

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your ordinary shares in System1 Group PLC, you should pass this document, together with the accompanying form of proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

# **System1 Group PLC**

## **Notice of Annual General Meeting**

Notice of the annual general meeting which has been convened for Friday, 31 July 2020 at 11.00 a.m. at Room 7H, 90 York Way, Kings Place, London N1 9AG is set out on pages 4 to 12 of this document.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting.

## **System1 Group PLC**

(incorporated and registered in England and Wales under number 05940040)

### **Registered Office:**

52 Bedford Row  
Holborn  
London  
WC1R 4LR

6 July 2020

Dear Shareholder

### **Notice of annual general meeting**

The Board takes the well-being of its colleagues and shareholders seriously and has been closely monitoring the evolving Coronavirus (COVID-19) pandemic. The AGM is an important event in the Company's corporate calendar but this year our AGM will be purely functional in format to comply with the relevant legal requirements and to enable shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company.

The Board will hold the annual general meeting ("**AGM**") at Room 7H, 90 York Way, Kings Place, London N1 9AG on Friday, 31 July 2020 at 11.00 a.m. The formal notice of annual general meeting is set out on pages 4 to 12 of this document.

### **Restrictions as to physical attendance at the AGM**

Given the UK Government's current guidance on social distancing and prohibition on non-essential travel and public gatherings, we have had to make a number of alterations to our AGM this year. The health and well-being of our shareholders and colleagues remains our priority and the steps set out below are necessary and appropriate given the current pandemic.

- We expect only the Chairman and a very limited number of directors and employees, who are required to be at our registered office for necessary work purposes, to be in attendance at the AGM to ensure a quorum and to conduct the business of the meeting. Social distancing measures will be in place in order to comply with current requirements.
- No other shareholders, directors or employees will be permitted to attend the meeting in person and any shareholder seeking to attend the meeting in person will be refused entry. However, we encourage virtual attendance at the meeting as described below.
- The usual format of the AGM will be condensed and will include only the formal business of the meeting.

The Board is actively following developments and will issue further shareholder communications if it becomes necessary or appropriate to make any alternative arrangements for the AGM.

## Virtual attendance of the AGM

Shareholders are encouraged to attend the AGM 'virtually' by using the link below (or contacting [Legal@system1group.com](mailto:Legal@system1group.com) to receive an invitation to join the Microsoft Teams meeting):

[https://teams.microsoft.com/dl/launcher/launcher.html?url=%2f%20%23%2f%2fmeetup-join%2f19%3ameeting\\_MDM2YmRhNDMtNGRIYi00MjY5LTk3MGMtNjIjMjg1OTY5NWVh%40thread.v2%2f0%3fcontext%3d%257b%2522Tid%2522%253a%25228c105f40-3231-4885-a368-2fdd54c338b6%2522%252c%2522Oid%2522%253a%2522c552cc31-3448-4d0f-a0c5-96060180401b%2522%257d%26anon%3dtrue&type=meetup-join&deeplinkId=5acb740f-55a6-463e-b682-c4c1dfd762a2&directDI=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true](https://teams.microsoft.com/dl/launcher/launcher.html?url=%2f%20%23%2f%2fmeetup-join%2f19%3ameeting_MDM2YmRhNDMtNGRIYi00MjY5LTk3MGMtNjIjMjg1OTY5NWVh%40thread.v2%2f0%3fcontext%3d%257b%2522Tid%2522%253a%25228c105f40-3231-4885-a368-2fdd54c338b6%2522%252c%2522Oid%2522%253a%2522c552cc31-3448-4d0f-a0c5-96060180401b%2522%257d%26anon%3dtrue&type=meetup-join&deeplinkId=5acb740f-55a6-463e-b682-c4c1dfd762a2&directDI=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true)

Shareholders will not be able to vote or ask questions whilst attending the AGM in this manner.

## Shareholder questions

Shareholders can submit questions to the Board in advance of the AGM by emailing such questions to [legal@system1group.com](mailto:legal@system1group.com) by no later than 11:00 a.m. on 15 July 2020. We will consider all questions received and seek to provide a written response in due course.

## Voting arrangements

GIVEN THE RESTRICTIONS ON ATTENDING THE AGM IN PERSON AND ON VOTING BY ATTENDING THE MEETING 'VIRTUALLY', WE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE ON ALL RESOLUTIONS BY COMPLETING AN ONLINE PROXY APPOINTMENT FORM APPOINTING THE CHAIRMAN OF THE MEETING AS YOUR PROXY AND NOT TO SEEK TO ATTEND THE MEETING IN PERSON.

If you would like to vote on the resolutions, you may appoint a proxy:

- if you hold your shares in certificated form (that is, not via the CREST system):
  - via [www.signalshares.com](http://www.signalshares.com) by following the instructions on that website; or
  - by completing the enclosed form of proxy. You may request further hard copies of the form of proxy directly from the Company's Registrar, Link Asset Services on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
- if you hold your shares in CREST, via the CREST system.

Notice of your appointment of a proxy should reach the Company's Registrar, Link Asset Services, by no later than 11:00 a.m. (BST) on 29 June 2020.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 13 to 15 of this document.

**Recommendation of the Board**

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

**Graham Blashill**  
Chairman

**Company number: 05940040**

**SYSTEM1 GROUP PLC**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of System1 Group PLC (the "**Company**") will be held at at Room 7H, York Way, Kings Place, London N1 9AG on Friday 31 July 2020 at 11.00 a.m. for the following purposes.

As ordinary business of an annual general meeting to consider and, if thought fit, pass the following ordinary resolutions:

1. To receive and adopt the financial statements of the Company for the financial year 2019/2020 and the reports of the directors and auditors on those financial statements.
2. To receive, adopt and approve the directors' remuneration report for the financial year 2019/2020.
3. To re-elect Mr Graham Blashill, who retires by rotation and offers himself for re-election by general meeting, as a director of the Company.
4. To re-elect Mr Robert Brand, who retires by rotation and offers himself for re-election by general meeting, as a director of the Company.
5. To re-elect Mr John Kearon, who retires by rotation and offers himself for re-election by general meeting, as a director of the Company.
6. To re-elect Ms Sophie Tomkins, who retires by rotation and offers herself for re-election by general meeting, as a director of the Company.
7. To re-elect Ms Jane Wakely, who retires by rotation and offers herself for re-election by general meeting, as a director of the Company.
8. To re-elect as a director of the Company Mr Chris Willford, who was appointed this year and offers himself for re-election by general meeting, as a director of the Company.
9. To re-elect as a director of the Company Mr Stefan Barden, who was appointed this year and offers himself for re-election by general meeting, as a director of the Company.
10. To re-appoint RSM UK Audit LLP as auditors and to authorise the directors to determine the auditors' remuneration.

As special business of an annual general meeting to consider and, if thought fit, pass resolution 11 as an ordinary resolution and resolutions 12 to 14 as special resolutions.

**Ordinary resolution:**

11. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to:
  - (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £42,199.28; and

- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £84,398.56 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 11) in connection with an offer by way of a rights issue to:
  - (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
  - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

**Special resolutions:**

- 12. That, subject to the passing of resolution 11 above, the directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:
  - (a) pursuant to the authority conferred by resolution 11 above; or
  - (b) where the allotment constitutes an allotment by virtue of section 560(3) of the Act,

in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 11, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
  - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
  - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary, and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements,

record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and
- (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £13,226.77.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

13. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 1,984,016;
  - (b) the minimum purchase price which may be paid for any Ordinary Share is 1 pence (exclusive of expenses); and
  - (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses) the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out.

This authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

14. That, with effect from the conclusion of the meeting the articles of association of the Company be amended by adding the following provisions:
- (a) new articles 12.6 to 12.20, as set out in Part I of the schedule to this notice of annual general meeting ("**Schedule**"), to follow article 12.5 of the articles of association;
  - (b) new article 13.5, as set out Part II of the Schedule, to follow article 13.4 of the articles of association;

- (c) the words 'Subject to article 15.1A,' shall be added to the beginning of article 14.13 of the articles of association; and
- (d) new article 15.1A, as set out in Part III of the Schedule, to follow article 15.1 of the articles of association.

**By order of the Board**

John Kearon  
Company Secretary

Registered Office:  
52 Bedford Row  
Holborn  
London WC1R 4LR  
Registered in England and Wales No. 05940040

6 July 2020



**Schedule to Notice of Annual General Meeting  
(as referred to in resolution 14 thereof)**

**Part I**

*Simultaneous attendance and participation by electronic facilities*

- 12.6 The Board may determine that persons entitled to attend and participate in a general meeting are able to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- (a) participate in the business for which the meeting has been convened;
  - (b) hear all persons who speak at the meeting; and
  - (c) be heard by all other persons attending and participating in the meeting.
- 12.7 The Board shall determine in relation to each general meeting (and any adjournment thereof) the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so (subject to article 12.19) by means of electronic facility or facilities pursuant to article 12.6 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).
- 12.8 Unless otherwise specified in the notice of meeting or determined by the chairman of the meeting, a general meeting is deemed to take place at the place where the chairman of the meeting is at the time of the meeting.
- 12.9 Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 12.10 A person is able to participate in a meeting if that person's circumstances are such that if he or she has (or were to have) rights in relation to the meeting, he or she is (or would be) able to exercise them.
- 12.11 In determining whether persons are attending or participating in a meeting, other than at a physical place, it is immaterial where any of them are or how they are able to communicate with each other.
- 12.12 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 12.13 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairman of the meeting) on resolutions put to the vote at the meeting; and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.14 If, at any general meeting at which members are entitled to participate by means of electronic facility or facilities determined by the Board pursuant to article 12.6, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.
- 12.15 Nothing in these articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.
- 12.16 If a general meeting is held partly by means of an electronic facility or facilities pursuant to article 12.6, the Board and the chairman of the meeting may make any arrangement and impose any requirement or restriction that is:
- (a) necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and
  - (b) in its or his or her view, proportionate to those objectives.
- In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit
- 12.17 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman of the meeting to adjourn a general meeting in accordance with the provisions of article 12.18, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 12.18 If it appears to the chairman of the meeting that the facilities at the principal meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purposes referred to in article 12.6, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chairman of the meeting shall, without the consent of the meeting, interrupt or adjourn the general meeting.
- 12.19 Nothing in these articles authorises or allows a general meeting to be held exclusively on an electronic basis.
- 12.20 For the purposes of these articles, a reference to:
- (a) an "**electronic facility**" includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to article 12.6;
  - (b) "**electronic form**" has the meaning given to it in section 1168 of the Act;
  - (c) "**electronic means**" has the meaning given to it in section 1168 of the Act; and

- (d) a "**meeting**" shall mean a meeting convened and held in any manner permitted by these articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Act and these articles.

## **Part II**

13.5 If pursuant to article 12.6 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall (in addition to the requirements of article 13.4):

- (a) include a statement to that effect;
- (b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to articles 12.16 and 14.11; and
- (c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

## **Part III**

15.1A A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

## Notes to the Notice of Annual General Meeting

**UNDER THE UK GOVERNMENT'S CURRENT PROHIBITION ON NON-ESSENTIAL TRAVEL AND PUBLIC GATHERINGS, IT WILL NOT BE POSSIBLE FOR ALL SHAREHOLDERS TO ATTEND THE AGM IN PERSON. ACCORDINGLY, ANY SHAREHOLDER SEEKING TO ATTEND THE GENERAL MEETING IN PERSON WILL BE REFUSED ENTRY. WE THEREFORE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE ON ALL RESOLUTIONS BY COMPLETING AN ONLINE PROXY APPOINTMENT FORM APPOINTING THE CHAIRMAN OF THE MEETING AS YOUR PROXY, TO REGISTER ANY QUESTIONS IN ADVANCE AND NOT TO ATTEND THE MEETING IN PERSON.**

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. 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 that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his/her discretion as to whether and, if so, how he/she votes.

A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Link Asset Services, on , on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 10 below. Members wishing to appoint a proxy and register their proxy votes electronically other than through CREST should visit the website [www.signalshares.com](http://www.signalshares.com). The on-screen instructions at that website will give details on how to complete the appointment and voting process. Electronic proxy appointments and voting instructions must be received no later than 48 hours before the meeting to be effective.

2. To be valid any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) or by hand by Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or at the electronic address provided in note 2, in each case no later than 11.00 a.m. on 29 July 2020 together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 10(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
4. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at Close of Business on 29 July 2020 (or, in the event of any adjournment, Close of Business on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting 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 sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following.
  - (a) 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 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 RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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 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.
  - (b) 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.
  - (c) 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.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. Copies of (i) the executive directors' service contracts and (ii) letters of appointment of the non-executive directors will be available for inspection during normal business hours at the registered office of the Company (Saturdays, Sundays and public holidays excepted) until the time of the AGM and at the place of the AGM at least 15 minutes prior to the meeting and until the end of the meeting.
12. A copy of this notice, and other information required by section 311A of the Companies Act 2006 can be found at [www.system1group.com](http://www.system1group.com).

## EXPLANATORY NOTES

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 14 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **Report and Accounts (Resolution 1)**

The directors of the Company must present the accounts to the meeting.

### **Directors' Remuneration Report (Resolution 2)**

In line with legislation, this vote will be advisory and in respect of the overall remuneration package and not specific to individual levels of remuneration. You can find the remuneration report in the Company's 2020 annual report and accounts.

### **Re-election of directors (Resolutions 3 to 9)**

The Company's articles of association allow every director for the time being to retire from office at each annual general meeting.

At this meeting, the directors, Mr. Graham Blashill, Mr. Robert Brand, Mr. John Kearon, Mr. Ms. Jane Wakley and Ms. Sophie Tomkins retire by rotation and stand for re-election as directors. Mr. Chris Willford and Mr. Stefan Barden have not been offered for re-election since their recent appointment and accordingly now stand for re-election as directors.

Having considered the performance of and contribution made by each of the directors standing for re-election the board remains satisfied that the performance of each of the relevant directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election. Biographies of the directors standing for re-election can be found on page 18 of the 2020 annual report, a copy of which can be found on the Company's website, [www.system1group.com](http://www.system1group.com).

### **Reappointment and remuneration of auditors (Resolution 10)**

Resolution 10 proposes the reappointment of RSM UK Audit LLP as auditors of the Company and authorises the directors to set their remuneration.

### **Directors' authority to allot shares (Resolution 11)**

The purpose of resolution 11 is to renew the directors' authority to allot shares.

The authority in paragraph (a) will allow the directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to a nominal value of £42,199.28.

The authority in paragraph (b) will allow the directors to allot new shares or to grant rights to subscribe for or convert any security into shares in the Company only in connection with a pre-emptive rights issue up to an aggregate nominal value of £84,398.56 (inclusive of the nominal value sought under paragraph (a) of the resolution).

The proposals set out in resolution 11 are in line with corporate governance guidelines. Although there is no present intention to exercise this authority, it is considered prudent to maintain the flexibility it provides.

As at the date of this notice, the Company held 566,989 ordinary shares in treasury, which represents approximately 4.29 per cent of the total ordinary share capital in issue at that date.

If the resolution is passed, the authority will expire on the earlier of 31 October 2021 (the date which is 15 months after the date of the resolutions) and the end of next annual general meeting of the Company in 2021.

### **Disapplication of pre-emption rights (Resolution 12)**

If the directors wish to allot new shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) company law requires that these shares are first offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done unless the shareholders have first waived their pre-emption rights.

Resolution 12 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities and the grant of share options, the authority will be limited to the issue of shares for cash up to a maximum number of 1,322,677 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 10 per cent of the Company's issued ordinary share capital as at the date of this notice. The Company undertakes to restrict its use of this authority to a maximum of 7.5 per cent of the Company's issued ordinary share capital in any three year period. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. If given, the authority will expire at the conclusion of the next annual general meeting of the Company in 2021 or, if earlier, 31 October 2021 (the date which is 15 months after the passing of the resolution).

### **Authority to purchase own shares (Resolution 13)**

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 13 seeks the authority from shareholders to continue to do so. The directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of ordinary shares that may be acquired (approximately 15 per cent of the Company's issued ordinary share capital as at the date of this notice) and the maximum and minimum prices at which they may be bought.

Resolution 13 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next annual general meeting of the Company in 2021 or, if earlier, 31 October 2021 (the date which is 15 months after the date of passing of the resolution).

The directors' present intention is to exercise this authority wherever it is appropriate to do so. The directors intend to seek renewal of this power at subsequent annual general meetings.

**Amendments to the Articles of Association (Resolution 14)**

Resolution 14 seeks the authority from shareholders to amend the Company's Articles of Association.

Given the government's guidance on social distancing, the Company wishes to set out the possibility of holding electronic general meetings, and resolution 14 seeks to provide the Board with the authority to convene and hold general meetings whereby attendance and participation at the meeting is permitted either in person or by electronic facility (commonly known as a 'hybrid' meeting). This authority does not extend to or permit general meetings to be convened or held just by electronic facility (commonly known as a 'virtual-only' meeting).