

Company number: 05940040

ORDINARY/SPECIAL RESOLUTIONS

of

SYSTEM1 GROUP PLC

Passed on 31 July 2019

At the 2019 annual general meeting of System1 Group PLC (the "**Company**"), duly convened and held at Russell Square House, 10-12 Russell Square, London, WC1B 5EH the following resolutions were duly passed by the Company as ordinary and or special resolutions as indicated:

ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements of the Company for the financial year 2018/2018 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 2018/2019.
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-appointment 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-appointment by general meeting, as a director of the Company.
6. To re-elect Mr James Geddes who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company.
7. To re-elect Ms Sophie Tomkins, who retires by rotation and offers herself for re-appointment by general meeting, as a director of the Company.
8. To re-elect as a director of the Company Ms Jane Wakely, who was appointed last year and offers herself for re-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.
10. To declare a final dividend of 6.4 pence per share on each of the Company's ordinary shares for the financial year 2018/2019.
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:

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- (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 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.

- 12. That the System1 Group PLC Non-Employee Plan, adopted by the Board of the Company on 17 April 2019 for the purposes of granting an equity award of 300,000 zero cost stock options to an adviser to the Board (Stefan Barden), the principal terms of which are set out in the directors' remuneration report for the financial year 2018/2019 and the rules of which are produced at the Annual General Meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved.
- 13. That the Company be and is hereby authorised to amend the terms of outstanding awards granted under the System1 Group PLC Long Term Incentive Plan approved by shareholders on 22 March 2017 in relation to the vesting dates, as set out in the Explanatory Notes to this Notice of Annual General Meeting.
- 14. That the amended System1 Group PLC Long Term Incentive Plan (originally approved by shareholders on 22 March 2017), the principal amendments of which are set out in the Explanatory Notes and the rules of which are produced at the Annual General Meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved.

SPECIAL RESOLUTIONS

- 15. 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; and
- (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.

16. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (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);
- (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):
 - (i) 5% above the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out; and

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.



Chairman