

**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.



## **Sportech PLC**

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

## **Annual General Meeting 2023**

---

Notice of the Annual General Meeting of Sportech PLC to be held at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR at 12.00 p.m. on Tuesday 30th May 2023 is set out on pages 6 to 9 of this document.

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

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

*Registered Office:*

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

5 May, 2023

To the shareholders of the Company

## **Annual General Meeting 2023**

I am pleased to be writing to you with details of our Annual General Meeting for 2023 which we are holding at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR at 12.00 p.m. on Tuesday 30 May 2023. The formal notice of Annual General Meeting is set out on pages 6 to 9 of this document.

The following paragraphs provide an explanation of the resolutions to be considered at the Annual General Meeting. Resolutions 1 to 9 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 10 to 13 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 2022 and the associated reports of the Directors and the auditor of the Company (the “Annual Report and Accounts”).

### **Approval of Directors’ Remuneration Report (Resolution 2)**

In line with applicable UK legislation, our Director’s 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.

The Remuneration Committee is seeking shareholders’ approval of the Directors’ Remuneration Report under Resolution 2.

The Directors are required to prepare the Directors’ Remuneration Report which is set out on pages 26 to 36 of the 2022 Annual Report and Accounts. The Directors’ Remuneration Report comprises the Directors remuneration policy, the annual report detailing the remuneration of the directors and a statement by the Chairman of the Remuneration Committee. The Company is required to seek shareholders’ approval in respect of the contents of this report, excluding the Directors’ Remuneration Policy (which was approved by shareholders at a General Meeting of the Company held in 2017), on an annual basis. The vote is an advisory one, and no entitlement of a Director to remuneration is conditional on it.

### **Re-election or election of Directors (Resolutions 3 to 5)**

These resolutions deal with the re-election of Directors. In accordance with good corporate governance practice, each of the Directors will voluntarily stand for re-election. Clause 84(a) of the Company’s articles of association provide for each director to retire from office at the third annual general meeting after the annual general meeting at which he was previously appointed or reappointed. Clause 90 of the Company’s articles of association provide for any Director appointed during the year to hold office only until the next annual general meeting where they will be eligible for re-election.

Biographical details of the Directors being proposed for re-election or election can be found on the Company's website at [www.sportechplc.com/about-us](http://www.sportechplc.com/about-us).

The Board is satisfied that each Director being proposed for re-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 of the Directors set out in resolutions 3 to 5.

#### **Reappointment of the auditor and their remuneration (Resolutions 6 and 7)**

These resolutions deal with the reappointment of BDO LLP as the auditor 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 8)**

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 8 seeks shareholder authority to make political donations totalling, in aggregate, £15,000.

#### **Authority of Directors to allot shares (Resolution 9)**

Resolution 9 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 £333,333.33. 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 9 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 £666,666.67 (excluding any shares issued pursuant to the general authority in paragraph (i) of Resolution 9) 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 10 and 11)**

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 10 and 11 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.

Resolutions 10 and 11, which are proposed as special resolutions, reflect the recommendations in PEG's (Pre-emption Group) revised Statement of Principles issued on 4 November 2022. The Statement of Principles implemented the recommendations of the UK Secondary Capital Raising Review that, subject to certain conditions, permitted non-pre-emptive issuances should increase from 10 per cent. to 20 per cent. of a company's issued share capital.

Accordingly, as further described below, Resolution 10 provides for the disapplication of preemption rights on 10 per cent. of the Company's ordinary share capital on an unrestricted basis and Resolution 11 provides for the disapplication of pre-emption rights of a further 10 per cent. of the Company's ordinary share capital for the purposes of financing or refinancing an acquisition or capital investment.

If passed, these resolutions will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments: under Resolution 10, in connection with a rights issue, open offer or other pre-emptive offer to ordinary Shareholders and holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but (in accordance with normal practice) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient; up to an aggregate nominal amount of £100,000.00 (which represents approximately (but not more than) 10 per cent. of the issued ordinary share capital of the Company as at the Latest Practicable Date; and under Resolution 11, in addition to the authority referred to above, up to an aggregate nominal amount of £100,000.00 (which represents approximately (but not more than) 10 per cent. of the issued ordinary share capital of the Company as at the Latest Practicable Date) for use only for the purposes of financing or refinancing an acquisition or capital investment of the kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by PEG.

If Resolutions 10 and 11 are passed, the Directors' authority will expire on the earlier of 30 June 2024 and the conclusion of the annual general meeting of the Company in 2024 and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand.

The Directors have no present intention of exercising the authorities in Resolutions 10 and 11 but consider it appropriate to obtain the flexibility that the authorities provide.

#### **Authority for market purchases of own shares (Resolution 12)**

Resolution 12 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 15,000,000 ordinary shares (representing approximately 15% 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 buyback 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 5 May 2023 (being the last practicable date prior to the publication of this document), the Company had no options in issue.

#### **Notice of general meetings (Resolution 13)**


Resolution 13 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 Act, 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**

As has been the case now for a few years, in order to reduce the Company’s environmental impact, you will not receive a hard copy form of proxy for the 2023 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically at [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out on pages 10 to 12 of this document.

Link Group, the company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

|   |   |
|---|---|
| Apple App Store   | Google Play   |
|  |  |

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 12.00pm on Thursday 25th May 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Group. All proxy instructions must be received by the Registrars by no later than 12.00 p.m. on Thursday 25th May 2023.

**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**  
*Executive Chairman*

## Notice of Annual General Meeting 2023

Notice is hereby given that the 2023 Annual General Meeting of Sportech PLC (the “Company”) will be held at 12.00 p.m. on Tuesday 30 May 2023 at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR to consider and, if thought fit, pass the resolutions set out below.

Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 to 13 will be proposed as special resolutions:

### Ordinary Resolutions

1. To receive and adopt the Company’s audited annual report and accounts for the financial year ended 31 December 2022, together with the associated reports of the Directors and the auditor.
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 2022.
3. To elect Paul Humphreys as a Director.
4. To re-elect Richard McGuire as a Director.
5. To re-elect Clive Whiley as a Director.
6. To re-appoint BDO LLP as auditor 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.
7. To authorise the Directors to determine the auditor’s remuneration.
8. 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 £15,000.00 (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 2024 or the conclusion of the Annual General Meeting of the Company to be held in 2024. 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.
9. THAT:
  - (a) the Directors be and are generally and unconditionally authorised, pursuant to section 551 of 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 £333,333.33; and
    - (ii) up to an aggregate nominal amount of £666,666.67 (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 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 2024 or 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**

#### **10. THAT:**

subject to the passing of Resolution 9 above, the Directors shall have the power under section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by Resolution 9 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (i) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to (i) holders of ordinary shares of 1 pence each (the “Ordinary Shares”) (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary Shares deemed to be held by them, and (ii) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (ii) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding the sum of £100,000..

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 10 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Board may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

11. THAT:

in addition to any authority granted under Resolution 10 and subject to the passing of Resolution 9 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by Resolution 9 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to any such allotment and/or sale of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding the sum of £100,000.00; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors 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 date of this document.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 9 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

12. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of 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 15,000,000;
- (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 2024 or 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.



13. 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 2024.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Richard McGuire', is written over a light grey rectangular background.

**Richard McGuire**

*Chairman*

5 May 2023

## Notes

### 1. 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, although please note the current restrictions in place may mean entry to the Meeting being restricted. 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).

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 12.00 p.m. on 25 May 2023 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.

### 2. 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 Group, by email at [shareholderenquires@linkgroup.co.uk](mailto:shareholderenquires@linkgroup.co.uk) or 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 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

Link Group, the company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

|   |   |
|---|---|
| Apple App Store   | Google Play   |
|  |  |

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12.00pm on Thursday 25th May 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote..

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

You may request a hard copy form of proxy directly from our Registrar, Link Group, 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 09.00 – 17.30, 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 Group at Link Group at PXS 1, 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) 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.

Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

### 4. 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 & International 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 Group (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 Group 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.

#### **5. 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.

#### **6. 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.

#### **7. 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 Group at Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL . 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 Group no later than 12.00 p.m. on 25 May 2023. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

## **8. 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).

## **9. 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.

## **10. Voting rights**

At 5 May 2023 (being the date of this document), the Company’s issued share capital consists of 100,000,000 ordinary shares, each carrying the right to one vote at a general meeting of the Company. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 5 May 2023 was 100,000,000.

## **11. 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.

## **12. 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 Group at Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL 4TU or emailing: [2023agm@sportechplc.net](mailto:2023agm@sportechplc.net). No other methods of communication will be accepted. In particular, you may not use any other 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.

**13. 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).

**14. Questions prior to the AGM**

Prior to the Meeting, the Company must cause to be answered 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.

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

|  |   |
|--|---|
| <p>Link Group, the company’s registrar, has launched a shareholder app: LinkVote+.</p> <p>It’s free to download and use and gives shareholders the ability to access their records at any time and attend virtual AGMs.</p> <p>The app also allows users to submit a proxy appointment quickly and easily online rather than through the post.</p> |  |
| <p>The app is available to download on the Apple App Store and Google Play</p>   |   |
|   |   |

Apple/iOS: <https://apps.apple.com/us/app/linkvote/id1568438770>

Android/googleplay: <https://play.google.com/store/apps/details?id=com.linkgroup.engage>

You can also use the following QR Codes:

**Apple/iOS**



**Android/google play**



