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If you sell or transfer or have sold or transferred all of your Ordinary Shares, please forward this Document as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this Document 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, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

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SPORTECH PLC

Incorporated in Scotland with registered number SC069140

Proposed cancellation of admission of Ordinary Shares to trading on AIM Notice of General Meeting Re-Registration as a Private Limited Company and Adoption of New Articles of Association

This Document should be read as a whole. Your attention is drawn to the letter from the Chairman of Sportech which is set out in Part 1 of this Document recommending, on behalf of the Directors, that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A notice to convene a General Meeting of the Company, to be held at the offices of Dickson Minto W.S. at 16 Charlotte Square, Edinburgh EH2 4DF at 9.00 a.m. on 5 October 2023 is set out in Part 4 of this Document.

In line with the Company's approach at annual general meetings, hard copy proxy forms are not being sent to Shareholders in connection with the General Meeting. The Company would like to encourage Shareholders to vote electronically or appoint a proxy electronically, which can be done via www.signalshares.com, via the LinkVote+ app or, where Ordinary Shares are held in CREST, via CREST. Certain Shareholders may also be able to appoint a proxy electronically via the Proximity platform. Shareholders may also request a hard copy form of proxy directly from the Company's registrar, Link Group, by calling 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Notwithstanding the method of appointment, proxy appointments must be received by Link Group by 9.00 a.m. on 3 October 2023, being 48 hours before the time fixed for the General Meeting. Further details of the proxy appointment methods are set out in the Notice of General Meeting.

The appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish. All Shareholders planning to attend the General Meeting in person are, however, requested to confirm their attendance by emailing ir@sportechplc.com (marked for the attention of the Company Secretary) by no later than 9.00 a.m. on 3 October 2023.

This document is dated 19 September 2023.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or date</i> ⁽¹⁾⁽²⁾
Notice provided to the London Stock Exchange to notify it of the proposed Cancellation	14 September 2023
Publication and posting of this Document	19 September 2023
Latest time for receipt of proxy appointments in respect of the General Meeting	9.00 a.m. on 3 October 2023
General Meeting	9.00 a.m. on 5 October 2023
Last day of dealings in Ordinary Shares on AIM	16 October 2023
Cancellation	7.00 a.m. on 17 October 2023
Re-registration	week commencing 23 October 2023

Notes:

1. All of the times referred to in this Document refer to London time.
2. Each of the times and dates in this timetable is subject to change. If any of the expected times and/or dates change materially, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

DIRECTORS AND ADVISERS

Directors	Richard McGuire (<i>Executive Chairman</i>) Paul Humphreys (<i>Non-Executive Director</i>) Clive Whiley (<i>Non-Executive Director</i>)
Company Secretary	SGH Company Secretaries Limited
Registered office	Collins House Rutland Square Edinburgh EH1 2AA
Nominated Adviser and Broker	Peel Hunt LLP 7th Floor 100 Liverpool Street London EC2M 2AT
Legal advisers to the Company	Dickson Minto W.S. 16 Charlotte Square Edinburgh EH2 4DF
Registrars	Link Group Central Square 29 Wellington Street Leeds LS1 4DL

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“£”	pounds sterling, being the lawful currency of the UK;
“AIM”	AIM, the market operated by the London Stock Exchange;
“AIM Rules”	the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time;
“Business Day”	a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which banks are generally open for the transaction of normal banking business in London;
“Cancellation”	the cancellation of admission of the Ordinary Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to the passing of the Cancellation Resolution;
“Cancellation Resolution”	Resolution 1 to be proposed at the General Meeting;
“Company” or “Sportech”	Sportech plc, a company incorporated in Scotland with registered number SC069140 and having its registered office at Collins House, Rutland Square, Edinburgh EH1 2AA;
“Companies Act”	the Companies Act 2006 (as amended from time to time);
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as also defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI2001/3755), (as amended from time to time);
“Current Articles”	the articles of association of the Company at the date of this Document;
“Directors” or “Board”	the directors of the Company, whose names are set out in Part 1 of this Document;
“Disclosure Guidance and Transparency Rules”	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of FSMA (as amended from time to time);
“Document”	this document, containing information regarding the Cancellation, the Re-registration, the adoption of the New Articles and the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 (as amended from time to time);
“General Meeting”	the general meeting of the Company convened for 9.00 a.m. on 5 October 2023 and any adjournment thereof, notice of which is set out in Part 4 of this Document;
“Group”	Sportech and its subsidiary undertakings (as such term is defined in section 1162 of the Companies Act) from time to time;
“London Stock Exchange”	London Stock Exchange plc;
“Matched Bargain Facility”	has the meaning given in paragraph 5.2 of Part 1 of this Document;

“New Articles”	the new articles of association of the Company proposed to be adopted pursuant to the Re-registration Resolution with the principal differences between the Current Articles and the proposed New Articles summarised in Part 2 of this Document, a copy of which can be viewed at https://www.sportechplc.com ;
“Notice of General Meeting”	the notice of the General Meeting which is set out in Part 4 of this Document;
“Ordinary Shares”	the ordinary shares of £0.10 each in the capital of the Company;
“Panel”	the Panel on Takeovers and Mergers;
“Registrars”	Link Group of Central Square, 29 Wellington Street, Leeds LS1 4DL;
“Regulatory Information Service”	has the meaning given to it in the AIM Rules for any of the services approved by the Financial Conduct Authority for the distribution of AIM announcements and included within the list maintained on the Financial Conduct Authority’s website;
“Re-registration”	the proposed re-registration of the Company as a private limited company;
“Re-registration Resolution”	Resolution 2 to be proposed at the General Meeting;
“Resolutions”	the resolutions to be proposed at the General Meeting, being the Cancellation Resolution and the Re-registration Resolution;
“Share Capital Reorganisation”	has the meaning given in paragraph 2 of Part 1;
“Shareholders”	holders of Ordinary Shares from time to time and “Shareholder” means any one of them;
“Takeover Code”	the City Code on Takeovers and Mergers;
“UK MAR”	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended by virtue of the European Union (Withdrawal Agreement) Act 2020); and
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.

PART 1

LETTER FROM THE CHAIRMAN OF SPORTECH PLC

(Incorporated in Scotland with Registered No. SC069140)

Directors

Richard McGuire (*Executive Chairman*)
Paul Humphreys (*Non-Executive Director*)
Clive Whiley (*Non-Executive Director*)

Registered Office

Collins House
Rutland Square
Edinburgh
EH1 2AA

19 September 2023

To the Shareholders of Sportech

Proposed cancellation of admission of Ordinary Shares to trading on AIM, re-registration as a private limited company and associated adoption of new articles of association

1. INTRODUCTION

As announced by the Company on 11 September 2023, the Directors have concluded that it is in the best interests of the Company and its Shareholders as a whole to seek Shareholder approval for cancellation of the admission of the Ordinary Shares to trading on AIM (the “**Cancellation**”) and for the Company to be re-registered as a private limited company (the “**Re-registration**”) and adopt the New Articles. In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation.

The Company is seeking Shareholders’ approval for the Cancellation, Re-registration and adoption of the New Articles at the General Meeting, which has been convened for 9.00 a.m. on 5 October 2023 at the offices of Dickson Minto W.S. at 16 Charlotte Square, Edinburgh EH2 4DF. If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 17 October 2023.

The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out in Part 4 of this Document.

The purpose of this Document is to seek Shareholders’ approval for the Resolutions, to provide information on the background to and reasons for the proposed Cancellation, Re-registration and associated adoption of the New Articles, to explain the consequences of the Cancellation, Re-registration and associated adoption of the New Articles and provide reasons why the Directors unanimously consider the Cancellation, Re-registration and associated adoption of the New Articles to be in the best interests of the Company and its Shareholders as a whole.

2. BACKGROUND TO AND REASONS FOR THE CANCELLATION AND RE-REGISTRATION

As Shareholders will be aware, the Company undertook a share consolidation and subdivision and capital distribution in July 2023 (the “**Share Capital Reorganisation**”). Following the Share Capital Reorganisation becoming effective, the Board undertook a thorough review of the corporate costs being borne by the Company as a result of its status as a publicly traded company.

Following that review, the Board has concluded that the Company’s continued status as a publicly traded company is not appropriate given the scale of its business and, accordingly, the Cancellation and Re-registration are in the best interests of the Company and its Shareholders as a whole for reasons including those set out below.

- **Costs and regulatory burden:** The considerable cost and management time and the legal and regulatory burden associated with maintaining the Company’s admission to trading on AIM is, in the Board’s opinion, disproportionate to the benefits of the Company’s continued admission to trading on AIM. These costs: (a) amounted to approximately £450,000 in the year ended 31 December 2022; (b) contributed to the Group’s pre-tax loss of £934,000 in that period to a material extent; and (c) represented approximately 28 per cent. of the Group’s adjusted EBITDA

of £1.6 million in that period. Given the lower costs associated with private limited company status, it is estimated that the Cancellation and Re-registration will materially reduce the Company's recurring administrative and adviser costs by approximately £450,000 per annum, which the Board believes can be better spent supporting and investing in the Group's business.

- **Lack of liquidity:** Notwithstanding the Share Capital Reorganisation, there continues to be limited liquidity in the Ordinary Shares. As a result, the Board believes that Shareholders are not provided with opportunities to trade in meaningful volumes or with frequency in an active market in Ordinary Shares.
- **Market volatility:** As a result of the limited liquidity in Ordinary Shares described above, small trades in Ordinary Shares can have a significant impact on price and, therefore, market valuation, which, the Board believes, in turn has a materially adverse impact on: (a) the Company's status within its industry; (b) the perception of the Company amongst its customers, suppliers and other partners; (c) staff morale; and (d) the Company's ability to seek appropriate financing or realise an appropriate value for any material future disposal(s).
- **Challenges related to the Company's position as a micro-cap stock:** Growing the Company, a UK micro-cap stock, comes with a range of challenges, which, in the Board's view, stem from the Company's small market valuation, limited resources, and the dynamic nature of the market. These challenges include, but are not limited to: (a) access to capital; (b) a lack of visibility among analysts, media and potential investors; (c) increased volatility in Company valuation unrelated to company performance leading to higher risk perception; and (d) an aversion from potential investors, seeking stability and a valuation that aligns with Company performance.
- **Strategic flexibility:** The Board believes that a private limited company can take and implement strategic decisions more quickly than a company which is publicly traded as a result of the more flexible regulatory regime that is applicable to a private company.

Therefore, following careful consideration, the Board believes that it is in the best interests of the Company and Shareholders to seek the proposed Cancellation, Re-registration and associated adoption of the New Articles.

3. PROCESS FOR, AND PRINCIPAL EFFECTS OF, THE CANCELLATION

Under the AIM Rules, the Company is required to give at least 20 Business Days' notice of the Cancellation. Additionally, the Cancellation will not take effect until at least five Business Days have passed following the passing of the Cancellation Resolution. If the Cancellation Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 16 October 2023 and that the Cancellation will take effect at 7.00 a.m. on 17 October 2023.

The Directors are aware that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. Such Shareholders should consider selling their interests in the market prior to the Cancellation becoming effective.

The principal effects of the Cancellation will include the following:

- there will cease to be a formal market mechanism enabling Shareholders to trade Ordinary Shares (other than any limited off-market mechanism provided by the Matched Bargain Facility);
- it is possible that, following the publication of this Document, the liquidity and marketability of the Ordinary Shares is reduced and their value adversely affected (however, as set out above, the Directors believe that the existing liquidity in the Ordinary Shares is, in any event, limited);
- the Ordinary Shares may be more difficult to sell compared to shares of companies traded on AIM (or any other recognised market or trading exchange);
- in the absence of a formal market and quoted price, it may be difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;

- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of price sensitive information or certain events and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable, including substantial transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals;
- the levels of disclosure and corporate governance within the Company may not be as stringent as for a company quoted on AIM;
- the Company will no longer be subject to UK MAR regulating inside information and other matters;
- the Company will no longer be required to disclose publicly any change in its major shareholdings under the Disclosure Guidance and Transparency Rules;
- Peel Hunt LLP will cease to be nominated adviser and broker to the Company;
- whilst the Company's CREST facility will remain in place immediately following the Cancellation, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates);
- stamp duty will be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and
- the Cancellation and Re-registration may have taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

For the avoidance of doubt, the Company will remain registered with the Registrar of Companies in Scotland in accordance with, and subject to, the Companies Act, notwithstanding the Cancellation and Re-registration.

The Resolutions to be proposed at the General Meeting include the adoption of the New Articles, which reflect the change in the Company's status to a private limited company with effect from the Re-registration. A summary of the principal differences between the Current Articles and the proposed New Articles is included in Part 2 of this Document. A copy of the New Articles can be viewed at <https://www.sportechplc.com>.

4. BOARD COMPOSITION AND PROVISION OF INFORMATION, SERVICES AND FACILITATES FOLLOWING THE CANCELLATION

4.1 *Board composition*

There will be no change to the composition of the Board immediately following the Cancellation and Re-registration although the Board intends to keep its composition under review following the Cancellation and Re-registration. In particular, the Company is mindful of the need for its Board to be representative of its operating divisions and geographic operating areas and for the Company to take advantage of the flexibility which its status as a private limited company will allow.

As described in this Document (and, in particular, in paragraph 8 of this letter and Part 3 of this Document), the Takeover Code will continue to apply to the Company for a period of at least 10 years from the date of Cancellation if the Company is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the "residency test". In determining whether the residency test is satisfied, the Panel has regard primarily to whether a majority of a company's directors are resident in these jurisdictions. If, following any changes to the Board's composition, the residency test is no longer considered by the Company to be met, the Company will seek a determination from the Panel on the continued applicability of the Takeover Code to the Company. In the event

that the Panel advises the Company that the “residency test” is no longer met, the Company will seek to inform Shareholders of this outcome.

4.2 ***Provision of information, services and facilities following the Cancellation***

The Company currently intends to continue to provide certain information, services and facilities to Shareholders following the Cancellation. The Company will:

- continue to communicate information about the Company (including annual accounts) to its Shareholders, as required by the Companies Act;
- continue, for at least 12 months following the Cancellation, to maintain its website, <https://www.sportechplc.com> (albeit the domain name may be altered as a result of changes to the Company’s name in connection with the Cancellation and Re-registration) and to post updates on the website from time to time, although Shareholders should be aware that there will be no obligation on the Company to include all of the information required under the Disclosure Guidance and Transparency Rules, AIM Rule 26 or to update the website as required by the AIM Rules; and
- make available to Shareholders, through JP Jenkins, the Matched Bargain Facility (as further described in paragraph 5.2 of this letter) which will allow Shareholders to buy and sell Ordinary Shares on a matched bargain basis following the Cancellation.

5. **TRANSACTIONS IN THE ORDINARY SHARES PRIOR TO AND FOLLOWING THE CANCELLATION**

5.1 ***Transactions prior to the Cancellation***

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM prior to the Cancellation.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 16 October 2023 and that the effective date of the Cancellation will be 17 October 2023.

5.2 ***Transactions following the Cancellation***

The Directors are aware that Shareholders may wish to acquire or dispose of Ordinary Shares in the Company following the Cancellation. Should the Cancellation be approved by Shareholders at the General Meeting, the Company will implement a matched bargain facility with JP Jenkins which will allow Shareholders to buy and sell Ordinary Shares on a matched bargain basis following the Cancellation (the “**Matched Bargain Facility**”).

Under the Matched Bargain Facility, Shareholders (or persons wishing to acquire Ordinary Shares) will be able to provide an indication to JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with individuals), of the number of Ordinary Shares that they are willing to buy or sell and the price at which they are willing to do so. In the event that JP Jenkins is able to match that buy or sell order with an opposite sell or buy instruction, JP Jenkins would contact both parties and carry out the trade.

Should the Cancellation become effective, details of the Matched Bargain Facility will be made available on the Company’s website.

The Matched Bargain Facility is expected to operate for a minimum period of twelve months from the Cancellation. The Directors’ current intention is that it will continue beyond that time but Shareholders should note that it could be withdrawn and, therefore, inhibit the ability to trade the Ordinary Shares. Further details will be communicated to Shareholders via the Company’s website at the relevant time.

6. CURRENT TRADING

On 11 September 2023, the Company released a trading update for the six months ended 30 June 2023 which contained the following information.

“The Group has continued to deliver solid operational performance, marked by stable revenue growth and a renewed emphasis on margin enhancement. This strategic approach has led to a 7.2% increase in gross profit and a notably improved Adjusted EBITDA performance, in comparison to the same period of the previous year.

The Group’s Adjusted EBITDA demonstrated positive momentum, reaching £0.9 million (£0.4 million in H1 2022). This improvement was fuelled by several key factors, most notably growth in contributions from US gaming and a sustained focus on optimizing operational and corporate costs.”

7. RE-REGISTRATION

As set out above, following the Cancellation, the Directors believe that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower costs associated with private limited company status. It is, therefore, proposed to re-register the Company as a private limited company. In connection with the Re-registration, it is proposed that the New Articles be adopted to reflect the change in the Company’s status to a private limited company. The principal effects of the Re-registration and the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised in Part 2 of this Document.

An application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company. Re-registration will take effect when the Registrar of Companies issues a Certificate of Incorporation on Re-registration. The Registrar of Companies will issue the Certificate of Incorporation on Re-registration when it is satisfied that no valid application can be made to cancel the resolution to re-register as a private limited company or that any such application to cancel the resolution to re-register as a private limited company has been determined and confirmed by a court of competent jurisdiction.

8. TAKEOVER CODE

Notwithstanding the Cancellation and Re-registration, the Company will continue to be subject to the terms of the Takeover Code for a period of at least 10 years following the Cancellation (subject to the Re-registration occurring). However, the Takeover Code may cease to apply earlier, if a majority of the directors of the Company cease to be resident in the United Kingdom, the Channel Islands or the Isle of Man.

The Takeover Code applies to all offers for companies which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man.

The Takeover Code also applies to all offers for companies (both public and private) which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man and which are considered by the Panel to have their place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man, but in relation to private companies only if one of a number of conditions are met, including that any of the company’s equity share capital or other transferable securities carrying voting rights have been admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man at any time in the preceding 10 years.

If the Cancellation and Re-registration are approved by Shareholders at the General Meeting, the Company will be re-registered as a private company and its securities will no longer be admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom. In these circumstances, the Takeover Code will only apply to the Company if it is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the “residency test”. In determining whether the residency test is satisfied,

the Panel has regard primarily to whether a majority of a company's directors are resident in these jurisdictions.

On the basis of the current residency of the Directors, the Company will have its place of central management and control in the United Kingdom following the Cancellation. In light of the Re-registration, and provided that the Company's place of central management and control continues to be considered by the Panel to be in the United Kingdom, the Takeover Code will continue to apply to the Company for the period of 10 years following the Cancellation, including the requirement for a mandatory cash offer to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30 per cent. or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

In particular, under Rule 9 of the Takeover Code, when any person or group of persons acting in concert, individually or collectively, are interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but do not hold shares carrying more than 50 per cent. of the voting rights of a company and such person or any person acting in concert with him acquires an interest in any other shares, which increases the percentage of the shares carrying voting rights in which he is interested, then that person or group of persons is normally required by the Panel to make a general offer in cash to all shareholders of that company at the highest price paid by them for any interest in shares in that company during the previous 12 months. Rule 9 of the Takeover Code further provides that where any person, together with persons acting in concert with him, holds over 50 per cent. of the voting rights of a company to which the Takeover Code applies and acquires additional shares which carry voting rights, then that person will not generally be required to make a general offer to the other shareholders to acquire the balance of the shares not held by that person or his concert parties.

Following the expiry of the 10 year period from the date of the Cancellation (subject to the Re-registration occurring), or such other date on which the Takeover Code ceases to apply to the Company, the Company will no longer be subject to the provisions of the Takeover Code.

Brief details of the Panel, and of the protections afforded to Shareholders by the Takeover Code are set out in Part 3 of this Document.

9. PROCESS FOR CANCELLATION

Under the AIM Rules, it is a requirement that the Cancellation must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out in Part 4 of this Document contains a special resolution to approve the Cancellation.

Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 Business Days prior to such date. In accordance with AIM Rule 41, the Directors have notified the London Stock Exchange of the Company's intention, subject to the Cancellation Resolution being passed at the General Meeting, to cancel the Company's admission of the Ordinary Shares to trading on AIM on 17 October 2023. Accordingly, if the Cancellation Resolution is passed, the Cancellation will become effective at 7.00 a.m. on 17 October 2023. If the Cancellation becomes effective, Peel Hunt LLP will cease to be nominated adviser and broker to the Company and the Company will no longer be required to comply with the AIM Rules.

10. GENERAL MEETING

The General Meeting will be held at the offices of Dickson Minto W.S. at 16 Charlotte Square, Edinburgh EH2 4DF at 9.00 a.m. on 5 October 2023. The Notice of General Meeting is set out in Part 4 of this Document.

Resolution 1 (being the Cancellation Resolution) to be proposed at the General Meeting is a special resolution to approve the Cancellation.

Resolution 2 (being the Re-registration Resolution) to be proposed at the General Meeting is a special resolution to re-register the Company as a private company and to approve the adoption by the Company of new articles of association.

Resolution 1 is not conditional on Resolution 2 but Resolution 2 is conditional on Resolution 1.

11. ACTION TO BE TAKEN IN RELATION TO THE GENERAL MEETING

In line with the Company's approach at annual general meetings, hard copy proxy forms are not being sent to Shareholders in connection with the General Meeting. The Company would like to encourage shareholders to vote electronically or appoint a proxy electronically, which can be done via www.signalshares.com, via the LinkVote+ app or, where Ordinary Shares are held in CREST, via CREST. Certain shareholders may also be able to appoint a proxy electronically via the Proximity platform. Shareholders may also request a hard copy form of proxy directly from the Company's registrar, Link Group, by calling 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Notwithstanding the method of appointment, proxy appointments must be received by Link Group by 9.00 a.m. on 3 October 2023, being 48 hours before the time fixed for the General Meeting. Further details of the proxy appointment methods are set out in the Notice of General Meeting in Part 4 of this Document.

Shareholders are encouraged to appoint the chair of the General Meeting as their proxy with directions as to how to cast their vote on the Resolutions proposed. For further details on how to submit a proxy vote, see the notes to the Notice of General Meeting at Part 4 of this Document.

The appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish. All Shareholders planning to attend the General Meeting in person are, however, requested to confirm their attendance by emailing ir@sportechplc.com (marked for the attention of the Company Secretary) by no later than 9.00 a.m. on 3 October 2023.

12. RECOMMENDATION

The Directors consider that each of the Cancellation Resolution and the Re-registration Resolution is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the resolutions at the General Meeting as Richard McGuire and Clive Whiley (being the only Directors who are interested in Ordinary Shares) intend to do in respect of their own beneficial holdings, insofar as they are able to control or direct the exercise of the voting rights attaching to the relevant Ordinary Shares.

Yours faithfully

Richard McGuire
Executive Chairman

PART 2

PRINCIPAL EFFECT OF THE RE-REGISTRATION AND ADOPTION OF NEW ARTICLES ON SHAREHOLDERS

1. ACCOUNTS

A public company is required to file its accounts within six months following the end of its financial year and then to circulate copies of the accounts to Shareholders. Following the Re-registration and the adoption of the New Articles, the period for the preparation of accounts is extended to nine months following the end of the financial year. The Company will still be required to circulate accounts to Shareholders (although the period for doing so is extended for private companies).

2. GENERAL MEETINGS AND RESOLUTIONS

A public company is required to hold an annual general meeting of shareholders, whereas a private company is not. Therefore, following the Re-registration and the adoption of the New Articles the Company will not hold annual general meetings.

In addition, after the Re-registration, resolutions of the shareholders of the Company may be obtained by way of written resolutions (rather than by holding physical meetings). This is done by obtaining the approval in writing to that resolution of the holders of a majority of voting shares then in issue (in the case of ordinary resolutions) and the holders of at least 75 per cent. of the voting shares then in issue (in the case of special resolutions).

3. DIRECTORS

The Current Articles contain provisions requiring: (a) the directors of the Company to retire by rotation every three years; and (b) that one third of directors of the Company retire at each annual general meeting of the Company. These provisions are not included in the New Articles. In addition, the New Articles will not require any director appointed by the Board to be re-appointed by the Shareholders at the next annual general meeting following their appointment, as is currently required.

The Current Articles provide that the minimum number of directors of the Company is two. This remains the position in the New Articles.

4. ISSUE OF SHARES FOR NON-CASH CONSIDERATION

As a public company, there are restrictions on the ability of the Company to issue new shares, for example, by requiring the Company to obtain a valuation report in the case of shares issued for non-cash consideration. These restrictions will not apply following the Re-registration and adoption of the New Articles.

The Board will, in the New Articles, have absolute discretion to refuse to register any transfer of Ordinary Shares (whether the Ordinary Shares are fully paid up or not).

5. FINANCIAL ASSISTANCE, REDUCTIONS OF CAPITAL AND PURCHASE OF OWN SHARES OUT OF CAPITAL

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply.

In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court.

6. COMPANY SECRETARY

There is no requirement for a company secretary to be appointed, although the Company may appoint one should it wish.

7. REMOVAL OF UNNECESSARY PROVISIONS AND SIMPLIFICATION

The New Articles will not contain certain of the detailed provisions of the Current Articles which are common for listed companies, and which will not be necessary for the Company following the Cancellation.

PART 3

THE TAKEOVER CODE

The Takeover Code currently applies to the Company and will do so for 10 years following the Cancellation becoming effective (subject to the Re-registration occurring). However, once this 10 year period has expired, the Takeover Code will not apply to the Company and the protections afforded by it will not apply to any offer made to Shareholders to acquire their Ordinary Shares. However, the Takeover Code may cease to apply earlier, if a majority of the Directors cease to be resident in the United Kingdom, the Channel Islands or the Isle of Man.

The Takeover Code applies to all offers for companies which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man.

The Takeover Code also applies to all offers for companies (both public and private) which have their registered offices in the United Kingdom, the Channel Islands or the Isle of Man which are considered by the Panel to have their place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man, but in relation to private companies only if one of a number of conditions are met, including that any of the company's equity share capital or other transferable securities carrying voting rights have been admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man at any time in the preceding 10 years.

If the Cancellation and Re-registration are approved by Shareholders at the General Meeting, the Company will be re-registered as a private company and its securities will no longer be admitted to trading on a regulated market or a multilateral trading facility in the United Kingdom. In these circumstances, the Takeover Code will only apply to the Company if it is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the "residency test". In determining whether the residency test is satisfied, the Panel has regard primarily to whether a majority of a company's directors are resident in these jurisdictions.

On the basis of the current residency of the Directors, the Company will have its place of central management and control in the United Kingdom following the Cancellation. In light of the Re-registration, and provided that the Company's place of central management and control continues to be considered by the Panel to be in the United Kingdom, the Channel Islands or the Isle of Man, the Takeover Code will apply to the Company for 10 years following the Cancellation, including the requirement for a mandatory cash offer to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30 per cent. or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Panel, and of the protections given by the Takeover Code are described below. **Before giving your consent to the Cancellation and the Re-registration, you may want to take independent professional advice from an appropriate independent financial adviser.**

The Takeover Code

The Takeover Code is issued and administered by the Panel. The Company is a company to which the Takeover Code applies and its Shareholders are accordingly entitled to the protections afforded by the Takeover Code.

The Takeover Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Takeover Code

The Takeover Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. For your information, these General Principles are set out in Part 1 of Appendix A of this Part 3. The General Principles apply to all transactions with which the Takeover Code is concerned. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Takeover Code contains a series of Rules. Some of the Rules provide more detail on how the General Principles will be applied by the Panel and others govern specific aspects of takeover procedure. Like the General Principles, the Rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Giving up the protection of the Takeover Code

A summary of key points regarding the application of the Takeover Code to takeovers generally is set out in Part 2 of Appendix A of this Part 3. **You are encouraged to read this information carefully as it outlines certain important protections which you will be giving up if you agree to the re-registration of the Company as a private company.**

APPENDIX A

PART 1: THE GENERAL PRINCIPLES OF THE TAKEOVER CODE

1. All holders of the securities of an offeree company of the same class must be afforded equivalent treatment; moreover, if a person acquires control of a company, the other holders of securities must be protected.
2. The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.
3. The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
4. False markets must not be created in the securities of the offeree company, of the offeror company, or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
5. An offeror must announce a bid only after ensuring that he/she can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
6. An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

PART 2: DETAILED APPLICATION OF THE TAKEOVER CODE

The following is a summary of key provisions of the Takeover Code which apply to transactions to which the Takeover Code applies. **You should note that, by agreeing to the re-registration of the Company as a private company, you will be giving up the protections afforded by the Takeover Code.**

Equality of treatment

General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Takeover Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The document sent to shareholders must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except in certain circumstances, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

PART 4

NOTICE OF GENERAL MEETING OF SPORTECH PLC

NOTICE IS HEREBY GIVEN THAT a general meeting (the “**General Meeting**”) of Sportech plc (the “**Company**”) will be held at 9.00 a.m. on 5 October 2023 at the offices of Dickson Minto W.S. at 16 Charlotte Square, Edinburgh EH2 4DF to consider and, if thought fit, approve the special resolutions set out below.

SPECIAL RESOLUTIONS

1. **THAT**, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by London Stock Exchange plc) of the ordinary shares of £0.10 each in the capital of the Company be and is hereby approved and the directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.
2. **THAT**, subject to and conditional upon Resolution 1 proposed at the General Meeting being approved at the General Meeting and the cancellation of the admission of the ordinary shares of £0.10 in the capital of the Company to trading on AIM (the market of that name operated by London Stock Exchange plc) becoming effective:
 - (a) the Company be re-registered as a private limited company under the Companies Act 2006 with the name of Sportech Limited; and
 - (b) the regulations contained in the document submitted to the meeting and for the purposes of identification initialled by or on behalf of the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

By order of the Board

Richard McGuire
Executive Chairman

19 September 2023

Registered Office
Collins House
Rutland Square
Edinburgh
EH1 2AA

Notes

1. Entitlement to attend and vote

To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at 6.00 p.m. on 3 October 2023. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting. In the case of joint holders, where more than one of the joint holders votes, only the vote 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 most senior).

Any shareholder planning to attend the General Meeting in person is requested to confirm their attendance by emailing ir@sportechplc.com (marked for the attention of the Company Secretary) by no later than 9.00 a.m. on 3 October 2023. A member of the Company entitled to attend, speak and vote at the 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 General Meeting. A proxy need not be a member of the Company but must attend the 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 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 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 General Meeting and voting in person if they wish. If you have appointed a proxy and vote at the 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 9 below.

In order for a proxy appointment to be valid, your appointment must be received no later than 9.00 a.m. on 3 October 2023 or, in the event that the General Meeting is adjourned, by no later than 48 hours (excluding non-working days) before the time of any adjourned General Meeting or, in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned 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 (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 1 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 shareholderenquiries@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 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

The 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.



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. Your proxy must be lodged by 9.00 a.m. on 3 October 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) 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 the Registrar on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

To be effective the completed and signed form of proxy must be lodged at the office to Link 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 1 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 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. 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 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 cutoff 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 the Registrar at Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL or attend the General Meeting to vote in person.

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.

A revocation notice must be received by the Registrar no later than 9.00 a.m. on 3 October 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 and you will need to attend the General Meeting and vote in person if you wish to revoke the proxy appointment.

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 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 15 September 2023 (being the latest practicable date prior to the date of this Document), the Company's issued share capital consisted of 9,710,000 ordinary shares of £0.10 each, 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 15 September 2023 was 9,710,000.

11. Poll voting

Each of the resolutions to be considered at the General Meeting will be voted on by way of a poll. This ensures that shareholders who are not able to attend the General Meeting, but who have appointed proxies, have their votes fully taken into account. Any Directors who have been appointed as proxies will cast those votes as directed by the person who appointed them. The results of the polls will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the General Meeting, and no later than 6.00 p.m. on 5 October 2023.

12. Further questions and communication

Pursuant to section 319A of the Act, any shareholder attending the General Meeting has the right to ask questions relating to the business being dealt with at the General Meeting. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.

Except as provided above, members who wish to communicate with the Company in relation to the General Meeting should do so by writing to the Registrar at Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL or emailing: shareholderenquiries@linkgroup.co.uk. No other methods of communication will be accepted. In particular, you may not use any other electronic address provided either in this Notice of 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 General Meeting

A copy of this Notice of General Meeting and other information required by section 311A of the Act is available at www.sportechplc.com.