

**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, 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.



**Sportech PLC**

**Sportech PLC**

(incorporated and registered in Scotland under number SC069140)

**Annual General Meeting 2012**

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Notice of the Annual General Meeting of the Company to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 10 May 2012 at 10.00 a.m. is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by no later than 10.00 a.m. on 8 May 2012.



**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

5 April 2012

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**

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting for 2012 (the "Meeting") which we are holding at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 10 May 2012 at 10.00 a.m. The formal notice of the Meeting is set out on pages 4 and 5 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 2011 (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 2011.

The Directors' Remuneration Report is set out on pages 30 to 37 of the Annual Report.

**Re-election of Directors (Resolutions 3 to 6)**

In accordance with the Company's Articles of Association, Ian Penrose, Steve Cunliffe and Peter Williams are retiring as Directors by rotation and, being eligible, are offering themselves for re-election to the Board. Resolutions 3 to 5 deal with their proposed re-appointments.

In addition, David McKeith has been appointed to the Board by the Directors since the Company's last Annual General Meeting and, in accordance with the Company's Articles of Association, he is retiring and offering himself for re-appointment to the Board by the Company's shareholders. Resolution 6 deals with his proposed re-appointment.

Biographical details of each of these Directors can be found on pages 24 to 25 of the Annual Report.

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 7)**

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 8)

Paragraph a.i. of Resolution 8 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 8 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 8). This amount (before any reduction) represents approximately two-thirds of the share capital of the Company in issue at the date of this notice.

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 Annual General Meeting 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 Annual General Meeting.

### Disapplication of pre-emption rights on share allotment (Resolution 9)

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.

### Notice of General Meetings (Resolution 10)

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 Annual General Meetings) on 14 clear days' notice with shareholder approval. In order to preserve this ability, Resolution 10 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 fill in the proxy form enclosed with this document and return it to our registrars as soon as possible. They must receive it by 10.00 a.m. on 8 May 2012. 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.

### 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. Each of the Directors will be voting in favour of each of them in respect of the shares that they hold in the capital of the Company and the Board unanimously recommends that you do so as well.

### 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.

Yours sincerely,



**Roger Withers**  
*Chairman*  
5 April 2012

## Notice of the Annual General Meeting 2012

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Notice is hereby given that the Annual General Meeting for 2012 (the "Meeting") of Sportech PLC (the "Company") will be held on 10 May 2012 at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.00 a.m. for the transaction of the following business.

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and Resolutions 9 and 10 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 2011 ("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 2011 ("Resolution 2").
3. To re-appoint Ian Penrose, retiring by rotation in accordance with the Articles of Association, as a Director of the Company ("Resolution 3").
4. To re-appoint Steve Cunliffe, retiring by rotation in accordance with the Articles of Association, as a Director of the Company ("Resolution 4").
5. To re-appoint Peter Williams, retiring by rotation in accordance with the Articles of Association, as a Director of the Company ("Resolution 5").
6. To re-appoint David McKeith, appointed by the Directors in the previous twelve months and who is retiring in accordance with the Articles of Association and standing for re-appointment by the shareholders, as a Director of the Company ("Resolution 6").
7. 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 general meeting of the Company at which accounts are laid and to authorise the Directors to fix their remuneration ("Resolution 7").
8. 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 10 August 2013 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 8").

## 9. THAT:

- a. subject to the passing of Resolution 8 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 8 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 8 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 8 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 8 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 8 above" were omitted from the introductory wording to this resolution ("Resolution 9").
10. THAT a General Meeting, other than an Annual General Meeting, may be called on not less than 14 days' clear notice ("Resolution 10").

By Order of the Board



**Luisa Wright**  
Company Secretary  
5 April 2012

**Head Office**

Sportech PLC  
101 Wigmore Street  
London W1U 1QU

**Registered Office**

Sportech PLC  
249 West George Street  
Glasgow  
Scotland G2 4RB

## Notice of the Annual General Meeting 2012

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### Notes

1. The Company specifies that only those shareholders entered on the register of members of the Company as at 6.00 p.m. on 8 May 2012 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 8 May 2012 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 Form of Proxy; (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; or (c) through the CREST electronic proxy appointment service (if they are users 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 Form of Proxy are set out in the notes to the Form of Proxy. 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 Form of Proxy.
4. If submitted in hard copy, to be effective the completed and signed Form of Proxy (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 8 May 2012 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 Form of Proxy.
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 8 May 2012. 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 investor code ("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 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 8 May 2012. 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.



**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 Form of Proxy. 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 Form of Proxy. 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 Form of Proxy and would like to change the instructions using another hard-copy proxy form, please contact the Registrar's helpline on Capita Registrars 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 0321 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 8 May 2012. 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 5 April 2012 (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 5 April 2012 was 198,810,302.

## Notice of the Annual General Meeting 2012

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### 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 (and 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 will 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: (i) 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 (ii) 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 a question.
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. 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 Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.



