

## NOTICE OF GENERAL MEETING

**Sportech PLC**  
(the “Company”)

*(incorporated and registered in Scotland with registered number SC069140)*

### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS at 10 a.m. on 19 April 2017 to consider and, if thought fit, to pass the below resolution, which shall be proposed as an ordinary resolution, in connection with the disposal of the Football Pools Business (the “Disposal”), as described in the circular to the Sportech shareholders dated 29 March 2017 (the “Circular”).

#### Ordinary Resolution

**THAT:**

- (a) the Disposal, on the terms set out in the Transaction Agreements (both as defined and summarised in the Circular), be and is hereby approved; and
- (b) each and any of the directors of the Company (the “Directors”) (or any duly constituted committee of the Directors) be and is hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Disposal and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments of a material nature) as such Director(s) or such committee of the Directors may deem necessary or appropriate in connection with the Disposal.

*By order of the Board*

**Luisa Wright**  
*Company Secretary*  
29 March 2017

*Registered Office:*  
Collins House  
Rutland Square  
Edinburgh  
Midlothian  
Scotland  
EH1 2AA

## Notes

### Right to attend and vote at the General Meeting

1. The shorter notice period of 14 clear days as approved at the Company's last Annual General Meeting has been used for the purposes of this General Meeting as the Directors believe that the flexibility offered by the shorter notice period is in the best interests of shareholders generally, taking into account the circumstances and business of the General Meeting, including the time sensitive nature of the Disposal.
2. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a shareholder entered in the register of members of the Company at the close of business on 13 April 2017 (or, in the event that the meeting is adjourned, at close of business 48 hours before the time of the reconvened meeting (disregarding any portion of such period which is not a business day in accordance with the Company's Articles of Association) shall be entitled to attend or vote at the meeting. A shareholder may vote in respect of the number of ordinary shares registered in the shareholder's name at that time. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.

### Proxy appointment

3. Shareholders of the Company are entitled to appoint one or more proxies (who need not be shareholders in the Company) to attend, speak and vote instead of the shareholder. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him/her. A proxy need not be a shareholder of the Company. A separate proxy form should be used for each proxy appointment. If you intend to appoint additional proxies and if you have been provided with a hard copy form, please photocopy the enclosed form. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his/her holding and only one proxy is entitled to be appointed in respect of any one share. Failure to specify the number of shares to which each proxy form relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointments, is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.
4. A proxy or proxies can be appointed in any of the following ways: (a) by completing and returning the proxy form sent to you in hard copy (if applicable); (b) by completing it online at [www.capitashareportal.com](http://www.capitashareportal.com) (the "**Capita Website**") by following the on-screen instructions (to submit it you will need to identify yourself with your personal investor code ("**IVC**"); or (c) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted. Further information on each method is set out below. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting. If you have appointed a proxy and vote at the 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.
5. Details of how to appoint the Chairman of the meeting or another person as your proxy 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. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. If submitted in hard copy, to be effective the proxy form sent to you in hard copy (if applicable) should be completed and returned (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) to the Company's registrars: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 10 a.m. on 13 April 2017. Alternatively, you may send any document or information relating to the proxies to the electronic address indicated on the proxy form.

7. Details of how to appoint a proxy through the Capita Website are set out on the Capita Website. If you wish to appoint a proxy through the Capita Website, you must follow the instructions set out on the Capita Website. In order for a proxy appointment through the Capita Website to be valid, your appointment must be received by no later than 10 a.m. on 13 April 2017. You can do this via the shareholder portal on the Capita Website 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.
8. Shareholders who are users of the CREST system (including CREST Personal Members) may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by the Company’s agent (ID number RA10) by no later than 10 a.m. on 13 April 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company’s agent is able to retrieve the message in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In order for a proxy appointment or instruction made using the CREST system to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual.
9. 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 sponsor or voting service provider(s) 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 proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. **IMPORTANT: In any case your proxy form must be received by the Company’s registrars no later than 10 a.m. on 13 April 2017.**
11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most 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).
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, a shareholder proxy will vote or abstain from voting at his or her discretion. A shareholder proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the meeting.
13. To change your proxy instruction, you must submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 Capita Asset Services' helpline on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Capita Asset Services cannot provide advice on the merits of the proposed resolutions nor give any financial, legal or tax advice.
15. 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 Asset Services, 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 completed and returned to Capita Asset Services no later than 10 a.m. on 13 April 2017. If you attempt to revoke a proxy appointment but the revocation is received after the time specified then, subject to note 4, your proxy appointment will remain valid.
16. 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.

#### **Availability of documents and other information**

17. The following documents will be available for inspection at the London offices of the Company at 101 Wigmore Street, London W1U 1QU and at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London, EC4Y 1HS during usual business hours every business day from the date of this Notice until the meeting and will be available on inspection at the place of the meeting for at least 15 minutes prior to and until the close of the meeting:
  - a) copies of directors' service contracts and letters of appointment; and
  - b) the documents listed in paragraph 15 (*Documents Available for Inspection*) of Part VI (*Additional Information*) of the Circular.
18. If you wish to attend the General Meeting in person, you will be required to sign a register of entry upon arrival at the General Meeting at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London, EC4Y 1HS.
19. In accordance with Section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting and, if applicable, members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website at [www.sportechplc.com](http://www.sportechplc.com).
20. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by writing to Capita Asset Services, 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 or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

#### **Corporate representative**

21. A member of the Company which is a corporation may authorise a person or persons to act as its corporate representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could

exercise if it were an individual member of the Company, provided that if two or more representatives purport to vote in relation to the same shares:

- a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- b) in other cases, the power is not treated as exercised.

#### **Issued share capital and total voting rights**

22. As at 27 March 2017 (being the latest business day prior to publication of this Notice), the Company's issued share capital consisted of 185,614,233 ordinary shares, carrying one vote each. As at the date of this Notice, the Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 27 March 2017 are 185,614,233.

#### **Nominated persons**

23. A person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the member by who he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
24. The statements of the rights of members in relation to the appointment of proxies in this Notice do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by registered members of the Company.

#### **Members with disabilities**

25. The venue is wheelchair accessible. If you have any special access or other needs please contact us on telephone +44 207 268 2400 or email [enquiries@sportechplc.com](mailto:enquiries@sportechplc.com) and we will be pleased to provide appropriate help.

#### **Questions at the meeting**

26. Under Section 319A of the Companies Act 2006 any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but 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 interests of the Company or the good order of the meeting that the question be answered.



