

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolution to be voted on at the General Meeting to be held on 23 April 2018 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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## GoTech Group plc

*(A company incorporated in England and Wales with registration number 03904514)*

### Proposed disposal of Sportsdata Limited and Notice of General Meeting

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**Your attention is drawn to the letter from the Interim Chairman of the Company, which is set out on pages 5 to 8 of this document, which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.**

The Notice of the GM of the Company, to be held at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB on 23 April 2018 at 2.30 p.m., is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited on The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by not later than 2.30 p.m. on 19 April 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

|  |                               |
|--|-------------------------------|
| Publication of this document   | 27 March 2018                 |
| Posting to Shareholders of this document   | 29 March 2018                 |
| Latest time and date for receipt of Forms of Proxy                                 | 2.30 p.m. on 19 April<br>2018 |
| General Meeting  | 2.30 p.m. on 23 April<br>2018 |
| Effective date of the Disposal, subject to the passing of the Resolution at the GM | 23 April 2018                 |

**Notes:**

- (1) *References to times in this document are to London time (unless otherwise stated).*
- (2) *The dates set out in the timetable above may be subject to change.*
- (3) *If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.*

## DEFINITIONS

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

|   |   |
|---|---|
| <b>“Act”</b>                                    | the Companies Act 2006 (as amended);  |
| <b>“AIM”</b>                                    | the market of that name operated by the London Stock Exchange;  |
| <b>“AIM Rules”</b>                              | the AIM Rules for Companies (as amended from time to time);   |
| <b>“Allenby Capital”</b>                        | Allenby Capital Limited, a private limited company incorporated in England and Wales under registered number 6706681, the Company’s nominated adviser and joint broker;                       |
| <b>“Articles”</b>                               | the articles of association of the Company as at the date of this document;   |
| <b>“Board” or “Directors”</b>                   | the directors of the Company as at the date of this document, whose names are set out on page 5 of this document;   |
| <b>“Certificated” or in “Certificated Form”</b> | a share or security which is not in uncertificated form (that is, not in CREST);  |
| <b>“Company” or “GoTech”</b>                    | GoTech Group plc, a public limited company incorporated in England and Wales under registered number 03904514 and having its registered office at 27/28 Eastcastle Street, London, W1W 8DH;   |
| <b>“CREST”</b>                                  | the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form; |
| <b>“Disposal”</b>                               | the proposed disposal of Sportsdata pursuant to the terms of the SPA, conditional on Shareholder approval at the GM;  |
| <b>“Form of Proxy”</b>                          | the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;   |
| <b>“General Meeting” or “GM”</b>                | the general meeting of the Company convened for 2.30 p.m. on 23 April 2018, notice of which is set out at the end of this document;   |
| <b>“Group”</b>                                  | the Company together with its subsidiaries (as defined in the Act) as at the date of this document;   |
| <b>“Independent Directors”</b>                  | Mike Caine and Marcus Yeoman, being the independent directors for the purposes of the Disposal;   |
| <b>“London Stock Exchange”</b>                  | London Stock Exchange plc;  |
| <b>“Notice of GM”</b>                           | the notice convening the GM, which is set out at the end of this document;  |
| <b>“Ordinary Shares”</b>                        | the ordinary shares of 0.1 pence each in the capital of the Company from time to time;  |
| <b>“Resolution”</b>                             | the resolution set out in the Notice of GM to approve the SPA and the Disposal;   |
| <b>“Shareholders”</b>                           | holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly;   |
| <b>“SPA”</b>                                    | the sale and purchase agreement dated 26 March 2018, entered into between the Company and Starnevesse to effect the Disposal;   |

|                                 |  |
|---------------------------------|--|
| <b>“Sportsdata”</b>             | Sportsdata Limited, a private limited company incorporated in England and Wales under registered number 08661177, a wholly owned subsidiary of the Company;                                      |
| <b>“Starnevesse”</b>            | Starnevesse Limited, a private limited company registered in England and Wales with company number 05325901 which is beneficially owned as to 98.3 per cent. and controlled by Richard Thompson; |
| <b>“United Kingdom” or “UK”</b> | the United Kingdom of Great Britain and Northern Ireland; and  |
| <b>“£”</b>                      | pounds sterling, the lawful currency of the United Kingdom.  |

## LETTER FROM THE INTERIM CHAIRMAN OF GOTECH GROUP PLC

*(A company incorporated in England and Wales with registration number 03904514)*

*Directors:*  
Professor Michael "Mike" Caine (Interim Chairman)  
Rupert Horner (Finance Director)  
Marcus Yeoman (Non-Executive Director)

*Registered Office:*  
27/28 Eastcastle Street  
London  
W1W 8DH

Dear Shareholder

27 March 2018

### **Proposed disposal of Sportsdata and Notice of General Meeting**

#### **1. Introduction**

The Company has today announced the proposed Disposal of its wholly owned subsidiary, Sportsdata.

**The purpose of this document is to explain the background to and reasons for the Disposal, to explain why the Independent Directors consider the Disposal to be in the best interests of the Company and the Shareholders as a whole and why the Independent Directors recommend that you vote in favour of the Resolution to be proposed at the GM, notice of which is set out at the end of this document.**

#### **2. Background to and reasons for the Disposal**

GoTech was re-admitted to trading on AIM as Guscio plc in May 2016, following the acquisition of Sportsdata and Dataplay Holdings Limited. The core focus of the business since then has been on Skills2Achieve, a digital, physical literacy assessment programme for the UK school market, which was developed with the Youth Sport Trust, a leading charity for sports-driven and educational programmes. In September 2016, the entire business of Dataplay Holdings Limited was transferred to Sportsdata so that all future commercial activity would be conducted through that entity. As announced in the Company's September 2016 final results and the March 2017 half-yearly results, sales of Skills2Achieve remained at a low level, resulting in a loss in both of those accounting periods.

It was hoped by the Board that there would be a significant increase in turnover for Sportsdata during the year ended 30 September 2017, which would in turn result in it becoming profitable. Disappointingly, this growth in turnover has not materialised despite various business initiatives being implemented and Sportsdata has remained loss making. As announced on 20 December 2017, following the departure of the Company's Managing Director Gail Ganney and the Board's decision not to allocate any further speculative funding to Sportsdata and Skills2Achieve, the Company was deemed to have become an AIM Rule 15 Cash Shell under the AIM Rules.

As Sportsdata has remained loss making, the Board has determined that it is in the Company's best interests to dispose of Sportsdata and Marcus Yeoman and I, as the Independent Directors, have agreed, subject to Shareholders' approval, to a sale of Sportsdata to Starnevesse for £1.00. Starnevesse is majority owned by Richard Thompson, a former director of the Company and, hence, a related party for the purposes of the AIM Rules. If the sale is approved, it will mean that Sportsdata will no longer be a cash drain for the Company and the Directors consider that it will, in addition, make the Company a simpler proposition for pursuing a reverse takeover.

#### **3. The Disposal**

Starnevesse has agreed to purchase all of the issued and to be issued share capital of

Sportsdata, including new shares being allotted and issued in Sportsdata to enable GoTech to capitalise all of the inter-company loans outstanding, for the consideration of £1.00, subject to shareholder approval of the Resolution by the members of the Company at the GM.

In accordance with the terms of the SPA, Starnevesse is obliged to continue to fund the Sportsdata business and honour all existing contractual obligations, following which, Starnevesse is obliged to solvently wind up the company. Additionally, in the unlikely event that a sale of Sportsdata could be achieved by Starnevesse, or a sale of the Sportsdata intellectual property rights were to be made, all net proceeds of such sale would be paid to GoTech.

Simultaneously with the sale, in accordance with the terms of the SPA, GoTech will settle the outstanding Group indebtedness due to Starnevesse in the amount of £183,000 by way of a cash settlement of £100,000, payable out of the Company's existing cash resources, and the issuing of 8,375,000 new Ordinary Shares at a value of 0.4 pence each totalling £33,500. The issue price of 0.4 pence per New Ordinary Share represents a 5 per cent. premium to the closing mid-market price of an Ordinary Share on 26 March 2018, being the last business day prior to the announcement of the Disposal. The settlement with Starnevesse represents a discount of £49,500 compared to the liability to Starnevesse in the year end Group balance sheet.

#### *Fundamental Change of Business under AIM Rule 15*

The Disposal will constitute a fundamental change of business under the AIM Rules for Companies and is therefore subject to the approval of Shareholders of the Resolution to be proposed at the General Meeting, notice of which is set out at the end of this document.

The Company was deemed to have become an AIM Rule 15 Cash Shell under the AIM Rules on 20 December 2017. The Company is actively pursuing a reverse takeover transaction.

**As an AIM Rule 15 Cash Shell, the Company is required to make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 on or before the date falling six months from the announcement dated 20 December 2017 or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million). Failing which, the Company's ordinary shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.**

#### *Effect of the Disposal on the Group*

The losses before tax made by Sportsdata for the last three accounting periods have been as follows:

|   |          |
|---|----------|
| Year ended 30 September 2017            | £205,384 |
| 13 month period ended 30 September 2016 | £489,150 |
| Year ended 31st August 2015             | £312,525 |

The Independent Directors are of the opinion that the value of the assets subject to the Disposal is no greater than the consideration being received.

The Board has calculated that, should the Disposal not be approved by Shareholders, the cost to GoTech of maintaining Sportsdata and its contractual obligations (to expiry) would be in the region of £25,000, excluding the settlement by GoTech of the outstanding Group indebtedness due to Starnevesse in the amount of £183,000. Details of the proposed settlement of this outstanding debt are set out in paragraph 3 above.

#### *Current financial position of the Company*

As at 17 March 2018 the Company had unaudited cash and cash equivalents of £566,000. The

Company does not expect any revenue to be generated whilst the Company remains a shell, but the Board has taken the necessary steps to run the Group in a prudent way to preserve value for shareholders including reducing the cost base of the Group where appropriate.

#### **4. Related Party Transactions**

The sale of Sportsdata to Starnevesse and the simultaneous settlement of the outstanding Group indebtedness due to Starnevesse constitute related party transactions pursuant to Rule 13 of the AIM Rules, due to Starnevesse being an entity controlled by Richard Thompson, a former director of the Company within the past 12 months and former substantial shareholder in the Company pursuant to the AIM Rules.

Mike Caine and Marcus Yeoman, being the Independent Directors for the purposes of these transactions, having consulted with Allenby Capital, the Company's Nominated Adviser, consider that the terms of the transactions with Starnevesse are fair and reasonable insofar as the Company's shareholders are concerned.

#### **5. Strategy of the Group following the Disposal**

As previously announced, the Company is actively pursuing a reverse takeover transaction with the aim of driving an increase in shareholder value. Marcus Yeoman re-joined the Board in December 2017, specifically to assist the Company to identify and negotiate potential corporate opportunities for the Group.

**Pursuant to AIM Rule 14, a reverse takeover transaction would require the publication of an admission document in respect of the proposed enlarged entity and would be conditional upon the consent of the Company's Shareholders being given at a general meeting. As per the guidance notes to AIM Rule 14, trading in the Company's shares would be suspended following the announcement that a reverse takeover had been agreed or was in contemplation. Trading in the Company's shares would remain suspended until the publication of an admission document or an announcement that the transaction was not proceeding.**

#### **6. General Meeting**

Set out at the end of this document is the notice convening the GM to be held on 23 April 2018 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB at 2.30 p.m. at which the Resolution will be proposed.

#### **7. Action to be taken**

Shareholders will find enclosed with this document a Form of Proxy for use at the GM. Whether or not you intend to be present at the GM, you are requested to complete and sign the Form of Proxy and return it to the Company's Registrars, Share Registrars Limited on The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and, in any event, so as to arrive no later than 2:30pm on 19 April 2018. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the GM and voting in person if you so wish.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

**If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.**

**8. Recommendation**

**The Independent Directors consider that the Disposal is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Independent Directors recommend that Shareholders vote in favour of the Resolution to be proposed at the GM.**

Yours sincerely

**Professor Michael Caine**  
*Interim Chairman*

## NOTICE OF GENERAL MEETING

### GoTech Group plc

*(A company incorporated in England and Wales with registration number 03904514)*

NOTICE IS HEREBY GIVEN that a General Meeting (Meeting) of GoTech Group plc (Company) will be held at the offices of Allenby Capital Limited situated at 5 St. Helen's Place, London EC3A 6AB on 23 April at 2.30 p.m. for the purpose of considering, and if thought fit, pass the following resolution, to be proposed as an ordinary resolution:

THAT, for the purposes of Rule 15 of the AIM Rules for Companies published by London Stock Exchange plc, the agreement dated 26 March 2018 (SPA) between the Company (1) and Starnevesse Limited (2) in connection with the proposed disposal of the Company's entire interest in the issued share capital of Sportsdata Limited, as described in the circular to shareholders of the Company dated 27 March 2018, and the disposal by the Company pursuant to the terms of the SPA, each be approved and that the directors of the Company be authorised to do all such things as they may consider necessary, desirable or expedient to implement such agreement in accordance with its terms (including, without limitation, agreeing any non-material amendments or waiver or variation of the terms and conditions of the SPA) as they may in their sole discretion deem fit, appropriate or necessary.

By Order of the Board

***Cargill Management Services Limited***

Secretary

Registered Office:

27/28 Eastcastle Street

London

W1W 8DH

Date: 26 March 2018

## Notes to the notice of general meeting

### Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
  - a) 2:30pm on 19 April 2018;
  - b) if this general meeting is adjourned, 48 hours (not including any part of a day that is not a working day) prior to the adjourned meeting,

shall be entitled to attend and vote at the 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 one or more proxies to exercise all or any of your rights to attend, speak and vote at the 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 must attend the general meeting to represent you. Details of how to appoint the Chairman of the 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 general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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. To appoint more than one proxy please complete a proxy form for each proxy. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates, or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
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 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 general meeting.

### Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
7. To appoint a proxy using the proxy form, the form must be:
  - a) completed and signed;
  - b) sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
  - c) received by Share Registrars Limited no later than 2:30pm on 19 April 2018.
8. In the case of a member which is a company, the 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.

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. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

#### **Joint holders**

11. 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).

#### **Changing or terminating proxy instructions**

12. To change or terminate 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.
13. To obtain a new hard-copy proxy form, please contact Share Registrars Limited on The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.
14. 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.

#### **Corporate Representatives**

15. In accordance with article 63 of the Company's Articles of Association, 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.

#### **Issued shares and total voting rights**

16. As at close of business on 26 March 2018, the Company's issued ordinary share capital comprised 265,304,535 ordinary shares of 0.1 pence each. 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 26 March 2018 is 265,304,535.
17. 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 (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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.
18. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the

issuer's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in Note 7 of this Notice.

19. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which 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.
20. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or Sponsored Member, or has appointed a voting service provider(s), to procure that his 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
21. 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.