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Rightster Group plc

(Incorporated in England and Wales with registered number 8754680)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ('**AGM**') of Rightster Group plc (the '**Company**') will be held on 24 June 2015 at 1:00 p.m. at the offices of the Company, 1 Neal Street, London WC2H 9QL to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

Ordinary resolutions

1. THAT the accounts for the financial year ended 31 December 2014, together with the reports of the Directors and the auditors thereon be received and adopted.
2. THAT John Anthony Barnett, a Director retiring by rotation in accordance with the Company's articles of association, be reappointed as a Director of the Company.
3. THAT Patrick Joseph Walker who, having been appointed by the Board of Directors of the Company, is retiring in accordance with article 30.2 of the Company's articles of association and, being eligible, is offering himself for reappointment, be reappointed as a Director of the Company.
4. THAT Niall Martin Dore who, having been appointed by the Board of Directors of the Company, is retiring in accordance with article 30.2 of the Company's articles of association and, being eligible, is offering himself for reappointment, be reappointed as a Director of the Company.
5. THAT Grant Thornton UK LLP be reappointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and that authorisation be given for the Directors to determine their remuneration.
6. THAT the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 ('**the CA 2006**'), which authority shall be in addition to all existing authorities of the Directors to allot relevant securities for the purposes of section 551 of the CA 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of 'relevant securities') up to an aggregate nominal amount of:
 - (a) £21,455.85 in connection with the grant of options (or other rights to acquire Ordinary Shares) in accordance with the rules of the Company's share option schemes (as varied from time to time) or otherwise to employees, consultants and/or Directors of the Company and/or any of its subsidiaries;
 - (b) £2,326.04 in connection with the grant of warrants to subscribe for Ordinary Shares in accordance with the terms of a warrant instrument dated 11 November 2013 and entered into between the Company and Sports Investment Partners LLP (the 'Warrant Allotment');
 - (c) £74,116.49 (other than pursuant to paragraphs (a) and (b) above); and
 - (d) £74,116.49 (other than pursuant to paragraphs (a), (b) and (c) above) in connection with a rights issue, open offer, scrip dividend, scheme or other pre-emptive offer to holders of Ordinary Shares where such issue, offer, scrip dividend, scheme or other allotment is proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them on a fixed record date (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or any stock exchange in any territory, in relation to fractional entitlements, or any other matter which the Directors consider merits any such exclusion or other arrangements),

provided that, in each case, such authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

Special resolution

7. THAT, conditional only on the passing of resolution 6 above, the Directors be and are hereby empowered pursuant to section 570 CA 2006, which power shall be in addition to all existing powers of the Directors to allot equity securities for the purposes of sections 570 or 571 of the CA 2006, to allot equity securities (as defined in section 560 CA 2006) for cash pursuant to the authority conferred by resolution 6 above as if section 561 CA 2006 did not apply to any such allotment, provided that this authority shall:
- (a) be limited to:
 - (i) the allotment of equity securities up to an aggregate nominal amount of £21,455.85 in connection with the grant of options (or other rights to acquire Ordinary Shares) in accordance with the rules of the Company's share option schemes (as varied from time to time) or otherwise to employees, consultants and/or Directors of the Company and/or any of its subsidiaries;
 - (ii) the Warrant Allotment;
 - (iii) the allotment of equity securities pursuant to the authority conferred by paragraph (d) of resolution 6; and
 - (iv) the allotment of equity securities for cash otherwise than pursuant to sub-paragraphs (i), (ii) and (iii) above up to an aggregate maximum nominal amount of £22,234.94; and
 - (b) subject to the continuance of the authority conferred by resolution 6 above, expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company by special resolution) but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require equity securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

By order of the Board of Directors of the Company

G. Cranley

Company Secretary
29 May 2015

Rightster Group plc
Third Floor
1 Neal Street
London
WC2H 9QL

Notes to the Notice of Annual General Meeting

Proxies

1. A form of proxy is enclosed for your use.
2. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of his rights to attend, to speak and to vote on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint member purports to appoint a proxy in respect of the same shares, only the appointment by the most senior member will be accepted, as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or other authority (if any), must be completed, signed and deposited with the Company's registrars, Capita Asset Services, in the envelope provided to PXS1, 34 Beckenham Road, Kent BR3 4ZF, not less than 48 hours before the time of the meeting (or adjourned meeting) or, in the case of a poll taken more than 48 hours after the date of the meeting (or adjourned meeting), not less than 24 hours before the time appointed for the taking of the poll. Members who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made. If you are a CREST member, see note 6 below.
3. An abstention option has been included on the form of proxy. The legal effect of choosing the abstention option on any resolution is that the member concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
4. Completion of a form of proxy or any CREST Proxy Instruction will not preclude a member from attending and voting in person at the meeting or any adjournment thereof should he/she wish to do so.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6:00 p.m. on Monday, 22 June 2015 or, in the event that the meeting is adjourned, in the register of members of the Company not less than 48 hours before the time of the adjourned meeting, shall be entitled to attend and vote (whether in person or by proxy) at the Annual General Meeting in respect of the number of shares registered in their name at the relevant time. Subsequent changes to entries in the relevant register of members will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 24 June 2015 at 1:00 p.m. and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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 sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual available via www.euroclear.com/CREST. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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.

CREST members and, where applicable, their CREST sponsor or voting service provider 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 sponsor or voting service provider 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.

7. Any corporation that is a member can appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on its behalf all of its powers as a member provided that they do not do so in different ways in relation to the same shares.
8. Members, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.

9. Members, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Documents on display

10. Copies of the Company's Memorandum of Association, Articles of Association, and Directors' service contracts and letters of appointment will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and public holidays excepted) from the date of this notice up to and including the date of the meeting and at the place of the meeting for 15 minutes prior to and during the meeting.

Communication

11. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in this Notice of Meeting (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanation of the resolutions to be proposed at the Annual General Meeting

For the benefit of shareholders we provide the following notes concerning some of the resolutions to be placed before them at the Annual General Meeting:

(a) Resolution 1: Accounts and reports

For each financial period, the Directors are required to lay the audited accounts, the Directors' report and the auditors' report before the Company in general meeting.

(b) Resolutions 2 to 4: Reappointment of Directors

In accordance with article 30.2 of the Company's articles of association, any Director who has been appointed by the Board must stand for reappointment at the next annual general meeting after his appointment and, thereafter, at intervals of no more than three years. Consequently, Patrick Walker and Niall Dore, who were both appointed by the Board, are standing for reappointment. In addition, of the remaining four Directors, one third (rounded down to the nearest whole number) are required by the articles of association to retire by rotation at the Annual General Meeting. Consequently, John Barnett is retiring by rotation and standing for reappointment as a Director. Biographical details of all Directors are contained on pages 26 to 27 of the Annual Report.

(c) Resolution 5: Reappointment of auditors

At each general meeting at which accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Accordingly, resolution 5 seeks the reappointment of Grant Thornton UK LLP as the Company's auditors to serve until the next AGM of the Company and, in accordance with normal practice, authorises the Directors to determine their remuneration.

(d) Resolutions 6 and 7: Directors' authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. The Directors also require additional authority from shareholders to allot shares or grant rights over shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The authorities granted at the Company's Annual General Meeting held on 10 June 2014 are due to expire at the Company's Annual General Meeting in 2015 or on 10 September 2015, whichever is the earlier, and therefore require renewal. Resolutions 6 and 7, if passed, will continue to give the Directors flexibility to act in the best interests of the shareholders, when the opportunity arises, by issuing new shares. Resolution 6 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £74,116.49, representing approximately one-third of the issued share capital of the Company as at 29 May 2015, and a further authority to allot an additional one-third of the issued share capital of the Company as at 29 May 2015 provided that such allotment is reserved for rights issues, open offers, scrip dividends, schemes or other pre-emptive offers to holders of Ordinary Shares. Resolution 7 will be proposed as a special resolution to allot shares or grant rights over shares for cash and otherwise than to existing shareholders pro rata to their holdings. The authority will be limited to shares issued on exercise of options or pursuant to the Warrant Allotment and otherwise up to a maximum aggregate nominal value of £22,234.94, being 10% of the issued Ordinary Share capital. These two authorities, if given, will expire on the earlier of the conclusion of the next Annual General Meeting in 2016 or on the date which is 15 months after the relevant resolution is passed.

Recommendation

The Directors consider that each of the proposals detailed in the Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The Directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of Ordinary Shares in the Company and unanimously recommend other shareholders to do likewise.