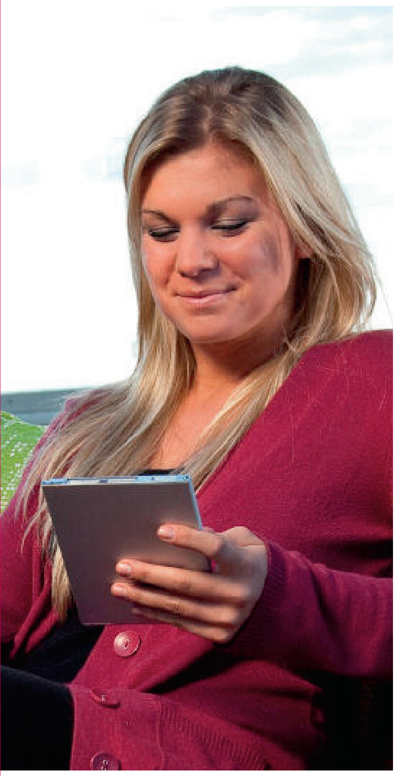
ANNUAL REPORT 2010



Financial year ending 31 December 2010

stilo
international plc

Stilo is an AIM quoted company, providing specialist software and services to organisations in aerospace and defence, manufacturing, technology, publishing and government.

We operate two complementary business divisions:

- Digital Publishing Technology and Services
- Product Lifecycle Management Solutions for SAP®

CONTENTS

CHAIRMAN'S STATEMENT

Stilo's customers span many different sectors – including manufacturing, engineering, publishing, technology, defence and government. Yet customers share a common requirement: the need for high quality content and accurate information, quickly.

With the pervasiveness of the Internet, and the growing popularity of handheld reading devices, commercial publishers increasingly need to deliver content to a wide variety of digital channels including the web, CD-ROM, eReaders, smartphones, the iPad and other tablet PCs. Our Digital Publishing solutions enable publishers to convert their content automatically into new digital formats accurately, over the internet and in a matter of minutes.

Organisations in industries such as manufacturing, aerospace and automotive also continually publish large amounts of information. This information will often comprise complex technical documentation, operating manuals and product catalogues and is required to be accessed and utilised in a variety of forms. Our technology provides Stilo customers with a robust platform for converting and re-purposing vast amounts of content at high speed – while maintaining content quality.

Businesses need accurate, up-to-date information to help them make better informed business decisions. Our Product Lifecycle Management (PLM) solutions deliver services and technology for SAP® customers to enable more rapid access to disparate data held across manufacturing and engineering disciplines. With accurate, meaningful information at their fingertips, managers across all business divisions can better understand the implications of product changes, minimise stock obsolescence and reduce the total lifecycle cost of their products.

Through two separate business divisions, Stilo will continue to develop and deliver solutions and technologies that meet business demand for high quality content and accurate information, quickly.

I am pleased to report that significant progress was made by Stilo in 2010. Sales grew steadily, operating costs reduced and there was a return to profitability. At the same time, we continued to invest in the development of new software products and online services. Our improving financial position and innovative technology provides us with a solid base upon which to build in 2011.

David Ashman
Chairman

16 March 2011

FINANCIAL HIGHLIGHTS 2010

- **Sales revenues increased by 15% to £2,384,000**
  (2009: £2,071,000)
- **Profit after taxation achieved of £142,000**
  (2009: loss £457,000)
- **Administrative expenses reduced by 11% to £1,823,000**
  (2009: £2,042,000)
- **Exchange rate losses calculated at £35,000**
  (2009: loss £84,000)
- **Investment made in product development of £337,000**
  (2009: £385,000)
- **Cash position strengthened to £494,000 as at 31 December 2010**
  (2009: £436,000)

BUSINESS HIGHLIGHTS 2010

- **Stilo introduced version 2 of Migrate, its online XML content conversion solution**
- **IBM, the originators of the XML DITA standard, evaluated and endorsed Migrate v2**
- **Stilo's OmniMark product celebrated its 20th anniversary and continues to provide a robust solution for processing high volumes of content**
- **SAP® certified Stilo's Product Change Impact Analysis solution**
- **Major services contracts undertaken with AgustaWestland, BAe Systems Insyte, Micromass UK and ALLDATA**
- **Significant OmniMark software orders received from Japan Patent Office**

IBM selects Stilo's Migrate automated service for FrameMaker to DITA conversions

IBM has placed an initial order with Stilo for the conversion of 30,000 pages of Adobe® FrameMaker® content to the IBM DITA standard. The order was placed in 2011 following rigorous trials of the Stilo Migrate online DITA conversion service by the IBM Corporate User Technologies Team.

Digital Publishing Technology & Services

Stilo specialises in helping organisations to automate the conversion of their content into different XML standards, so that they can get the content they need, in the format they want, more quickly and more accurately. Our solutions are used by commercial publishers, technology companies and government organisations that need to convert existing document formats into new digital standards, as well as organisations involved in the production and maintenance of technical documentation.

Our flagship product is **Migrate**, the world's first online content conversion service. This 'in the cloud' service provides an attractive alternative to traditional outsourcing business models. Through automation, it enables our customers to improve turnaround times, reduce operating costs and take better control of their content quality.

The Migrate service has been built using **OmniMark**, Stilo's proven high-performance content processing tool. OmniMark is used by customers around the world for the development of high-performance, complex content conversion solutions.

Our customers include Boeing, Airbus, AutoZone, GLOBALFOUNDRIES, IBM, British Library, Wolters Kluwer, Japan Patent Office and the European Parliament.

Product Lifecycle Management Solutions for SAP®

Leading manufacturer of armoured vehicles in the UK uses Stilo's Product Change Impact Analysis (PCIA) module as part of its core manufacturing processes

When parts become obsolete or unviable, the organisation needs to carefully plan its product changes to minimise interruptions to production, better manage stock holdings and ensure product quality is maintained. PCIA gives the organisation full visibility of all possible implications of the change and helps it to plan accordingly.

Stilo offers software, consulting and implementation services to organisations using SAP® Enterprise Resource Planning (ERP) solutions across industry sectors including aerospace and defence, manufacturing, and engineering.

Our services engagements typically include the migration of data between ERP systems, and the integration of corporate data with engineering and product design data held in disparate systems.

Stilo's **Product Change Impact Analysis** software is the core module in the Stilo **Product Change Management Suite**. Accredited by SAP® for use with SAP® systems, the Impact Analysis solution helps organisations to identify and address all possible impacts of a product change decision upon manufacturing and supply chain logistics, and implement changes quickly and cost effectively.

Customers include AgustaWestland, BAe Systems Insyte, EADS Defence and Security Systems UK and Micromass UK.

FINANCIAL RESULTS

The results published in this annual report for the year ended 31 December 2010 have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

In 2010, the results for Stilo show a profit, after taxation, of £142,000 (2009: loss after taxation £457,000). There was an operating profit from continuing operations of £108,000 (2009: loss of £380,000). Included within operating costs are foreign exchange losses of £35,000 (2009: losses £84,000).

Total sales revenues for the period increased by 15% to £2,384,000 (2009: £2,071,000). Administrative expenses decreased by 11% in the year to £1,823,000 (2009: £2,042,000).

The increase in sales revenues was due to an increase in professional services undertakings across both business divisions. In the PLM Solutions division, projects were undertaken with AgustaWestland, BAE Insyte, EADS and Micromass UK. In the Digital Publishing division, a significant project was undertaken with ALLDATA LLC in the United States.

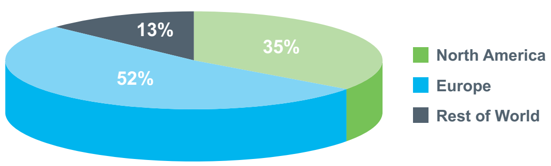
Revenues from the sale of software in the Digital Publishing division also increased and included orders from the Japan Patent Office, Honeywell and the European Parliament for OmniMark software and maintenance.

The decrease in operating costs was primarily due to cost reduction measures and restructuring which took place in 2009. As of 31 December 2010, Stilo employed 18 permanent employees, based in the UK and Canada. On an ongoing basis, extensive use is made of contractors for the delivery of professional services engagements.

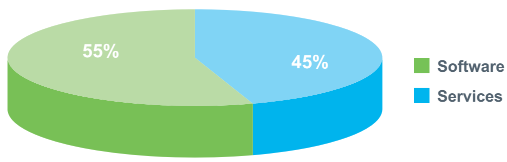
Investment in research and development continued in 2010. Research and development expenditure for the year was £337,000 (2009: £385,000). As a result of this investment, Stilo continues to benefit from research and development tax credits.

Stilo had a cash balance of £494,000 as at 31 December 2010 (31 December 2009: £436,000). Costs continue to be carefully managed in order to maintain cash reserves at a satisfactory level.

Sales revenue by geographical area



Sales revenue Software/Services



COMMERCIAL & TECHNICAL ACHIEVEMENTS

DIGITAL PUBLISHING TECHNOLOGY & SERVICES

Over a period of several months in 2010, Stilo's Migrate service was assessed by the IBM Corporate User Technologies team in the USA. Following this in-depth evaluation, IBM placed an initial order in 2011 for the conversion of FrameMaker documents to the DITA XML standard. This is a very prestigious contract win, given that IBM was the originator of the DITA standard, which is becoming increasingly popular with publishers of technical documentation.

Stilo continued to enhance its Migrate service during 2010. New conversion services aimed at commercial publishers have been added, including conversion to the DocBook XML and EPUB® standards. These are very significant new services. The EPUB® standard is rapidly becoming the defacto publishing standard for the iPad, iPhone, smartphones and other tablet devices.

PRODUCT LIFEYCLE MANAGEMENT SOLUTIONS FOR SAP®

Also in 2010, Stilo's Product Change Impact Analysis solution was certified by SAP®. In order to receive certification, proposed solutions have to undergo rigorous testing and stand up to meticulous technical scrutiny by SAP®. Achieving this accreditation will be a considerable help to future marketing efforts, providing prospective customers with the technical reassurance that comes with such an endorsement.

BUSINESS OUTLOOK

The market for digital publishing technology and services is expanding as the use of the iPad, iPhone, eReaders, smartphones and tablet devices increases. This demand is driving the requirement for publishers to ensure their content is optimised for delivery across all these platforms. In addition, the adoption of the DITA standard by technology companies for technical documentation is accelerating. The flexibility and performance of our Stilo Migrate service puts us in a strong position to capitalise on these market trends.

Additionally, we will seek to complement our publishing technology through the building of strategic relationships with offshore service providers, and to look for acquisition opportunities.

Sales of SAP®-related services are expected to reduce in 2011 as our UK Defence customers face government budget cuts. We will be seeking to offset the impact of this, primarily with increased sales of our Product Change Impact Analysis tool to new customers in the UK and international markets.

Overall, we look forward to growing the profitability of the company in 2011, and continuing the strategy of becoming primarily a technology supplier with a highly scalable business model.

DIRECTORS' REPORT

The Directors present their report together with the audited accounts of the Group and the Company for the year ended 31 December 2010.

PRINCIPAL ACTIVITY

The principal activity of the Group is the provision of specialist software and professional services to customers across a broad range of industry sectors. There are two business divisions, Digital Publishing (formerly XML Content Processing) and Solutions for SAP. The principal activity of the Company is that of a holding company.

BUSINESS REVIEW, RISK AND KEY PERFORMANCE INDICATORS

In addition to the monthly management accounts and information that are produced and monitored against the Group's plan and the previous year's performance, the Board uses Key Performance Indicators (KPI's) in the management of the key risks of the business and as a measure of the business efficiencies of the Group. The KPI's cover the following:

- Sales performance, including monitoring current and forecast sales against plans and review of sales pipeline. Sales performance is reviewed by business segment and geographically. A detailed turnover and segmental analysis is contained in Note 2 on pages 31-32. Commentary on the financial performance of the Group is given in the Chairman's Statement and Business Review.
- Receivables, including ageing, debtor day trends and cash collection. Further information about receivables is given in Note 12 on page 38. Debtor days at 31 December 2010 were 80 days (2009: 73 days). Whilst outside of contractual credit terms, the directors consider this to be reasonable in the current economic climate. Overdue amounts are closely monitored.
- Human resources KPI's, employee numbers, including added value, professional staff utilisation rates and health and safety monitors. Staff information is included in Note 3 on page 32. Employees remain committed to the Company and have been supportive of the ongoing changes which were required during the year.
- Costs and overheads, including monitoring variable costs such as sub-contractors, reviewing costs against plan, and forecasting short term expected variations in overheads. As set out in the Chairman's Statement and Business Review various cost reductions were continued during the year in order to maximise efficiency.
- Development targets and deadlines are closely monitored and product development is progressing broadly on schedule.

A detailed review of activities and developments in the Group is contained on pages 2 to 8.

FINANCIAL RISK MANAGEMENT AND EXPOSURE

Financial risk management and exposure are considered further in Note 21 on pages 42 and 43.

The Board considers the principal risks of the business are as follows:

Market Conditions – close working relations are maintained with both the Group's suppliers and customers in order to monitor market and technology changes. The directors continually monitor other markets and products that are complementary to the Group's business model and dynamics and that can be added to the Group's sales portfolio. Economic and interest rate changes are also monitored in relation to the impact they will have on the market conditions for the Group.

Product risk – in order to mitigate against the risk of technological obsolescence, the Group continues to innovate with releases of new products and the frequent updating of existing products. We endeavour to work closely with customers in our product development efforts, to help ensure their relevance and acceptability in our target markets.

Receivables and credit risk – the principal credit risk arises from trade receivables. Credit limits and credit terms are set for customers based upon payment history and references. Credit limits are reviewed regularly in conjunction with debt ageing and collection history. The directors regard the scale and spread of customers as being a safeguard against the risk of default.

Currency exposure – the Group deals in several currencies and maintains bank accounts in each of these currencies. The Group monitors foreign currency rates and currency exposure regularly. Foreign currency hedging instruments are also reviewed as a means of reducing the effect of exchange rate fluctuations.

RESULTS AND DIVIDENDS

The Group profit for the year after taxation was £142,000 (2009: loss after taxation of £457,000). The Directors do not recommend the payment of a dividend (2009: £nil). The directors consider that the going concern basis is still appropriate, supported by the return to profit in the year and the increase in cash balances, and the financial statements are prepared on the going concern basis. Further information is given in Note 1 on pages 25 to 30.

FUTURE DEVELOPMENTS

The business outlook is considered on pages 2 to 8.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year and their beneficial interests in the share capital of the Company are shown in the Remuneration Report on page 13.

SUBSTANTIAL SHAREHOLDINGS

At 14 March 2011 the Company had been notified of the following shareholding, other than Directors, who are interested directly or indirectly in three per cent or more of the issued share capital of the Company.

	Number of ordinary shares held	Percentage of issued ordinary share capital
Giltspur Nominees Limited	20,479,480	18.66%
Brewin Nominees Limited	10,357,425	9.44%
Pershing Nominees Limited	7,100,000	6.47%
HSDL Nominees Limited	6,232,706	5.68%
TD Waterhouse Nominees (Europe) Limited	5,251,101	4.79%
S J Buswell	4,084,416	3.72%
E R Pike	4,084,416	3.72%
S C Healey	3,384,416	3.08%

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Company Financial Statements for each financial year. The directors are required by the AIM rules of the London Stock Exchange to prepare group financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU') and have elected under company law to prepare the Company financial statements in accordance with IFRS as adopted by the EU.

The Group financial statements are required by law and IFRS adopted by the EU to present fairly the financial position of the Group and the Company and the financial performance of the Group; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period.

In preparing each of the Group and Company financial statements, the directors are required to:

a. select suitable accounting policies and then apply them consistently;

b. make judgements and estimates that are reasonable and prudent;

c. state whether they have been prepared in accordance with IFRSs adopted by the EU;

d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Stilo International plc website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the Group made donations of £nil (2009: £150) to local charities. The Group made no political donations (2009: £nil).

RESEARCH AND DEVELOPMENT

Research and development expenditure for the year, excluding costs capitalised, was £337,000 (2009: £385,000). Further information relating to research and development is contained on pages 2 to 8.

PAYMENTS TO SUPPLIERS

The Group's policy is to pay suppliers as early as possible having regard to cash flow considerations. As at 31 December 2010 the Group's trade payables represented 37 days' purchases (2009: 27 days).

EMPLOYEES

The Group is an equal opportunity employer and makes every effort to ensure disabled people are not discriminated against on the grounds of their disabilities. In the event of staff becoming disabled, every effort is made to ensure that employment continues and that appropriate training is arranged. Employees are kept informed regarding the Group's affairs and are consulted on a regular basis through meetings, wherever feasible and appropriate.

ENVIRONMENT

The activities of the Group do not pose environmental hazards. The Group monitors energy consumption and the Company co-operates with relevant authorities to ensure that all statutory environmental requirements are complied with.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all of the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

Baker Tilly UK Audit LLP has indicated its willingness to continue in office.

Approved by the Directors and signed by order of the Board

Richard Alsept
Company Secretary

16 March 2011

REMUNERATION REPORT

MEMBERSHIP

Remuneration policy is set by the Chairman David Ashman with assistance from the Company Secretary.

POLICY STATEMENT

The Chairman sets the remuneration and all other terms of employment of the executive Directors. Remuneration levels are set by reference to individual performance, experience and market conditions with a view to providing a package which is appropriate for the responsibilities involved. It is the Committee's intention to seek to align the interests of the executive Directors with those of the shareholders.

SERVICE CONTRACTS

There are no contracts of service under which any executive Director of the Company is employed by the Company or any of its subsidiaries other than contracts expiring or determinable by the employing company within one year and without payment of predetermined compensation which exceeds more than one year's salary, benefits in kind and pension.

DIRECTORS' INTERESTS

The interests of the Directors at 31 December 2010 in the shares of the Company were as follows:

	31 December 2010 Number of Ordinary Shares	1 January 2010 Number of Ordinary Shares
Executive		
L Burnham	5,000,000	5,000,000
Non-executive		
D Ashman	10,900,000	10,900,000
B H Welck (resigned 23 April 2010)	–	2,125,000

SHARE OPTION SCHEME

At 31 December 2010 the following share options were held by Directors:

	1 January 2010	Number Granted in the year	Number Cancelled in the year	31 December 2010	Exercise price	Date from which exercisable	Expiry Date
L Burnham	2,600,000	–	–	2,600,000	1.5p	24 December 2008	No expiry

The market price of the Company's shares at the end of the financial year was 2.75p and the range of the market prices during the year ended 31 December 2010 was between 1.125p and 2.75p.

NON-EXECUTIVE DIRECTORS

The remuneration of the non-executive Directors is considered by the executive Director. Non-executive Directors do not have contracts of service, but each current terms of appointment are for an initial period of twelve months and continue thereafter on three months' notice.

David Ashman
Chairman

16 March 2011

DIRECTORS AND OFFICERS

A brief biography of the Group's Directors and Officers is set out below:

DIRECTORS

David Ashman – *Non-Executive Director and Chairman*

David held various accounting positions at Unilever, Reed International, Letraset, Borg Textiles and Marley before joining Bowater Paper Group where he became Finance Director. It was there that he was a key member of the management team which carried out an MBO from Bowaters, subsequently floating the company on the London Stock Exchange and accepting a bid two years later valuing the Company at £300 million. His main focus today is investing in small, undervalued companies.

Leslie Burnham – *Director and Chief Executive Officer*

Following an initial spell in corporate planning at Mobil Oil, Les has spent his entire career in the IT industry, holding a variety of sales and executive management positions at ICL, Prime Computer and Research Machines. At Research Machines he was responsible for achieving rapid sales growth from £11million to £40+ million over a four year period.

Experienced in venture capital backed technology ventures, he has successfully developed business on an international basis, particularly in North America and Europe, and founded his own company re-publishing and marketing software applications. Having joined Stilo in 1999 as Sales and Marketing Director, the company's fourth employee, he went on to become CEO and manage Stilo's IPO the following year, subsequently leading the company's acquisition and growth strategy.

Les holds a Joint Honours Degree in Mathematics/Operational Research obtained from Leeds University and attended Cranfield School of Management, one of the world's leading international business schools.

OFFICERS

Richard Alsept – *Company Secretary and Chief Financial Officer*

Richard is a qualified Chartered Accountant. After graduating from Durham University with an Honours degree in Economics, he trained and qualified as an accountant with Touche Ross & Co. He then spent a number of years in general practice, dealing with all aspects of owner-managed businesses, before becoming a financial director in various industries and forming his own accountancy practice specialising in accounting, taxation and financial direction. Through his practice, he became involved with Stilo as Chief Financial Officer and subsequently also became Company Secretary in 2003. Having sold his practice in 2008, Richard took time to pursue other personal interests, prior to rejoining Stilo in 2010.

ADVISERS

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Whitehill Way, Swindon
SN5 6QR

REGISTERED NUMBER
03893693

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BROKER
Charles Stanley Securities
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London
EC1A 3NT

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Beckenham
Kent
BR3 4TU

CORPORATE GOVERNANCE

COMPLIANCE

As the Company is listed on AIM, it is not required to comply with the provisions set out in the 2008 FRC Combined Code prepared by the Committee on Corporate Governance. However, the following information is provided which describes how the Company applies the principles of corporate governance.

DIRECTORS

The Company supports the concept of an effective board leading and controlling the Company. The Board is responsible for approving company policy and strategy. It meets bi-monthly and has a schedule of matters specifically reserved to it for decision. Management supply the Board with appropriate and timely information and the Directors are free to seek any further information they consider necessary. All Directors have access to advice from the Company Secretary and independent professionals at the company's expense.

The Board consists of one executive Director, who holds a key operational position in the Company, and one non-executive Director who brings a breadth of experience and knowledge. The current Board members are described on page 14.

The 2008 FRC Combined Code stipulates that the majority of non-executive Directors should be independent of management and free from any business or other relationship, which could materially interfere with the exercise of their independent judgement. The Board consider that one non-executive Director is sufficient, given the size of the Company.

All Directors are subject to re-election every three years and, on appointment, at the first Annual General Meeting (AGM) after appointment.

RELATIONS WITH SHAREHOLDERS

The Directors meet regularly with the Company's institutional and other major shareholders in order to communicate mutual understanding of objectives. The Company intends at its AGMs to communicate with private investors and encourage their participation.

Each year shareholders receive a full annual report and an interim report.

AUDIT COMMITTEE

The Audit Committee comprises the non-executive Director. The non-executive Director meets with the auditors on a formal basis twice a year and whenever it is considered appropriate. The non-executive Director is responsible for ensuring that the financial performance of the Group is properly measured and reported and for reviewing reports from the auditor relating to the Group accounts and the Group's internal control systems. The non-executive Director monitors the level of non-audit work undertaken by the auditors prior to the annual audit.

INTERNAL CONTROLS

The Board is responsible for ensuring that the Group maintains a system of internal financial controls including suitable monitoring procedures. The objective of the system is to safeguard Group assets, ensure proper accounting records are maintained and that the financial information used within the business and for publication is reliable.

Internal financial control monitoring procedures undertaken by the Board include the review of monthly financial reports and monitoring of performance, setting of annual budgets and monthly forecasts and the prior approval of all significant expenditure.

GOING CONCERN

After making appropriate enquiries, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group accounts. Further information is given in Note 1 on pages 25-30.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STILO INTERNATIONAL PLC

We have audited the group and parent company financial statements ("the financial statements") on pages 18 to 45. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As more fully explained in the Directors' Responsibilities Statement set out on pages 10 and 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

OPINION ON THE FINANCIAL STATEMENTS

In our opinion

- the financial statements give a true and fair view of the state of the group's and the parent's affairs as at 31 December 2010 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union
- the parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS OF WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

ANDREW ALLCHIN *(Senior Statutory Auditor)*

For and on behalf of **BAKER TILLY UK AUDIT LLP**, *Statutory Auditor*
Chartered Accountants

Hartwell House, 55 – 61 Victoria Street
Bristol BS1 6AD

16 March 2011

GROUP INCOME STATEMENT
for the year ended 31 December 2010

	Note	2010 £'000	2009 £'000
Revenue – continuing operations	2	**2,384**	2,071
Cost of sales		**(379)**	(251)
Gross profit		**2,005**	1,820
Administrative expenses		**(1,823)**	(2,042)
Exceptional expenses	4	**–**	(88)
Amortisation of intangible assets		**(74)**	(70)
Operating profit/(loss)	4	**108**	(380)
Finance Income	5	**1**	1
Profit/(loss) before tax		**109**	(379)
Income tax	6	**33**	(78)
Profit/(loss) for the year attributable to the equity shareholders of the parent company		**142**	(457)
Earnings/(loss) per share – basic	7	**0.13p**	(0.42p)
Earnings/(loss) per share – diluted	7	**0.12p**	(0.42p)

The notes on pages 25 to 45 form an integral part of these consolidated financial statements.

GROUP STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2010

	2010 £'000	2009 £'000
Profit/(loss) for the year	**142**	(457)
Other comprehensive income		
Foreign currency translation differences	**21**	10
Other comprehensive income for the year, net of tax	**21**	10
Total comprehensive income for the year	**163**	(447)

All comprehensive income is attributable to equity shareholders of the parent.

GROUP AND PARENT COMPANY STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2010

	Note	Group 2010 £'000	Group 2009 £'000	Company 2010 £'000	Company 2009 £'000
Non-current assets					
Goodwill	8	**1,693**	1,683	**–**	–
Other intangible assets	9	**167**	241	**–**	–
Investments	25	**–**	–	**1,532**	1,610
Plant and equipment	10	**21**	21	**–**	–
Deferred tax asset	11	**–**	–	**–**	–
		1,881	1,945	**1,532**	1,610
Current assets					
Trade and other receivables	12	**698**	480	**–**	–
Income tax asset		**33**	54	**–**	–
Cash and cash equivalents	13	**494**	436	**3**	–
		1,225	970	**3**	–
Total assets		**3,106**	2,915	**1,535**	1,610
Current liabilities					
Trade and other payables	14	**563**	533	**–**	–
Non-current liabilities					
Other payables	15	**–**	6	**–**	–
Total liabilities		**563**	539	**–**	–
Equity attributable to equity shareholders of the parent Company					
Called up share capital	16	**5,618**	5,618	**5,618**	5,618
Share premium account	16	**5,524**	5,524	**5,524**	5,524
Merger reserve	16	**658**	658	**–**	–
Retained earnings	16	**(9,257)**	(9,424)	**(9,607)**	(9,532)
Total equity		**2,543**	2,376	**1,535**	1,610
Total equity and liabilities		**3,106**	2,915	**1,535**	1,610

The notes on pages 25 to 45 form an integral part of these consolidated financial statements.

These accounts were approved by the Board of Directors and authorised for issue on 16 March 2011 and signed on its behalf by:

Les Burnham
Chief Executive Officer

GROUP STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2010

	Called up share capital £'000	Share premium account £'000	Merger reserve £'000	Retained Earnings £'000	Total £'000
Balance at 1 January 2009	5,618	5,524	658	(9,009)	2,791
Comprehensive income					
(Loss) for the financial year	–	–	–	(457)	(457)
Other comprehensive income					
Exchange adjustments	–	–	–	10	10
Total comprehensive income	–	–	–	(447)	(447)
Transactions with owners					
Share based transactions	–	–	–	32	32
Total transactions with owners	–	–	–	32	32
Balance at 1 January 2010	5,618	5,524	658	(9,424)	2,376
Comprehensive income					
Profit for the financial year	–	–	–	142	142
Other comprehensive income					
Exchange adjustments	–	–	–	21	21
Total comprehensive income	–	–	–	163	163
Transactions with owners					
Share based transactions	–	–	–	4	4
Total transactions with owners	–	–	–	4	4
At 31 December 2010	**5,618**	**5,524**	**658**	**(9,257)**	**2,543**

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2010

	Called up share capital £'000	Share premium account £'000	Retained earnings £'000	Total £'000
At 1 January 2009	5,618	5,524	(9,492)	1,650
Comprehensive income				
Loss for the financial year	–	–	(40)	(40)
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	(40)	(40)
At 1 January 2010	5,618	5,524	(9,532)	1,610
Comprehensive income				
Loss for the financial year	–	–	(75)	(75)
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	(75)	(75)
At 31 December 2010	**5,618**	**5,524**	**(9,607)**	**1,535**

GROUP STATEMENT OF CASH FLOWS
for the year ended 31 December 2010

	Note	2010 £'000	2010 £'000	2009 £'000	2009 £'000
Cash flows from operating activities					
Profit/(loss) before taxation		**109**		(379)	
Adjustment for depreciation and amortisation		**88**		87	
Adjustment for investment income		**(1)**		(1)	
Adjustment for foreign exchange differences		**11**		8	
Adjustment for share-based payments		**4**		32	
Operating cash flows before movements in working capital		**211**		(253)	
Movement in trade and other receivables		**(218)**		478	
Movement in trade and other payables		**24**		(354)	
Cash generated from/(used in) operations			**17**		(129)
Tax credit received			**54**		52
Net cash generated from/(used in) operating activities			**71**		(77)
Cash flows from investing activities					
Finance income			**1**		1
Development costs capitalised			**–**		(24)
Purchase of plant and equipment			**(14)**		(10)
Net cash used in investing activities			**(13)**		(33)
Financing activities					
Issue of ordinary share capital			**–**		–
Share issue costs			**–**		–
Net cash from financing activities			**–**		–
Net increase/(decrease) in cash and cash equivalents			**58**		(110)
Cash and cash equivalents at beginning of year			**436**		546
Cash and cash equivalents at end of year	*13*		**494**		436

Cash and cash equivalents consist of cash on hand and balances with banks.

PARENT COMPANY STATEMENT OF CASH FLOWS

for the year ended 31 December 2010

	2010 £'000	2010 £'000	2009 £'000	2009 £'000
Net cash outflow from operating activities		**(75)**		(40)
Acquisitions and disposals				
Loans to subsidiary companies	**78**		40	
Net cash inflow from acquisitions and disposals		**78**		40
Net cash inflow before management of liquid resources and financing		**3**		–
Increase in cash and cash equivalents		**3**		–
Cash and cash equivalents at beginning of year		**–**		–
Cash and cash equivalents at end of year		**3**		–

Cash and cash equivalents consist of cash on hand and balances with banks.

NOTES TO THE ACCOUNTS
for the year ended 31 December 2010

1 ACCOUNTING POLICIES

(a) Basis of Preparation
Stilo International Plc is a public listed company, incorporated and domiciled in England. It is quoted on AIM.

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and International Financial Reporting Committee ("IFRC") interpretations that are applicable to the consolidated financial statements for the year ending 31 December 2010, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared in Sterling as this represents the functional currency of the Group.

The consolidated financial statements have been prepared in accordance with IFRS including standards and interpretations issued by the International Accounting Standards Board, as adopted by the European Union. They have been prepared using the historical cost convention. The parent company accounts have also been prepared in accordance with IFRS.

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions, which are based on management's best judgement at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change. Where necessary, the comparatives have been reclassified or extended from the previously reported results to take into account presentational changes.

The directors consider that the going concern basis is still appropriate, supported by the return to profit in the year and the increase in cash balances. The cost base has been significantly reduced and cash flow forecasts indicate that the company will be able to meet future financing needs from future cash flows generated. Cash flow forecasts assume a modest sales growth and improved profitability. In order to conclude whether the going concern basis is appropriate for the preparation of the financial statements, management have prepared forecasts based on a flat level of trading for the current year and assuming that the historical payment profile of receivables and payables remains consistent with that experienced in recent years. They have also assumed that there are no significant changes in staffing levels. These forecasts show that the Company has adequate level of cash reserves to meet its operating liabilities as and when they fall due from existing sources. A 20% reduction in revenue levels (without any adjustment in the cost base in the business) would be required before the company would need to consider alternative sources of funding. Given that this kind of drop-off in revenues is considered by management to be highly unlikely to occur and they would be able to take compensating actions with regard to the Company's cost base, management have concluded that the current forecasts have adequate headroom to be able to conclude that the going concern basis remains appropriate.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

IAS 32 Financial Instruments: Presentation – Amendment; Classification of Rights Issues, Effective date: Periods commencing on or after 1 February 2010. The amendment states that if such rights are issued pro rata to an entity's all existing shareholders in the same class for a fixed amount of currency, they should be classified as equity regardless of the currency in which the exercise price is denominated.

IAS 24 Revised IAS 24 Related Party Disclosures, Effective date: Periods commencing on or after 1 January 2011.

Standards, amendments and interpretations to existing standards that are not yet effective and are not relevant for Group's operations:

IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments, Effective date: Periods commencing on or after 1 July 2010.

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Group.

(b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

The trading results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenditure are eliminated on consolidation.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are initially measured at fair value at the acquisition date irrespective of the extent of any minority interest.

The excess of cost of acquisition over the fair values of the Group's share of identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair value of identifiable net assets acquired (i.e. discount on acquisition) is recognised directly in the income statement.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the Group.

(c) Goodwill

Goodwill arising on consolidation is recorded as an intangible asset and is the surplus of the cost of acquisition over the Group's interest in the fair value of identifiable net assets acquired. Goodwill is allocated to cash generating units and is reviewed annually for impairment. Any impairment identified as a result of the review is charged in the income statement.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

(d) Foreign currency translation
Transactions in currencies other than sterling, the presentational and functional currency of the Group, are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on retranslation are included in the income statement for the period, except for exchange differences on non-monetary assets and liabilities, which are recognised directly in equity, where the changes in fair value are recognised directly in equity.

(e) Intangible assets other than goodwill
An intangible asset, which is an identifiable non-monetary asset without physical substance, is recognised to the extent that it is probable that the expected future economic benefits attributable to the asset will flow to the Group and that its cost can be measured reliably. The asset is deemed to be identifiable when it is separable or when it arises from contractual or other legal rights.

Customer contracts and computer software tools that are not integral to an item of property, plant and equipment are recognised separately as an intangible asset and are carried at cost less accumulated amortisation and accumulated impairment losses. Costs include software licences and consulting costs attributable to the development, design and implementation of the computer software tools. Amortisation is calculated using the straight-line method so as to charge the cost of the contracts and computer software tools to the income statement over the estimated useful life of 5 years.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development expenditure is capitalised as an intangible asset only if the following conditions are met:

1. an asset is created that can be identified;
2. it is probable that the asset created will generate future economic benefit;
3. it is technically and commercially feasible;
4. sufficient resources are available to complete the development;
5. the development cost of the asset can be measured reliably.

Development expenditure thus capitalised is amortised over its useful life. Where the criteria are not met, development expenditure is recognised as an expense in the income statement in the period in which it is incurred.

The Group assesses at each reporting date whether an asset may be impaired. If any such indicator exists the entity tests for impairment by estimating the recoverable amount. If the recoverable amount is less than the carrying value of an asset an impairment loss is required. In addition to this, assets with indefinite lives and goodwill are tested for impairment at least annually.

(f) Plant and equipment
All plant and equipment assets are stated at cost less accumulated depreciation.

Depreciation of plant and equipment is provided to write off the cost, less residual value, on a straight line basis over the estimated useful life, as follows:

Office equipment	20% – 33.3% per annum
Computer equipment	33.3% per annum
Leasehold improvements	20% per annum

Residual values, remaining useful lives and depreciation methods are reviewed annually and adjusted if appropriate.

Gains or losses on disposal are included in the income statement.

The entity assesses at each reporting date whether an asset may be impaired. If any such indicator exists the entity tests for impairment by estimating the recoverable amount. If the recoverable amount is less than the carrying value of an asset an impairment loss is required. In addition to this, assets with indefinite lives and goodwill are tested for impairment at least annually.

(g) Taxes

The tax expense represents the sum of the current tax expense and deferred tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated by using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based upon tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

(h) Fair values

Fair value is the amount for which a financial asset, liability or instrument could be exchanged between knowledgeable and willing parties in an arm's length transaction. It is determined by reference to quoted market prices, adjusted for estimated transaction costs that would be incurred in an actual transaction, or by use of established estimation techniques. The fair values at the balance sheet date are approximately in line with their reported carrying values unless specifically mentioned in the notes to the financial statements.

(i) Financial instruments
Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Trade receivables
Trade receivables do not carry any interest and are initially recognised at fair value and subsequently at amortised cost using the effective interest method less any provision for impairment.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Financial liabilities and equity
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its trade payables. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

(j) Share based payments
The group has applied the exemption available under IFRS 1 and elects to apply IFRS 2 only to awards of equity instruments made after 7 November 2002 that had not vested by 1 January 2006.

Options are measured at fair value at grant date using the Black-Scholes model. The fair value is expensed on a straight line basis over the vesting period, based on an estimate of the number of options that will eventually vest.

(k) Retirement benefit
Contributions to defined contribution plans are recognised as an expense as the contributions accrue.

(l) Leases
Leases in which a significant proportion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are recognised in the income statement on a straight line basis over the term of the lease.

(m) Provisions
Provisions are recognised in the balance sheet when there is a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(n) Deferred income
Deferred income represents income received from clients in advance of work done, and also the element of maintenance contracts not falling due in the current year.

(o) Earnings per share
Earnings per share is calculated by dividing the earnings attributable to Ordinary shareholders by the weighted average number of Ordinary shares in issue during each of the respective periods. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares in issue to assume conversion of all dilutive potential ordinary shares. A calculation is done to determine the number of shares that could have been acquired at fair value based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

(p) Critical accounting estimates and areas of judgement
Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(q) Segmental reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for making strategic decisions, allocating resources and assessing performance of the operating segments, has been identified as the board of directors.

(r) Trade payables
Trade payables do not carry any interest and are stated at their fair value.

(s) Investments
Investments are stated at cost, less provision for any diminution in value.

Critical judgements in applying the group's accounting policies
During the period the directors considered that £nil (2009: £24,000) of development costs met the criteria for recognition as intangible assets as defined in IAS 38. The recognition criteria on which this judgement was made are given in more detail in the Intangible Assets accounting policy. The capitalised development costs are being amortised over a period which is considered by management to be the minimum economic useful life of the asset.

The directors have considered the potential recognition of a deferred tax asset with regard to the requirements of IAS12. The group has returned to profitability in the current year but, given the current difficult economic environment and hence the uncertainties that exist with regard to the timing of future profits, the directors have concluded that it is not appropriate to recognise a deferred tax asset at this time.

The directors have considered the appropriateness of the going concern basis. This is further considered in Accounting Policies Note 1 (a).

Impairment reviews have been carried out for goodwill and other intangible assets. This is further described in Accounting Policies Note 1 (c) and Note 1 (e).

Key sources of estimation uncertainty
The directors believe that there are no key sources of estimation uncertainty in the accounts for the year.

2 REVENUE AND SEGMENTAL ANALYSIS

Management has determined the operating segments based on the reports which the board of directors review and use to make strategic decisions. The board monitors the performance of the two main business segments on the basis of profit contribution before marketing, finance and corporate costs, which are reviewed separately, and share based transactions. The business segments are as follows:

- **Digital Publishing (formerly XML Content Processing):** building high-performance content processing solutions that acquire, enrich and ultimately deliver content to enterprise information portals and supply chain partners. The Digital Publishing business segment derives its revenue from consulting services, software and software maintenance.
- **Solutions for SAP:** providing consulting services to users of SAP ERP systems, specialising in the disciplines of Product Lifecycle Management and Document Management. The Solutions for SAP business segment derives its revenue from consulting services, software and software maintenance.

The segmental results for the year ended 31 December 2010 are as follows:

	2010		2009	
	Revenue £'000	**Profit/(loss) £'000**	Revenue £'000	Profit/(loss) £'000
Digital Publishing	**1,423**	**433**	1,389	145
Solutions for SAP	**961**	**173**	682	(33)
Marketing, finance and corporate expenses	**–**	**(494)**	–	(460)
Share based transactions	**–**	**(4)**	–	(32)
Interest income	**–**	**1**	–	1
	2,384	**109**	2,071	(379)

		2010			2009	
	Assets £'000	**Liabilities £'000**	**Net Assets £'000**	Assets £'000	Liabilities £'000	Net Assets £'000
Digital Publishing	**2,423**	**258**	**2,165**	2,411	392	2,019
Solutions for SAP	**683**	**248**	**435**	504	122	382
Corporate	**–**	**57**	**(57)**	–	25	(25)
	3,106	**563**	**2,543**	2,915	539	2,376

Other segmental information:

		2010			2009	
	Capital Additions £'000	**Depreci-ation £'000**	**Amortis-ation £'000**	Capital Additions £'000	Depreci-ation £'000	Amortis-ation £'000
Digital Publishing	**12**	**12**	**44**	6	13	40
Solutions for SAP	**2**	**2**	**30**	4	4	30
Total	**14**	**14**	**74**	10	17	70

Analysis by geographical segment
At 31 December 2010, the Group's operations are located in the UK and in Canada.

The analysis by geographical area of the Group's revenue and other segmental information is as follows:

	2010			2009		
	Revenue by destination £'000	**Non-current Assets £'000**	**Capital Expenditure £'000**	Revenue by destination £'000	Non-current Assets £'000	Capital Expenditure £'000
United Kingdom	**1,023**	**221**	**2**	638	295	4
Rest of Europe	**225**	**–**	**–**	533	–	–
North America	**829**	**1,693**	**12**	810	1,650	6
Asia	**299**	**–**	**–**	81	–	–
South America	**–**	**–**	**–**	–	–	–
Australasia	**8**	**–**	**–**	9	–	–
	2,384	**1,881**	**14**	2,071	1,945	10

Revenues of £379,000 (2009: £39,000) which represent more than 10% of total revenues are derived from an individual external customer in the UK Solutions for SAP business segment. Revenues of £298,000 (2009: £81,000) are derived from an individual external customer in the North American Digital Publishing business segment.

3 STAFF COSTS

Employee costs, including executive Directors, during the year amount to:

	2010 £'000	2009 £'000
Wages and salaries	**1,036**	1,165
Redundancy costs	**–**	78
Social security costs	**104**	120
Pension contributions	**29**	37
Share based payments	**4**	32
	1,173	1,432

The monthly average number of persons, including non-executive Directors, employed by the Group in the year was:

	2010 £'000	2009 £'000
Research and development	**5**	5
Sales, marketing and services	**9**	11
Management and administration	**6**	7
	20	23

The number of persons employed at 31 December 2010 was 18.

Key management personnel are considered to be the directors (executive and non-executive).

Directors emoluments and those of the highest paid director are as follows:

	Les Burnham		Barry Welck	
	2010	2009	**2010**	2009
	£'000	£'000	**£'000**	£'000
Salary, fees and benefits in kind	**157**	148	**4**	12
Pension contributions	**7**	7	**–**	–
Social security costs	**19**	18	**–**	–
Other benefits	**3**	4	**–**	–
Share based payments	**1**	8	**–**	–
	187	185	**4**	12

One director, Les Burnham (2009: one) was accruing a benefit under a defined contribution scheme.

Details relating to emoluments paid to Christine Moore are shown in note 23.

David Ashman received no emoluments in 2010 or 2009.

4 OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging:

	2010	2009
	£'000	£'000
Depreciation of owned property, plant and equipment	**14**	17
Amortisation of intangible assets	**74**	70
Operating lease rentals		
– Land and buildings	**91**	86
– Other	**4**	4
Research and development	**337**	385
Auditor's remuneration		
– Audit fees – parent company and consolidation	**16**	15
– Audit fees – subsidiaries	**22**	20
– Non audit services – parent company	**2**	3
Exceptional items – redundancy costs, including legal fees	**–**	88
Net foreign exchange losses recognised in the income statement	**35**	84

The analysis of fees payable to the Group's auditors is as follows:

	2010	2009
	£'000	£'000
Baker Tilly UK Audit LLP		
Fees in respect of the parent company's annual accounts and consolidation	**16**	15
Fees in respect of subsidiary's annual accounts	**8**	7
Fees in respect of interim report – parent company	**2**	3
Baker Tilly UK Audit LLP total	**26**	25
Members of Baker Tilly International		
Collins Barrow	**14**	13
Total	**40**	38

5 FINANCE INCOME

	2010 £'000	2009 £'000
Interest on short term deposits	**1**	1

6 INCOME TAX

(a) Current year tax (credit)/charge

	2010 £'000	2009 £'000
Overseas taxation	**(33)**	(26)
Research and development tax credit	**–**	(27)
Deferred tax charge	**–**	131
	(33)	78

(b) Tax reconciliation

	2010 £'000	2009 £'000
The tax assessed for the year differs from the small companies' rate in the UK (21%). The differences are explained below:		
Profit/(loss) on ordinary activities before tax	**109**	(379)
Tax at 21% (2009: 21%)	**23**	(80)
Effects of:		
Expenses not deductible for tax purposes	**17**	7
Tax losses (utilised)/carried forward	**(40)**	73
Deferred taxation credit for asset derecognised in the accounts	**–**	131
Research and development tax credit (including overseas)	**(33)**	(53)
Tax (credit)/charge for the year	**(33)**	78

There are tax losses of approximately £5.0 million (2009: £5.0 million) available for carrying forward against future profits of Group companies.

7 EARNINGS/(LOSS) PER SHARE

Earnings per share is based on the profit for the year of £142,000 (2009: loss of £457,000), and the weighted average number of ordinary shares in issue during the year of 109,728,470 (2009: 109,728,470). The fully diluted earnings per share in 2010 takes account of outstanding options which results in a weighted average number of shares in issue during the year of 118,579,470.

As there was a loss per share in 2009 there was no dilution in that year.

8 GOODWILL – GROUP

Goodwill

	£'000
Cost	
At 1 January 2009	1,683
Exchange rate translation difference for assets held in foreign currency	–
At 1 January 2010	1,683
Exchange rate translation difference for assets held in foreign currency	10
At 31 December 2010	**1,693**
Accumulated impairment	
At 1 January 2009	–
Impairment loss	–
At 1 January 2010	–
Impairment loss	–
At 31 December 2010	**–**
Closing carrying value	
At 31 December 2010	**1,693**
At 31 December 2009	**1,683**
At 31 December 2008	**1,683**

The goodwill has arisen upon:

The acquisition of Stilo Corporation (formerly OmniMark Technologies Corporation).

The acquisition of the Content Engineering Division of Xia Systems Corporation.

The acquisition of the business and assets of the Engineering Solutions business of Proceed Holdings Limited.

No impairment provision has been made in this year because the acquired businesses are expected to continue to generate profits in the foreseeable future.

The goodwill is allocated to the group's cash-generating units (CGU's) identified according to operating segment, as follows: Solutions for SAP £50,000 and Digital Publishing £1,643,000. The recoverable amount of the CGU's has been determined by value in use calculations, using pre-tax cash flow projections based on financial budgets approved by management covering a five year period. Cash flows arising from OmniMark software maintenance are extended beyond the five year period as these revenues are annual, recurring revenues which are expected to continue indefinitely. Cash flows beyond the five year period are extrapolated using a growth rate of between 2% and 5% (2009: 2%). The growth rate does not exceed the long-term average growth rate for the industry. A discount rate of 10% (2009: 10%) has been assumed. The key assumptions which have been used within the value in use calculations are consistent with the forecasts and budgets used by management and are considered to be prudent.

9 OTHER INTANGIBLE ASSETS – GROUP

	Contracts and Tools £'000	Development Costs £'000	Total £'000
Cost			
At 1 January 2009	148	199	347
Additions	–	24	24
At 1 January 2010	148	223	371
Additions	–	–	–
At 31 December 2010	**148**	**223**	**371**
Accumulated amortisation			
At 1 January 2009	60	–	60
Amortisation charge for the year	30	40	70
At 1 January 2010	90	40	130
Amortisation charge for the year	30	44	74
At 31 December 2010	**120**	**84**	**204**
Closing carrying value			
At 31 December 2010	**28**	**139**	**167**
At 31 December 2009	**58**	**183**	**241**
At 31 December 2008	**88**	**199**	**287**

Contracts and tools relate to customer contracts and software tool assets acquired from Proceed Holdings Limited in 2006. They are being amortised over their estimated useful life of 5 years, starting in the year ended 31 December 2007. The amortisation charge relating to contracts and tools is included within the Solutions for SAP business segment.

Development costs relate to the 'Migrate' conversion portal. Sales commenced in 2009. Costs are being amortised over the product's expected useful life of 5 years, commencing in 2009. The amortisation charge relating to development costs is included within the Digital Publishing business segment.

The amortisation charge is included within administrative expenses.

10 PLANT AND EQUIPMENT – GROUP

	Office equipment £'000	Computer equipment £'000	Leasehold improve-ments £'000	Total £'000
Cost				
At 1 January 2009	19	201	61	281
Additions	–	10	–	10
Disposals	–	(32)	–	(32)
At 1 January 2010	19	179	61	259
Additions	–	14	–	14
Disposals	–	(8)	–	(8)
At 31 December 2010	**19**	**185**	**61**	**265**
Depreciation				
At 1 January 2009	17	181	55	253
Charge for the year	1	14	2	17
Disposals	–	(32)	–	(32)
At 1 January 2010	18	163	57	238
Charge for the year	1	11	2	14
Disposals	–	(8)	–	(8)
At 31 December 2010	**19**	**166**	**59**	**244**
Net book value				
At 31 December 2010	**–**	**19**	**2**	**21**
At 31 December 2009	**1**	**16**	**4**	**21**
At 31 December 2008	**2**	**20**	**6**	**28**

The depreciation charge is included within administrative expenses.

11 DEFERRED TAX – GROUP

Deferred tax assets comprise:

	2010 £'000	2009 £'000
At 1 January	**–**	131
Unused tax losses derecognised in the accounts	**–**	(131)
At 31 December	**–**	–

At the balance sheet date, the Group has unused tax losses of £5.0m (2009: £5.0m) available for offset against future profits. No deferred tax asset (2009: £nil) has been recognised in respect of these available losses due to the unpredictability of the timing of future profit streams.

12 TRADE AND OTHER RECEIVABLES – GROUP

	2010 £'000	2009 £'000
Trade receivables	**562**	407
Other receivables	**95**	9
Prepayments	**38**	56
VAT receivable	**3**	8
	698	480

Standard credit terms for trade receivables are 30 days from invoice date, although certain credit terms are contract-specific. The directors consider that the carrying amount of trade and other receivables approximates their fair value. Gross trade receivables at year end were £570,000 (2009: £416,000).

A bad debt reserve of £8,000 (2009: £9,000) is provided against impaired debts. The value of debts which were past due but not impaired at year end was £147,000 (2009: £108,000). These relate to a number of independent customers for whom there is no history of default. The ageing of these debts is as follows:

	2010 £'000	2009 £'000
Up to 1 month overdue	**120**	43
1 to 2 months	**24**	7
More than 2 months	**3**	58
	147	108

Trade receivables denominated in US dollars at year end were £163,000 (2009: £180,000) and trade receivables denominated in Euro's were £28,000 (2009: £45,000). The balance of trade receivables was denominated in sterling.

Movements on the group provision for impairment of trade receivables are as follows:

	2010 £'000	2009 £'000
At 1 January	**9**	19
Provision for receivables impairment	**–**	9
Receivables written off during the year as uncollectible	**(1)**	(5)
Unused amounts reversed	**–**	(14)
At 31 December	**8**	9

13 CASH AND CASH EQUIVALENTS

Group

Cash and cash equivalents consist of cash on hand and short term deposits held with banks. Cash and short term deposits and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

	2010 £'000	2009 £'000
Cash on hand and balances with banks	**494**	436

The carrying amount of these assets approximates their fair value.

Parent Company

Cash and cash equivalents consist of cash on hand and short term deposits held with banks. Cash and short term deposits and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

	2010 £'000	2009 £'000
Cash on hand and balances with banks	**3**	–

The carrying amount of these assets approximates their fair value.

14 TRADE AND OTHER PAYABLES – GROUP

	2010 £'000	2009 £'000
Trade payables	**110**	62
Accrued expenditure	**109**	90
Deferred income	**224**	323
Other taxation and social security	**120**	58
	563	533

The directors consider that the carrying amount of trade and other payables approximates to their fair value.

The average credit period taken at 31 December 2010 was 37 days (2009: 27 days).

Trade payables denominated in a foreign currency at year end were £41,000 (2009: £22,000).

15 NON-CURRENT LIABILITIES – OTHER PAYABLES – GROUP

	2010 £'000	2009 £'000
Deferred income	**–**	6

Deferred income arises on maintenance contracts. Revenue is recognised over the period to which the maintenance contract relates.

16 SHARE CAPITAL – GROUP AND PARENT

	2010 £'000	2009 £'000
Authorised		
247,943,770 Ordinary shares of 1p each	**2,479**	2,479
452,056,230 Deferred shares of 1p each	**4,521**	4,521
	7,000	7,000
Issued and fully paid for		
109,728,470 Ordinary shares of 1p each	**1,097**	1,097
452,056,230 Deferred shares of 1p each	**4,521**	4,521
	5,618	5,618

The Deferred shares have no economic value, no right to receive any dividend and have no right to attend or vote at a General Meeting of the Company.

Share premium account represents the difference between issue price and nominal value of shares issued.

Merger reserve arises upon consolidation of Stilo Technology Limited.

Retained earnings represent cumulative net gains or losses recognised in the Group Income Statement.

17 SHARE BASED PAYMENTS – GROUP AND PARENT

The following options have been granted over 1p Ordinary shares in the parent Company:

Date exercisable	As at 1 January 2010	Granted	Cancelled	As at 31 December 2010	Exercise price
Unapproved Scheme:					
– from 30 April 2010 to 30 April 2018	3,718,000	–	(1,794,000)	**1,924,000**	1.5p
– from 23 October 2011 to 23 October 2019	2,300,000	–	(700,000)	**1,600,000**	1.25p
EMI Scheme					
– from 16 October 2008 to 16 October 2016	100,000	–	(100,000)	**–**	2.125p
– from 24 December 2008 (no expiry date)	2,600,000	–	–	**2,600,000**	1.5p
– from 5 November 2010 to 5 November 2018	1,000,000	–	–	**1,000,000**	1.75p
– from 20 April 2011 to 20 April 2019	500,000	–	(500,000)	**–**	2.5p
– from 30 April 2010 to 30 April 2018	80,000	–	–	**80,000**	1.5p
– from 23 October 2011 to 23 October 2019	100,000	–	–	**100,000**	1.25p
	10,398,000	–	(3,094,000)	**7,304,000**	

No shares options were exercised during the year.

An expense of £4,000 was recognised from share based transactions in the year (2009: £32,000).

Details of share options held by Directors can be found in the Remuneration Report on page 13.

Equity-settled share option plan

The Group plan provides for a grant price equal to the average quoted market price of the Group shares on the date of grant. To date, no options have vested under this plan. If options remain unexercised after a period of 10 years from the date of grant, the options expire (except for those provided to L Burnham which have no expiry date). Furthermore, options are normally forfeited if the employee leaves the Group before the options vest.

	2010 Options	**2010** Weighted average exercise price	2009 Options	2009 Weighted average exercise price
Outstanding at 1 January	**10,398,000**	**1.52p**	7,648,000	1.55p
Granted during the year	**–**	**–**	2,900,000	1.47p
Forfeited during the year	**(3,094,000)**	**1.62p**	(150,000)	1.92p
Exercised during the year	**–**	**–**	–	–
Expired during the year	**–**	**–**	–	–
Outstanding at 31 December	**7,304,000**	**1.48p**	10,398,000	1.52p
Exercisable at 31 December	**5,604,000**	**1.5p**	1,774,000	1.5p

No share options were exercised during the year. The options outstanding at 31 December 2010 had an exercise price of 1.5p, and a weighted average remaining contractual life of 8 years.

The inputs into the Black Scholes model are as follows:

	2010	2009
Weighted average share price	**1.5p**	1.52p
Weighted average exercise price	**6p**	10p
Expected volatility	**60%**	60%
Expected life	**8 years**	10 years
Risk free rate	**5%**	5%
Expected dividends	**nil**	nil

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous 4 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The Group recognised total expenses of £4,000 (2009: £32,000) relating to equity-settled share-based payment transactions.

18 RETIREMENT BENEFIT OBLIGATIONS

The group pension arrangements are operated through a defined contribution scheme. The amount recognised as an expense in the year ended 31 December 2010 is £29,000 (2009: £37,000).

19 CONTINGENT LIABILITIES

There are no unprovided liabilities and no contingent liabilities that require disclosure in the Group and Company accounts.

20 COMMITMENTS UNDER OPERATING LEASES

At 31 December 2010, the minimum lease payments under non-cancellable operating lease rentals are in aggregate as follows:

	2010 Land and buildings £'000	**2009 Other £'000**	2010 Land and buildings £'000	2009 Other £'000
Payable:				
– within 1 year	**74**	**3**	89	3
– within 1-5 years	**–**	**3**	71	5
– after 5 years	**–**	**–**	–	–
	74	**6**	160	8

21 FINANCIAL RISK MANAGEMENT

The Group's operations expose it to a number of financial risks including market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The Group manages these risks through an effective risk management programme.

Exposures to risks are monitored by the Group's Chief Financial Officer, and reports are produced monthly to assess risks and to indicate their impact on the business.

The risks reports are provided to the Board of Directors at bi-monthly board meetings and are discussed with the Board to ensure that the risk mitigation procedures are compliant with the Group policy and that any new risks are appropriately managed.

Liquidity risk
The Group closely monitors its access to bank and other credit facilities in comparison to its outstanding commitments on a regular basis to ensure that it has sufficient funds to meet the obligations of the Group as they fall due.

The Board receives regular debt management forecasts which estimate the cash inflows and outflows over the next eighteen months, so that management can ensure that sufficient funding is in place as it is required.

Interest rate profile
The Group has no financial assets other than sterling cash deposits of £0.2m (2009: £0.1m) invested at an approximate rate of 0.1% above Bank of England base rate. Group funds are invested in deposit accounts with the objective of maintaining a balance between accessibility of funds and competitive rates of return.

The Group had no interest bearing borrowings at 31 December 2010 or 2009.

Maturity of financial assets and liabilities
The maturity profile of the Group's financial liabilities as at 31 December 2010 is given in note 14.

The main financial assets are cash and accounts receivable. Cash is held mainly in current accounts and short term deposits. The profile of receivables is shown in note 12.

The Group would normally expect that sufficient cash is generated in the operating cycle to meet cash flows through effective cash management.

Borrowing facilities
The Group had no un-drawn committed borrowing facilities at 31 December 2010 or 31 December 2009.

Credit risk exposure

Credit risk predominantly arises from financial asset investments, trade receivables and cash and cash equivalents.

Credit exposure is managed on a group basis. Although external credit ratings are not obtained for customers, Group policy is to assess the credit quality of each customer internally before accepting any terms of trade. Internal procedures are performed taking into account their financial position as well as their reputation within the industry and past experience.

The Group's maximum exposure to credit risk relating to its financial assets is equivalent to their carrying value as disclosed in note 12. All financial assets have a fair value which is equal to their carrying value.

The Group did not have any financial instruments that would mitigate the credit exposure arising from the financial assets designated at fair value through the profit or loss in either the current or the preceding financial year.

Foreign currency exposure
The Group operates in a number of markets across the world and is exposed to foreign exchange risk arising from various currency exposures in particular, with respect to the US dollar, Canadian dollar and the Euro. The Group is exposed to foreign currency risk arising from recognised assets and liabilities as well as commitments arising from future trading transactions. Approximately 40% of sales are denominated in US dollars and 8% of sales are in euros. Approximately 46% of costs are in Canadian dollars and 5% of costs are in euros. Details of accounts receivable and accounts payable denominated in foreign currencies are given in notes 12 and 14. Approximately 51% of the Group's cash is held in US dollars. As a result of a partial natural hedge between the different currencies, the Group is reasonably protected against currency fluctuations.

The Group is exposed to foreign exchange risk from commercial transactions and recognised assets and liabilities which are denominated in a currency other than the group entities' functional currencies. In particular, the group has significant US dollar transactions which are recorded in a Canadian dollar functional currency. At 31 December 2010 if the US dollar had strengthened/weakened by 10% against the Canadian dollar, post-tax profit would have been £38,000 higher/lower as a result of the foreign exchange gains/losses on translation of US dollar-denominated cash and accounts receivable.

Historically the Group has not used derivative instruments to hedge against possible risks arising from fluctuations in foreign currency exchange rates as the exposure is limited. If foreign currency exposure increases, the use of foreign currency hedging instruments will be reviewed as a means of reducing the effect of exchange rate fluctuations on the Group's results.

22 CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Consistently with others in the industry, the Group monitors capital on the basis of the debt to adjusted capital ratio. This ratio is calculated as net debt/adjusted capital. Net debt is calculated as total debt less cash and cash equivalents. Adjusted capital comprises all components of equity other than amounts recognised in equity relating to cash flow hedges, and includes some forms of subordinated debt.

23 RELATED PARTY TRANSACTIONS

Transactions with related parties were as follows:

Disclosures required in respect of IAS 24 regarding remuneration of key management personnel is covered by the disclosure of directors' remuneration included within note 3.

Amount charged by Chris Moore Consulting Limited, a company owned by Christine Moore (former Director and Company Secretary) in respect of management services was £26,277 (2009: £38,401). The amount owed to Chris Moore Consulting Limited at 31 December 2010 was £nil (2009: £3,809). During the year, 600,000 stock options which were granted to Christine Moore at an exercise price of 1.25p in 2009 were cancelled.

Amount charged by Keyna Consulting Limited, a company owned by Joe Gollner (Director of Stilo Corporation) in respect of management and consultancy was £75,944 (2009: £nil). The amount owed to Keyna Consulting Limited at 31 December 2010 was £7,030 (2009: nil).

During the year the following transactions, which are all considered to be at arms length, took place between group companies:

Management fees charged by Stilo International plc to Stilo Corporation, £100,000 (2009: £135,000).

Management fees charged by Stilo Technology to Stilo International plc, £175,000 (2009: £175,000).

Cost recharge from Stilo Corp to Stilo Technology Limited, £19,000 (2009: £22,000).

At 31 December 2010, the following balances were owed by Group companies:

Owed by Stilo Technology Limited to Stilo International plc, £4,144,000 (2009: £4,136,000) which is included within investments within Stilo International plc after provisions of £3,435,000 (2009: £3,358,000).

Owed by Stilo Corporation to Stilo International plc, £nil (2009: £85,000).

Owed by Stilo Technology Limited to Stilo Corp, £19,000 (2009: £22,000).

24 BANK GUARANTEES

There were no bank guarantees given by the Company at 31 December 2010.

25 INVESTMENT IN SUBSIDIARIES

Parent Company Only

	Investments in subsidiaries £'000	Loans to subsidiaries £'000	Total £'000
Cost or brought forward balance:			
At 1 January 2009 and 1 January 2010 and 31 December 2010	2,442	4,144	6,586
Provisions:			
At 1 January 2009	1,619	3,317	4,936
Provision in the year	–	40	40
At 1 January 2010	1,619	3,357	4,976
Provision in the year	–	78	78
At 31 December 2010	1,619	3,435	5,054
Net book value:			
At 1 January 2009	823	827	1,650
At 1 January 2010	823	787	1,610
At 31 December 2010	**823**	**709**	**1,532**

The net book value of investments is stated after impairment write-downs and provisions against loans of £5,054,000 (2009: £4,976,000).

The reduction in investments arises as a result of the sums due to subsidiaries at the year end which are added to the provision against investments.

Each subsidiary principally does business in the country of its incorporation and all equity is in the form of ordinary shares or its equivalent. The following is a list of all subsidiaries.

Name of Company	Country of Incorporation	Share-holding	Nature of Business
Stilo Technology Limited (1)	England	100%	Sale of software and services
Stilo Corporation (1)	Canada	100%	Sale of software and services
OmniMark Technologies Inc (2)	USA	100%	Dormant

(1) Directly owned by Stilo International Plc
(2) Owned by Stilo Corporation

26 LOSS ATTRIBUTABLE TO PARENT COMPANY

The loss for the financial year dealt with in the accounts of Stilo International plc was £75,000 (2009: £40,000). As provided for by section 408 of the Companies Act 2006, no profit and loss account is presented in respect of the parent company.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Stilo International plc (the “Company”) will be held at the offices of Baker Tilly, 25 Farringdon Street, London EC4A 4AB on 19 May 2011 at 11.30 am to transact the following business:

ORDINARY BUSINESS

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

Accounts

Resolution 1: To receive and consider the Company’s annual accounts for the year ended 31 December 2010, together with the Directors’ report and Auditors report thereon.

Directors

Resolution 2: To re-elect as a Director, Les Burnham who retires in accordance with Regulation 82 of the Company’s Articles of Association and, being eligible, offers himself for re-election as a Director of the Company. A short biography is provided on page 14 of the Annual Report and Accounts.

Auditors

Resolution 3: To reappoint Baker Tilly UK Audit LLP, Registered Auditors as Auditors to the company from the conclusion of the meeting until the conclusion of the next Annual General Meeting at which the accounts for the Company are presented, and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

To consider as special business and, if thought fit, pass the following resolutions which will be proposed as to resolution 4, as an ordinary resolution and as to resolution 5 as a special resolution.

Resolution 4: That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**2006 Act**”) to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

(a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the 2006 Act) of £366,028; and

(b) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount (when added to any allotments made under (a) above) of £732,056 in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory.

This authority shall be in substitution for and shall replace any existing authorities and shall expire at the conclusion of the next Annual General Meeting, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry.

Resolution 5: That, subject to the passing of resolution 4, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 4 as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash:

(a) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under resolution 4(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the director consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and

(b) in the case of the authority granted under resolution 4(a) above, and otherwise than pursuant to paragraph (a) of this resolution, for cash up to an aggregate nominal amount of £109,808 being approximately (and not more than) 10% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of the Notice of this meeting.

This power shall expire at the conclusion of the next Annual General Meeting, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry.

By order of the Board

Richard Alsept
Company Secretary

16 March 2011

NOTES:

1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the company secretary, Richard Alsept, or the Company registrars, Capita IRG PLC.

2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the office of the Company's registrars no later than 48 hours before the time appointed for holding the meeting.

3 The return of a complete proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.

4 To be entitled to attend and vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

5 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

6 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

9 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.

10 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 by 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 a website in the form of an answer to a question, or (c) it is undesirable in the interest of the company or the good order of the meeting that the question be answered.

11 Copies of the following documents are available for inspection at the registered office of the Company during normal business hours (excluding weekends and public holidays) from the date of this notice until the conclusion of the AGM, and will also be available for inspection at the place of the AGM from 15 minutes before it is held until its conclusion:

(a) service contracts of the executive directors with the Company or any of its subsidiary undertakings;

(b) letters of appointment of the non-executive directors of the Company;

(c) the register of interests of the Directors and their families in the share capital of the Company.

EXPLANATORY NOTES TO THE RESOLUTIONS

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 4 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half the votes cast must be in favour of the resolution.

Resolution 5 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

ORDINARY BUSINESS

Resolution 1: To receive and consider the Company's annual accounts
The Directors present the accounts and the reports of the Directors and auditors for the year ended 31 December 2010.

Resolution 2: Re-election of Directors
Pursuant to the Company's articles of association, at each annual general meeting of the company all those directors who have been in office for three years or more since their last election or re-election shall retire from office. This is in accordance with section 1 of the Combined Code on Corporate Governance and Code of Best Practice (the "Combined Code") which requires all Directors to submit themselves for re-election at least every three years. As an AIM listed company, the provisions of the Combined Code are not strictly binding on the Company but are considered to be best practice. Therefore, Les Burnham having been last re-elected in 2008 is retiring and offering himself for re-election.

Resolution 3: Re-appointment and remuneration of auditors
It is proposed that Baker Tilly UK Audit LLP be re-appointed as auditors to the Company and that the Directors be authorised to determine their remuneration.

Resolution 4: Authority to allot shares
This resolution proposes that the Directors' authority to allot shares be renewed. The authority previously given to the Directors at the last AGM of the Company will expire at this year's AGM. Under the Companies Act 2006, the Directors of the Company may only allot shares or grant rights to subscribe for or convert into shares if authorised to do so.

Paragraph (a) of resolution 4 will allow the Directors to allot new shares or grant rights up to an aggregate nominal value of £366,028, which is equal to approximately one third of the total issued ordinary share capital of the Company as at the date of this notice (excluding treasury shares). In line with corporate governance guidelines, paragraph (b) will allow the Directors to allot equity securities up to an aggregate nominal amount (when added to allotments under part (a) of this resolution) of £732,056 where the allotment is in connection with a rights issue. These amounts represent approximately one third and two thirds respectively of the total issued ordinary share capital (excluding treasury shares) as at the date of this notice.

As at the date of this notice, the Company did not hold any shares in treasury.

If passed the authority given by this resolution will expire at the conclusion of the Company's next Annual General Meeting. The Directors have no present intention to allot new shares or grant rights (other than in respect of the Company's share option schemes and plans). The Directors may, however, consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

Resolution 5: Disapplication of pre-emption rights
Under the Companies Act 2006, if the Directors wish to allot shares for cash (other than in connection with an employee share scheme) they must first offer them to existing shareholders in proportion to their holdings (a "**pre-emption offer**"). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without making a pre-emption offer to existing shareholders.

This resolution seeks to renew the Directors' power to allot equity securities in certain limited circumstances otherwise than in relation to a pre-emption offer. The power granted at the last AGM is due to expire at this year's AGM. Apart from pre-emption offers, the power is limited to the allotment of equity securities for cash up to an aggregate nominal value of £109,808 (being approximately – but not more than – 10% of the issued ordinary share capital (excluding treasury shares) as at the date of this notice). If given, this power will expire at the conclusion of the 2012 AGM.

The Board does not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three-year period. This is in line with corporate governance guidelines.

stilo
international plc

FORM OF PROXY
FOR USE AT THE ANNUAL GENERAL MEETING OF
STILO INTERNATIONAL plc
ON 19 MAY 2011

I/We ____

of ____

(Please complete in block capitals)

being (a) member(s) of the above named Company (the "**Company**"), hereby appoint the Chairman of the Meeting or the following person (see note (3) below)

____

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at the offices of Baker Tilly, 25 Farringdon Street, London EC4A 4AB on Thursday, 19 May 2011 at 11.30am and at every adjournment thereof.

I/We direct my/our proxy to vote on the under mentioned resolutions as follows:

Please insert an X in the appropriate boxes alongside the resolutions

Ordinary Business	For	Against	Vote Withheld
Ordinary Resolutions			
1 To receive and adopt the Directors' Report and Accounts for the year ended 31 December 2010			
2 To reappoint Les Burnham as a Director			
3 To reappoint Baker Tilly UK Audit LLP as Auditors to the Company and to authorise the Directors to fix their remuneration			
Special Business			
Ordinary Resolution			
4 To authorise the Directors to allot relevant securities			
Special Resolution			
5 To authorise the Directors to allot equity securities and to disapply statutory pre-emption rights in relation to the issue of certain equity securities			

Names of joint holders (if any) ____

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion as to voting (and whether or not the proxy abstains from voting) on any other business transacted at the Meeting.

Signature ______________________ Dated ______________________ 2011

Notes:

1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

2 Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
(a) on any resolution referred to above if no instruction is given in respect of that resolution; and
(b) on any business or resolution considered at the meeting other than the resolutions referred to above.

3 If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words 'the Chairman of the Meeting' and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.

4 To be valid any proxy form or other instrument appointing a proxy and any power of attorney under which it is executed (or a duly certified copy of any such power of authority), must be received by post or (during normal business hours only) by hand at the office of the Company's registrars (Capita IRG plc, 34 Beckenham Road, Beckenham, Kent BR3 4TU) no later than 48 hours before the time appointed for holding the meeting.

5 Where the member is a corporation this form must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.

6 In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.

7 The return of a completed proxy form will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.

8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Third Fold and Tuck in

BUSINESS REPLY
Licence Number
RSBH–UXKS–LRBC

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