSP or the Growth Share Plan in the next three years.

Awards under the Growth Share Plan would be made by the issue to the participants of a certain number of three new classes of shares (or a sub-class of each such class of shares), namely the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares (together the "Growth Shares"). The Growth Shares would be created by amending the existing Articles of the Company; the rights of the Growth Shares will be enshrined in the Articles.

Each issued class (or sub-class) of Growth Shares will have a 'hurdle' to meet, normally a predetermined price at which the ordinary share would need to be traded on AIM ("Target Share Price") for a period of 20 consecutive dealing days during a period ranging between three to five years from the date of the award ("Performance Period"). Once the hurdle is met, the shares under the Award will be regarded as vested and each such Growth Share would accrue value equal to the value of an ordinary share on any given day.

Immediately following the end of the Performance Period, the vested tranche of Growth Shares will automatically convert into ordinary shares in the Company. Further details of the Growth Share Plan are set out in Appendix 1.

Resolution 10 will be proposed as a special resolution.

Resolution 11 - Approval of revised Articles of Association

To facilitate the adoption of the Growth Share Plan and conditional upon it being approved, the Company proposes the adoption of the new Articles of Association (the "New Articles") which set out the rights and obligations associated with the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares in substitution for, and to the exclusion of, the existing Articles of Association. The New Articles will contain provisions and reflect the terms of the Growth Share Plan as set out in Appendix 1. No other changes are proposed to the existing articles of association.

A copy of the Company's existing articles of association and the proposed New Articles marked to show all the changes will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and public holidays excepted) from the date of this notice until the date of the annual general meeting and at the meeting itself and will also be available on the Company's web-site at <https://www.statpro.com/investors/aim-rule-26/>.

Resolution 11 will be proposed as a special resolution.

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 1 p.m. on 21 May 2019. Alternatively, votes may be lodged electronically at www.signalshares.com also to be received by 1 p.m. on 21 May 2019. 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 all the Resolutions 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



Rory Curran
Chairman

Appendix – I

Summary of the terms of the Growth Share Plan

The Growth Share Plan will involve the issue to participants of three new classes of shares (or a sub-class of each such class of shares), namely the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares, together the Growth Shares. The rights and obligations of each class of Growth Shares will substantially be set out in the Articles of Association of the Company. Accordingly, the Company will need to adopt a new set of Articles in place of the existing Articles dated 21 May 2008.

The Growth Shares will give the participants the opportunity to share in the growth in value of the Company, subject to reaching or exceeding a pre-determined hurdle for a continuous period of 20 consecutive dealing days within a specified performance period. If the hurdle, a predetermined price at which the ordinary share would need to be traded on AIM i.e. the Target Share Price, is reached or exceeded, the relevant tranche of Growth Shares will vest and each of the vested Growth Shares will accrue value equal to the value of an ordinary share on any given day. Immediately following the end of the performance period, the vested growth shares will automatically convert into ordinary shares on a 'one for one' basis.

If the hurdle is not reached within the performance period, the Growth Shares will convert into deferred shares. Deferred Shares have virtually no rights and are effectively worthless, economically.

1. Administration, eligibility and grant procedure

The Growth Share Plan will be administered by the remuneration committee of the board of directors of the Company ("Board"), which will make decisions about participation, the size and timing of awards.

The award of Growth Shares to the participants will be made pursuant to a resolution of the Board. The participant will enter into a share subscription agreement with the Company with regard to the issue and allotment of Growth Shares to him/her. Participants may be invited to subscribe for Growth Shares at the nominal value or the unrestricted market value of the Growth Shares at the date of subscription.

Executive directors and the senior members of the management team of the Company may participate in the Growth Share Plan. They will be invited on a selective basis at the discretion of the Board, to subscribe for Growth Shares. Eligible employees may be invited to subscribe for Growth Shares at any time subject to dealing restrictions.

The selected participants will be given the choice to participate either in the Growth Share Plan or in the existing Performance Share Plan ("PSP"). While awards under the PSP are and will continue to be made annually, awards under the Growth Share Plan will only be made to a participant once every three years. If a participant chooses to accept an award under the Growth Share Plan, he will not receive any further award either under the PSP or the Growth Share Plan in the next three years.

No Growth Shares can be issued more than five years following the date on which the new Articles are approved by shareholders.

2. Growth Shares

The Growth Shares will not be quoted on AIM or any other exchange. They will not have any voting rights or rights to receive dividends.

The Board will have the power to create and issue one or more sub-classes of each class of Growth Shares, from time to time.

The maximum amount of Growth Shares (i.e. all classes and Sub-Classes) that can be issued cannot exceed 5 % of the issued ordinary shares.

On the creation (and issue) of each sub-class of each class of Growth Shares, the Board will specify the 'Hurdle' i.e. the Target Share Price which needs to be reached or exceeded for 20 consecutive dealing days within the Performance Period.

If the share capital of the Company is varied and such variation affects the value of the Growth Shares, the Board has the discretion to adjust the Hurdle for the relevant Growth Shares, so that the value of the relevant Growth Shares is not increased or decreased as a result of that variation.

The dilution limit of 10 per cent of the Company's issued ordinary share capital over a rolling 10 year period when aggregated with other employee incentive awards granted by the Company shall apply to awards made under the Growth Share Plan provided that shares bought in the market including those then placed into Treasury shall not count towards this 10% dilution limit.

3. Hurdle and Performance Period

Class of Growth Shares	Hurdle*	Performance Period
A Ordinary Shares (including any sub-class)	70% above the Ordinary Share Price** on the date of the award	3 years from the date of the award
B Ordinary Shares (including any sub-class)	100% above the Ordinary Share Price** on the date of the award	4 years from the date of the award
C Ordinary Shares (including any sub-class)	130% above the Ordinary Share Price** on the date of the award	5 years from the date of the award
<p><i>* i.e. the Target Share Price that needs to be reached or exceeded for a period of 20 consecutive dealing days during the Performance Period</i></p> <p><i>** closing price of an ordinary share (as derived from the official list for such market or exchange) for the immediately preceding dealing day on which the award is made or, if the board so decides, the average of the closing price of an ordinary share over a number of dealing days (not exceeding five days)</i></p> <p><i>Please note that the Board has the discretion to set a different Target Share Price and/or Performance Period in respect of awards.</i></p>		

4. Accrual of value and conversion

On and following the reaching or exceeding of the Hurdle within the Performance Period, the Growth Share will be regarded as vested and inherently accrue value. The value of each such Growth Shares on any given day will be the value of an ordinary share on that day.

Immediately following the end of the Performance Period, the vested Growth Shares will automatically convert into ordinary shares on a 'one for one' basis.

If the Hurdle is not met, all of the Growth Shares under the award will be converted to deferred shares.

The Company may repurchase all of the deferred shares from a holder of such shares for £1 in aggregate.

5. Cessation of employment

The award of Growth Shares will be subject to leaver provisions.

All of the Growth Shares of a Bad Leaver and the unvested Growth Shares of a Good Leaver ("Forfeiture Shares") will be subject to the compulsory transfer provisions (see below).

A portion of the shares held by a Good Leaver will be treated as Forfeiture Shares in accordance with the schedule, below:

Leaving Date	Portion of each tranche that would be treated as Forfeiture Shares (rounded down to the nearest whole number of shares)
any day prior to the first anniversary of the date of the award	100%
between the first anniversary of the date of the award and the day prior to the second anniversary of the date of the award	66.66%
between the second anniversary of the date of the award and the day prior to the third anniversary of the date of the award	33.33%
on or after the third anniversary of the date of the award	0%

A 'Good Leaver' is an employee who ceases to be employed by reason of death, redundancy, injury or disability, retirement or the transfer or sale of the Company or part of the business in which the employee was employed. A 'Bad Leaver' is an employee who ceases to be employed in circumstances where he is not a Good Leaver.

In respect of the Growth Shares of a Bad Leaver or the unvested Growth Shares of a Good Leaver, the participant shall be deemed to have given a transfer notice to the Company for the transfer of such shares to the Company (or such person nominated by the Company) on the day the participant ceases to be an employee for a price per share that is the lower of (a) the Cost per Growth Share, and (b) the Market Value per Growth Share on the date of the participant ceases to be an employee of the Company or any member of its group.

'Cost' means the amount paid (by way of purchase or subscription price) and/or any income tax (and NIC or social security contributions liabilities) paid which arose on the acquisition of the Growth Shares. 'Market Value' means the value of the shares determined by the Board, in accordance with Part VIII of the Taxation of Capital Gains Act 1992.

6. Corporate events

In the event of a change of control of the Company at any time prior to the expiry of the Performance Period, whether or not the Growth Shares can be converted to ordinary shares would depend on whether the offer price is greater than the 'Target Share Price'.

If the offer price is equal to or lower than the 'Target Share Price', all of the Growth Shares will be converted to deferred shares.

If the offer price is higher than the 'Target Share Price', all of vested Growth Shares will convert automatically into ordinary shares on a 'one for one' basis.

On the winding up of the Company, in respect of a tranche of Growth Shares, if the Hurdle is not achieved, there would be no entitlement to any distribution. If the Hurdle is reached, then each such Growth Share will receive the pro-rated share of Surplus Assets.

7. Transfer Restrictions

Growth Shares may not be assigned or transferred except in certain circumstances such as transfer to certain permitted assignees or on death, compulsory transfer provisions, or conversion following the reaching of the Hurdle.

8. Taxation

A participant will be responsible for all tax liabilities arising as a result of the acquisition, holding, or disposal of the Growth Shares. The participant will be required to indemnify the Company and any relevant Group member who is his/her employer against all tax that the Company or the Group member may be required to bear but which are the primary liabilities of the participant.

A participant together with his employer will be required to enter into a valid election under section 431 of the Income Tax (Earnings and Pensions) Act 2003.

9. Malus and Clawback

The terms on which the Growth Shares will be issued will include malus and clawback provisions that may reduce or withhold some or all of the value that would otherwise accrue prior to vesting/conversion or after vesting/conversion in certain circumstances including material misstatement of the Company's results or fraud or gross misconduct of the participant.

10. Contractual obligations

This award of the Growth Shares will not form part of the participant's employment contract.

The participant has no rights to compensation or damages on account of any loss in respect of the Growth Shares where such loss arises from termination of office or employment.

The Growth Shares shall not (except as may be required by taxation law) form part of the earnings of individual or count as wages or remuneration for pension or other purposes.

A person who is not a participant has no right under the Contracts (Rights of Third Parties) Act 1999.

The Company may process and transfer a participant's personal data in accordance with its policies on data protection.

**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 Mansel Court Mansel Road Wimbledon London SW19 4AA on Thursday, 23 May 2019 at 1 p.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions

1. To receive the Company's Report and Accounts for the year ended 31 December 2018.
2. To declare a final dividend of 2.05p per Ordinary Share.
3. To re-elect Mr. R. G. Curran who retires by rotation, as a Director.
4. To re-elect Mr. D. J. Courtley 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.
6. THAT the Remuneration Report for the financial year ended 31 December 2018 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 £219,483 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 2020 or, if earlier, on 30 June 2020, 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

To consider and, if thought fit, pass the following resolutions as 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 £65,844

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or, if earlier, on 30 June 2020 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 71 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 6,584,493 (representing approximately 10 per cent. of the Company's issued ordinary share capital excluding treasury shares);
- (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 2020 or, if earlier, on 30 June 2020;
- (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, the StatPro Group plc Growth Share Plan be adopted.

11. THAT, conditional upon the passing of Resolution 10, the articles of association in the form produced to this meeting, and for the purposes of identification signed by the chairman of the meeting, be adopted as the new articles of association of the Company in substitution for the existing articles of association.

Registered Office:
Mansel Court
Mansel Road
Wimbledon
London SW19 4AA

By Order of the Board
A.M. Fabian
Company Secretary

18 April 2019

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 1 pm on 21 May 2019, 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. Alternatively, you may lodge your vote electronically at www.signalshares.com so as to be received no later than 1 pm on 21 May 2019.
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 close of business on 21 May 2019 or, if the meeting is adjourned, shareholders entered on the Company's register of members at close of business 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 31 March 2019 the Company's issued share capital consists of 68,903,650 ordinary shares of 1 pence carrying one vote each including 3,058,713 shares held in Treasury. Therefore the total voting rights in the Company as at that date are 65,844,937.
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). These documents will also be available for inspection at 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.

