



Registered in England and Wales
Company Number: 08535116

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

SCIENCE IN SPORT PLC

Incorporated in England & Wales with registered number 08535116

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of Science in Sport plc (**Company**) (**AGM**) will be held at 11 York Street, Manchester, M2 2AW on 31 July 2024 at 9:30 a.m. The AGM Notice is set out in this Document (**Notice of AGM**).

The Board is committed to providing an open AGM and those who wish to attend the meeting will be welcome. Any changes to the accessibility of the AGM will be communicated via RNS announcement and on the Company's website.

The Board strongly encourages all shareholders to vote on the resolutions by proxy, whether or not they intend to attend the Company's AGM in person before the deadline of 9:30 a.m. on 29 July 2024. Full instructions are set out on pages 5 to 8 of this document in the Notes to the Notice.



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NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 annual general meeting (**AGM**) of Science in Sport plc (**Company**) will be held on 31 July 2024 at 9:30 a.m. at 11 York Street, Manchester, M2 2AW to consider and if thought fit pass the resolutions set out below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 and 12 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

- 1 To receive and adopt the annual accounts and reports of the Company for the year ended 31 December 2023 together with the Directors' reports and auditor's report on those accounts.
- 2 To re-elect Roger Mather who is retiring by rotation in accordance with the Company's articles of association as director of the Company.
- 3 To re-elect Daniel Lampard who is retiring by rotation in accordance with the Company's articles of association as director of the Company.
- 4 To re-elect Henry Turcan who is retiring by rotation in accordance with the Company's articles of association as director of the Company.
- 5 To elect Daniel Wright who has been appointed by the board since the last annual general meeting as director of the Company.
- 6 To elect Paul Richardson who has been appointed by the board since the last annual general meeting as director of the Company.
- 7 To elect Chris Welsh who has been appointed by the board since the last annual general meeting as director of the Company.
- 8 To appoint RSM LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
- 9 To authorise the directors to fix the remuneration of the auditors of the Company.
- 10 That the directors be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe or to convert any security into shares in the Company:
 - 10.1 up to an aggregate nominal amount of £6,075,753.57 in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - 10.2 up to an aggregate nominal amount of £6,075,753.57 (whether in connection with the same offer or issue as under paragraph 10.1 or otherwise).



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This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 October 2025, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

- 11 That if resolution 10 is passed, the directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,822,726.07, and

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 31 October 2025, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 12 That if resolution 10 is passed, the directors be authorised in addition to any authority granted under resolution 11 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

12.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,822,726.07, and

12.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 31 October 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board



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A handwritten signature in black ink, appearing to read 'D. Lampard', written in a cursive style.

.....
Daniel Lampard
Company Secretary

June 2024

Registered Office: 2nd Floor
16-18 Hatton Garden
Farringdon
London
EC1N 8AT



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NOTES TO THE NOTICE

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:30 p.m. (London time) on 29 July 2024 or if this general meeting is adjourned, at 6.30 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the General Meeting.

Proxy Voting – General

2. If you are a Shareholder 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 meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
3. 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.
4. 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).
5. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.
6. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid proxy votes must be received by 9.30 a.m. on 29 July 2024, or if the meeting is adjourned, 48 hours before the adjourned meeting (Proxy Vote Closing Time).
8. The Company's Registrar is Equiniti Limited. Their contact details are:
 - a. +44 (0) 371 384 2030. Lines are open from 8:30 am to 5:30 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - b. Address: Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
9. You may lodge your proxy vote in one of the following ways:
 - a. To vote by post, please follow the instructions in Notes 10 and 11.
 - b. To vote electronically, please follow the instructions in Note 12 or 13.



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- c. CREST members may vote using the CREST system. Please follow the instructions in Notes 14 to 17.
10. Hard copy proxies must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time. The power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered with the completed proxy form.
11. If you need a replacement hard proxy copy form, you may request this directly from the Registrars. Please refer to Note 8 for their contact details.
12. If you are an institutional investor, you may 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 9:30 a.m. on 29 July 2024 in order to be considered valid. 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.
13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Equiniti Limited (whose CREST ID is RA19) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent 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.
16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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



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member, or sponsored member, or has appointed a voting service provider(s), to procure that his 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 connection, CREST members and, where applicable, their CREST sponsors or voting system 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) of the Uncertificated Securities Regulations 2001.

Proxy Voting – Changes and Revocations

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Equiniti Limited at the address noted in note 8 above. 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.
18. In order to revoke a proxy instruction you will need to inform the Company by contacting the Registrars. The Registrar's contact details are set out in Note 8. 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 Equiniti Limited no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5, your proxy appointment will remain valid.

Corporate Representatives

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

21. As at 27 June 2024 (being the last business day prior to the publication of this Notice) the Company's issued share capital comprised 182,272,607 ordinary shares of nominal value 10 pence each. No shares are held in the Treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on the day immediately before the date of this notice of general meeting is 182,272,607.



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EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING

The resolutions to be proposed at the AGM of the Company to be held on 31 July 2024 at 9:30 a.m. are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolutions

Resolutions 1 to 10 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

Resolution 1: Laying of accounts

The directors are required to present to shareholders at the AGM the reports of the directors and auditors and the audited accounts of the Company for the year ended 31 December 2023.

Resolutions 2 to 7: Election and re-election of directors

The Company's articles of association require one third of the directors to retire from office each year. However, in accordance with the QCA Corporate Governance Code (the **Code**), all the directors will submit themselves for annual re-election. Biographical information for all the directors standing for re-election is included on pages 19 to 22 of the Company's annual accounts and reports.

Having considered the performance of and contribution made by each of the directors, the board of directors remains satisfied that, and the Chair confirms that, the performance of each director continues to be effective and to demonstrate commitment to the role and as such the board recommends their election or re-election (as appropriate).

Resolution 8—Appointment of auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of RSM LLP as auditors of the company terminates at the conclusion of the AGM. They have indicated their willingness to stand for reappointment as auditors of the company until the conclusion of the annual general meeting in 2025. The Company's audit committee keeps under review the independence and objectivity of the external auditors and further information can be found in the annual report and accounts on pages 26 and 27. After considering the relevant information, the Audit Committee has recommended to the board that RSM LLP be appointed as auditors.

Resolution 9: Authorising and fixing the remuneration of the auditors

It is normal practice for shareholders to resolve at the annual general meeting that the directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 10: Authority to allot shares



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The directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM.

The Investment Association (IA) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, resolution 10, if passed, would authorise the directors under section 551 of the CA 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £12,151,507.13, representing the IA guideline limit of approximately 66% of the Company's issued ordinary share capital as at 27 June 2024 (being the latest practicable date prior to the publication of this document).

Resolution 10.1 would give the directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £6,075,753.57, representing approximately one third of the Company's existing issued share capital in connection with a rights issue in favour of ordinary shareholders.

Resolution 10.2, if passed, would give the directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £6,075,753.57, representing approximately one third of the Company's existing issued share capital. As resolution 10.2 imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 10.1 so as to enable the whole two-thirds to be used in connection with a rights issue. Where the usage of this authority exceeds one-third of the issued share capital, the directors intend to follow best practice as regards its use.

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company and 31 October 2025.

Passing this resolution will ensure that the directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

Special resolutions

Resolutions 11 and 12 are special resolutions. These resolutions will be passed if not less than 75% of the votes are cast in favour of them.

Resolutions 11 and 12: Disapplication of pre-emption rights

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights (Statement of Principles



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2022), the directors are seeking authority to disapply pre-emption rights in two separate special resolutions.

Resolution 11 seeks authority for the directors to disapply pre-emption rights and issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash, including the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash, up to an aggregate nominal amount of £1,822,726.07 (which would equate to 18,227,261 ordinary shares of 10 pence each), representing ten per cent of the Company's issued share capital as at 27 June 2024, being the latest practicable date prior to the publication of this AGM notice.

Resolution 12 seeks authority for the directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by resolution 10, or sell treasury shares for cash, up to an aggregate nominal amount of £1,822,726.07 (which would equate to 18,227,261 ordinary shares of 10 pence each), representing an additional ten per cent of the Company's issued share capital as at 27 June 2024 being the latest practicable date prior to the publication of this AGM notice, but only in connection with transactions which the directors determine to be either an acquisition or specified capital investment as defined by the Statement of Principles 2022.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 10 (Authority to allot shares).

The directors have no current plans to utilise either of the authorities sought by resolutions 10 (Authority to allot shares), 11 (Disapplication of pre-emption rights on up to 10% of issued ordinary share capital) or 12 (Additional disapplication of pre-emption rights in connection with an acquisition or specified capital investment), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.