

**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 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.

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(incorporated and registered in Scotland under number SC069140)

## Notice of Annual General Meeting 2019

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Notice of the Annual General Meeting of Sportech PLC to be held at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN at 10.00 a.m. on 22 May 2019 is set out on pages 6 to 12 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit an online proxy form in accordance with the instructions set out in this document or, if a hard copy is requested, the instructions printed on it. All proxies should be received by no later than 10.00 a.m. on 20 May 2019.

## Letter from the Executive Chairman of the Board of Sportech PLC

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

### Correspondence Address:

Sportech PLC  
Icarus House,  
Hawkfield Business Park,  
Whitchurch,  
Bristol BS14 0BN

### Registered Office:

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

12 April 2019

To the shareholders of the Company

## Annual General Meeting 2019

I am pleased to be writing to you with details of our Annual General Meeting for 2019 which we are holding at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN at 10.00 a.m. on 22 May 2019. The formal notice of Annual General Meeting is set out on pages 6 to 12 of this document.

The following paragraphs provide an explanation of the resolutions to be considered at the Annual General Meeting. Resolutions 1 to 10 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes must be cast in favour of the resolution. Resolutions 11 to 14 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### 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 2018 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 a General Meeting of the Company held in 2017), for the financial year ended 31 December 2018. The Directors’ Remuneration Report is set out on pages 42 to 62 of 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)

These resolutions deal with the re-election or election of Directors.

In accordance with good corporate governance practice, this year, each of the Directors will voluntarily stand for re-election in line with the provisions of the UK Corporate Governance Code, save for Thomas Hearne and Christian Rigg, who are required to stand for election as this is the first Annual General Meeting since their respective appointments to the board of Directors of the Company (the “Board”).

Biographical details of the Directors being proposed for re-election or election can be found on page 28 of 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 and, therefore, unanimously recommends the re-election or election (as applicable) of the Directors set out in resolutions 3 to 6.

#### **Reappointment of the auditors and their remuneration (Resolutions 7 and 8)**

These Resolutions deal with the reappointment 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). Whilst the Company has no intention of making any political donations, it is proposing this resolution to ensure that it does not inadvertently breach the rules whilst carrying out its normal business activities and so, Resolution 9 seeks shareholder authority to make political donations totalling, in aggregate, £50,000.

#### **Authority of Directors to allot shares (Resolution 10)**

Resolution 10 will give the Directors the general 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 £12,583,417. 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 gives 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 £25,166,834 (excluding any shares issued pursuant to the general authority in paragraph (a)(i) of Resolution 10) in connection with a rights issue. This aggregate amount represents approximately two-thirds 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 for cash and sell treasury shares for cash 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 £1,887,512.40 (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 Principles. The Pre-emption Group Principles allow the Company 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 Group 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 Group 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 28,293,813 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 10 April 2019 (being the last practicable date prior to the publication of this document), the Company had no options in issue.

#### **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 clear days' notice of any general meeting (for meetings other than Annual General Meetings) unless certain conditions are met one of which is that shareholders have approved meetings being held on shorter notice.

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.

#### **Appointing a proxy**

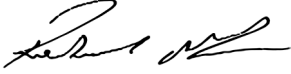
If you would like to vote on the resolutions to be proposed at the Annual General Meeting but cannot attend the Annual General Meeting, you should appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting.

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2019 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out on pages 9 and 10 of this document. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Asset Services. Details of how to request, and complete, a hard copy form of proxy are set out on page 10 of this document. Voting by proxy prior to the AGM does not affect your right to attend the Annual General Meeting and vote in person should you so wish. Proxy instructions must be received by the Registrars by no later than 10.00 a.m. on 20 May 2019.

**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 the directors intend to do in respect of their own shareholdings in the Company.

Yours sincerely



**Richard McGuire**  
Interim Executive Chairman

## Notice of Annual General Meeting 2019

Notice is hereby given that the 2019 Annual General Meeting of Sportech PLC (the "Company") will be held at 10.00 a.m. on 22 May 2019 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 2018.
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 2018.
3. To re-elect Richard McGuire as a Director.
4. To re-elect Giles Vardey as a Director.
5. To elect Thomas Hearne as a Director.
6. To elect Christian Rigg 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 to:
  - (a) make political donations to political parties and/or independent election candidates;
  - (b) make political donations to political organisations other than political parties; and
  - (c) incur political expenditure,up to an aggregate amount of £50,000.00 (and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such an amount) with such authority to expire (unless previously revoked by the Company) on the earlier of 30 June 2020 and the conclusion of the Annual General Meeting of the Company to be held in 2020. 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 £12,583,417; and
    - (ii) up to an aggregate nominal amount of £25,166,834 (such amount to be reduced by any shares allotted, or rights to subscribe for or to convert any security into shares granted, under paragraph (a)(i) of this resolution) 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); and

- (b) such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2020 and the conclusion of the next Annual General Meeting of the Company but so that, in each case until such time, 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.

## 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 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/or sale of treasury shares for cash 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)(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)(i) of this Resolution) up to an aggregate nominal amount of £1,887,512.40; and

- (b) this power shall cease to have effect when the authority given by Resolution 10 is revoked or expires, but until such time 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.

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 £1,887,512.40; and

## Notice of Annual General Meeting 2019 continued

- (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; and
  - (b) this power shall cease to have effect when the authority given by Resolution 10 is revoked or expires, but until such time 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.
- 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 28,293,813;
  - (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 2020 and the conclusion of the next Annual General Meeting of the Company; and
  - (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.
- 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 2020.

By Order of the Board



**Richard McGuire**  
Interim Executive Chairman

12 April 2019



## Notes

### 1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue in good time to allow your attendance to be registered. Only those shareholders entered in the register of members of the Company as at 6.00 p.m. on 20 May 2019 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 business days prior to the 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 of members after 6.00 p.m. on 20 May 2019 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 business days prior to the adjourned Annual General Meeting will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting .

### 2. Appointment of proxies

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. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to any hard copy form of proxy (if applicable). If members wish their proxy to speak on their behalf at the Annual General Meeting, members will need to appoint their own choice of proxy (not the Chairman) and give their instructions directly to them.

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 that member. A member may not appoint more than one proxy to exercise rights attached to any one share.

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.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish. 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.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have the right to appoint any proxies under the procedures set out in these notes and should read note 10 below.

In order for a proxy appointment to be valid, your appointment must be received no later than 10.00 a.m. on 20 May 2019 or, in the event that the Annual General Meeting is adjourned, by no later than 48 hours (excluding non-business days) before the time of any adjourned Annual General Meeting 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.

### 3. Appointment of a proxy online

Members may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than the deadline set out in note 2 above. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account, or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Asset Services, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

## Notes continued

### 4. Appointment of a proxy using a form of proxy

You may request a hard copy form of proxy directly from our Registrar, Link Asset Services, on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

To be effective the completed and signed form of proxy must be lodged at the office to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) by no later than the deadline set out in note 2 above. Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

To appoint more than one proxy using a hard copy form of 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. If possible, all forms should be returned together in the same envelope.

### 5. Appointment of a proxy through CREST

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 and by logging on to the following website: [www.euroclear.com](http://www.euroclear.com). 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.

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 (ID RA10) by no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. 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.

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.

### 6. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy (in hard copy, by electronic means or through CREST), 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). For proxy appointment submitted by hard copy, the signature of only one of the joint holders is required on the form of proxy.

## **7. Changing a proxy appointment**

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.

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.

## **8. Revocation of a proxy appointment**

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 10.00 a.m. on 20 May 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

## **9. Corporate representatives**

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).

## **10. Nominated persons**

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.

## **11. Voting rights**

At 10 April 2019 (being the date of this document), the Company's issued share capital consists of 188,751,257 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 10 April 2019 was 188,751,257.

## **12. Audit concerns**

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.

## Notes continued

### 13. Further questions and communication

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.

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 form of proxy, to communicate with the Company for any purposes other than those expressly stated.

### 14. Website giving information regarding the Annual General Meeting

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](http://www.sportechplc.com).

### 15. Documents available for inspection

The following documents will be available for inspection on the day of the Annual General Meeting at the venue for the Annual General Meeting from 15 minutes before the start of the Annual General Meeting until its conclusion:

- copies of the Executive Directors' service contracts; and
- copies of the letters of appointment of the Non-executive Directors.

**Sportech PLC**  
**Icarus House,**  
**Hawkfield Business Park,**  
**Whitchurch,**  
**Bristol BS14 0BN**