



*Incorporated and registered England and Wales under the Companies Act 2006, with registered number 08535116*

## **Notice of Annual General Meeting**

Notice is hereby given that the 2018 Annual General Meeting of Science in Sport plc (the “Company”) will be held at the offices of the Company at 4th Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT at 10.00 a.m. on 19th June 2018 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 5 inclusive will be proposed as ordinary resolutions and resolution number 6 will be proposed as a special resolution.

### **Ordinary Business**

1. That the annual financial statements of the Company for the period ended 31st December 2017 and the reports of the Directors and auditors thereon be received.
2. That Moore Stephens LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
3. That the Directors be authorised to agree the auditor’s remuneration.
4. That John Clarke be re-elected as a director of the Company.

### **Special Business**

5. That the Directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company:
  - (a) to allot ordinary shares in the Company; and
  - (b) to grant rights to subscribe for or convert any security into ordinary shares in the Company (“Rights”),

up to an aggregate nominal amount of £2,257,993.43 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever occurs first save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of such offer or agreement as if such authority had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

6. That, subject to the passing of resolution 5, and in accordance with section 570 of the Companies Act 2006, the Directors be and they are hereby generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 6, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with or pursuant to a rights issue, open offer or equivalent offer in favour of the holders of ordinary shares in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto but subject to such exclusion or other arrangements as the Directors consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any regulatory body or stock exchange in any territory; and

(b) the allotment (other than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £677,398.03),

and shall expire on the conclusion the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever occurs first (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This power is in substitution for all previous powers conferred on the Directors in accordance with section 570 of the Companies Act 2006 but without prejudice to any allotment of shares or offer or agreement which would or might require equity securities to be allotted already made or offered or agreed to be made pursuant to such powers.

By order of the Board

**Stephen Moon**

Director  
17 May 2018

**Registered office**

4th Floor  
16-18 Hatton Garden  
Farringdon  
London  
EC1N 8AT

## Notes concerning the Annual General Meeting

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - 1.1 6:30 p.m. on 17th June 2018; or
  - 1.2 if the Annual General Meeting is adjourned, at 6:30pm two days before the time of any adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting.

### Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but may only attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to the proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share and the proxy last delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that share, if the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.
5. 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 you indicate on your proxy form that your proxy "may abstain from voting at his or her discretion" or no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
6. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an 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 the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 48 hours before the Annual General Meeting (or adjournment thereof) or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to note 7 below, the proxy appointment will remain valid.
7. Shareholders may change proxy instructions by submitting a new proxy appointment in accordance with the above instructions. Shareholders requiring a new proxy form should contact the Company's registrars. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Proxy form

8. To appoint a proxy using the proxy form, the form must be:
  - 8.1 completed and signed;
  - 8.2 sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
  - 8.3 received by Equiniti Limited no later than 10.00 a.m. on 17th June 2018 or, if the Annual General Meeting is adjourned or a poll is taken subsequent to the date of the meeting, not less than twenty four hours before the time appointed for the taking of the poll or forty eight hours before the time appointed for the adjourned meeting; and
  - 8.4 in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must accompany the proxy form.

10. The following notes apply to the appointment of a proxy or proxies through the CREST electronic proxy appointment service:
  - 10.1 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to: [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.
  - 10.2. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, 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 the Registrar (ID RA19) no later than 48 hours before the time of the AGM 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 Application Host) from which the Registrar 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.
  - 10.3. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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/her CREST sponsor or voting service provider(s) take(s)) such action as shall be 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 system provider(s) are referred 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) of the Uncertificated Securities Regulations 2001.

### **Share Capital**

11. As at 17 May 2018, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 67,739,803 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company.

### **Resolution 1 – Annual Financial Statements**

The Directors are obliged to lay the annual financial statements before the Company in general meeting.

### **Resolution 2 – Appointment of Auditors**

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid. This resolution proposes the re-appointment of Moore Stephens LLP as auditors.

### **Resolution 3 – Remuneration of Auditors**

This resolution authorises the Directors to agree the remuneration of Moore Stephens LLP as auditors of the Company.

### **Resolution 4 – Re-appointment of Director**

Under the provisions of the Company's Articles of Association, at every Annual General Meeting one-third of the Directors (or the number nearest to and less than one third) shall retire from office and may offer themselves for re-election (not including those directors who are offering themselves for re-election because they were appointed by the Board during the year). Accordingly, John Clarke is retiring and offering himself for re-election.

John Clarke became Non-Executive Chairman in June 2013. John has extensive experience of the functional food and sports nutrition sectors, having worked at GlaxoSmithKline for more than 35 years. John was global President of GSK Consumer Healthcare from 2006 to 2011, and was a member of GlaxoSmithKline plc Corporate Executive Team until March 2012. Under John's leadership from 2006 to 2011 GSK Consumer Healthcare was the fastest-growing business in the industry, growing by 60% and reaching sales of £5 billion despite recessionary environments in the majority of the business' markets. The business added £2 billion in turnover from 2006. Mr Clarke was responsible for the Lucozade brand including strategy, innovation programme, portfolio and global expansion for 15 years from 1996 to 2011, Lucozade achieved growth of 13% CAGR throughout this period.

### **Resolution 5 – Authority to allot shares**

Under section 551 of the Companies Act 2006 (the "Act"), the Directors of a company may only allot shares if authorised to do so by a resolution of the Company.

Resolution 6 is an ordinary resolution which will allow the Directors to allot new shares up to a nominal value of £2,257,993.43 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at the date of this Notice.

This authority will expire at the conclusion of the next Annual General Meeting or 15 months from the date of the resolution, whichever is the earlier.

### **Resolution 6 – Disapplication of pre-emption rights**

If equity securities are to be allotted for cash, section 561 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

Resolution 6 is a special resolution which, if passed, would allow the Directors, pursuant to section 570 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act. This power is limited to allotments of equity securities for cash up to a maximum nominal amount of £677,398.03, which is equivalent to approximately 10% of the total issued ordinary share capital of the Company as at the date of this Notice, and allotments of equity securities in connection with a rights issue or other offer to shareholders, subject to the Directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer. This power will expire on the conclusion of the next Annual General Meeting or 15 months from the date of the resolution, whichever is the earlier.