

SYSTEM1 GROUP PLC

TERMS OF REFERENCE FOR THE ESG COMMITTEE

In this document, the "**Company**" shall mean System1 Group plc; the "**Board**" shall mean the board of directors of the Company; the "**Board Chair**" shall mean the chair of the Board; the "**Committee**" shall mean the committee of the Board to be known as the Nomination Committee; the "**Committee Chair**" shall mean the chair of the Committee; and the "**Group**" shall mean the Company and its subsidiaries and subsidiary undertakings (in each case as defined in the Companies Act 2006). References to the "**QCA Code**" are to the Quoted Companies Alliance Corporate Governance Code.

1 CONSTITUTION

The Board has resolved to establish the Committee and has formalised its constitution to take effect from 1 April 2025.

2 PURPOSE OF COMMITTEE

The Committee ensures that ESG considerations remain central to System1's strategic direction and governance.

Its primary responsibilities include:

- Overseeing the development and execution of the Company's ESG strategy, ensuring alignment with regulatory requirements, investor expectations, and corporate goals.
- Monitoring ESG risks and opportunities, guiding strategic initiatives related to data ethics, sustainability, and diversity & inclusion.
- Agreeing on ESG key performance indicators (KPIs), if any, and reviewing progress toward their achievement.
- Reporting directly to the Board to ensure ESG remains a core part of business strategy.

3 MEMBERSHIP

- 3.1 The Committee shall comprise a minimum of four members (with no maximum), one of which shall be independent non-executive director. Members of the Committee shall be appointed by the Board.
- 3.2 Other Company's employees may attend 'by invitation', allowing for broader engagement on ESG matters.
- 3.3 The Board shall appoint the Committee Chair who shall be either the Board Chair or an independent non-executive director of the Company. In the absence of the Committee Chair, the members attending shall elect another member to chair the meeting.

4 SECRETARY

The Company's secretary (or nominee) shall act as the secretary of the Committee, ensuring that all necessary information and papers are provided for effective decision-making.

5 ATTENDANCE AT MEETINGS & VOTING ARRANGEMENTS

- 5.1 The quorum shall be two members, one of whom must be independent non-executive director. No meeting may be convened unless all members have received notice of the meeting. Unless it is impracticable, meetings should be arranged so that all members and the secretary can attend.

- 5.2 Only members of the Committee have the right to attend and vote at the meetings. However, other individuals such as the company executives as well as external advisers may be invited by the chair of the meeting to attend all or part of any meeting, as and when appropriate.
- 5.3 A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 5.4 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.5 Each Committee member shall have one vote which may be cast on matters considered at the meeting.
- 5.6 If a matter that is considered by the Committee is one in which a Committee member, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.
- 5.7 Decisions of the Committee shall be made by majority vote.
- 5.8 Except where they have a personal interest, if there is an equality of votes, the Committee Chair shall have a casting vote.

6 FREQUENCY AND NOTICE OF MEETINGS

- 6.1 The Committee shall meet at least twice a year and at such other times as the Committee Chair shall require.
- 6.2 Meetings shall be called by the secretary of the Committee at the request of the Committee Chair.
- 6.3 Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each Committee member, any other person required to attend and all other directors of the Company, no later than five working days before the date of the meeting (or such shorter period of time as the Committee members may otherwise agree). Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7 MINUTES OF MEETINGS

- 7.1 The secretary shall minute the proceedings and decisions of all meetings, including recording the names of those present and in attendance.
- 7.2 Draft minutes shall be circulated to all Committee members. Once approved, minutes shall be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

8 ANNUAL GENERAL MEETING

The Committee Chair shall attend the Company's annual general meeting to answer any shareholders questions on the Committee's activities.

9 ROLES AND RESPONSIBILITIES

The Committee shall carry out the duties detailed in this paragraph 9 for the Company and/or any member of the Group, as appropriate.

The Committee shall:

- (a) oversee the development and implementation of, and make recommendations to the Board regarding, the Group's ESG strategy, including the direction, priorities, objectives and strategic goals;
- (b) review KPIs, if any, and oversee associated targets related to the ESG strategy and oversee the ongoing measurement and reporting of performance against those KPIs and targets;
- (c) oversee the establishment of and review regularly relevant ESG-related policies and codes of practice to ensure they remain effective, compliant with regulatory requirements including applicable principles of corporate governance, and consistent with industry practice;
- (d) consider ESG risks in connection with the Company's operations;
- (e) review current and emerging ESG trends proposed to identify how those are likely to impact on the strategy, operations and reputation of the Company and ensure the Company's ESG strategy and policies remain appropriate and well positioned;
- (f) review the quality and integrity of external reporting of ESG matters and performance; and
- (g) review the results of any reviews or independent audits of the Group's performance in regard to ESG matters and monitor any strategies and action plans developed by management in response to issues raised.

10 REPORTING RESPONSIBILITIES

10.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities. This report shall include:

- (a) any recommendations requiring Board approval and/or action;
- (b) any external advice it has received, and;
- (c) any other issues on which the Board has requested the Committee's opinion or the Committee believes should be brought to the attention of the Board.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall compile a report on its activities to be included in the Company's annual report and accounts.

11 OTHER MATTERS

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties and responsibilities, including access to the Company's secretariat for assistance as required;
- 11.2 be provided with appropriate and timely training, if required, both in the form of an induction programme for new members and on an on-going basis for all members;

- 11.3 give due consideration to laws and regulations, the provisions of the QCA Code and the requirements of the Disclosure Guidance and Transparency Rules applicable to AIM companies, the AIM Rules for Companies and any other applicable rules and/or regulations, as appropriate;
- 11.4 oversee any investigation of activities which are within its terms of reference; and
- 11.5 arrange for periodic reviews on a two-year cycle of its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12 AUTHORITY

The Committee is authorised by the Board to obtain, at the Company's expense but within any budgetary restraints imposed by the Board, independent professional advice reasonably required on any matter within its terms of reference.

Reviewed and approved by the Board on 26 March 2025

