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IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED all your shares in Interactive Prospect Targeting Holdings plc (the "**Company**"), please hand this document (together with the accompanying documents including the Form of Proxy) as soon as possible to the purchaser or the transferee or the stockbroker, bank or other agent through whom you made the sale or transfer for transmission to the purchaser or transferee.

**LETTER OF EXPLANATION TO ACCOMPANY NOTICE OF AGM
FROM THE CHAIRMAN OF INTERACTIVE PROSPECT TARGETING
HOLDINGS PLC**

COMPANY LOGO

(Registered in England and Wales with registered number 5173250)

Directors

Colin Thomas Lloyd (Non-Executive Chairman)
Lionel William Thain (Chief Executive Officer)
Eoin Stephen Ryan (Chief Financial Officer)
Jerome Stioui (Executive Director)
David Elie Cicurel (Non-Executive Director)
Barton Lee Faber (Non-Executive Director)

Registered office

1 Vincent Square
London
SW1P 2PN

2nd June 2008

To Shareholders and (for information only) Optionholders

Dear Shareholder,

Report and Accounts and Annual General Meeting

A copy of the report and accounts of the Company for the period ended 31 December 2007 (the "Report and Accounts") is enclosed with this letter. Attached to this letter you will find a Notice convening the third annual general meeting of the Company which is to be held at Crowne Plaza, 45-51 Buckingham Gate, London, SW1E 6AF on 26th June 2007 at 5.15PM (the "AGM"). The business of the AGM will be to receive the Report and Accounts and to conduct the other ordinary business and special business of the Company as set out in the Notice and described in the explanatory notes in the schedule to this letter.

Your Directors recommend that you vote in favour of the resolutions to be proposed at the AGM.

Action to be taken

You will find enclosed with this letter a Form of Proxy for use in connection with the AGM. Whether or not you intend to be present at the AGM, you are asked to complete the form of proxy in accordance with the instructions printed on it so as to be received by Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event not later than 5.15PM on Tuesday 24th June 2008. Completion of the Form of Proxy will not preclude you from attending and voting at the AGM should you so wish.

Yours sincerely

Colin Lloyd

SCHEDULE

EXPLANATORY NOTES TO THE SPECIAL BUSINESS TO BE PROPOSED AT THE AGM

- 1 To renew powers of the Board to allot shares and dis-application of pre-emption rights (Resolutions 5 and 6).

The Directors, under the Companies Act 1985, may only allot shares and grant rights to subscribe for shares if authorised to do so in a General Meeting or pursuant to an "employee share scheme". The Directors may also only allot shares for cash to persons who are not already Shareholders of the Company if authorised to do so by Shareholders in a General Meeting.

It is proposed to give the Board authority to allot unissued share capital and to allot shares for cash in limited circumstances (the making of a rights issue or a non-pre-emptive issue of shares for cash up to a specified maximum). An ordinary resolution (Resolution 5) will be proposed to authorise the Board to allot the unissued share capital up to an aggregate nominal amount of £66,385.76. This represents 16,596,441 shares and is equivalent to approximately 33% of the Company's current issued share capital.

A special resolution (Resolution 6) will be proposed authorising the Board to allot shares for cash without first offering them to existing Shareholders up to an aggregate nominal amount of £20,116.90. This sum represents 5,029,225 shares being equivalent to approximately 10% of the Company's current issued share capital. The Directors will use this authority in the circumstances where it is in the best interests of the Company to issue Shares for cash other than to existing Shareholders. The resolution also enables the Directors to modify the strict requirements for a rights issue in circumstance where they consider it necessary or expedient.

This authority and power will expire fifteen months from the date of the resolution or on the conclusion of the Company's next AGM, if earlier.

- 2 To authorise the Company to make market purchases of its own shares in connection with an on market share buyback (Resolution 7).

A special resolution will be proposed authorising that the Company may make an on market share buyback of its own shares, up to a maximum amount of 2,236,735 shares being equivalent to approximately 5% of the Company's current issued share capital of ordinary shares at 28 May 2008. The minimum price which may be paid by the Company for each share is 10p and the maximum price for each share is an amount equal to not more than 10% higher than the average of the middle market quotations for an ordinary share taken from the London Stock Exchange for the five business days immediately preceding the date on which such share is contracted to be purchased.

- 3 Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. This resolution allows communications to members in electronic form and permits the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by

the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within a period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of Interactive Prospect Targeting Holdings plc (the "Company") will be held at Crowne Plaza, 45-51 Buckingham Gate, London, SW1E 6AF on 26th June 2008 at 5.15PM to transact the following business:

Ordinary Business

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

1. To receive, consider and adopt the financial statements for the period ended 31 December 2007 together with the Report of the Directors and the Independent Auditors Report to the Members.
2. To re-elect Barton Lee Faber as a Director who retires from the Board in accordance with Article 22.2 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment in accordance with Article 2.6 of the Articles of Association of the Company.
3. To re-elect Lionel William Thain as a Director who retires from the Board in accordance with Article 22.2 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment in accordance with Article 2.6 of the Articles of Association of the Company
4. To re-appoint Deloitte & Touche LLP as Auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are being laid before the Company and to authorise the Directors to determine their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions which in the case of resolution 5 and 8 will be proposed as an ordinary resolution and in the case of resolution 6 and 7 as a special resolutions:

ORDINARY RESOLUTION

5. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) ("the Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities up to but not exceeding an aggregate nominal amount of £66,385.76, such amount representing 33% of the current issued share capital of the Company, provided that this authority shall expire fifteen months from the date of this resolution or on the conclusion of the Company's next annual general meeting if earlier (the "**Period of Authority**") save that the Company may before the expiry of the Period of Authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allow relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any

such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the Directors pursuant to section 80 of the Act (or the statutory provisions of which that is a re-enactment) be hereby revoked. In this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act.

SPECIAL RESOLUTION

6. That subject and conditional upon the passing of resolution 5 above the Directors be and they hereby are empowered, pursuant to section 95 of the Act to allot equity securities for cash as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities as defined in section 94 of the Act in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all the ordinary Shareholders are proportionate (as nearly as they may be) to the respective number of equity securities held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirement of a regulated body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £20,116.90.

and shall expire at the end of the Period of Authority except that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

7. THAT the Company be generally and unconditionally authorised for the purposes of section 166 of the Act to make one or more market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 0.4p each in the capital of the Company ("Ordinary Shares") provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 2,514,612 (representing 5% of the Company's current issued ordinary share capital at the 26th June 2008;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10p;
 - (c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to not more than 10% higher than the average of the middle market quotations for an ordinary share derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which such share is contracted to be purchased;
 - (d) the authority hereby conferred shall expire on the earlier of 27th November 2009 or the close of the next annual general meeting of the Company but the

Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

ORDINARY RESOLUTION

8. That the Company may send or supply documents or information to members by making them available on a website or by other electronic means.

By order of the Board
Ivan Southall
Company Secretary

Registered Office:
1 Vincent Square
London
SW1P 2PN

Registered Number: 5173250

2nd June 2008

EXPLANATORY NOTES:

- 1 A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 2 A form of proxy is enclosed. To be valid, the form of proxy must reach the Company's registrars, Capita Registrar's, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 5.15pm on 24th June 2008. Appointment of a proxy will not prevent a member from attending and voting at the Annual General Meeting. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 3 Copies of the Director's service contracts and the register of interests of the Directors are available for inspection at the Company's registered office during normal business hours on any weekday (except Saturdays, Sundays and public holidays) and at the place of meeting for 15 minutes prior to and during the Annual General Meeting.
- 4 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 5.15pm on 24th June 2008 or, if the meeting is adjourned, Shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Company's registrars.

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
8. You may not use any electronic address provided either in this notice of annual general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.