

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or transferred all of your shares in Science in Sport Plc, you should pass this document, together with any accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares, except that such documentation should not be sent to the United States.



*(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 ANNUAL GENERAL MEETING (**AGM**) OF SCIENCE IN SPORTS PLC WILL BE HELD AT THE OFFICES OF LIBERUM CAPITAL LTD, ROPEMAKER PLACE, 25 ROPEMAKER STREET, LONDON, EC2Y 9LY, COMMENCING AT 11:00 A.M. ON 15 JUNE 2022 FOR THE PURPOSES SET OUT BELOW.

**FOLLOWING THE EASING OF CORONAVIRUS (COVID-19) RESTRICTIONS IN THE UK, IT IS EXPECTED THAT SHAREHOLDERS WILL BE ABLE TO ATTEND THE AGM IN PERSON THIS YEAR. HOWEVER, IN LIGHT OF THE UNCERTAINTY AS TO ANY FURTHER COVID-19 MEASURES THAT MAY BE PUT IN PLACE BY THE UK GOVERNMENT, THE COMPANY ENCOURAGES SHAREHOLDERS TO CONSIDER SUBMITTING THEIR VOTING INSTRUCTIONS IN ADVANCE BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY, RATHER THAN ATTENDING AND VOTING ON THE DAY. THIS WILL ENSURE THAT VOTES ARE REGISTERED IN ACCORDANCE WITH SHAREHOLDERS' WISHES REGARDLESS OF ANY RESTRICTIONS OR DISRUPTION AROUND THE AGM AND WILL ALSO HELP PROTECT THE HEALTH AND SAFETY OF SHAREHOLDERS AND DIRECTORS.**

We strongly encourage you to vote by proxy, whether or not you generally plan to attend the Company's AGM in person. Alternatively, you may register your votes on the resolutions of the Annual General Meeting by completing and returning the proxy form that accompanies this Notice in accordance with the instructions printed on the proxy form.

Proxy votes may be sent by hand, courier or mail to: The Company Secretary, Science in Sport plc, c/o Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting or any adjournment thereof (to be received by 11:00 a.m. on 13 June 2022).

Shareholders are also encouraged to register any questions in advance of the AGM by submitting these to: [SISAGM2022@SISPLC.COM](mailto:SISAGM2022@SISPLC.COM) questions will be responded to individually and any areas of significant shareholder interest will be addressed with answers on the company's website as soon as practicable following the AGM.

The company will continue to monitor the COVID-19 situation as it evolves and will seek to ensure that shareholders remain fully informed of any changes to these arrangements through announcements via a regulatory information service and our website at <https://www.sisplc.com/regulatory-news/>.

Resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.



Science in Sport plc  
2nd Floor ,16-18 Hatton Garden  
Farringdon, London, EC1N 8AT  
[www.sisplc.com](http://www.sisplc.com)

9 May 2022

Dear Shareholder,

### **Science in Sport plc – ANNUAL GENERAL MEETING 2022**

The Company's AGM will take place at 11:00 a.m. on 15 June 2022, at the offices of Liberum Capital Ltd, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY and the Notice of the meeting is enclosed with this letter. A shareholder registered on the register of members of the Company at 6:30 p.m. on 13 June 2022 is entitled to vote on the resolutions contained in the Notice of AGM but please note the meeting arrangements explained below and, should you wish to vote, please ensure that your proxy is returned by 11:00 a.m. on 13 June 2022.

This letter is intended to explain the meeting arrangements for the AGM and to help understand the effect of, and reasons for, the resolutions.

### **Resolutions**

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

The Directors are obliged to lay the annual financial statements before the Company at each Annual 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 BDO LLP as auditors of the Company.

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

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

#### **Resolution 4-5 – Re-appointment of Directors**

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 (CEO) and Roger Mather (Non-Executive Director) are retiring and offering themselves for re-election.

Stephen has an extensive background in fast moving consumer goods, having held a variety of senior roles with BP, Quaker, Nestle and GlaxoSmithKline. In his last corporate role, Stephen was Strategy Planning and Worldwide Business Development Director for GSK's Consumer Healthcare business. Stephen became CEO of Provox PLC in 2006 and led the acquisition of Science in Sport in 2011. SiS was spun out of Provox in 2013 and listed on AIM. In 2018, he led the acquisition of PhD Nutrition from Walgreen Boots, leading to the formation of the Science in Sport PLC. With an MBA from Hult Ashridge Business School, Stephen also graduated from INSEAD with a Diploma in Clinical Organisational Psychology in 2010. The latter qualification has underpinned his executive coaching work with senior leaders from a variety of global organisations.

Roger joined the SIS Board during January 2020. He is a Fellow of the Institute of Chartered Accountants in England and Wales having trained professionally with Price Waterhouse. His last executive role was as the Group Finance Director and a Board member of Mulberry Group PLC for eight years, stepping down during May 2016. During his time at Mulberry he successfully led the business through a period of extremely rapid growth and international expansion. Prior to this he spent the previous 10 years in senior finance and commercial roles within the multinational Otto Group based in both Hong Kong and United Kingdom. He is also a Non-Executive Director of Quiz PLC, the AIM listed fast fashion brand where he chairs the Audit and the Remuneration Committees. On a pro bono basis, he is a director of the Berkshire Golf Club and Beaudesert Park School Trust Limited.

### **Resolution 6 – 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 £4,636,213.60 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 6 May 2022, being the last practicable date prior to publication of this Notice. This authority will expire at the conclusion of the next Annual General Meeting or 15 months from the date of the passing of this resolution, whichever is the earlier.

### **Resolution 7 – 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 7 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 £1,390,864.08, which is equivalent to approximately 10% of the total issued ordinary share capital of the Company as at 6 May 2022 being the last practicable date prior to publication 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 passing of this resolution, whichever is the earlier.

### **Resolution 8 – Amendment to Articles of Association with a view to becoming a certified B-Corporation**

The Directors understand that Certified B Corporations (B Corps) are businesses that meet the highest standards of verified social and environmental performance, public transparency, and legal accountability to balance profit and purpose. B Corps use profits and growth as a means to a greater end: positive impact for their employees, communities, and the environment. More information on the B Corps movement can be found on their website <https://bcorporation.uk/about-b-corps>. To support B Corps certification Science in Sport is proposing to adopt the standard B Corps Articles of Association.

Under resolution 8, the Company is proposing to amend its articles of association to include the B Corps ‘ Legal Requirement’ Article text below.

#### **The ‘Legal Requirement’ for a B Corps in the UK – An Explanation**

The B Corps Legal Requirement in the UK (the “UK Legal Requirement”) was originally developed by the Policy Council of B Lab (UK) in July 2015 for B Corps in the UK.

The Policy Council was chaired by Luke Fletcher (Partner, Bates Wells Braithwaite) and included Nicola Evans (Partner, Hogan Lovells), William H. Clark, Jr (Partner, Drinker Biddle & Reath LLP), Lucy Fergusson (Partner, Linklaters), Tom Fox (Policy Lead, UnLtd), Simon Rowell (Strategy and Market Development Director, Big Society Capital), Nick Temple (Deputy Chief Executive, Social Enterprise UK) and Louise Harman as secretary (Senior Associate, Bates Wells Braithwaite). This document has been reviewed and updated by Luke Fletcher and Louise Harman, Bates Wells Braithwaite at the request of the B Lab (UK) board. The amendments to this document reflect comments received from B Corps since the UK Legal Requirement came into effect.

The UK Legal Requirement is a fundamental part of becoming a B Corps as all B Corps will need to go through the process of amending their constitutional documents to include a commitment to a “triple bottom line” approach to business, in an agreed form.

The UK Legal Requirement is deliberately a minimalist requirement and does not aim to be overly prescriptive, so that it has wide applicability and can be used by all prospective B Corps.

In order to ensure that the UK Legal Requirement language has been reviewed and tested by a wide range of stakeholders, in 2015 the Policy Council consulted with the following stakeholder groups: the legal community; prospective B Corps; and the investor community.

The UK Legal Requirement has been developed by the Policy Council of B Lab (UK) after reviewing and taking into account: the statutory framework for directors' duties under s172 of the Companies Act 2006 in the UK (the "Companies Act s172 framework") and the Article of Association of existing B Corps.

**The full text of the proposed amendment to the Articles is set out below:**

*(1) The objects of the Company are to promote the success of the Company;*

*(i) for the benefit of its members as a whole; and*

*(ii) through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole.*

*(2) A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph (1) above, and in doing so shall have regard (amongst other matters) to:*

*a. the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,*

*b. the interests of the Company's employees,*

*c. the need to foster the Company's business relationships with suppliers, customers and others,*

*d. the impact of the Company's operations on the community and the environment and on affected stakeholders,*

*e. the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and*

*f. the need to act fairly as between members of the Company,*

*(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").*

*(3) For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.*

*(4) Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).*

*(5) The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.*

## **Meeting Arrangements**

As noted above, following the easing of the COVID-19 restrictions in the UK, it is expected that shareholders will be able to attend the AGM in person this year. However, in light of the uncertainty as to any further COVID-19 measures that may be put in place by the UK government, the company encourages shareholders to consider submitting their voting instructions in advance by appointing the Chairman of the meeting as their proxy, rather than attending and voting on the day. This will ensure that votes are registered in accordance with shareholders' wishes regardless of any restrictions or disruption around the AGM and will also help protect the health and safety of shareholders and Directors.

The Board will continue to monitor the UK Government's COVID-19 guidance closely and may need to make adjustments to how the AGM is conducted. Changes to these arrangements will be made via RNS announcement and our website at <https://www.sisplc.com/regulatory-news/>.

Shareholders who would like to ask the Board a question are invited to submit it to [SISAGM2022@SISPLC.COM](mailto:SISAGM2022@SISPLC.COM).

**Recommendation**

The Directors believe that the proposals in resolutions 1 to 8 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of each resolution as they intend to do in respect of their own shareholdings.

Yours faithfully

John Clarke, Chairman

9 May 2022

## Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Science in Sport plc (the "Company") will be held at 11:00 a.m. on 15 June 2022, at the offices of Liberum Capital Ltd, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 6 inclusive will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as a special resolutions.

### Ordinary Resolutions

1. That the annual financial statements of the Company for the period ended 31 December 2021 and the reports of the Directors and auditors thereon be received.
2. That BDO 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 Stephen Moon, who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director of the Company.
5. That Roger Mather, who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director of the Company.
6. That the Directors be and 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 £4,636,213.60 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.

### Special Resolutions

7. That, subject to the passing of resolution 6, and in accordance with section 570 of the Companies Act 2006, the Directors be and 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 £1,390,864.08,

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.

8. To consider and, if thought fit, pass the following as special resolutions
- (a) That, for the purpose of qualifying the Company as a B Corporation, with effect from the conclusion of the meeting, the Articles of Association of the Company be amended by including the B Corporation Articles, and that these Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.
  - (b) THAT subject to the passing of resolution 8, the Directors be and hereby are generally and unconditionally authorised in accordance with the Companies Act 2006 to exercise all powers of the Company to make or direct to be made such filings with Companies House as may be deemed necessary or appropriate to enable the Company to qualify as a B Corporation

By order of the Board

**John Clarke,**

Chairman

9 May 2022

**Registered office**

2nd 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 13 June 2022; or
  - 1.2 if the Annual General Meeting is adjourned, at 6:30 p.m. two days before the time of any adjourned meeting, shall be entitled to 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.
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 11:00 a.m. on 13 June 2022, or, if the Annual General Meeting is adjourned or a poll is taken subsequent to the date of the meeting, not less than 24 hours before the time appointed for the taking of the poll or 48 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 6 May 2022, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 139,086,408 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company.