

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.



Sportech PLC

Sportech PLC

(incorporated and registered in Scotland under number SC069140)

Proposed amendments to Articles of Association

**Circular to shareholders
and
Notice of General Meeting**

Notice of a General Meeting of Sportech PLC to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.30 a.m. on 14 May 2013 (or as soon thereafter as the Annual General Meeting ("AGM") of Sportech PLC convened to be held at 10.00 a.m. on the same day and at the same place has concluded or been adjourned) is set out on page 5 of this document.

Whether or not you propose to attend the General Meeting, 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 10.30 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 6 to 7 of this document.

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Expected timetable

Latest time and date for receipt of proxy forms	10.30 a.m. on 10 May 2013
General Meeting	10.30 a.m. on 14 May 2013 ¹

Notes:

¹ Or as soon thereafter as the Annual General Meeting convened to be held at 10.00 a.m. on the same day has concluded or been adjourned. References to times in this document are to London time unless otherwise stated.

Definitions:

The following terms have the following meanings:

“AGM” means the Annual General Meeting of the Company convened to be held at 10.00 a.m. on 14 May 2013;

“Amended Articles” means the Articles of Association which are proposed to be adopted at the General Meeting to reflect changes described in more detail in this document;

“Board” means the Board of Directors;

“Company” means Sportech PLC;

“Current Articles” means the Company’s current Articles of Association;

“Director” means a Director of the Company;

“General Meeting” means the General Meeting of the Company convened to be held at 10.30 a.m. on 14 May 2013, or as soon thereafter as the AGM has concluded or been adjourned;

“Group” means the Company and its subsidiary undertakings (within the meaning given to such term in Section 1162 of the Companies Act 2006);

“Interests” in relation to shares shall mean any interest that the Shareholder would be required to disclose to the Company (in accordance with Sections 792 to 828 of the Companies Act 2006);

“Proxy form” means the proxy form accompanying this document;

“Regulatory Authorities” means authorities who license and/or regulate betting and/or gaming activities;

“Resolution” means the Special Resolution to be proposed at the General Meeting to adopt the Amended Articles;

“Share” means a share in the capital of the Company; and

“Shareholder” means the holder of a Share directly or indirectly.

Part One: Letter from the Chairman of the Company

Sportech PLC

(incorporated and registered in Scotland under number SC069140)

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

Notice of General Meeting and proposed amendments to Articles of Association

Dear Shareholder,

As you will be aware, your Company operates in a highly regulated environment in which licences and permits to operate in particular territories and with regard to specific activities are of paramount importance to its ability to maintain and grow its income streams across the globe. In order for the Company to protect its existing activities and to enable future growth and development, your Board believes that it is necessary to introduce new powers within its Articles of Association, the details of which are set out further in this document. The adoption of the Amended Articles requires the approval of the Shareholders pursuant to Section 21 of the Companies Act 2006. Accordingly, Shareholders are being asked to vote on a resolution to adopt the Amended Articles, which will be proposed at the General Meeting.

Background

The Regulatory Authorities in the principal jurisdictions in which the Group currently has betting and gaming operations, or in which the Group may wish to operate in the future, have broad powers to:

- ▶ require the provision of information from actual or prospective betting and/or gaming licensees in order to assess the continued suitability of an existing licensee or to determine the suitability of an applicant for a new licence; and
- ▶ suspend or withdraw an existing licensee's licences, or to decline granting an applicant a licence, due inter alia to those Regulatory Authorities determining that the directors, managers, shareholders or holders of indirect interests in shares of such a licensee or applicant are unsuitable to be directors, managers or shareholders of, or to hold direct or indirect financial interests in, or influence over, betting and/or gaming operators.

The information required, qualification or suitability requirements to be satisfied and ongoing regulatory filings can be detailed, onerous and intrusive and can include, for example, a requirement to provide personal and financial information concerning the ultimate beneficial owners and/or persons influencing control over corporate shareholders of a licensee or applicant for a licence.

The Group recognises that its licences are valuable assets which must be retained and expanded in order to give the Group continued access to exciting new business opportunities. The process of obtaining a licence can be prolonged, in part, due to the cumbersome process of gathering information from Shareholders. The Board considers that the Group should have a more certain process for obtaining such information from Shareholders and for applying restrictions on the holdings of certain Shareholders where required in order to allow the Group more ready access to new licensing opportunities and to permit the Group more certainty in its ability to maintain its existing licences.

In many countries where the Group currently operates it can be required, through specific licence terms or through general regulation, to provide information about Shareholders or about persons who, directly or indirectly are interested in or able to exercise control over Shares. This may typically be the case following a person acquiring such interests over a specified proportion of the Shares in issue, although, in some cases, such information can be required prior to such interests being acquired.

Any failure by the Group to comply with such a requisition, or any determination by a Regulatory Authority that a particular person (or group of persons) is unsuitable to hold such interests in Shares, could result in that Regulatory Authority taking adverse action against the Group, including fines, suspending or revoking an existing licence or declining to grant a licence for which the Group has applied, any of which acts are potentially capable of having a material adverse effect on the Group's operations, financial performance and prospects.

To address this risk the Company is proposing to introduce certain provisions in its Current Articles, through the adoption of the Amended Articles, which will allow the Board to request specific information from Shareholders about themselves or about other persons interested in the Shares they hold. In addition, such provisions will permit the Board in circumstances where a Regulatory Authority informs the Group that it objects to any particular person (or group of persons) directly or indirectly being interested in or able to exercise control over Shares, to resolve to restrict the voting, distribution and other rights attaching to the Shares held by such Shareholders or to compel the sale of Shares held by such Shareholders as necessary in order to address the Regulatory Authority's objection. These powers will also apply where a Regulatory Authority has refused, opposed, revoked, or imposed any condition which may have an adverse impact on the operation of the business of the Group in relation to the grant, renewal, amendment or continuance of any licence or other approval that is required in relation to the Group's business due to the Regulatory Authority's objection to any particular person (or group of persons) directly or indirectly being interested in or able to exercise control over Shares. These powers may not be exercised by the Board unless objections of the type referred to above have been raised with the Group by a Regulatory Authority or sanctions of the type referred to above have been threatened against the Group by a Regulatory Authority such that a Shareholder Regulatory Event (as more fully defined in the Amended Articles) has arisen. Furthermore, the Board would only seek to utilise these powers as a last resort in order to avoid the Group suffering consequences resulting from the Regulatory Authority's objection.

Accordingly, if the Resolution is approved by Shareholders at the Meeting and the Amended Articles are adopted, in circumstances where a Regulatory Authority takes action of the kind as described above and the Board resolves that such a step is required, it would be possible for the Board to resolve that a specified Shareholder may be compelled to dispose of interests in Shares (or have interests disposed of on its behalf). Shareholders should note, in particular, that such a disposal could be required at a time, price or otherwise on terms not acceptable to the relevant Shareholder. Shareholders should also note that, pursuant to the Amended Articles, the Company and the Board and any person acting on its or their behalf would have no responsibility for any loss which any such Shareholder may suffer or incur as a result of the disposal of such interests following the exercise by the Board of the powers referred to above.

A more detailed description of the proposed changes to be adopted in the Amended Articles is provided in Part Two of this document.

General Meeting

Set out on page 5 of this document is a Notice convening the General Meeting to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.30 a.m. on 14 May 2013, or as soon thereafter as the AGM has concluded or been adjourned, at which the Resolution to adopt the Amended Articles will be proposed.

A copy of the proposed Amended Articles is 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 (the place where the General Meeting will be held) from today until the conclusion of the General Meeting.

Action to be taken

If you would like to vote on the Resolution but cannot attend the General Meeting, please complete the proxy form enclosed with this document and return it to Capita Registrars, PXS, 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 General 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 10.30 a.m. on 10 May 2013.

Recommendation

Your Board considers the Resolution to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolution, as they intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely,



Roger Withers
Non-executive Chairman
11 April 2013

Part Two: Description of the proposed amendments to the Articles of Association

The Amended Articles, if adopted, will grant powers to the Board to take the following steps in relation to particular Shares and/or Shareholders:

1. Shareholder Regulatory Events

If the Amended Articles are adopted, the rights referred to in section 2 below could arise where a Shareholder Regulatory Event (as defined in the Amended Articles) has arisen. The Board may determine that a Shareholder Regulatory Event has arisen on the basis of communication from a relevant Regulatory Authority (as more specifically described in the Amended Articles) that the relevant Regulatory Authority has taken one of the following steps in relation to the grant, renewal, or the continuance of any registration, licence, approval, finding of suitability or qualification, consent, or certificate (each an "Approval") required by any law regulating a relevant activity of the Group:

- ▶ refused or indicated that it will or is likely to or may refuse an application for an Approval;
- ▶ revoked or cancelled or indicated that it will or is likely to or may revoke or cancel an Approval;
- ▶ opposed or indicated that it will or is likely to or may oppose an application for an Approval;
- ▶ imposed or indicated that it will or is likely to or may impose any condition or limitation on an Approval (to the extent that such condition or limitation impedes the Company's ability to pursue a relevant activity); or
- ▶ otherwise informed the Group that a particular holder or person interested in Shares is unsuitable to hold such an interest;

in each case where such a step has been or is to be taken as a result of the holding of Shares, or an interest in them, by a given person.

2. Rights of the Board in respect of Sportech Shares

When a Shareholder Regulatory Event arises, the Board, where it determines such steps are appropriate, will be permitted to:

- ▶ request information and/or evidence in relation to the identity of a Shareholder or of any other person holding interests in Shares;
- ▶ suspend a particular Shareholder's right to attend any meeting of Shareholders (or any class of them), to speak at such a meeting or to exercise the voting rights attaching to Shares;
- ▶ suspend the right of a Shareholder to participate in any dividend, distribution or return of capital by the Company (other than on a winding up); and
- ▶ suspend the right of a Shareholder to participate in any further issue of Shares,

in each case the Shareholder shall not be entitled to exercise the benefit of such rights (and no other person shall be entitled to exercise these rights) for so long as is necessary to address any objection raised by relevant Regulatory Authorities.

In certain circumstances, where necessary to address any objection raised by relevant Regulatory Authorities, the Board will also be able to determine that specified Shares, or interests in them, should be disposed of by the relevant Shareholder (or the holder of the relevant interests). In the event that the relevant Shareholder (or the holder of the relevant interests) does not comply with such a determination, the Board would be entitled to dispose of the relevant Shares (or relevant interests) itself.

Provided that the Board complies with the procedural requirements specified in the Amended Articles, the Board will be entitled to exercise its rights to require a disposal of Shares, or of interests in them, notwithstanding that any such disposal may occur at a time, price or otherwise on terms not acceptable to the holder of the relevant Shares or interests in them.

If the Board resolves, and if all other legal requirements are complied with, the Company itself may buy back the Shares which the Board has determined should be the subject of such a requirement.

The Board considers that these rights are required in order to mitigate the risk that an interest in Shares held by a particular person could lead to action being taken by a relevant Regulatory Authority which may cause substantial damage to the Group's business or prospects.

3. Review of the Board's determination

Any notice served by the Board specifying that any of the sanctions referred to in section 2 above are to be imposed with respect to any particular Shares, or any holder of an interest in them, may be withdrawn at any time by the Board. The Board will be required to withdraw such sanctions if it is satisfied that the circumstances giving rise to the Shareholder Regulatory Event have ceased to exist.

The holder of any Shares (or any interest in them) which have been made subject to any of the sanctions referred to in section 1 above will be entitled to make representations to the Board as to why a Shareholder Regulatory Event should not be considered to have occurred in relation to such Shares. The Board will be required to act reasonably when considering those representations and, if it is satisfied (in its discretion) that the holder of such Shares (or any interest in them) has adequately argued that there were no grounds for imposing such sanctions, the Board will be required to withdraw those sanctions.

Part Three: Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting (the "Meeting") of Sportech PLC (the "Company") will be held at 10.30 a.m. on 14 May 2013 (or as soon thereafter as the AGM convened to be held at 10.00 a.m. on the same day has concluded or been adjourned) at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX, for the purpose of considering, and if thought fit, passing the following Resolution, which will be proposed as a Special Resolution:

Special Resolution Amendments of the Company's Articles of Association

THAT Articles of Association, in the form produced at the Meeting and initialled by the Chairman for identification purposes, be adopted as the new Articles of Association of the Company in substitution for the Company's existing Articles of Association.

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

Notice of General Meeting continued

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 the Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned meeting will be entitled to attend or vote at the 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 Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned meeting will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
2. A member of the Company entitled to attend, speak and vote at the 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 a proxy form online at 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 Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Meeting to represent you. 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.
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 10.30 a.m. on 10 May 2013 or, in the event that this Meeting is adjourned, by no later than 48 hours before the time of any adjourned 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 Meeting or adjourned 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 10.30 a.m. on 10 May 2013. You can do this via the shareholder portal at 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 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 10.30 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.

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 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 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 Resolution 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 10.30 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.

Notice of General Meeting continued

Notes continued

17. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. 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.
18. At 11 April 2013 (being the date of this Notice of 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.
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 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 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. 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.
22. A copy of this Notice of General Meeting and other information required by Section 311A of the Companies Act 2006 is available at www.sportechplc.com.
23. Except as provided above, members who wish to communicate with the Company in relation to the 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 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.

