

**This document is important and requires your immediate attention.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in Sportech PLC, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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**Sportech PLC**

**Sportech PLC**

(incorporated and registered in Scotland under number SC069140)

**Annual General Meeting 2013**

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Notice of the Annual General Meeting of Sportech PLC to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.00 a.m. on 14 May 2013 is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting ("AGM"), please complete and submit a proxy form either in hard copy or by electronic means in accordance with the instructions printed on the enclosed form as soon as possible but in any event so as to be received by no later than 10.00 a.m. on 10 May 2013. If you hold your shares in Sportech PLC in CREST, you may also appoint a proxy using CREST by following the instructions set out on pages 11 to 12 of this document.

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## Sportech PLC

(incorporated and registered in Scotland under number SC069140)  
(the "Company")

### Head Office:

Sportech PLC  
101 Wigmore Street  
London  
W1U 1QU

### Registered Office:

Sportech PLC  
249 West George Street  
Glasgow  
Scotland  
G2 4RB

11 April 2013

To the Shareholders of the Company and, for information only, to holders of options or awards under the Company's Share Option Scheme and Performance Share Plan.

## Notice of Annual General Meeting 2013

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting for 2013 (the "Meeting") which we are holding at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.00 a.m. on 14 May 2013. The formal notice of the Meeting is set out on pages 8 to 13 of this document. Details of the items of business to be proposed at the Meeting are set out below:

### Approval of the Report and Accounts (Resolution 1)

This Resolution deals with the receipt and adoption of the accounts of the Company and the Directors' Report and Auditors' Report for the year ended 31 December 2012 (the "Annual Report").

### Approval of the Directors' Remuneration Report (Resolution 2)

In accordance with the Companies Act 2006, Shareholders are invited to approve the Directors' Remuneration Report for the financial period ended 31 December 2012.

The Directors' Remuneration Report is set out on pages 26 to 37 of the Annual Report.

### Re-election of Directors (Resolutions 3 and 4)

In accordance with the Company's Articles of Association, Lorne Weil and Ian Hogg are retiring as Directors by rotation and, being eligible, are offering themselves for re-election to the Board. Resolutions 3 and 4 deal with their proposed re-appointments.

Biographical details of these Directors can be found on pages 20 to 21 of the Annual Report.

The Board of Directors of the Company (the "Board") is satisfied that each Director continues to show the necessary commitment and continues to be an effective member of the Board due to his skills, expertise and business acumen.

### Re-appointment of the Auditors and their remuneration (Resolution 5)

This Resolution deals with the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company until the conclusion of the next Annual General Meeting and authorises the Directors to fix their remuneration.

### Authority of Directors to allot shares (Resolution 6)

Paragraph a.i. of Resolution 6 will give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £33,135,050. This represents approximately one-third of the share capital of the Company in issue at the date of this Notice.

In line with guidance issued by the Association of British Insurers (the "ABI"), paragraph a.ii. of Resolution 6 will give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of £66,270,101 (as reduced by the nominal amount of any shares issued under paragraph a.i. of Resolution 6). This amount, before any reduction, represents approximately two-thirds of the share capital of the Company in issue at the date of this notice.

### **Authority of Directors to allot shares (Resolution 6) continued**

In accordance with the ABI guidance, in the event that the general and additional authorities are used and:

- (a) the number of ordinary shares in issue is thereby increased, in aggregate, by more than one-third; and
- (b) in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one-third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company,

all members of the Board who wish to remain in office will stand for re-election at the Company's next AGM following the decision to make the issue in question.

This authority will expire 15 months from the date of the Resolution or, if earlier, at the conclusion of the next AGM.

### **Disapplication of pre-emption rights on share allotment (Resolution 7)**

Under Section 561 of the Companies Act 2006, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a fully pre-emptive offer to existing shareholders. This Special Resolution empowers the Directors to: (a) allot shares of the Company in connection with a rights issue, scrip dividend or other similar issue; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of £4,970,258 (representing, in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at the date of this Notice) as if the pre-emption rights set out in Section 561 did not apply.

The Board has no immediate plans to make use of these authorities. In line with best practice, the Board confirms that it does not intend to issue more than 7.5% of the issued share capital of the Company, on a non pre-emptive basis pursuant to general authorities granted to the Board and without suitable advance consultation and explanation to shareholders in relation to any specific issue that exceeds that proportion, in any rolling three-year period.

This authority will expire 15 months from the date of the Resolution or, if earlier, at the conclusion of the next Annual General Meeting.

### **Authority for market purchases of own shares (Resolution 8)**

Resolution 8 grants the Directors authority to make limited market purchases of the Company's ordinary shares. The authority is limited to a maximum aggregate number of 9,940,515 ordinary shares (representing approximately 5% of the share capital in issue as at the date of this Notice) and Resolution 8 sets out the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this Resolution will expire 15 months from the date of the Resolution or, if earlier, at the conclusion of the next Annual General Meeting. Any purchases of ordinary shares would be made by means of market purchase through the London Stock Exchange.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. The Directors would only purchase shares if, in their opinion, the expected effect would be to result in an increase in earnings per ordinary share and would benefit shareholders generally.

### **All-employee share incentive schemes (Resolutions 9 and 10)**

The Board is considering implementing all-employee share schemes for UK and overseas based employees.

A UK HM Revenue & Customs ("HMRC") tax favoured savings-related share option scheme (the "UK Sharesave Scheme") is being considered for the Group's UK based employees. If implemented, the UK Sharesave Scheme would operate on an all-employee basis in the UK and participants would be able to sign up to savings contracts in which they would agree to save up to £250 per month over a three or five year savings term. On the maturity of the contracts, participants would be able to elect to use their savings (and any interest) to exercise a linked share option or ask for the return of the savings (and any interest).

A US Internal Revenue Service ("IRS") tax favoured stock purchase scheme (the "US Sharesave Scheme" and, together with the UK Sharesave Scheme, the "Schemes") are being considered for the Group's US based employees. If implemented, the US Sharesave Scheme would allow US employees to acquire shares in Sportech out of the proceeds of savings made by such employees into an account specified for the purpose over a two-year period.

The final element of the all-employee share plan proposals being considered is for an international savings-related share option plan (the "International Sharesave Scheme"). If implemented, the International Sharesave Scheme would provide for share options to be granted to employees outside of the UK and US, provided that they enter into a linked savings arrangement to save for the option exercise price over either a three or five year period. The International Sharesave Scheme would materially replicate the terms of the proposed UK Sharesave Scheme. If implemented, the International Sharesave Scheme would be operated as a spin-off plan of the UK Sharesave Scheme.

### All-employee share incentive schemes (Resolutions 9 and 10) continued

The Board would retain discretion as to whether or not to implement the Schemes and also whether or not to make grants under any of the Schemes in any given year once implemented.

A summary of the principal terms of the UK Sharesave Scheme and the US Sharesave Scheme is set out in Appendix 1 and Appendix 2 of this letter. Resolutions 9 and 10 to be proposed at the Meeting seek authority for the UK Sharesave Scheme and the US Sharesave Scheme to be adopted by the Company at the discretion of the Board.

Resolution 9 also provides authority for the Company to operate other plans based on the UK Sharesave Scheme but modified so as to take account of local laws. It is intended that, if implemented, the International Sharesave Scheme would be adopted by the Board under such authority.

### Notice of General Meetings (Resolution 11)

One of the requirements of the Shareholder Rights Directive is that all General Meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The Articles of Association of the Company enable the Company to call General Meetings (other than an Annual General Meeting) on 14 clear days' notice with shareholder approval. In order to preserve this ability, Resolution 11 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

### Actions to be taken

If you would like to vote on the Resolutions to be proposed but cannot come to the Meeting, please complete the proxy form enclosed with this document and return it to Capita Registrars, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible. Alternative methods by which shareholders may appoint proxies are set out in the notes to the Notice of the Meeting at the end of this document. All proxy instructions, whether in hard copy or by electronic means, must be received by Capita Registrars no later than 10.00 a.m. on 10 May 2013.

### Recommendation

The Board considers that all the Resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends shareholders to vote in favour of each of the Resolutions to be put to the Meeting, as they intend to do in respect of their own beneficial shareholdings in the Company.

### Inspection of documents

The following documents will be available for inspection at the Company's UK operational centre, Walton House, Charnock Road, Liverpool L67 1AA during normal business hours and also at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX from the date of this document until the conclusion of the Meeting:

- ▶ copies of the Executive Directors' service contracts;
- ▶ copies of letters of appointment of the Non-executive Directors; and
- ▶ a copy of the Company's Articles of Association.

A copy of the draft rules of the UK Sharesave Scheme and of the US Sharesave Scheme will be available for inspection at the Company's UK operational centre, Walton House, Charnock Road, Liverpool L67 1AA and those of New Bridge Street (an AonHewitt company), 10 Devonshire Square, London EC2M 4PL during normal business hours on any weekday (English public holidays excepted) until the close of the Meeting and at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at least 15 minutes prior to and during the Meeting.

Yours sincerely,



**Roger Withers**  
Non-executive Chairman  
11 April 2013

## APPENDIX 1

### Summary of the principal draft terms of the Sportech UK Sharesave Scheme (the “UK Sharesave Scheme”)

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#### Operation

The operation of the UK Sharesave Scheme would be supervised by the Board. The UK Sharesave Scheme will be approved by HM Revenue & Customs (“HMRC”) in order to provide UK tax-advantaged options to UK employees.

The principal terms that would apply under the UK Sharesave Scheme if adopted are summarised below:

#### Eligibility

Employees and full-time Directors of the Company, or of any designated participating subsidiary, who are UK resident tax payers will be eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to five years before the grant of options. The Board may allow other employees to participate.

#### Grant of options

Options over ordinary shares in the capital of the Company can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days, or 42 days if applications are scaled back, of the first day by reference to which the option price is set. The number of shares over which an option is granted will be such that the total option price payable for those shares will correspond to the proceeds on maturity of the related savings contract.

An option may not be granted under the UK Sharesave Scheme more than ten years after shareholder approval of the UK Sharesave Scheme. Options are not transferable, except on death. Options are not pensionable.

#### Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £250). The Board may set a lower limit in relation to any particular grant and/or set a maximum number of shares available.

#### Option price

The price per share payable upon the exercise of an option will not be less than the higher of:

- ▶ 80% of the middle-market quotation of a share on the London Stock Exchange on a date falling within the three days preceding a date specified in an invitation to participate in the UK Sharesave Scheme (or such other day or days as may be agreed with HMRC) or the average of the middle-market quotation over the five dealing days ending on such date; and
- ▶ if the option relates only to new issue shares, the nominal value of a share.

The option price will be determined by reference to dealing days which fall within the six weeks following the announcement by the Company of its results for any period or at any other time that the Board considers to be exceptional, which justifies offering options under the UK Sharesave Scheme.

#### Exercise of options

Options will normally be exercisable for a six-month period from the third, fifth or seventh anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

- ▶ following cessation of employment by reason of death, injury, disability, redundancy, retirement on reaching age 60 (or any other age at which the employee is bound to retire under his or her terms of employment) or the business or company that the employee works for ceasing to be part of the Group or any other reason the Board in its discretion determines;
- ▶ when an employee reaches the age of 60;
- ▶ where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
- ▶ in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company or a participating subsidiary.

Shares will be allotted or transferred to participants within 30 days of exercise.

### **Overall plan limits**

The UK Sharesave Scheme may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten-calendar-year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the UK Sharesave Scheme and any other employee share scheme adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless corporate governance guidelines change to provide that they need not count.

### **Variation of capital**

If there is a variation in the Company's share capital then the Board may, subject to HMRC approval, make such adjustment as it considers appropriate to the number of shares under option and/or the option price.

### **Rights attaching to shares**

Any shares allotted when an option is exercised under the UK Sharesave Scheme will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

### **Alterations to the UK Sharesave Scheme**

The Board may amend the provisions of the UK Sharesave Scheme in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alterations made to benefit the administration of the UK Sharesave Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or any participating subsidiary.

### **Overseas plans and the International Sharesave Scheme**

Resolution 9 to be proposed at the Meeting to approve the UK Sharesave Scheme will permit the Board, without further shareholder approval, to operate other plans for overseas territories, any such scheme to be similar to the UK Sharesave Scheme, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further schemes are treated as counting against the limits on individual and overall participation in the UK Sharesave Scheme.

It is intended that the Board may use such authority to implement a proposal for the "International Sharesave Scheme".

If implemented, the International Sharesave Scheme would provide for the grant of share options to employees outside of the UK and US, as long as they enter into a linked savings arrangement to save for the option exercise price over either a three or five year period. The International Sharesave Scheme's terms will materially replicate the terms of the proposed UK Sharesave Scheme and shares made available under it shall be treated as counting against the limits on individual and overall participation in the UK Sharesave Scheme.

## APPENDIX 2

### Summary of the principal draft terms of the Sportech US Sharesave Scheme (the “US Sharesave Scheme”)

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#### Operation

The US Sharesave Scheme will be an all-employee savings related stock purchase plan and has been designed to qualify under Section 423 of the US Internal Revenue Code of 1986 (as amended), giving US participants tax and social tax benefits on any gains made under the US Sharesave Scheme. It is currently intended that, if implemented, the US Sharesave Scheme would be operated in a similar manner to the proposed UK Sharesave Scheme, although it may be operated in other ways.

The operation of the US Sharesave Scheme will be supervised by the Board or a duly authorised Committee of the Board.

The principal terms that would apply under the US Sharesave Scheme if adopted are summarised below.

#### General

Options granted under the US Sharesave Scheme are not transferable other than to the participant's personal representative in the event of his or her death. No benefits received under the US Sharesave Scheme will be pensionable.

#### Eligibility

Any employee or full-time Director of the Company or any designated participating subsidiary is eligible to participate in the US Sharesave Scheme, although participation can be restricted to employees who have completed a qualifying period of service.

#### Savings

Participants must make contributions to a savings arrangement related to their options granted under the US Sharesave Scheme. Savings arrangements may not exceed 24 months in length. The total contributions a participant may make under the US Sharesave Scheme, when aggregated with any contributions he or she makes under any similar plan operated by the Group, will be limited to the dollar equivalent of the UK savings limit for the proposed UK Sharesave Scheme (currently £250 a month) or such lower amount as the Board may determine.

#### Grant of options

Options may be granted over ordinary shares in the capital of the Company. Shares used in connection with the US Sharesave Scheme may be newly issued shares, treasury shares or shares purchased in the market.

The exact number of shares granted under an option may be determined either at the time of grant, based on the projected proceeds on maturity of the related savings contract, or at the end of the specified savings period, based on the total contributions that an employee has made over that period. In either case, at the end of the savings period, the options will become exercisable and shares can be purchased. It is the current intention that the number of shares subject to options will be calculated at the time options are granted.

No options may be granted later than ten years after the date on which the US Sharesave Scheme is approved by shareholders. In any event, no options may be granted in a given calendar year over shares worth in excess of \$25,000 at the time of grant. In practice, the maximum number of shares that a participant may acquire in any 27-month period during the life of the US Sharesave Scheme may not exceed the number of shares which could have been bought with 24 monthly contributions made at the maximum level permitted (currently £250 per month) at 85% of the fair market value of an option share at the time of grant of an option.

#### Option price

The price payable for each share under option shall be determined by the Board provided that it is not less than the lower of 85% of the fair market value of a share on: (i) the date of grant; or (ii) the date of exercise. In practice, it is intended to set the option price by reference to the fair market value at the date of grant, which reflects the way that the proposed UK Sharesave Scheme would operate. Unless the Board determines otherwise, the option price set on grant will be calculated by reference to the Company's share price over the preceding five dealing days.

When the option price is set by reference to the Company's share price at the time of grant, the option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or the adoption of the US Sharesave Scheme or at any other time when the Board considers the circumstances justify offering options under the US Sharesave Scheme.

#### Exercise of options

Provided that an option holder is still an employee of the Group at the end of the relevant savings period, he or she may generally exercise his or her other options and acquire shares at that time. Options will become exercisable at the maturity of the savings contract and, to the extent they are not exercised or have not already lapsed, they will lapse no later than 27 months from the date of grant.

### Exercise of options continued

Earlier exercise is permitted, however, in the following circumstances:

- ▶ following cessation of employment by reason of death, injury, disability, redundancy, retirement, the business or company that the employee works for ceasing to be part of the Group or any other reason the Board in its discretion determines;
- ▶ in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate re-organisation when the acquiring company makes an offer to exchange existing options for equivalent new options over shares in a new holding company; and/or
- ▶ if the Board considers it appropriate, in the event of a demerger, special dividend or other similar event is proposed which, in the opinion of the Board, would affect the market value of shares.

Except where stated above, options will lapse on cessation of employment and/or Directorship with the Company or a participating subsidiary.

The exercise of options will only be permitted to the extent of participants' savings, unless the Board determines otherwise. Where the Board allows participants to "top up" their savings, for example, to take account of exchange rate fluctuations and, where an option is exercised early, the number of shares in respect of which it may be exercised may be time pro-rated to reflect the proportion of the savings contract which has elapsed prior to exercise, unless the Board determines otherwise.

### Overall plan limits

In any ten-calendar-year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the US Sharesave Scheme and any other employee share scheme adopted by the Company.

Treasury shares will count as newly issued shares for the purposes of these limits unless corporate governance guidelines change to provide that they should be excluded from these calculations.

In addition, the maximum number of shares which may be used, regardless of type, in connection with the US Sharesave Scheme will be 19,881,030.

### Variation of capital

If there is a variation in the Company's share capital then the Board may make such adjustment as it considers appropriate to the number of shares under option and/or the option price, the amount payable on exercise or the maximum number of shares that may be used in connection with the US Sharesave Scheme.

### Alterations to the US Sharesave Scheme

The Board may amend the provisions of the US Sharesave Scheme in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alterations made to benefit the administration of the US Sharesave Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control, securities laws or regulatory treatment for participants or for the Company or any participating subsidiary.

## Notice of the Annual General Meeting 2013

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NOTICE IS HEREBY GIVEN that the Annual General Meeting for 2013 (the "Meeting") of Sportech PLC (the "Company") will be held at 10.00 a.m. on 14 May 2013 at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX for the transaction of the following business.

Resolutions 1 to 6 and Resolutions 9 and 10 will be proposed as Ordinary Resolutions and Resolutions 7, 8 and 11 will be proposed as Special Resolutions:

1. To receive and adopt the accounts of the Company and the Directors' Report and Auditors' Report for the year ended 31 December 2012 ("Resolution 1").
2. To approve the Directors' Remuneration Report (as that term is used in Section 439 of the Companies Act 2006) for the year ended 31 December 2012 ("Resolution 2").
3. To re-appoint Lorne Weil, retiring by rotation in accordance with the Articles of Association, as a Director of the Company ("Resolution 3").
4. To re-appoint Ian Hogg, retiring by rotation in accordance with the Articles of Association, as a Director of the Company ("Resolution 4").
5. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration ("Resolution 5").
6. THAT:
  - a. the Directors be generally and unconditionally authorised under Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"):
    - i. up to an aggregate nominal amount of £33,135,050; and
    - ii. comprising equity securities (as defined in Section 560 of the Companies Act 2006), up to an aggregate nominal amount of £66,270,101 (including within such limit any Relevant Securities issued under i. above) in connection with an offer by way of a rights issue to:
      1. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
      2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - b. such authorities shall expire (unless previously revoked by the Company) on the earlier of 14 August 2014 and the conclusion of the next Annual General Meeting of the Company and in each case during this period the Company may make an offer or agreement which would or might require Relevant Securities to be allotted after the authority has expired and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
  - c. all previous authorities to allot shares or grant Relevant Securities, to the extent unused, shall be revoked ("Resolution 6").

## 7. THAT:

- a. subject to the passing of Resolution 6 above, the Directors shall have the power under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 6 above as if Section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
  - i. the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph a.ii. of Resolution 6 by way of a rights issue only) to:
    1. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
    2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,  
but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
  - ii. in the case of the authority granted under paragraph a. of Resolution 6 the allotment of equity securities (otherwise than under paragraph i. of this Resolution) up to an aggregate nominal amount of £4,970,258;
- b. this power shall cease to have effect when the authority given by Resolution 6 is revoked or expires, but during this period the Company may make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- c. this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(2)(b) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 6 above" were omitted from the introductory wording to this Resolution ("Resolution 7").

8. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of Sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares of £0.50 each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:
  - a. the maximum aggregate number of Ordinary Shares authorised to be purchased is 9,940,515;
  - b. the minimum price which may be paid for such Ordinary Shares is £0.50 per share (exclusive of expenses);
  - c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of:
    - i. 105% of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
    - ii. the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buyback and Stabilisation Regulation).
  - d. such authority shall expire (unless previously revoked by the Company), on the earlier of 14 August 2014 and the conclusion of the next Annual General Meeting of the Company;
  - e. the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts ("Resolution 8").

## Notice of the Annual General Meeting 2013 continued

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9. THAT the rules of the Sportech UK Sharesave Scheme (the “UK Sharesave Scheme”) produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and that the Directors of the Company be authorised at their discretion to:
- a. make such modifications to the UK Sharesave Scheme as they may consider appropriate from time to time to take account of the requirements of HMRC and best practice and for the implementation of the UK Sharesave Scheme and to adopt the UK Sharesave Scheme as so modified and to do all such other acts and things as they may consider appropriate from time to time to implement the UK Sharesave Scheme; and
  - b. operate other plans based on the UK Sharesave Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the UK Sharesave Scheme (“Resolution 9”).
10. THAT the rules of the Sportech US Stock Purchase Scheme (the “US Sharesave Scheme”) produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and that the Directors of the Company be authorised at their discretion to make such modifications to the US Sharesave Scheme as they may consider appropriate from time to time to take account of the requirements of US tax law, best practice and for the implementation of the US Sharesave Scheme and to adopt the US Sharesave Scheme as so modified and to do all such other acts and things as they may consider appropriate to implement the US Sharesave Scheme from time to time (“Resolution 10”).
11. THAT a General Meeting, other than an Annual General Meeting, may be called on not less than 14 days’ clear notice (“Resolution 11”).

By Order of the Board



**Bob Mercer**  
Company Secretary (Alternate)  
11 April 2013

### Head Office

Sportech PLC  
101 Wigmore Street  
London W1U 1QU

### Registered Office

Sportech PLC  
249 West George Street  
Glasgow  
Scotland G2 4RB

## Notes

1. The Company specifies that only those shareholders entered in the register of members of the Company as at 6.00 p.m. on 10 May 2013 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting will be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 10 May 2013 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
2. A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote instead of him or her in any of the following ways: (a) by completing and returning the enclosed proxy form; (b) by completing it online at [www.capitashareportal.com](http://www.capitashareportal.com) (the "Website") by following the on-screen instructions, to submit it you will need to identify yourself with your personal investor code ("IVC"); or (c) through the CREST electronic proxy appointment service (if the member of the Company is a user of CREST, including CREST Personal Members). Members who have lodged Forms of Proxy, or who have appointed a proxy through the Website or through CREST, are not thereby prevented from attending the Annual General Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish to appoint a proxy in this way, you must follow the procedures set out in these notes and the notes to the proxy form.
4. If submitted in hard copy, to be effective the completed and signed proxy form (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) must be lodged at the offices of Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10.00 a.m. on 10 May 2013 or, in the event that this Annual General Meeting is adjourned, by no later than 48 hours before the time of any adjourned Annual General Meeting (disregarding any portion of such period which is not a business day in accordance with the Company's Articles of Association) or, in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting, for the taking of the poll at which it is to be used. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the proxy form.
5. Details of how to appoint a proxy through the Website are set out on the Website. If you wish to appoint a proxy through the Website, you must follow the instructions set out on the Website. In order for a proxy appointment through the Website to be valid, your appointment must be received by no later than 10.00 a.m. on 10 May 2013. You can do this via the shareholder portal at [www.capitashareportal.com](http://www.capitashareportal.com) by logging in and selecting the "Proxy Voting" link. To vote online you will need to login using your username and password, however, if you have not previously registered to use the Shareholder Portal, you will need to do so first. To register, you will need your IVC which can be found on the proxy card or on your share certificate. Electronic communication facilities are open to all members and those who use them will not be advantaged or disadvantaged.
6. CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Capita Registrars (CREST participant RA10) by no later than 10.00 a.m. on 10 May 2013. 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 Applications Host) from which Capita Registrars 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.

## Notice of the Annual General Meeting 2013 continued

### Notes continued

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) or the Uncertificated Securities Regulations 2001.
9. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by a member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
10. In the case of joint holders, the signature of only one of the joint holders is required on the proxy form. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior).
11. The statement of the rights of shareholders in relation to the appointment of proxies under the procedures set out in these notes does not apply to Nominated Persons as defined below. The rights described in these notes can only be exercised by shareholders.
12. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the Annual General Meeting.
13. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
14. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Capita Registrars' helpline on 0871 664 0300 or, if telephoning from outside the UK, on +44 20 8639 3399 between 8.30 a.m. and 5.30 p.m. Calls to Capita Registrars' 0871 664 0300 number are charged at 10p per minute (including VAT) plus any of your service provider's network extras. Calls to Capita Registrars' +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the proposed Resolutions nor give any financial, legal or tax advice.
15. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
16. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Registrars no later than 10.00 a.m. on 10 May 2013. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
17. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and vote at the Annual General Meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.
18. At 11 April 2013 (being the date of this Notice of Annual General Meeting), the Company's issued share capital consists of 198,810,302 Ordinary Shares, each carrying the right to one vote at a General Meeting of the Company. As at the date of this document, the Company does not hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company as at 11 April 2013 was 198,810,302.

**Notes continued**

19. If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights (“Nominated Person”):
  - (a) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (“Relevant Member”) to be appointed or to have someone else appointed as a proxy for the Annual General Meeting;
  - (b) if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
  - (c) your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them, not the Company, regarding any changes or queries relating to your personal details and your interest in the Company, including any administrative matters. The only exception to this is where the Company expressly requests a response from you.
20. If you wish to attend the Annual General Meeting in person, you may be required to sign a register of entry upon arrival at Olswang LLP, 90 High Holborn, London WC1V 6XX.
21. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (a) the audit of the Company’s accounts (including the Auditors’ Report and the conduct of the audit) that are to be laid before the Meeting; or
  - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Accounts and Reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
22. Pursuant to Section 319A of the Companies Act 2006, any shareholder attending the Meeting has the right to ask questions relating to the business being dealt with at the Meeting. In certain circumstances prescribed by Section 319A, the Company need not answer the questions.
23. A copy of this Notice of Annual General Meeting and other information required by Section 311A of the Companies Act 2006 is available at [www.sportechplc.com](http://www.sportechplc.com).
24. A copy of the draft rules of the Sportech UK Sharesave Scheme and of the Sportech US Stock Purchase Scheme will be available for inspection at the Company’s UK operational centre, Walton House, Charnock Road, Liverpool L67 1AA and those of New Bridge Street (an AonHewitt company), 10 Devonshire Square, London EC2M 4PL during normal business hours on any weekday (English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
25. Except as provided above, members who wish to communicate with the Company in relation to the Annual General Meeting should do so by writing to Capita Registrars, Shareholder Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents, including in the Chairman’s letter and the proxy form, to communicate with the Company for any purposes other than those expressly stated.

