

**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 Wednesday, 28 September 2022 at 11:30 a.m. at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS is set out in 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, PXS1, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL 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:**

4 More London Riverside,  
London, UK SE1 2AU

2 September 2022

Dear Shareholder

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

I am pleased to be writing to you with details of our annual general meeting ("**AGM**") which we are holding on Wednesday, 28 September 2022 at the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 11:30 a.m. The formal notice of our AGM is set out on pages 3 to 6 of this document.

The AGM is an important event in the Company's corporate calendar, and we are looking forward to welcoming our shareholders at the meeting, both in person and virtually. The way we have conducted our meetings in recent years has changed, and we trust these hybrid arrangements (combined physical and electronic shareholder meetings) increase participation by allowing remote attendance and we are therefore committed to continuing this type of shareholder engagement.

### **Joining in Person**

We also welcome our shareholders attending in person. Shareholders who would like to attend the AGM in person are asked to register their intention as soon as possible by email to [legal@system1group.com](mailto:legal@system1group.com). If Covid-type restrictions on travel or gathering are re-introduced, we would expect the shareholders to refrain from attending in person and instead join virtually using their smartphone, tablet or computer.

### **Virtual attendance at the AGM**

We will provide access online via the Investor Meet Company platform and shareholders who wish to view the AGM remotely should register for the event in advance via the following link: <https://www.investormeetcompany.com/system1-group-plc/register-investor>

IMPORTANT: Shareholders attending virtually will not be able to vote on the day but are encouraged to participate by submitting questions.

### **Shareholder questions**

Shareholders can submit questions to the Board in advance of the AGM via the Investor Meet Company Platform by no later than 11:30 a.m. on 21 September 2022. We will consider all questions received and will seek to provide a response at the AGM.

## **Voting arrangements**

Shareholders are strongly encouraged to submit their voting instructions as soon as possible. If you would like to vote on the resolutions, you may appoint a proxy:

- a) if you hold your shares in certificated form (that is, not via the CREST system):
  - i. via [www.signalshares.com](http://www.signalshares.com) by following the instructions on that website; or
  - ii. 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 Group 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
  
- b) 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 Group, by no later than 11:30 a.m. (BST) on 26 September 2022.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 8 to 10 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 the offices of Reed Smith LLP at The Broadgate Tower, 20 Primrose Street, London EC2A 2RS on Wednesday 28 September 2022 at 11.30 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 2021/2022 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 2021/2022.
3. 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.
4. 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.
5. To re-elect Mr Chris Willford, who retires by rotation and offers himself for re-election by general meeting, as a director of the Company.
6. To re-elect Mr Rupert Howell, who retires by rotation and offers himself for re-election by general meeting, as a director of the Company
7. To elect as director of the Company Mr Philip Machray, who was appointed on 27 May 2022 and offers himself for election by general meeting, as a director of the Company.
8. To elect as director of the Company Mr Conrad Bona, who was appointed on 1 September 2022 and offers himself for election by general meeting, as a director of the Company.
9. 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 10 as an ordinary resolution and resolutions 11 to 13 as special resolutions.

#### **Ordinary resolution:**

10. 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 £44,089.24; and
  - b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £88,178.48 (such amount to be reduced by the nominal

amount of any shares allotted or rights granted under paragraph (a) of this resolution 10) 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:**

11. That, subject to the passing of resolution 10 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 10 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 10, 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 or sale of treasury shares, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £6,613.39.

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.

12. That, subject to the passing of resolution 10 above and in addition to any authority granted under resolution 11 above, the directors be generally and unconditionally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash:
  - a) pursuant to the authority conferred by resolution 10 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 or sale of treasury shares up to an aggregate nominal amount of £6,613.39; and
- ii. 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 an acquisition or other 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.

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 1,984,015;
- b) the minimum purchase price which may be paid for any Ordinary Share is £0.01 (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.

**By order of the Board**

Chris Willford  
Company Secretary

Registered Office:  
4 More London Riverside,  
London, UK SE1 2AU  
Registered in England and Wales No.  
05940040

2 September 2022

## Notes to the Notice of Annual General Meeting

**AS WE ARE KEEN TO FACILITATE BROADER ATTENDANCE BY OFFERING THE ABILITY TO JOIN 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 TO REGISTER ANY QUESTIONS IN ADVANCE.**

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 Group 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 9 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.

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 PXS1, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the electronic address provided in note 2, in each case no later than 11:30 a.m. on 26 September 2022 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.

The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 9(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.

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.

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 26 September 2022 (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.

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).

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.

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.



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.

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.

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.

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.

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.

The total number of ordinary shares of £0.01 in issue as at 31 August 2022, being the latest practicable date before the publication of this notice, was 13,226,773 ordinary shares. There are 587,844 Ordinary Shares held in treasury as at 31 August 2022. The total level of voting rights in the Company as at this date was therefore 12,678,929.

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.

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 10 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 11 to 13 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 2022 annual report and accounts.

### **Re-election of directors (Resolutions 3 to 8)**

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. John Kearon, Ms. Sophie Tomkins, Mr. Chris Willford and Mr. Rupert Howell retire by rotation and stand for re-election as directors. Mr. Philip Machray and Mr. Conrad Bona have not been offered for election since their appointments and accordingly now stand for election as directors.

As announced on 4 January 2022 and on the 21 March 2022, Mr Stefan Barden resigned as a director of the Company. As announced on the 26 May 2022, Mr Graham Blashill will be resigning as a director of the Company and will not be seeking re-election. Rupert Howell, Non-Executive Director and Chair of the Remuneration Committee will be appointed Chairman of the Company following the AGM. On 27 June 2022, Ms Jane Wakely resigned as a director of the Company.

Having considered the performance of and contribution made by each of the directors standing for election or 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 election or re-election. Biographies of the directors standing for election and re-election can be found in the Corporate Governance Report within the annual report or the Company's website, [www.system1group.com](http://www.system1group.com).

### **Reappointment and remuneration of auditors (Resolution 9)**

Resolution 9 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 10)**

The purpose of resolution 10 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 £44,089.24.

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 £88,178.48 (inclusive of the nominal value sought under paragraph (a) of the resolution).

The proposals set out in resolution 10 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 547,844 ordinary shares in treasury, which represents approximately 4.14 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 28 December 2023 (the date which is 15 months after the date of the resolutions) and the end of next annual general meeting of the Company in 2023.

#### **Disapplication of pre-emption rights (Resolutions 11 and 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 11 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 an aggregate of £6,613.39 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5 per cent of the Company's issued ordinary share capital as at the date of this notice.

In addition to the authority granted by resolution 11, resolution 12 authorises directors to allot equity shares up to an aggregate of £6,613.39 (being approximately 5% of the Company's issued ordinary share capital as at the date of this notice) for cash pursuant to the authority contained in resolution 10 where that allotment is in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authority to issue up to an aggregate 10% of the issued ordinary share capital of the Company reflects guidance from the Pre-Emption Group's revised statement of principles published on 12 March 2015 (the "**PEG Principles**"). Resolutions 11 and 12 are proposed as separate special resolutions in compliance with the best practice guidance issued by the Pre-Emption Group whilst they are also reflective of the form of template resolutions published by the Pre-Emption Group in May 2016. The PEG Principles provide the Company with greater flexibility to undertake non-pre-emptive issuances in connection with acquisitions and specified capital investments.

The directors confirm, in accordance with the PEG Principles, that it is intended that a maximum of £6,613.39 (representing 5% of its issued share capital) will be available (pursuant to Resolution 10) for general purposes and that it will only allot shares with a nominal value in excess of £6,613.39 for cash pursuant to the authority conferred in resolution 12 where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Although the Directors have no present intention to exercise the authorities conferred by resolutions 11 and 12 other than in connection with the exercise of options granted pursuant to the Company's employee share schemes, it is considered prudent to give the directors additional flexibility and the opportunity to finance expansion opportunities as and when they arise in the interests of the Company as a whole.

Each of the authorities conferred by resolution 11 and resolution 12, if granted, will expire on the conclusion of the next annual general meeting of the Company in 2023 to be held after the

passing of such resolution or, if earlier, 28 December 2023 (the date which is 15 months after the passing of the resolution).

The directors intend to seek renewal of the powers conferred by resolutions 11 and 12 at subsequent annual general meetings of the Company in accordance with current best practice.

**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 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 (which is equivalent to 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 2023 or, if earlier, 28 December 2023 (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.