

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 the action you should take, you should seek your own personal 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 (excluding any personalised proxy form) to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the purchaser or transferee.



Sportech PLC

(incorporated and registered in Scotland under number SC069140)

Annual General Meeting 2018

Notice of the Annual General Meeting of Sportech PLC to be held at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN at 9.30 a.m. on 24 May 2018 is set out in Part III of this document.

Whether or not you propose to attend the Annual 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 proxy form as soon as possible but in any event so as to be received by no later than 9.30 a.m. on 22 May 2018. If you hold your shares in Sportech PLC in CREST, you may also appoint a proxy using CREST by following the instructions set out in Part IV of this document.

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Part I

Letter from the Chairman of the Board of Sportech PLC

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

Correspondence Address:

Sportech PLC
20 Balderton Street
London
W1K 6TU

Registered Office:

Sportech PLC
Collins House
Rutland Square
Edinburgh
Midlothian
Scotland
EH1 2AA

27 April 2018

To the shareholders of the Company

Notice of Annual General Meeting 2018

Dear Shareholder

I am pleased to be writing to you with details of our Annual General Meeting for 2018 which we are holding at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN at 9.30 a.m. on 24 May 2018.

The formal notice of the Annual General Meeting is set out in Part III of this document and details of the items of business to be proposed at the Annual General Meeting are set out in Part II of this document.

Actions to be taken

If you would like to vote on the resolutions to be proposed but cannot attend the Annual General Meeting, you should appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting by completing the proxy form enclosed with this document and returning it to our Registrar, Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible. Alternative methods by which you may appoint a proxy are set out in Part IV of this document. All proxy instructions, whether in hard copy or by electronic means, must be received by Link Asset Services by no later than 9.30 a.m. on 22 May 2018.

Recommendation

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

Availability of the Annual Report and Accounts

A copy of the Annual Report and Accounts for the financial year ended 31 December 2017 will be available on our website, at www.sportechplc.com, from 2 May 2018. Hard copy versions will be posted to those shareholders who have elected to receive a hard copy version no later than 3 May 2018. It is recommended

that shareholders do not complete their proxy form until they have had an opportunity to review a copy of the Annual Report and Accounts.

Yours sincerely

Richard McGuire

Non-executive Chairman

Part II

Explanatory notes relating to the business to be conducted at the Annual General Meeting

Approval of the Annual Report and Accounts (Resolution 1)

This resolution deals with the receipt and adoption of the accounts of the Company for the financial year ended 31 December 2017 and the associated reports of the Directors and the auditors of the Company (the “Annual Report and Accounts”).

Approval of the Directors’ Remuneration Report (Resolution 2)

In line with applicable UK legislation, our Directors’ Remuneration Report is split into three sections, the annual letter from the Chairman of the Remuneration Committee, the Directors’ Remuneration Policy and the Annual Report on Remuneration.

Resolution 2 invites shareholders to approve the Directors’ Remuneration Report, excluding the Directors’ Remuneration Policy (which was approved by shareholders at the Annual General Meeting of the Company held in 2017), for the financial year ended 31 December 2017. The Directors’ Remuneration Report is set out in the Annual Report and Accounts. This resolution is advisory in nature and no individual Director’s remuneration is dependent on it.

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

In accordance with the articles of association of the Company, Richard McGuire, Andrew Gaughan and Richard Cooper are retiring as Directors by rotation and, being eligible, offering themselves for re-election to the Board of Directors of the Company (the “Board”). Resolutions 3 to 5 deal with their proposed re-election.

In addition, Giles Vardey has been appointed to the Board by the Directors since the Company’s last Annual General Meeting and, in accordance with the articles of association of the Company, is retiring and offering himself for election to the Board by shareholders. Resolution 6 deals with his proposed election.

Biographical details of the Directors being proposed for re-election or election can be found in the Annual Report and Accounts.

The Board is satisfied that each Director being proposed for re-election or election continues to show the necessary commitment to the Company 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 (Resolutions 7 and 8)

These Resolutions deal with the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company until the conclusion of the next Annual General Meeting and the authorisation of the Directors to determine their remuneration.

Political donations (Resolution 9)

The Company is prohibited under the Companies Act 2006 (the “Act”) from making donations to EU political parties or organisations or to independent election candidates in the EU of over £5,000 a year without shareholder approval. The Act uses very broad definitions of political donations and expenditure which may extend to normal business activities which might not be thought of as political expenditure in the more usual sense (for example, responding to Government consultations on our industry or attending trade or other conferences which have political speakers).

Authority of Directors to allot shares (Resolution 10)

Paragraph (a)(i) of Resolution 10 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 (“Rights”) up to an aggregate nominal value of £12,450,083. This represents approximately one-third of the share capital of the Company in issue at the date of this document.

In line with the Share Capital Management Guidelines issued by the Investment Association, paragraph (a)(ii) of Resolution 10 will give the Directors the authority to allot shares in the Company and grant Rights up to a further aggregate nominal value of £12,450,083 in connection with a rights issue. This amount represents approximately one-third of the share capital of the Company in issue at the date of this document.

The Directors have no present intention of making use of this authority. However, the Board may consider issuing new shares if it believes it would be appropriate to do so to enable the Company to take advantage of any business opportunities that may arise and are consistent with the Company’s strategic objectives.

Disapplication of statutory pre-emption rights (Resolutions 11 and 12)

When new shares or other equity securities are allotted or treasury shares are sold for cash, they must generally first be offered to existing shareholders *pro rata* to their holdings. Resolutions 11 and 12 will allow the Directors in certain circumstances to make allotments of shares and equity securities and sell treasury shares without first making such an offer to existing shareholders.

Resolution 11 will allow the Directors to allot shares and other equity securities of the Company under the authority given by Resolution 10, and to sell shares held in treasury, for cash: (a) in connection with a rights issue or other pre-emptive offer; and (b) otherwise on a non-pre-emptive basis up to an aggregate nominal value of £1,867,512 (representing approximately 5% of the total ordinary share capital of the Company in issue as at the date of this document) in each case without first making a pre-emptive offer to existing shareholders.

Resolution 12 is being proposed as a separate resolution to authorise the Directors to allot a further 5% of the total ordinary share capital of the Company otherwise than in connection with a pre-emptive offer for the purposes of financing a transaction (or refinancing within six months of the transaction) which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-emption Group’s Statement of Principles (the “Pre-emption Group Principles”). The pre-emption disapplication authorities in Resolutions 11 and 12 are in line with institutional shareholder guidance and in particular with the Pre-emption Group’s Statement of Principles (the “Pre-emption Principles”). The Pre-emption Group Principles were updated in March 2015 and provide the Company with greater flexibility to undertake non-pre-emptive issuances in connection with acquisitions and specified capital investments by allowing the Company to allot shares with a nominal value of up to 5% of the total ordinary share capital of the Company for cash where that allotment is in connection with an acquisition or specified capital investment (as described in the Pre-emption Group Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment.

The Directors confirm that, in accordance with the Pre-emption Principles, they do not intend to issue shares or other equity securities for cash representing more than 7.5% of the Company’s ordinary share capital (excluding treasury shares) in any rolling three-year period, without prior consultation with and explanation to shareholders, other than in connection with an acquisition or specified capital investment as described in the Pre-emption Principles or to existing shareholders on a pre-emptive basis.

The Directors have no present intention of exercising the authorities in Resolutions 11 and 12 but consider it appropriate to obtain the flexibility that the authorities provide.

Authority for market purchases of own shares (Resolution 13)

Resolution 13 renews the Company’s current authority to make limited market purchases of its ordinary shares. The authority is limited to a maximum aggregate number of 27,994,013 ordinary shares (representing

approximately 14.99% of the Company's share capital in issue as at the date of this document) and this resolution sets out the minimum and maximum prices that can be paid, exclusive of expenses.

Any purchases of ordinary shares would be made by means of market purchases through the London Stock Exchange.

The Directors do not have any current intention to exercise the buy back authority if approved and, in any event, the Directors would only purchase ordinary 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. As at 26 April 2018 (being the latest practicable date prior to the publication of this document), options had been granted over 2,114,903 ordinary shares (the "Option Shares") representing approximately 1.13% of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares (as described in Resolution 12) were exercised in full, the Option Shares would have represented approximately 1.33% of the Company's issued share capital as at 26 April 2018.

Notice of general meetings (Resolution 14)

Resolution 14 seeks to renew the authority granted at last year's Annual General Meeting to allow the Company to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice. Under the Companies Act 2006, the Company must give shareholders 21 days' notice of any general meeting (for meetings other than Annual General Meetings), unless:

- (a) the shareholders have approved a shorter notice period (which cannot, however, be less than 14 clear days) by passing a special resolution at the most recent Annual General Meeting (or at a general meeting held since that Annual General Meeting); and
- (b) the Company offers the facility for shareholders to vote by electronic means at the meeting.

This resolution seeks such approval. The Company does not intend to use this authority as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought by the Directors at the relevant time to be to the advantage of shareholders as a whole. If granted, the approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. Annual General Meetings will continue to be held on at least 21 clear days' notice.

Part III

Notice of Annual General Meeting 2018

Notice is hereby given that the 2018 Annual General Meeting of Sportech PLC (the “Company”) will be held at 9.30 a.m. on 24 May 2018 at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN to consider and, if thought fit, pass the resolutions set out below.

Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 to 14 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive and adopt the annual accounts of the Company and the associated reports of the Directors and the Auditors of the Company for the financial year ended 31 December 2017.
2. To receive and approve the Directors’ Remuneration Report (as that term is used in section 439 of the Companies Act 2006), other than the part containing the Directors’ Remuneration Policy, in the form set out in the Company’s annual report and accounts for the financial year ended 31 December 2017.
3. To re-elect Richard McGuire, who is retiring by rotation in accordance with the articles of association of the Company, as a Director.
4. To re-elect Andrew Gaughan, who is retiring by rotation in accordance with the articles of association of the Company, as a Director.
5. To re-elect Richard Cooper, who is retiring by rotation in accordance with the articles of association of the Company, as a Director.
6. To elect Giles Vardey, appointed by the Directors in the previous twelve months and who is retiring in accordance with the articles of association of the Company and standing for election by the shareholders of the Company, as a Director.
7. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next General Meeting at which accounts are laid before the Company.
8. To authorise the Directors to determine the remuneration of the auditors of the Company.
9. That, in accordance with section 366 of the Companies Act 2006 (the “Act”), the Company and its subsidiaries be and are hereby authorised, in aggregate, to:
 - (a) make political donations to political parties and/or independent election candidates, not exceeding £50,000.00 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £50,000.00 in total; and
 - (c) incur political expenditure, not exceeding £50,000.00 in total,such authority to expire (unless previously revoked by the Company) on the earlier of 30 June 2019 and the conclusion of the Annual General Meeting of the Company to be held in 2019. For the purposes of this resolution the terms “political donation”, “political parties”, “independent election candidates”, “political organisation” and “political expenditure” have the meanings given by sections 363 to 365 of the Act.
10. THAT:
 - (a) the Directors be and are generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “Act”), to exercise all the powers of the Company to allot shares

in the capital of the Company and grant rights to subscribe for, or to convert any security into, shares in the capital of the Company (“Rights”):

- (i) up to an aggregate nominal amount of £12,450,083; and
- (ii) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £12,450,083 in connection with an offer by way of a rights issue to:
 - I. ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - II. 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 (including any such problems arising by virtue of equity securities being represented by depositary receipts);

- (b) such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2019 and the conclusion of the next Annual General Meeting of the Company but so that, in each case during this period, the Company may make an offer or agreement which would or might require shares to be allotted or rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
- (c) all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

Special Resolutions

11. THAT:

- (a) subject to the passing of Resolution 10 above, the Directors shall have the power to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “Act”)) (including the grant of rights to subscribe for, or convert any securities into, equity securities) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited to:
 - (i) the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (a) subparagraph (ii) of Resolution 10, by way of a rights issue only) to or in favour of:
 - I. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - II. 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 (including any such problems arising by virtue of equity securities being represented by depositary receipts); and

- (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) subparagraph (i) of this Resolution) up to an aggregate nominal amount of £1,867,512;
- (b) this power shall cease to have effect when the authority given by Resolution 10 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 and/or treasury shares to be sold after this authority expires and the Directors may allot equity securities and/or sell treasury shares in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- (c) all previous authorities to allot equity securities (as defined in section 560 of the Act) (including the grant of rights to subscribe for, or convert any securities into, equity securities) for cash and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, to the extent unused, shall be revoked.

12. THAT:

- (a) subject to the passing of Resolution 10 above, and in addition to any authority granted pursuant to Resolution 11 above, the Directors of the Company shall have the power to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “Act”)) (including the grant of rights to subscribe for, or to convert any securities into, equity securities) for cash under the authority given by Resolution 10 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited to:
 - (i) the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £1,867,512; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the passing of this resolution;
- (b) this power shall cease to have effect when the authority given by Resolution 10 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 and/or treasury shares to be sold after this authority expires and the Directors may allot equity securities and/or sell treasury shares in pursuance of that offer or agreement notwithstanding that the authority has expired; and
- (c) all previous authorities to allot equity securities (as defined in section 560 of the Act) (including the grant of rights to subscribe for, or convert any securities into, equity securities) for cash and/or to sell ordinary shares held by the Company as treasury shares for cash in order to finance (or refinance) a transaction as set out in paragraph (a) above, as if section 561 of the Act did not apply to any such allotment or sale, to the extent unused, shall be revoked.

13. 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 (the “Act”), to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares 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 27,994,013;
- (b) the minimum price which may be paid for such ordinary shares is an amount equal to the nominal value of such share(s) (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 trading days immediately prior to the day on which a share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue or venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;
 - (d) such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2019 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 the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts; and
 - (f) all previous authorities to make market purchases of ordinary shares, to the extent unused, shall be revoked.
14. THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019.

By Order of the Board

Richard McGuire
Non-executive Chairman

27 April 2018

Part IV

Notes to the Notices of the Annual General Meeting

1. The Company specifies that only those shareholders entered in the register of members of the Company as at 6.00 p.m. on 22 May 2018 or, in the event that the Annual General Meeting is adjourned, in the register of members of the Company at 6.00 p.m. two days prior to the adjourned Annual General Meeting (disregarding any portion of such period which is not a business day in accordance with the articles of association of the Company) 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 of members after 6.00 p.m. on 22 May 2018 or, in the event that the Annual General Meeting is adjourned, in the register of members of the Company at close of business two days prior to the adjourned Annual General Meeting (disregarding any portion of such period which is not a business day in accordance with the articles of association of the Company) 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 at the Annual General Meeting in any of the following ways: (a) by completing and returning the enclosed proxy form; (b) by completing such form online www.signalshares.com (the "Website") by following the on-screen instructions (to submit such form 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 a proxy form, 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 Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.30 a.m. on 22 May 2018 or, in the event that the 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 articles of association of the Company) 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 forms.
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 9.30 a.m. on 22 May 2018. You can do this via the shareholder portal at www.signalshares.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 cards 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 is 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 Link Asset Services (CREST participant RA10) by no later than 9.30 a.m. on 22 May 2018. 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 Link Asset Services 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.
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. Any corporation which is a member may appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
11. 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).
12. 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.

13. A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. 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.
14. 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.
15. 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 Link 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. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Link Asset Services cannot provide advice on the merits of the proposed resolutions nor give any financial, legal or tax advice.
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.
17. 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 Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that 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 Link Asset Services no later than 9.30 a.m. on 22 May 2018. 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.
18. 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.
19. At 27 April 2018 (being the date of this Notice of Annual General Meeting), the Company's issued share capital consists of 186,751,257 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 27 April 2018 was 186,751,257.
20. If you are a person who has been nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "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 (the "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.
21. If you wish to attend the Annual General Meeting in person, you may be required to sign a register of entry upon arrival at Buchanan Communications, 107 Cheapside, London, EC2V 6DN.
22. Under section 527 of the Act, 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 Annual General 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 Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors 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 Act to publish on a website.
23. Pursuant to section 319A of the Act, any shareholder attending the Annual General Meeting has the right to ask questions relating to the business being dealt with at the Annual General Meeting. In certain circumstances prescribed by section 319A of the Act, the Company need not answer the questions.
24. A copy of this Notice of Annual General Meeting and other information required by section 311A of the Act is available at www.sportechplc.com.
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 Link 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 of Annual General Meeting or in any related documents, including in the Chairman's letter and the proxy forms, to communicate with the Company for any purposes other than those expressly stated.
26. The following documents will be available for inspection on the day of the Annual General Meeting at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN from 9.15 a.m. until the conclusion of the Annual General Meeting:
- copies of the Executive Directors' service contracts; and
 - copies of the letters of appointment of the Non-executive Directors.

Sportech PLC
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London
W1K 6TU

