

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice as soon as possible from your stockbroker, bank, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are in the United Kingdom, or, if you are not in the United Kingdom, from another appropriately authorised independent professional adviser.**

If you sell or transfer or have sold or transferred all of your Ordinary Shares, please send this document together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document has been prepared for the purposes of complying with Scots law and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of Scotland.



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

**Proposed cancellation of listing of the Ordinary Shares  
from the Official List**

**Proposed admission of the Ordinary Shares to trading on AIM  
and  
Notice of General Meeting**

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**Shareholders should read the whole of this document. Your attention is drawn, in particular, to the letter from the Chairman of Sportech that is set out in Part I (*Letter from the Chairman of Sportech*) of this document and which contains the unanimous recommendation from the Directors that you vote in favour of the Resolution to be proposed at the General Meeting.**

Notice of a General Meeting of Sportech to be held at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF at 10.05 a.m. (or such time as is immediately following the conclusion of the Company's annual general meeting convened for the same date at 10.00 a.m.) on 29 June 2021 is set out in Part III (*Notice of General Meeting*) of this document.

**The Board has been monitoring closely the evolving COVID-19 situation as the restrictions on social distancing and non-essential travel in Scotland and the wider United Kingdom are gradually eased. Although UK based shareholders are expected to be permitted to attend the General Meeting in person, it is likely that the General Meeting will be significantly reduced in scale due to the continuing social distancing measures and the Board strongly recommends that Shareholders vote on the Resolution by submitting an online proxy to appoint the chairman of the General Meeting as their proxy. A limited number of Directors will be in attendance and a limited number of Shareholders or properly appointed proxies who have made an advance booking to attend will be permitted access to the meeting room. Advance bookings to attend will be allocated to Shareholders on a first come first served basis. Further information on the impact of COVID-19 on the General Meeting and how to make a booking to attend is set out in paragraphs 8 and 9 of Part I (*Letter from the Chairman of Sportech*) of this document.**

We will continue to monitor closely the developing impact of COVID-19, including the latest guidance from the UK Government. Should it become necessary or appropriate to revise the current arrangements for the General Meeting, this will be notified to Shareholders on our website and/or via a Regulatory Information Service.

All proxies should be received as soon as possible and, in any event, by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Shareholders who are users of the CREST system (including CREST personal members) may use the CREST electronic proxy appointment service. Further details of the proxy appointment methods are set out in Part III (*Notice of General Meeting*).

If you have any questions about this document, the General Meeting or on the appointment of a proxy, please call the shareholder helpline on 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note that calls may be monitored or recorded and the helpline cannot provide financial, legal or tax advice or advice on the merits of the Delisting, AIM Admission or the Resolution.

Peel Hunt LLP, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as Nominated Adviser for the Company and for no one else in relation to the Delisting and AIM Admission and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the Delisting and AIM Admission. The responsibilities of Peel Hunt, as Nominated Adviser under the AIM Rules and the AIM Rules for Nominated Advisers, are owed solely to the London Stock Exchange and are not owed to the Company or any Director of the Company or to any other person.

Apart from the responsibilities and liabilities, if any, which may be imposed upon Peel Hunt by FSMA or the regulatory regime established thereunder, Peel Hunt (including any persons associated or affiliated with it) does not accept any responsibility whatsoever or make any representation or warranty, express or implied, concerning the contents of this document, including its accuracy, completeness or verification, or concerning any other statement made or purported to be made by it, or on its behalf, the Company or the Directors in connection with the Company, the Delisting or AIM Admission, and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Peel Hunt accordingly disclaims to the fullest extent permitted by law, all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to herein) which it might otherwise have in respect of this document or any such statement.

The contents of the Company's website and any website directly or indirectly linked to that website do not form part of this document and should not be relied upon.

Capitalised terms have the meanings ascribed to them in Part II (*Definitions*) of this document.

#### **AVAILABILITY OF HARD COPIES**

If you have received this document in electronic form, you may request a hard copy of this document by calling the shareholder helpline on 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note that calls may be monitored or recorded and the helpline cannot provide financial, legal or tax advice on the merits of the Delisting, AIM Admission or the Resolution. You may also request that all future documents, announcements and information to be sent to you in relation to the Delisting and AIM Admission should be in hard copy form. Hard copies of this document will not be provided unless such a request is made.

## **INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

This document contains statements which are, or may be deemed to be, “forward-looking statements” which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of a date in the future or forward-looking words such as “plans”, “expects”, “is expected”, “is subject to”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes”, “targets”, “aims”, “projects” or words or terms of similar substance or the negative of those terms, as well as variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations or events that are beyond the Company’s control.

Forward-looking statements include statements regarding the intentions, beliefs or current expectations of the Company concerning, without limitation: (a) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (b) business and management strategies and the expansion and growth of the Group’s operations; and (c) the effects of global economic conditions on the Group’s business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause the actual results, performance or achievements of the Group to differ materially from the expectations of the Group include, amongst other things, general business and economic conditions globally, industry trends, competition, changes in government and other regulation (including licensing of gambling) and policy (including in relation to the licensing of gambling, environment, health and safety and taxation), labour relations and work stoppages, interest rates and currency fluctuations, changes in its business strategy, the outcome of any litigation, the impact of any acquisitions or similar transactions, IT system and technology failures, political and economic uncertainty and other factors. Such forward-looking statements should therefore be construed in light of such factors.

Neither the Company nor any of its Directors, officers or advisers provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

Forward-looking statements contained in this document apply only as at the date of this document. Other than in accordance with its legal or regulatory obligations (including under the Prospectus Regulation Rules, the Listing Rules, the Disclosure Guidance and Transparency Rules, the AIM Rules and UK MAR, as applicable, the Company is not under any obligation and the Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **NO OFFER OR SOLICITATION**

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

This document is dated 4 June 2021.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	4 June 2021
Latest time and date for receipt of proxy appointments (whether online, via a CREST Proxy Instruction or by a hard copy form of proxy) in respect of the General Meeting	10.05 a.m. on 25 June 2021
Record time and date for entitlement to vote at the General Meeting	6.00 p.m. on 25 June 2021
General Meeting	10.05 <sup>1</sup> a.m. on 29 June 2021
Publication of Schedule One announcement	30 June 2021
Cancellation of the listing of the Ordinary Shares from the Official List becomes effective	28 July 2021
Admission of, and commencement of dealings in, the Ordinary Shares on AIM	28 July 2021

### Notes:

1. Or such later time as is immediately following the conclusion of the Company's annual general meeting convened for the same date at 10.00 a.m.

All references to time in this document are to London time. The dates and times given in this document are based on the Company's current expectation and may be subject to change. Any changes to the timetable set out above will be announced via a Regulatory Information Service.

The ISIN code for the Ordinary Shares will remain GB00B28ZPV64.

## CORPORATE DETAILS AND ADVISERS

<b>Directors</b>	Giles Vardey ( <i>Chairman</i> ) Richard McGuire ( <i>Chief Executive Officer</i> ) Thomas Hearne ( <i>Chief Financial Officer</i> ) Ben Warn ( <i>Independent Non-executive Director</i> )
<b>Company Secretary</b>	SGH Company Secretaries Limited 6th Floor 60 Gracechurch Street London EC3V 0HR
<b>Registered Office</b>	Collins House Rutland Square Edinburgh EH1 2AA
<b>Corporate Broker and Proposed Nominated Adviser</b>	Peel Hunt LLP 100 Liverpool Street London EC2M 2AT
<b>Legal advisers to the Company as to UK law</b>	Dickson Minto W.S. Broadgate Tower 20 Primrose Street London EC2A 2EW
<b>Auditor</b>	BDO LLP 55 Baker Street London W1U 7EU
<b>Registrars</b>	Link Group Central Square 29 Wellington Street Leeds LS1 4DL

## PART I

### LETTER FROM THE CHAIRMAN OF SPORTECH

#### SPORTECH PLC

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

*Directors:*

Giles Vardey (Chairman)  
Richard McGuire (Chief Executive Officer)  
Thomas Hearne (Chief Financial Officer)  
Ben Warn (Independent Non-executive Director)

*Registered office:*

Collins House  
Rutland Square  
Edinburgh  
EH1 2AA

4 June 2021

*To Shareholders and, for information purposes only, to participants in the Sportech PLC Value Creation Plan*

Dear Shareholders

#### **Proposed Delisting and Admission to AIM**

**and**

#### **Notice of General Meeting**

#### **1. INTRODUCTION**

The Company announced on 4 June 2021 proposals to cancel the admission of the Ordinary Shares to listing on the Official List (premium segment) and to trading on the London Stock Exchange's main market for listed securities (the “**Delisting**”) and the Company's intention to apply for the admission of all of its issued and to be issued Ordinary Shares to trading on AIM (the “**AIM Admission**”), such Delisting and AIM Admission to take effect simultaneously. The Directors believe that AIM is a market and environment which is more suited to the Company's current size and strategy and AIM will offer greater flexibility with regard to corporate transactions and should therefore enable the Company to agree and execute certain transactions more quickly and cost effectively than a company on the Official List.

Subject to the Resolution being passed at the General Meeting, it is anticipated that the effective date of the Delisting and AIM Admission will be 28 July 2021, and that the Ordinary Shares will be admitted to trading on AIM on or around 8.00 a.m. on 28 July 2021.

Peel Hunt is acting as nominated adviser in connection with the Delisting and AIM Admission.

The purpose of this document is to: (a) provide you with information relating to the Delisting and AIM Admission; (b) explain the background to and reasons for the Delisting and AIM Admission and why the Board considers the Delisting and AIM Admission to be in the best interests of Shareholders as a whole; (c) recommend that Shareholders vote in favour of the Resolution set out in the Notice of General Meeting; and (d) convene the General Meeting to obtain Shareholder approval for the Resolution.

Richard McGuire and Thomas Hearne (being the Directors who hold Ordinary Shares) intend to vote in favour of the Resolution at the General Meeting in respect of the Ordinary Shares to which they are beneficially entitled, being, in aggregate, 1,125,000 Ordinary Shares, representing approximately 0.59 per cent. of the total issued Ordinary Shares of Sportech as at 3 June 2021 (being the latest practicable date prior to the publication of this document).

Shareholders should read the whole of this document and not just rely on the summarised information set out in this letter. Shareholders will find definitions for capitalised terms used in this letter and the rest of the document in Part II (*Definitions*) of this document.

## 2. BACKGROUND TO AND REASONS FOR THE DELISTING AND AIM ADMISSION

Following completion of the sale of the Bump 50:50 Business as announced on 1 February 2021 and the proposed sale of the Global Tote Business as approved by Shareholders on 24 December 2020 (together, the “**Disposals**”), the Group’s business will comprise of:

- **Venues:** The Venues Business operates legal pari-mutuel betting on horseracing, greyhound racing and Jai alai under an in perpetuity licence in the State of Connecticut, USA. It offers omni-channel betting entertainment through 11 physical retail locations and an online platform, [www.mywinners.com](http://www.mywinners.com), and holds the right to expand to up to 24 physical locations. The business also includes a separate US retail “B2C” platform and provides venue management services to a range of clients.
- **Lottery:** The Lottery Business provides draw-based lottery platforms and services. In 2019, the Group acquired Lot.to systems, an iLottery, CRM, and games management platform, to complement the Group’s successful draw-based games.

Following the Disposals, the Directors have considered carefully whether the continued admission of its Ordinary Shares to listing on the premium segment of the Official List and to trading of its Ordinary Shares on the Main Market is in the best interests of Shareholders. The Directors consider that AIM is a more appropriate market for companies with a market capitalisation of less than £100 million, such as the Company, for the following reasons.

- AIM is expected to offer greater flexibility with regard to corporate transactions and should therefore enable the Company to agree and execute certain transactions more quickly and cost effectively than a company on the Official List. Should such opportunities or initiatives arise or become relevant to the Group, they could entail significant additional complexity and larger transaction costs if the Company were to remain on the Official List.
- AIM, which is operated and regulated by the London Stock Exchange, has an established reputation with investors and analysts and is an internationally recognised market. For smaller companies, such as the Company, AIM provides a more flexible regulatory regime, suitable market and environment that is expected to simplify the ongoing administrative and regulatory requirements of the Company.
- Companies whose shares trade on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation. Following the move to AIM, individuals who hold Ordinary Shares may, after two years, be eligible for relief from inheritance tax under the business property relief provisions. The Board believes that this potential relief may be attractive for individuals who are Shareholders. Shareholders and prospective investors should however consult their own professional advisers on whether an investment in an AIM security (as defined in the AIM Rules) is suitable for them, or whether the inheritance tax benefit referred to above is available to them.
- The Directors expect that the Company would to a greater extent appeal to specialist institutional investors following a move to AIM (such as funds investing in AIM companies that qualify for IHT Business Property Relief) and, in light of the possible tax benefits mentioned above, the Directors hope that being admitted to AIM will make the Company’s Ordinary Shares more attractive to certain retail investors.
- As neither Stamp Duty Reserve Tax nor stamp duty is payable on the transfer of shares that are traded on AIM and not listed on any other market, this may help increase liquidity in the trading of the Ordinary Shares.

Based on the factors set out in this paragraph 2, the Directors believe a move to AIM is in the best interests of the Company and its Shareholders as a whole.



### **3. USE OF PROCEEDS FROM DISPOSALS AND STRATEGY**

The Board is reviewing its options regarding the specific application of the net cash proceeds arising from the previously announced sale of a freehold property and the Disposals which are expected to be, in aggregate, approximately £36.1 million. It is the Board's current intention to return the majority of proceeds to the Company's Shareholders when the Board considers it opportune to do so. The timing and extent of such a return of proceeds will take into account the Board's view of the Group's organic and inorganic investment opportunities as well as its general ongoing capital requirements in light of plausible trading scenarios. The Board is also evaluating further investment opportunities in the Group's business and potential investments in carefully selected growth opportunities which are aligned with the Group's strategy. The Board will consult with major Shareholders as to the appropriate combination of the use of the net cash proceeds of the Disposals.

### **4. DETAILS OF THE DELISTING AND AIM ADMISSION**

Conditional on the Resolution having been approved by Shareholders at the General Meeting, the Company will apply to cancel the listing of the Ordinary Shares on the Official List and their admission to trading on the Main Market and give 20 Business Days' notice to the London Stock Exchange of its intention to seek AIM Admission under AIM's streamlined admission process for companies that have had their securities traded on the Official List (known as the "AIM Designated Market" route).

As the Ordinary Shares have been listed on the premium segment of the Official List for more than 18 months, the Company is not required to publish an admission document in connection with AIM Admission. However, the Company will, subject to the passing of the Resolution at the General Meeting, publish an announcement which complies with the requirements of Schedule One to the AIM Rules comprising information required to be disclosed by companies transferring their securities from the Official List to AIM via the AIM Designated Market route.

It is currently anticipated that, subject to the passing of the Resolution:

- the last day of dealing in the Ordinary Shares on the Main Market will be 27 July 2021;
- cancellation of the listing of Ordinary Shares on the Official List will take effect at 8:00 a.m. on 28 July 2021, being not less than 20 Business Days from the date of the General Meeting; and
- AIM Admission will take place, and trading in the Ordinary Shares will commence on AIM, at 8:00 a.m. on 28 July 2021.

### **5. CONSEQUENCES OF ADMISSION TO AIM**

Following AIM Admission, the Group will be subject to the AIM Rules. Shareholders should note that the protections afforded to investors in AIM companies are less rigorous than those afforded to investors in companies whose shares are listed on the premium segment of the Official List.

While there are a number of similarities between the obligations of a company whose shares are traded on AIM and those companies whose shares are listed on the premium segment of the Official List, there are some exceptions, including those set out below.

- Under the AIM Rules, prior shareholder approval is required only for:
  - reverse takeovers, being an acquisition or acquisitions in a twelve-month period which would (i) exceed 100 per cent. in various class tests, such as the ratio of the transaction consideration to the market capitalisation of the AIM company; or (ii) result in a fundamental change in the Company's business, board or voting control; and
  - disposals which, when aggregated with any other disposals over the previous twelve months, would result in a fundamental change in the Company's business (being disposals that exceed 75 per cent. in various class tests, such as the ratio of the transaction consideration to the market capitalisation of the AIM company).

- However, under the Listing Rules, for companies listed on the premium segment of the Official List, a more extensive range of transactions, including certain related party transactions, are conditional on shareholder approval and require the publication of a detailed circular.
- The regime in relation to dealing in own securities and treasury shares is less onerous under the AIM Rules which, although they contain restrictions on the timing of dealings and notification requirements, do not include requirements as to price, shareholder approval or tender offers.
- There are no prescribed content requirements for shareholder circulars or a requirement for such circulars to be approved by the FCA under the AIM Rules.
- There is no requirement under the AIM Rules for a prospectus or an admission document to be published for further issues of securities to institutional investors on AIM, except when seeking admission for a new class of securities or as otherwise required by law.
- Unlike the Listing Rules, the AIM Rules do not specify any required structures or discount limits in relation to further issues of securities.
- Compliance with the UK Corporate Governance Code is not mandatory for companies whose shares are admitted to trading to AIM. If AIM Admission occurs, the Group will, however, continue to comply with the UK Corporate Governance Code.
- Institutional investor guidelines (such as those issued by the Investment Association, the Pensions and Lifetime Savings Association and the Pre-Emption Group), which provide guidance on issues such as executive compensation and share-based remuneration, corporate governance, share capital management and the issue and allotment of shares on a pre-emptive or non-pre-emptive basis, do not directly apply to companies whose shares are admitted to trading on AIM.
- The AIM Rules require that AIM companies retain a nominated adviser and broker at all times, but they are not required to have a sponsor for the purposes of certain corporate transactions, as is required on the premium segment of the Official List. The nominated adviser has ongoing responsibilities to both the Company and the London Stock Exchange. Peel Hunt has agreed to act as nominated adviser and broker to the Company following AIM Admission.
- Where the Company has a controlling shareholder (as defined in the Listing Rules) it will no longer be required to enter into a relationship agreement with that controlling shareholder or to comply with the independence provisions required by the Listing Rules.
- Whilst a company's appropriateness for AIM is, in part, dependent on it having sufficient free float in order that there is a properly functioning market in the shares, there is no specified requirement for a minimum number of shares in an AIM company to be held in public hands. A company listed on the Official List has to maintain a minimum of 25 per cent. of its issued ordinary share capital in public hands.
- The Disclosure Guidance and Transparency Rules (other than Chapter 5, in respect of significant shareholder notifications), the Listing Rules and certain of the Prospectus Regulation Rules will no longer apply to the Company following AIM Admission. This is because AIM is not a regulated market for the purposes of the EU's securities directives.
- Companies with a listing on the premium segment of the Official List may only cancel their listing with the approval of 75 per cent. of the voted shares and, if the company has a controlling shareholder, must also secure the approval of a majority of the voting independent shareholders (other than in certain limited circumstances). Under the AIM Rules, an AIM company only requires 75 per cent. shareholder approval to cancel admission of its securities to AIM and, in certain limited circumstances, the London Stock Exchange may agree that shareholder consent is not required.
- Companies whose shares trade on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation. Following the Delisting and AIM Admission, individuals who hold Ordinary Shares may, in certain circumstances, be eligible for certain tax benefits that only apply in relation to unlisted

shares. Shareholders and prospective investors should consult their own professional advisers on whether an investment in an AIM security is suitable for them, or whether such a tax benefit may be available to them.

- The Delisting may have implications for Shareholders holding shares through a Self-Invested Personal Pension Plan (SIPP). For example, shares in unlisted companies may not qualify for certain SIPPs under the terms of that SIPP. Shareholders holding shares through a SIPP should therefore consult with their SIPP provider immediately.
- The requirement under section 439A of the Companies Act to submit a remuneration policy for a binding vote by shareholders is only applicable to quoted companies listed on the Main Market. A company whose shares are traded on AIM is not subject to the same obligation to submit its remuneration policy to a binding vote of shareholders.

The Code will continue to apply to the Company following AIM Admission.

Following AIM Admission, Ordinary Shares that immediately prior to the Delisting were held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new certificates will be issued in respect of such shares following AIM Admission. The Board does not envisage that there will be any significant alteration to the standards of reporting and governance which the Group currently maintains. The Group will maintain its Audit and Remuneration Committees which will be subject to the same terms and conditions.

Shareholders should note that AIM listed issuers are not eligible for FTSE indexation (with the exception of the FTSE AIM Indexes).

## **6. RISK FACTORS RELATING TO AIM ADMISSION**

Although the Company intends to seek AIM Admission in respect of its Ordinary Shares, there can be no guarantee that the Company will be successful in achieving AIM Admission in respect of its Ordinary Shares.

Shareholders should note that the share price of AIM companies can be highly volatile, which may prevent Shareholders from being able to sell their Shares at or above the price they paid for them. The market price and the realisable value for the Shares could fluctuate significantly for various reasons, many of which are outside the Company's control. Further, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, will be maintained following AIM Admission. AIM is a market designed primarily for emerging and smaller companies, to which a higher investment risk tends to be attached than for larger companies and may not provide the liquidity normally associated with the Main Market or on some other stock exchanges. Accordingly, as a consequence of the Company's Ordinary Shares trading on AIM, the Ordinary Shares may be more difficult to sell compared with the shares of companies listed on the Official List. The Directors believe that AIM can provide a sufficiently liquid trading platform for the Ordinary Shares.

## **7. CORPORATE GOVERNANCE**

The Directors have considered the corporate governance and procedures that would be appropriate for the Company following AIM Admission, taking into account the Company's size and structure. Following AIM Admission, the Directors will continue to adopt the UK Corporate Governance Code.

## **8. GENERAL MEETING**

The Delisting and AIM Admission is conditional on the passing of the Resolution at the General Meeting. Notice of the General Meeting, which will be held, subject to the provisions of this paragraph 8, at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF at 10.05 a.m. (or such time as is immediately following the conclusion of the Company's annual general meeting convened for the same date at 10.00 a.m.) on 29 June 2021 is set out in Part III (*Notice of General Meeting*) of this document.

The General Meeting is being held for the purposes of considering and, if thought fit, passing the Resolution. The Resolution proposes that the Delisting and AIM Admission be approved and that the Directors be authorised to implement the Delisting and AIM Admission. The Resolution will be proposed as a special resolution.

The Board has been monitoring closely the evolving COVID-19 situation as the restrictions on social distancing and non-essential travel in Scotland and the wider United Kingdom are gradually eased. Although it is expected that UK based shareholders will be permitted to attend the General Meeting in person, it is likely that the General Meeting will be significantly reduced in scale due to social distancing measures and **the Board strongly recommends that Shareholders vote on the Resolution by submitting an online proxy to appoint the chairman of the General Meeting as their proxy.** A limited number of Directors will be in attendance and a limited number of Shareholders or properly appointed proxies who have made an advance booking to attend will be permitted access to the meeting room. The number of Shareholders permitted to attend in person will depend on the COVID-19 restrictions in place at the time of the General Meeting. **Advance bookings to attend will be allocated to Shareholders on a first come first served basis.**

As a consequence of the restrictions please note that if you wish to join us at the General Meeting you must send an email to [IR@sportechplc.com](mailto:IR@sportechplc.com) by 10.05 a.m. on 25 June 2021 to make an advance booking for your attendance. You must also attach a Letter of Corporate Representation from the custodian of your Ordinary Shares if the Ordinary Shares are not registered in your name. Please note that your name must be pre-registered with the venue in advance of the day. **In any event, in light of ongoing health and safety risks posed by COVID-19, the Board respectfully suggests that Shareholders do not make plans to attend the General Meeting in person.**

In addition please note that:

- A limited number of Directors will be in attendance.
- Only registered Shareholders or properly appointed proxy holders who have made an advance booking to attend will be permitted to attend.
- No guests of Shareholders will be admitted.
- There will be no catering offered to attendees.

It is expected that the General Meeting will be required to be held on a properly social distanced basis in line with the prescribed regulations. Each attendee must confirm at least 24 hours prior to the General Meeting that, in the past 14 days, they have:

- not experienced any symptoms of COVID-19 nor tested positive for COVID-19;
- not been in contact with anyone who has tested positive for COVID-19; or
- not visited a country or location where you are legally required to quarantine on return to any part of the UK.

**Attendees should not attend the meeting if the position changes (for example if, after having given the confirmation, they then start to experience any COVID-19 symptoms).** Attendees must wear a face mask on entry to the building until seated in the meeting room and on arrival there will be a temperature check and hand sanitiser provided for their use.

Due to the ongoing COVID-19 restrictions, there may be limited opportunity to engage informally with the Board at the General Meeting. However, ensuring that Shareholders are able to vote and to raise questions on the business of the General Meeting remains a key priority. Shareholders are encouraged to submit questions to the Board ahead of the General Meeting. Any questions on the business of the General Meeting should be submitted to [IR@sportechplc.com](mailto:IR@sportechplc.com) by no later than 10.05 a.m. on Friday 25 June 2021. We will endeavour to provide responses to these questions and, where appropriate, will publish answers to frequently asked questions on the Company's website ([www.sportechplc.com/investors](http://www.sportechplc.com/investors)).

Shareholders are encouraged to take the recommended action before the General Meeting (as set out in paragraph 9 of this letter), which includes appointing a proxy whether online, via a CREST Proxy Instruction or by a hard copy form of proxy in accordance with the instructions therein.

**We strongly urge Shareholders to vote by proxy on the Resolution as early as possible and the Board recommends that Shareholders appoint the chairman of the General Meeting as their proxy and not another person who may not be permitted entry.**

The Resolution will be decided on a poll. The Board believes a poll is more representative of Shareholders' voting intentions because Shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. The results of any poll vote held at the General Meeting will be published on the Company's website and will be released via a Regulatory Information Service as soon as practicable following the closing of the General Meeting.

## **9. ACTION TO BE TAKEN**

You are asked to complete and submit an online proxy form at [www.signalshares.com](http://www.signalshares.com) (the "Website") in accordance with the on-screen instructions (in particular, at the "Proxy Voting" link). In order to appoint a proxy using the Website, you will need to log into your Signal Shares account, or register if you have not previously done so. To register, you will need to identify yourself with your Investor Code which is detailed on your share certificate or available from the Company's Registrars, Link Group, on Tel: 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

In order for an online proxy appointment to be valid, your appointment must be received as soon as possible and, in any event, by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Alternatively, you may request a hard copy form of proxy from the Registrars on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed on it and returned to the Registrars, Link Market Services Limited, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) so as to be received as soon as possible and, in any event, by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Alternatively, you may send any document or information relating to proxies to the electronic address indicated on the form of proxy.

Shareholders who are users of the CREST system (including CREST personal members) may also choose to appoint a proxy by completing and transmitting a CREST Proxy Instruction so that it is received by the Registrars (under CREST participant ID number RA10) by no later than 10.05 a.m. on 25 June 2021 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message in the manner prescribed by CREST.

Unless proxy appointments (whether made online, via a CREST Proxy Instruction or by a hard copy form of proxy) are received by the date and time specified above, they will be invalid.

Further details regarding the appointment of proxies are set out in the Notice of General Meeting at Part III (*Notice of General Meeting*) of this document.

## **10. RECOMMENDATION TO SHAREHOLDERS**

The Directors consider the Delisting and AIM Admission to be in the best interests of Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

Richard McGuire and Thomas Hearne (being the Directors who hold Ordinary Shares) intend to vote at the General Meeting in favour of the Resolution in respect of the Ordinary Shares to which they are beneficially entitled (representing approximately 0.59 per cent. of the total issued Ordinary Shares as at 3 June 2021 (being the latest practicable date prior to the publication of this document)).

**Shareholders should note that, unless the Resolution is passed by Shareholders at the General Meeting, the Delisting and AIM Admission will not be implemented. In such circumstances, the Ordinary Shares will not be admitted to trading on AIM and the Ordinary Shares will continue to be admitted to listing on the premium segment of the Official List and to trading on the Main Market.**

Yours faithfully

Giles Vardey  
*Chairman*

## PART II

### DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise.

“AIM”	AIM, a market operated by the London Stock Exchange.
“AIM Admission”	the admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules.
“AIM Rules”	the “AIM Rules for Companies”, published by the London Stock Exchange from time to time.
“Articles”	the articles of association of the Company.
“Board”	the board of directors of the Company.
“Bump 50:50 Business”	the in-stadia web and mobile electronic lotteries supply business sold by the Group to Canadian Bank Note Company, Limited.
“Business Day”	a day (other than a Saturday or Sunday or public holiday in England and Wales) on which banks are open in London for general commercial business.
“Chairman”	Giles Vardey, the non-executive chairman of the Company.
“Code”	the City Code on Takeovers and Mergers.
“Companies Act”	the Companies Act 2006, as amended from time to time.
“Company” or “Sportech”	Sportech PLC, a public limited company incorporated in Scotland with registered number SC069140 and whose registered office is at Collins House, Rutland Square, Edinburgh EH1 2AA.
“CREST”	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear is the operator in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755).
“CREST Manual”	the manual published by Euroclear describing the CREST system, as amended from time to time.
“CREST Proxy Instruction”	a proxy appointment or instruction made using CREST, authenticated in accordance with Euroclear’s specifications and containing the information set out in the CREST Manual.
“Delisting”	the proposed cancellation of the listing of the Company's Ordinary Shares on the Official List and from trading on the London Stock Exchange's main market for listed securities.
“Directors”	the Executive Directors and Non-executive Directors, or the directors of the Company from time to time as the context requires.
“Disclosure Guidance and Transparency Rules”	the Disclosure Guidance and Transparency Rules made by the FCA for the purposes of Part VI of FSMA.
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST.
“Executive Directors”	the executive directors of the Company, currently being Richard McGuire and Thomas Hearne.

<b>“FCA”</b>	the Financial Conduct Authority of the UK, its predecessors or its successors from time to time, including, as applicable, in its capacity as the competent authority for the purposes of Part VI of FSMA.
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended from time to time.
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF at 10.05 a.m. (or such time as is immediately following the conclusion of the Company's annual general meeting convened for the same date at 10.00 a.m.) on 29 June 2021 (or any adjournment thereof), notice of which is set out in the Notice of General Meeting.
<b>“Global Tote Business”</b>	the pari-mutuel technology solutions and services business being sold by the Group to Betmakers Technology Group Ltd.
<b>“Group”</b>	the Company and its consolidated subsidiaries and subsidiary undertakings.
<b>“Listing Rules”</b>	the Listing Rules made by the FCA for the purposes of Part VI of FSMA.
<b>“London Stock Exchange”</b>	London Stock Exchange plc of 10 Paternoster Square, London, EC4M 7LS.
<b>“Lottery Business”</b>	the Group’s lottery business as described in paragraph 2 of Part I ( <i>Letter from the Chairman of Sportech</i> ) of this document.
<b>“Main Market”</b>	the London Stock Exchange's main market for listed securities.
<b>“Non-executive Directors”</b>	the non-executive directors of the Company, currently being Giles Vardey and Ben Warn.
<b>“Notice of General Meeting”</b>	the notice of the General Meeting, as set out in Part III ( <i>Notice of General Meeting</i> ) of this document.
<b>“Official List”</b>	the FCA’s list of securities that have been admitted to listing.
<b>“Ordinary Shares” or “Shares”</b>	the ordinary shares of 20 pence each in the capital of the Company.
<b>“Peel Hunt”</b>	Peel Hunt LLP of 100 Liverpool Street, London EC2M 2AT.
<b>“Prospectus Regulation Rules”</b>	the prospectus regulation rules made under Part VI of FSMA, as amended from time to time.
<b>“Registrars”</b>	Link Group of Central Square, 29 Wellington Street, Leeds LS1 4DL.
<b>“Resolution”</b>	the special resolution being proposed at the General Meeting to approve the Delisting and AIM Admission and to grant the Directors authority to implement the Delisting and AIM Admission, as set out in the Notice of General Meeting.
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time.
<b>“UK”</b>	United Kingdom of Great Britain and Northern Ireland.
<b>“UK Corporate Governance Code”</b>	the UK Corporate Governance Code issued by the Financial Reporting Council in July 2018, as amended from time to time.



“ <b>UK MAR</b> ”	the UK version of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time.
“ <b>US</b> ”, “ <b>USA</b> ” or “ <b>United States</b> ”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.
“ <b>Value Creation Plan</b> ”	the Company’s Value Creation Plan, an incentive plan approved by shareholders on 24 May 2017.
“ <b>Venues Business</b> ”	the Group’s venues business as described in paragraph 2 of Part I ( <i>Letter from the Chairman of Sportech</i> ) of this document.

## PART III

### NOTICE OF GENERAL MEETING

#### SPORTECH PLC

(the “Company”)

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

#### NOTICE OF GENERAL MEETING

**Notice is hereby given** that a General Meeting of the Company will be held at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF at 10.05 a.m. (or such time as is immediately following the conclusion of the Company's annual general meeting convened for the same date at 10.00 a.m.) on 29 June 2021 to consider and, if thought fit, to pass the Resolution, which shall be proposed as a special resolution, in connection with the Delisting and AIM Admission, as described in the circular to the Company's shareholders dated 4 June 2021 (the “Circular”).

For the purposes of this notice, capitalised terms used but not defined herein shall (unless the context otherwise requires) have the same meaning ascribed to them in the Circular of which this notice forms part.

#### SPECIAL RESOLUTION

**THAT** the directors of the Company be and are hereby authorised to:

1. cancel the listing of the existing issued ordinary shares on the premium segment of the Official List of the Financial Conduct Authority and to remove such ordinary shares from trading on London Stock Exchange plc's main market for listed securities; and
2. apply for admission of the Company's existing issued ordinary shares to trading on AIM, the market of that name operated by London Stock Exchange plc.

**By order of the Board**

SGH Company Secretaries Limited  
*Company Secretary*

*Registered Office*  
Collins House  
Rutland Square  
Edinburgh EH1 2AA

4 June 2021

## Notes:

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

1. If you wish to attend the General Meeting in person, you must send an email to IR@sportechplc.com by 10.05 a.m. on 25 June 2021 to make an advance booking for your attendance. You must also attach a Letter of Corporate Representation from the custodian of your shares if the shares are not registered in your name. Please note that your name must be pre-registered with the venue in advance of the day.
2. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a Shareholder entered in the register of members of the Company at 6.00 p.m. on 25 June 2021 (or, in the event that the meeting is adjourned, at 6.00 p.m. 48 hours (excluding non-working days) before the time of the reconvened meeting) shall be entitled to attend or vote at the meeting. A Shareholder may vote in respect of the number of Ordinary Shares registered in the Shareholder's name at that time. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting.

### Proxy appointment

3. Shareholders are entitled to appoint one or more proxies to attend, speak and vote instead of the Shareholder. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him/her. A proxy need not be a Shareholder of the Company. A Shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his/her holding and only one proxy is entitled to be appointed in respect of any one share. Failure to specify the number of shares to which each proxy appointment relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointments, is in excess of the number of shares held by the Shareholder may result in the proxy appointment being invalid. If you intend to appoint multiple proxies and if you have requested and been provided with a hard copy form of proxy, please photocopy the form.
4. A proxy or proxies can be appointed in any of the following ways: (a) by appointing 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 (to submit it you will need to log into your Signal Shares account, or register if you have not previously done so); (b) by requesting, completing and returning a hard copy form of proxy; or (c) if you are a user of the CREST system (including CREST personal members), having an appropriate CREST message transmitted. Further information on each method is set out below. The appointment of a proxy will not preclude a Shareholder from attending and voting in person at the meeting. If you have appointed a proxy and vote at the meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.
5. Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the on-screen instructions on the Website and in the notes to the hard copy form of proxy. If you wish to appoint a proxy in this way, you must follow the procedures set out in those instructions or notes. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. If you wish to appoint a proxy through the Website, you must complete and submit an online proxy form in accordance with the on-screen instructions (in particular, at the "Proxy Voting" link) set out on the Website. In order to appoint a proxy using the Website, you will need to log into your Signal Shares account, or register if you have not previously done so. To register, you will need to identify yourself with your Investor Code which is detailed on your share certificate or available from the Company's Registrars, Link Group, on Tel: 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). In order for an online proxy appointment through the Website to be valid, your appointment must be received as soon as possible and, in any event, by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).
7. You may request a hard copy form of proxy from the Registrars on Tel: 0371 664 0300 or by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). If you are outside the United Kingdom, please call Tel: +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed on it and returned to the Registrars, Link Market Services Limited, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority) so as to be received as soon as possible and, in any event, by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). 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.

8. Shareholders who are users of the CREST system (including CREST personal members) may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by the Company's agent (ID number RA10) by no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company's agent is able to retrieve the message in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST manual. In order for a proxy appointment or instruction made using the CREST system to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable their CREST sponsor or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. IMPORTANT: In any case your proxy appointment must be received by the Company's Registrars no later than 10.05 a.m. on 25 June 2021 (or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).
11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the more senior).
12. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, a proxy will vote or abstain from voting at his or her discretion. A proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the meeting.
13. To change your proxy instruction, you must submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
14. Where you have appointed a proxy using a hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact Link Group's helpline on 0371 664 0300. If you are outside the United Kingdom, please call +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls made from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Link Group cannot provide advice on the merits of the proposed resolution nor give any financial, legal or tax advice.
15. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Market Services Limited at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be completed and returned to Link Group no later than 10.05 a.m. on 25 June 2021. If you attempt to revoke a proxy appointment but the revocation is received after the time specified then, subject to note 4, your proxy appointment will remain valid.
16. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

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

17. In accordance with section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting and, if applicable, members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website at [www.sportechplc.com](http://www.sportechplc.com).
18. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by writing to Link Group at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice or any

related documents (including a hard copy form of proxy) to communicate with the Company for any purposes other than those expressly stated.

#### **Corporate representatives**

19. A member of the Company which is a corporation may authorise a person or persons to act as its corporate representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that if two or more representatives purport to vote in relation to the same shares: (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (b) in other cases, the power is not treated as exercised.

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

20. As at 3 June 2021 (being the latest Business Day prior to publication of this Notice), the Company's issued share capital consisted of 188,751,257 Ordinary Shares, carrying one vote each. As at the date of this Notice, the Company does not hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at 3 June 2021 were 188,751,257.

#### **Nominated persons**

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

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

23. Under section 319A of the Companies Act 2006 any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. **In light of the restrictions on members being able to attend the General Meeting as a result of the ongoing COVID-19 situation, any questions on the business of the General Meeting should be submitted in advance of the General Meeting to IR@sportechplc.com by no later than 10.05 a.m. on 25 June 2021. We will endeavour to provide responses to these questions and, where appropriate, will publish answers to frequently asked questions on the Company's website (www.sportechplc.com/investors).**

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