

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your existing ordinary shares in CSS-Stellar plc, please forward this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

LETTER FROM THE CHAIRMAN

CSS-STELLAR PLC

(incorporated and registered in England and Wales under number 3740688)

Directors:

David Buchler
Julian Jakobi
Caroline Michel
George Wardale
Rt. Hon. Sir Jeremy Hanley

Registered Office:

Third Floor
11 Maiden Lane
London
WC2E 7NA

20 June 2008

Dear Shareholder

PROPOSED DISPOSAL OF THE PETERS FRASER & DUNLOP GROUP LIMITED ("PFD").

INTRODUCTION

On 17 June 2008, CSS Stellar plc ("CSS" or the "Company") entered into an agreement, conditional on the approval of CSS shareholders, for the disposal of its wholly owned subsidiary, The Peters Fraser & Dunlop Group Limited ("PFD") to PFDH Limited ("Purchaser"), a newly formed company backed by a consortium of investors led by Andrew Neil. PFD is one of the UK's oldest and largest talent management agencies with offices in London and New York.

The total consideration for the disposal is a maximum of £4,000,000, of which £3,750,000 is payable in cash on completion, with the balance of £250,000 payable in cash in 2011 dependent on PFD's earnings in the three years to 2010.

Due to the size of PFD relative to the CSS Group, the disposal is deemed, under AIM Rule 15, to be a disposal resulting in a fundamental change of business of the Company. The disposal is, therefore, conditional on the consent of CSS shareholders being given in general meeting.

The purpose of this document is to provide you with details of the disposal, to explain why your Board considers the disposal to be in the best interests of the Company and its Shareholders, to seek your approval for the disposal at the General Meeting of the Company referred to below ("General Meeting") and to recommend that Shareholders vote in favour of the Resolution which is necessary to approve and to implement the disposal ("Resolution").

Attached to this document is a notice convening a General Meeting for 10.00 a.m. on Monday 7 July 2008 to be held at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR at which the Resolution will be proposed.

THE DISPOSAL

The decision to dispose of PFD followed an operational review by the CSS board, in which it became clear that there are no benefits to continuing to develop the activities of PFD and CSS's other operations within the same group. The Directors concluded that it is in the best interests of CSS shareholders for the Group to focus on the core business of Sports Marketing and Events and to effect a disposal of PFD.

PFD's figures for the last two financial years are:

PROFIT AND LOSS

£'000s	Year to 31st December 2007		Year to 31st December 2006
Turnover	9,433		9,322
Administrative Expenses	(9,124)		(8,622)
Other Income	62		24
Interest – net	141		123

Operating Profit	512		847
Tax	(193)		(325)
Profit after Tax	319		522

BALANCE SHEET

£'000s	Year to 31st December 2007		Year to 31st December 2006
Fixed Assets	376		451
Current Assets	3,724		2,914
Creditors	(2,409)		(1,998)
Net Current Assets	1,315		916
Provisions	(4)		(11)
Net Assets	1,687		1,356
Shareholder's Funds	1,687		1,356

The disposal is expected to generate a profit of £3,395,000 before write off of goodwill of £3,648,000.

Subject to the approval of the shareholders, it is expected that completion will take place as soon as practicable following the General Meeting. The proceeds from the sale will be used to reduce the Group's borrowings and for reinvestment in group activities.

PRINCIPAL TERMS OF THE SHARE PURCHASE AGREEMENT

Under the terms of the Share Purchase Agreement, the Company has agreed to sell the entire issued share capital of PFD to the Purchaser. The total consideration is a maximum of £4,000,000, of which £3,750,000 is payable in cash on completion, with the balance of £250,000 payable in cash in 2011 dependent on PFD's earnings in the three years to 2010.

The Share Purchase Agreement contains warranties and a tax indemnity on the part of the Company in favour of the Purchaser. The Share Purchase Agreement also contains certain restrictive covenants by the Company in favour of the Purchaser.

A copy of the Share Purchase Agreement will be available for inspection from the date of this announcement up until the commencement of the General Meeting at 10.00 a.m. on 7 July 2008 at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR.

GENERAL MEETING

The disposal is subject to the passing of the Resolution by a majority vote of the Shareholders. A General Meeting has been convened for 10.00 a.m. on 7 July 2008 to be held at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR, at which the Resolution will be proposed. If the Resolution is not passed at the General Meeting, or at any adjournment of it, then completion of the disposal will not occur.

ACTION TO BE TAKEN

A Form of Proxy is enclosed for use at the General Meeting. Whether or not you intend to be present at the meeting you are requested to complete, sign and return the Form of Proxy to the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but in any event so as to arrive not later than 10.00 a.m. on 3 July 2008. The completion and return of a Form of Proxy will not preclude you from attending the meeting, speaking and voting in person should you subsequently wish to do so.

RECOMMENDATION

The Directors consider that the terms of the disposal are fair and reasonable and that the disposal is in the best interests of the Company and its members as a whole and is most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolution to be considered at the General Meeting.

Yours faithfully

David Buchler

Chairman

Company number 3740688

NOTICE OF EXTRAORDINARY GENERAL MEETING

CSS-Stellar Plc

(the "Company")

Notice is hereby given that a general meeting of the Company will be held at the offices of Landsbanki Securities (UK) Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR on 7 July 2008 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

That the proposed sale by the Company of the entire issued share capital of The Peters Fraser & Dunlop Group Limited (as detailed in the circular to shareholders dated the same date as the notice of this meeting (the "Circular")) pursuant to the terms and subject to the conditions of an agreement dated 17 June 2008 made between (1) the Company and (2) PFDH Limited (the "Agreement") be and are hereby approved for the purposes of Rule 15 of the AIM Rules (the AIM Rules for Companies governing the admission to and the operation of AIM published by London Stock Exchange plc (as amended from time to time)) and further that the directors of the Company (and any duly constituted committee thereof) be and they are hereby authorised to do all such things as they may consider to be necessary, expedient or appropriate to complete and/or implement the Agreement in accordance with its terms, subject to such modifications thereto as they may consider necessary, expedient or appropriate and approve (provided that any such modification shall not be a material modification in the context of the Agreement as a whole).

By order of the board

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Secretary: Mark Ireland

Dated: 20 June 2008

Registered Office: Third Floor, 11 Maiden Lane, London WC2E 7NA

Registered in England and Wales with number 3740688

Notes

1. Any member of the Company who is entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. Such proxy need not be a member of the Company. To be effective, a completed and signed proxy form, together with any power of attorney or other authority under which it is executed or a certified copy of such power or authority, must be received at the offices of the Registrars of the Company not less than 48 hours before the time fixed for the meeting.
2. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register at 6pm on 3 July 2008 shall be entitled to attend or vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

FORM OF PROXY

CSS-Stellar Plc
Company No. 3740688

For use at the general meeting (the "**General Meeting**") of CSS-Stellar Plc (the "**Company**") to be held at the offices of Landsbanki Securities Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR on Monday 7 July at 10.00 a.m.

Please read carefully the notice convening the General Meeting and explanatory notes set out below before completing this form in BLOCK CAPITALS.

I/We

(in BLOCK CAPITALS please)

ofbeing a shareholder(s)
(see note 1) of the above-named Company, appoint the Chairman of the General Meeting or

.....(see note 2) to act as my/our proxy to attend and to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the offices of Landsbanki Securities Limited, Beaufort House, 15 St Botolph Street, London EC3A 7QR on 7 July 2008 at 10.00 a.m. and at every adjournment thereof for the purposes of considering and, if thought fit, passing the proposed ordinary resolution set out in the notice convening the General Meeting. I/We direct that my/our proxy vote on the ordinary resolution set out in the notice convening the General Meeting as indicated below (see note 3):

Ordinary Resolution

For Against Abstain

1.	To approve the disposal of The Peters Fraser & Dunlop Group Limited as described in the Notice of General Meeting			
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Signed (see note 4) Dated 2008

Joint holders (if any) (see note 5)

Name..... Name.....

Name..... Name.....

Please return by post or, during normal business hours, by hand, to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by no later than 10.00 a.m. on 3 July 2008.

Please sign and return the Form of Proxy whether or not you plan to attend the General Meeting.

Notes

1. *In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which names stand in the register of members in respect of the joint holding.*
2. *If any other proxy is preferred, strike out the words "Chairman of the General Meeting" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company but must attend the General Meeting in person to represent you.*
3. *Please indicate with an 'X' in the box either "for", "against" or "abstain" how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as he thinks fit. On any motion to amend a resolution or to adjourn the meeting, or any other resolution proposed at the meeting, the proxy may vote as he/she thinks fit or abstain from voting.*
4. *If the appointer is a corporation this form must be completed under its common seal (or in the manner permitted by section 36A(4) of the Companies Act 1985) or under the hand of some officer or attorney duly authorised in writing.*
5. *The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.*
6. *To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power must reach the registrars of the Company, Capita Registrars, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty-eight hours before the time appointed for holding the General Meeting or adjournment as the case may be. **Please note that it will NOT be sufficient to hand this form to the Chairman at the General Meeting.***
7. *The completion of this form will not preclude a member from attending the General Meeting and voting in person.*
8. *Any alteration of this form must be initialled.*