



*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 2017 Annual General Meeting of Science in Sport plc (the “Company”) will be held at the offices of the Company at 4<sup>th</sup> Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT at 10.00 a.m. on 21st June 2017 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 7 inclusive will be proposed as ordinary resolutions and resolution number 8 will be proposed as a special resolution.

### **Ordinary Business**

1. That the annual financial statements of the Company for the period ended 31<sup>st</sup> December 2016 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 Elizabeth Lake, who was appointed as a director of the Company by the Board since the last Annual General Meeting of the Company be re-elected as a director of the Company.
5. That Tim Wright, who was appointed as a director of the Company by the Board since the last Annual General Meeting of the Company, be re-elected as a director of the Company.
6. That Stephen Moon be re-elected as a director of the Company.

### **Special Business**

7. 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 £1,520,448 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.

8. That, subject to the passing of resolution 7, 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 7, 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



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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 £456,134,

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

15 May 2017

**Registered office**

4<sup>th</sup> Floor

16-18 Hatton Garden

Farringdon

London

EC1N 8AT



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## **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 6:30pm on 19th June 2017; 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.

### **Proxy form**

6. To appoint a proxy using the proxy form, the form must be:
  - 6.1 completed and signed;
  - 6.2 sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;
  - 6.3 received by Equiniti Limited no later than 10.00 a.m. on 19th June 2017 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
  - 6.4 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.
7. 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.



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### **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.

### **Resolutions 4, 5 and 6 – Re-appointment of Directors**

Under the provisions of the Company's Articles of Association, a director who is appointed by the Board either to fill a casual vacancy or as an additional director may hold office only until the next following annual general meeting of the Company and may offer himself/herself for re-election. Elizabeth Lake was appointed as a director by the board on 18<sup>th</sup> July 2016 and Tim Wright was appointed as a Non-Executive Director on 21<sup>st</sup> September 2016. Accordingly Elizabeth and Tim will retire at this Annual General Meeting and, being eligible, offers themselves for re-election.

Also, 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, Stephen Moon is retiring and offering himself for re-election.

Elizabeth brings extensive financial and commercial experience to the management team at Science in Sport. For the past four years, Elizabeth has been the Finance Director at Hugo Boss UK and Ireland where, in addition to being responsible for the finance, accounting and business intelligence functions, she oversaw new store growth through the selection and acquisition of new sites. Elizabeth has also worked at listed companies Marks and Spencer, Pearson and Thomson Reuters. Elizabeth is ACA qualified having trained at Coopers and Lybrand.

Tim has extensive industry knowledge and international experience to the Board, as well as his marketing expertise gained in his role as Chief Marketing Officer for GlaxoSmithKline ("GSK") Healthcare globally. Tim spent much of his career with GSK, working in the consumer healthcare sector of the Company from 1982 to 2011. Over the course of his time at GSK, Tim was located in Toronto, Paris and New Jersey, in various general management roles. Most notably in his last 5 years at GSK, when Tim was President of GSK's Global Brands, he drove market leading revenue growth through world class marketing and innovation. After leaving GSK in 2011, Tim was appointed as President to Zarbee's Naturals, a privately owned natural medicine business. His role up to 2013 was to help establish the Company's brand and quickly grow the newly formed business from \$3 million to \$18 million turnover through innovative, science-based, natural medicines.

In 2014, Tim set up his own business, StepChange Strategy, which aims to create shareholder value for startup and multinational consumer healthcare companies, by focusing on brand strategy, innovation and geographic expansion. Through a consulting role, Tim discovered Embrace Hearing, the leading online provider of premium digital hearing aids. In 2015, Tim acquired, and now runs, Embrace Hearing.

Stephen Moon is the Company's Chief Executive Officer. Stephen has over 25 years' senior cross-functional experience in the grocery brands industry. Stephen was formerly the Strategy Planning and Worldwide Business Development Director for GlaxoSmithKline's Nutritional Healthcare business, and he worked closely with John Clarke in developing the Lucozade Sport brand.



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### **Resolution 7 – 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 7 is an ordinary resolution which will allow the Directors to allot new shares up to a nominal value of £1,520,448 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 8 – 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 8 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 £456,134, 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.



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**Proxy form for use at the Annual General Meeting of Science in Sport plc, to be held at the offices of Science in Sport plc, 4<sup>th</sup> Floor, Hatton Garden, Farringdon, London, EC1N 8AT at 10.00 a.m. on 21st June 2017.**

I/We .....(PRINT NAME(S))

of..... (PRINT ADDRESS)  
 being a member/members of Science in Sport plc (the 'Company') hereby appoint the Chairman of the Meeting, or (see Note 2)

.....

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held the offices of Science in Sport plc, 4<sup>th</sup> Floor, 16-18 Hatton Garden, Farringdon, London, EC1N 8AT at 10.00 a.m. on 21st June 2017 and at any adjournment thereof.



Tick box if one of multiple proxy appointments (see Note 2)

..... Number of shares (if not full voting entitlement) (see note 2)

Date.....2017

Signature.....

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

**Ordinary business**

		For	Against	Vote Withheld
1.	Receive the accounts of the Company for the year ended 31 <sup>st</sup> December 2016 and the reports of the Directors and auditors thereon (ordinary resolution).			
2.	Re-appoint Moore Stephens LLP as auditors of the Company (ordinary resolution).			
3.	Authorise the Directors to agree the auditor's remuneration (ordinary resolution).			
4.	Re-elect Elizabeth Lake as a Director (ordinary resolution).			
5.	Re-elect Timothy Wright as a Director (ordinary resolution).			
6.	Re-elect Stephen Moon as a Director (ordinary resolution).			

**Special business**

7.	Authority for the Directors to allot ordinary shares (ordinary resolution).			
8.	Authority for the Directors to allot equity securities for cash otherwise than on a pre-emptive basis (special resolution).			



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#### **Notes**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. You can only appoint a proxy using the procedures set out in these notes.
2. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
  - To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box below the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA together in an envelope.
  - To appoint the Chairman as your sole proxy in respect of all your shares fill in any voting instructions and sign and date the proxy form, but leave all other proxy appointment details blank.
  - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the meeting or' and insert the name of your proxy (who need not be a member of the Company). Then complete the rest of the proxy form.
3. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. 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. 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 meeting.
5. To appoint a proxy using this form, the form must be completed and signed and sent or delivered to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so as to be received no later than 48 hours before the time fixed for holding the meeting. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. 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. For details of how to change your proxy instructions or revoke your appointment, see the notes to the notice of meeting.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulation 2001, only persons entered on the register of members of the Company at 6:30pm on 19th June 2017, or if the meeting is adjourned, at 6.30 pm two days before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.