

**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 BrainJuicer 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.

# **BrainJuicer Group PLC**

## **Notice of General Meeting**

Notice of a general meeting which has been convened for Wednesday 22 March 2017 at 2.00 p.m. at Russell Square House, 10-12 Russell Square, London, WC1B 5EH is set out on page 3 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, Capita 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.

## **BrainJuicer Group PLC**

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

### **Registered Office:**

Russell Square House  
10-12 Russell Square  
London  
WC1B 5EH

24 February 2017

Dear Shareholder

### **Notice of general meeting**

I am pleased to be writing to you with details of our general meeting ("**General Meeting**") which we are holding at Russell Square House, 10-12 Russell Square, London, WC1B 5EH on Wednesday 22 March 2017 at 2.00 p.m. The formal notice of the General Meeting is set out on page 3 of this document.

If you would like to vote on the resolutions but cannot come to the General Meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 2.00 p.m. on 20 March 2017.

### **Name change**

Shareholders are being asked to approve the Company's proposed change of name from BrainJuicer Group PLC to System1 Group PLC (the "**Name Change**").

Over the last 16 years BrainJuicer has built an international business by applying Behavioural Science to predicting profitable marketing. At the heart of Behavioural Science is the notion that people use instinct, intuition and emotion to make most decisions. This is known as, "System 1" thinking. Having adopted the System 1 approach to market research and successfully launched our System1 advertising agency (System1 Agency), we believe the Company's growth will be better served by adopting the System1 name across the group. Within the System1 Group, we will have System1 Agency to produce profitable marketing and System1 Research to predict it. As the 'System1' name becomes synonymous with 'profitable growth', the business will be well positioned to help clients move towards "5-star marketing" and the growth that comes with it.

If approved, the rebranding will be launched to the public with effect from 1 April 2017, and the Company's AIM symbol will change from "BJU" to "SYS1".

### **Approval of the System1 Group PLC Long Term Incentive Plan**

Following consultation with our major shareholders, we are now seeking formal shareholder approval of the System1 Group PLC Long Term Incentive Plan (the "**LTIP**") which will retain and motivate key senior executives over the Company's next phase of development. Detail on the operation of the LTIP is provided in the letter from the Chairman of the Remuneration Committee in Appendix A to this Notice of General Meeting with the principal terms of the LTIP set out in Appendix B to this Notice of General Meeting.

The board considers that each of the resolutions to be put to the meeting is in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of these resolutions and unanimously recommends that you do so as well.

Yours sincerely

**Ken Ford**  
**Chairman**

**Company number: 05940040**

**BRAINJUICER GROUP PLC**  
**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting of BrainJuicer Group PLC (the "**Company**") will be held at Russell Square House, 10-12 Russell Square, London, WC1B 5EH on Wednesday 22 March 2017 at 2.00 p.m. for the following purposes.

**Special resolution**

1. That, the registered name of the Company be changed to System1 Group PLC.

**Ordinary resolution**

2. That:

(a) the System1 Group PLC Long Term Incentive Plan (the "**LTIP**"), the principal terms of which are summarised in Appendix B to this Notice of General Meeting and the rules of which are produced at the General Meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary or expedient to carry the LTIP into effect; and

(b) the Directors be and are hereby authorised to establish such further plans based on the LTIP or schedules to the LTIP as they consider necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans or schedules are treated as counting against any limits on individual or overall participation in the LTIP, as set out herein.

**By order of the Board**

James Geddes  
Company Secretary

Registered Office:  
Russell Square House  
10-12 Russell Square  
London  
WC1B 5EH  
Registered in England and Wales No. 05940040

**Notes:**

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.
2. 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 Capita Asset

Services on 0871 664 0300 (calls cost 12p per minute plus network extras) or for international callers on +44 371 664 0300. Lines are open 9.00am – 5.30pm Monday to Friday excluding public holidays. 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.capitashareportal.com](http://www.capitashareportal.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.

3. To be valid any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) by Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, by hand to Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the electronic address provided in note 2, in each case no later than 2.00 p.m. on 20 March 2017 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.
4. 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.
5. 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.
6. 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 20 March 2017 (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.
7. 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).
8. 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.
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.

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 so in relation to the same shares.

## Appendix A – Letter from the Chairman of the Remuneration Committee

### Background

The Executive Directors of the Company have existing LTIP awards that cover the financial years 2013 to 2016. The existing LTIP awards are due to vest in April 2017 and as such the Remuneration Committee are proposing new LTIP awards to be granted to cover the next four financial years, being 2017 to 2021 (commencing on 1 April 2017). Other than the existing LTIP awards due to vest in April 2017 the Executive Directors do not have any unvested stock options or equity awards. It is the Remuneration Committee's intention that the new LTIP awards will be the only grant made in the next four-year period.

The new LTIP has been designed to support the declared growth strategy of the Company, namely to expand rapidly into a broader marketing services company based on behavioural economics. This will include advertising creation as well as market research and associated marketing services.

### Shareholder Consultation

As a part of the LTIP design process, we consulted with our largest shareholders. I would like to thank those who participated in the consultation process for their engagement and feedback which helped shape the new LTIP proposed below. We made a number of changes as a result of the feedback received including a reduction in the maximum award levels and changes to the profit performance condition underpin.

### Operation

The new LTIP will run for a four-year period, commencing on 1 April 2017 with vesting dependent on the achievement of stretching performance conditions. We anticipate the 3 Executive Directors excluding the Chief Executive Officer (see below) and 4 Senior Executives will participate with opportunity levels dependent on seniority. Awards will be made in the form of nil cost options or conditional shares (where appropriate for local tax/legal reasons).

### Award levels

The maximum individual opportunity that will be granted under the LTIP is as follows:

- Executive Directors: 1.50% of the issued share capital<sup>1</sup>
- Senior Executives: 1.00% of the issued share capital

The total number of shares that can therefore be granted under the LTIP is equal to 8.5% of the issued share capital.

### Performance Conditions

Awards will be subject to stretching Gross Profit growth targets. This will be measured based on the compound annual growth (CAGR) in Gross Profit (as defined in the Annual Report and Accounts) over the four-year period. The number of shares awarded that will vest at different performance levels is as follows:

		Executive Directors	Senior Executives
Threshold:	10% p.a. Gross Profit CAGR	0.50%	0.35%
Target:	20% p.a. Gross Profit CAGR	1.00%	0.70%
Stretch:	30% p.a. Gross Profit CAGR	1.50%	1.00%

In addition there will be a Profit after Tax ("PAT") and share price underpin. The PAT underpin will operate such that a minimum of 10% p.a. growth must be achieved for vesting up to the Target level, with 20% p.a. PAT growth required for vesting between Target and Stretch levels.

The Gross Profit and PAT growth levels are designed to represent organic growth and as such the Remuneration Committee retains the discretion to make adjustments to the targets and/or the performance measures to take account of any acquisitions or other material events.

The absolute share price underpin will be determined on grant but will be no less than 130% of the mid-market price of the shares on the day the awards are granted. This underpin further mitigates against payment for failure.

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<sup>1</sup> As at 1 January 2017

### **Chief Executive Officer**

As the Company founder, the Chief Executive Officer, Mr. John Kearon, already holds almost 30% of the Company's shares, and the Remuneration Committee believes that the award of further equity options to him would be inappropriate. It is therefore planning on putting in place an Annual Bonus for the Chief Executive Officer, recognising his strategic leadership of the Company to achieve these demanding growth targets, which would pay an annual cash bonus of 25% – 75% of basic salary if Gross Profit grows by 10% p.a. - 30% p.a. CAGR as described above, subject also to the profit underpin levels applying to the LTIP.

### **Conclusion**

The Remuneration Committee strongly believe that the new LTIP is necessary to retain and motivate the Company's senior executives and support the declared growth strategy of the Company. The Remuneration Committee believes that shareholders will benefit from an LTIP with clear metrics which supports the rapid organic top-line growth plans of the Company, whilst ensuring profitable delivery of such growth and aligning the interests of key management with that of shareholders.

**Graham Blashill**  
**Chairman of the Remuneration Committee**

## **Appendix B**

### **Summary of the principal terms of the System1 Group PLC Long Term Incentive Plan (the "LTIP")**

#### **Operation**

The LTIP is a discretionary share plan under which the Remuneration Committee of the Board of the Company may, within certain limits and subject to any applicable performance conditions, grant awards over the Company's shares to eligible employees. Awards may be granted in the form of nil cost options or conditional share awards (i.e. rights to receive shares). Where the participant becomes entitled to acquire the ordinary shares, the LTIP award is said to have vested. The LTIP allows for options to be granted in the form of tax advantaged enterprise management incentives under Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003 to the extent that the requirements of the relevant legislation are met.

The operation of the LTIP in respect of the Executive Directors of the Company and other key executives of the Company and its subsidiaries (the "Group") will be overseen by the Remuneration Committee.

#### **Eligibility**

The LTIP is primarily intended to operate for the Executive Directors and other selected members of the Group's senior management, although, at the discretion of the Remuneration Committee, other employees may participate in the LTIP. Non-Executive Directors are not eligible to participate in the LTIP.

#### **Limits**

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market. The aggregate number of shares over which LTIP awards may be granted shall not exceed 8.5% of the number of shares in issue on 1 January 2017. LTIP awards which are renounced or lapse shall be included for the purposes of these limits.

The maximum total number of ordinary shares of the Company over which LTIP awards may be granted to any participant under the LTIP will not exceed the number of shares equal to 1.5% of the number of shares in issue on 1 January 2017.

#### **Grant of LTIP awards**

LTIP awards will normally be granted within a 42 day period following (i) the date of approval of the LTIP by the shareholders of the Company, (ii) the day after the publication of the results of the Company for any period, (iii) any other time at which the Remuneration Committee determines there are exceptional circumstances which justify the grant of the award or (iv) the day after the lifting of any dealing restrictions which prevented the grant of awards.

No LTIP awards may be granted more than 4 years after the date the LTIP is approved by shareholders of the Company.

#### **Vesting of LTIP awards**

LTIP awards will be subject to the achievement of pre-determined performance targets or other conditions set by the Remuneration Committee at the date of grant. LTIP awards will normally vest, subject to the achievement of these conditions, four years following the date of grant or such other period as determined by the Remuneration Committee. LTIP awards granted as options will normally remain exercisable for a period determined by the Remuneration Committee at grant which shall not exceed 10 years from grant.

Any performance conditions applying to LTIP awards may be varied, substituted or waived if the Remuneration Committee considers it is reasonable in the circumstances and provided that the Remuneration Committee considers that (except in the case of waiver) the new performance conditions produce a fairer measure of performance and are not materially less difficult to satisfy than the original conditions.

#### **Malus and clawback for LTIP awards**

The Board may decide, at the vesting of an LTIP award or at any time before, that the number of shares subject to the award shall be reduced (including to nil) on such basis that the Board in its discretion considers to be fair and reasonable in the following circumstances:

- discovery of a material misstatement resulting in an adjustment to the audited consolidated accounts of the Company or any Group company;
- the assessment of any performance target or condition in respect of an LTIP award was based on error, or inaccurate or misleading information;



- the discovery that any information used to determine the number of shares subject to an LTIP award was based on error, or inaccurate or misleading information;
- action or conduct of a participant which, in the reasonable opinion of the Board, amounts to fraud or gross misconduct; and
- events or behaviour of a participant have led to the censure of the Company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group company provided that the Board is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to him.

The malus period will last up to the date of vesting. The clawback period will be two years from the date of vesting. Clawback may be effected, among other means, by requiring the transfer of shares, payment of cash or reduction of awards.

### **Cessation of employment**

In the event of cessation of employment with the Group, good and bad leaver provisions will apply. In the case of a Bad Leaver (employees who leave voluntarily or for gross misconduct), all vested and unvested LTIP awards will lapse immediately, unless the Remuneration Committee determines otherwise in its absolute discretion. For Good Leavers (all other leavers) the Committee shall determine the number of unvested awards which can vest by reference to the performance conditions and the leaving date. LTIP awards held by good leavers which have vested may be exercised for a period of up to 6 months (or more, at the discretion of the Committee).

### **Change of control**

Unvested LTIP awards will vest early on a change of control or winding up. The Remuneration Committee will determine the level of vesting in its absolute discretion taking into account, among other factors, the extent to which any applicable performance measures have been satisfied at that time and the portion of the vesting period that has then elapsed. LTIP options which have vested may normally be exercised for a period of 6 months measured from the relevant event.

In the event of an internal corporate reorganisation or a person obtaining control of the Company, the Remuneration Committee may decide (with the consent of the acquiring company) to replace unvested LTIP awards with equivalent new awards over shares in the acquiring company.

In the event of a demerger, distribution or any other corporate event, the Remuneration may determine that LTIP awards will vest. The proportion of an LTIP award which vests will be determined by the Remuneration Committee in its absolute discretion taking into account, among other factors, the extent to which any applicable performance conditions have been satisfied at that time and the period of time the award has been held by the participant. LTIP options which vest in these circumstances may be exercised during such period as the Remuneration Committee determines.

### **Non-transferability of LTIP awards**

LTIP awards are not transferable other than to the participant's personal representatives in the event of the participant's death.

### **Allotment and transfer of shares**

Any shares allotted or transferred under the LTIP will rank equally with shares then in issue (except for rights arising in reference to a record date prior to their allotment or transfer).

### **Alternative settlement**

At its discretion, the Remuneration Committee may decide to satisfy LTIP awards with a payment in cash or shares equal to any gain that a participant would have made had the relevant award been satisfied with shares.

### **Adjustment of LTIP awards**

On a variation of the capital of the Company or in the event of a demerger, special dividend or other distribution, the number of shares subject to an LTIP award may be adjusted in such manner as the Remuneration Committee determines.

### **Taxation**

The vesting and exercise of LTIP awards is conditional upon the participant paying any relevant taxes due.

### **Benefits not pensionable**

Benefits received under the LTIP are not pensionable.

### **Amendments**

Amendments to the LTIP rules may be made at the discretion of the Remuneration Committee. However, the basis for determining a participant's entitlement to be granted an LTIP award and/or acquire shares, the persons to whom an award may be granted, the limitations on the total number of shares over which an award can be granted, individual participation limits and the adjustments that may be made following a variation of capital cannot be altered to the advantage of participants without prior shareholder approval, except for minor amendments to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Group.

The Remuneration Committee may add to, vary or amend the LTIP rules by way of a separate schedule in order that the LTIP may operate to take account of local legislative and regulatory treatment for participants or the relevant Group company, provided that the parameters of these arrangements will provide no greater benefits than the LTIP rules as summarised above.

Note: This Appendix summarises the main features of the rules of the LTIP, but does not form part of them, and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. Copies of the rules will be available for inspection at the registered office of the Company, Russell Square House, 10-12 Russell Square, London, WC1B 5EH during usual business hours on any weekday (public holidays excluded) from the date of this Notice until the conclusion of the General Meeting and will be available for inspection at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting. Directors reserve the right, up to the time of the General Meeting, to make such amendments and additions to the rules of the LTIP as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this Appendix B to this Notice General Meeting.