

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended immediately to seek your own financial advice from your stockbroker, bank manager, auditor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your Ordinary Shares in Aptitude Software Group plc, please send this document, together with the accompanying form of proxy and annual report, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

12 March 2020

Aptitude Software Group plc

(incorporated and registered in England and Wales with registered number 01602662)

Dear Shareholder

ANNUAL GENERAL MEETING 2020

Set out in this circular letter, on pages 5 to 11, is a formal notice of the Annual General Meeting of Aptitude Software Group plc to be held on Tuesday 28 April 2020 at 10.00 am at our offices at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ (“AGM”). The purpose of this letter is for the Board to explain to you the Resolutions numbered 2, 3, 5, 6, 7, 8, 9, 10, 12, 13, 14, 15, 16, 17 and 18 which are proposed in the notice of AGM.

Resolution 2 – Approval of the Annual Report on Remuneration

Resolution 2 is an Ordinary Resolution to approve the Annual Report on Remuneration, which is Part B of the Directors’ Remuneration Report and is set out on pages 48 to 61 of the Annual Report and Accounts for the year ended 31 December 2019. Resolution 2 is an advisory Resolution which means that entitlement of a Director to remuneration is not conditional on the Resolution being passed.

Resolution 3 – Adoption of the Directors’ Remuneration Policy

Resolution 3 is an Ordinary Resolution to approve the Directors’ Remuneration Policy (the “Policy”) which is set out on pages 39 to 47 of the Directors’ Remuneration Report for the year ended 31 December 2019. The current remuneration policy was approved by shareholders at the Company’s Annual General Meeting in 2017. Shareholder approval for the remuneration policy must be sought at least every three years. Details of the proposed changes to the existing remuneration policy are set out on page 35 of the Directors’ Remuneration Report for the year ended 31 December 2019. The vote on the Policy is binding on the Company. If Resolution 3 is passed, the new Policy will apply to all remuneration payments made for a period of three years effective from 28 April 2020. If Resolution 3 is not passed, the Directors’ Remuneration Policy approved at the 2017 Annual General Meeting will continue in effect.

Resolutions 5 to 9 – Re-election and election of Directors

The Company’s Articles of Association require any Directors who were not appointed or re-appointed at one of the preceding two Annual General Meetings to retire and offer themselves for re-election. However, notwithstanding this provision, in accordance with the recommendations of the 2018 Corporate Governance Code, all Directors offer themselves for annual re-election. Jeremy Suddards will offer himself for election by Shareholders at this year’s Annual General Meeting, this being the first Annual General Meeting since his appointment to the Board on 1 September 2019. Jeremy was initially appointed to the Board as Chief Executive Officer Designate. On 17 January 2020, following the completion of a successful handover from Tom Crawford, he took on the role of Chief Executive Officer.

Biographical details of each Director (as at the date of this Notice) are set out inside the front cover of the Annual Report and Accounts and appear on the Company’s website www.aptitudesoftware.com. Having considered the performance of, and contribution made by each Director, the Board remains satisfied that the individual performance of each Director is of a high standard and that their continuing appointment is in the best interests of the Company and its Shareholders. As such, the Board recommends the re-election of each Director under Resolutions 5 to 8 and the election of Jeremy Suddards under Resolution 9.

Resolution 10 – Appointment of Grant Thornton (UK) LLP as auditors

This resolution relates to the appointment of Grant Thornton as external auditors to the Company. On 4 October 2019, the Company announced the appointment of Grant Thornton as its new external auditor with immediate effect. Grant Thornton replaced PricewaterhouseCoopers LLP who had formally resigned and confirmed that there are no reasons or matters connected with their ceasing to hold office as auditors which they consider should be brought to the attention of the members of the Company. Factors that influenced the Company's decision to appoint Grant Thornton can be found on page 28 of the Annual Report and Accounts.

Resolution 12 – Allotment of Securities

This Resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Companies Act 2006 (**CA 2006**) in order to replace the authority given at the General Meeting of the Company held on 23 September 2019. This Resolution complies with the Investment Association Share Capital Management Guidelines issued in July 2016 and the Pre-Emption Group's Statement of Principles issued in March 2015.

If passed, the Resolution will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £1,374,206 which represents approximately 33.3% of the Company's issued Ordinary Shares (excluding treasury shares) as at 11 March 2020 and a further amount of £1,374,206 which represents approximately 33.3% of the Company's issued Ordinary Shares (excluding treasury shares) as at 11 March 2020 in respect of a fully pre-emptive offer. As at close of business on 11 March 2020, the Company did not hold any treasury shares.

The authority granted by this Resolution will expire on 31 May 2021 or, if earlier, on the conclusion of next year's annual general meeting. The Directors have no immediate intention to exercise the authority conferred by this Resolution, but consider it desirable to have sufficient authority in place, as permitted by corporate governance guidelines, to respond to market developments and to enable allotments to take place in a timely manner, should such a situation arise.

In this Resolution, Relevant Securities means:

- shares in the Company, other than shares allotted pursuant to:
 - an employee share scheme (as defined in section 1166 of the CA 2006);
 - a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006). References to the allotment of Relevant Securities in this Resolution include the grant of such rights.

Resolutions 13 and 14 – Disapplication of Pre-Emption Rights

Resolution 13 will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 12, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing Shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers; and (b) in any other case, up to a maximum nominal amount of £206,130 (2,810,991 shares) which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 11 March 2020 (being the latest practicable date prior to the publication of this document).

The power granted by this Resolution replaces the authority given at the General Meeting of the Company held on 23 September 2019 and will expire on the conclusion of next year's annual general meeting or, if earlier, on 31 May 2021.

Resolution 14 will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 12 and in addition to the authority granted pursuant to Resolution 13, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing Shareholders in proportion to their existing holdings up to a maximum

nominal amount of £206,130 (2,810,991 shares) which represents approximately 5% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 11 March 2020 (being the latest practicable date prior to the publication of this document) where such allotment is 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 Board of the Company determines to be an acquisition or another 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.

These Resolutions are in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the Statement of Principles), and the template Resolutions published by the Pre-Emption Group in May 2016.

In addition, the Directors also confirm that in accordance with the Statement of Principles, they do not intend to issue shares for cash representing more than 7.5% of the Company's issued Ordinary Share capital in any rolling three-year period other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless Shareholders have been notified and consulted in advance.

The Directors have no present intention to exercise the authority conferred by these Resolutions, but wish to have the flexibility to do so, should it be deemed to be in the best interests of the Company to do so.

Resolution 15 – Purchase of Own Shares

It is proposed that the existing authority to enable the Company to make purchases of its own shares should be renewed until the next annual general meeting in 2021. The Special Resolution proposed would enable the Company to make purchases on the London Stock Exchange limited to 5,622,008 shares (equivalent to 10 per cent. of its issued share capital as at 11 March 2020), at, or between, the minimum and maximum prices specified in Resolution 15. Any shares purchased by the Company pursuant to this Resolution may be immediately cancelled or held in treasury. Under the Companies Act 2006, the Company is permitted to hold its own shares in treasury following a buy-back, instead of cancelling them. Such shares may be resold for cash or used to satisfy share options but all rights attaching to them, including voting rights and any right to receive dividends are suspended whilst they are held in treasury. The Directors currently have no immediate intention to exercise the authority sought under Resolution 15 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. This power would only be used after careful consideration by the Directors, having taken into account such matters as market conditions prevailing at that time, the investment needs of the Company and its overall financial position. The Directors would exercise the proposed authority to purchase Ordinary Shares only if they considered it to be in the best interests of Shareholders and if the purchases could be reasonably expected to result in an increase in earnings per share.

As at 11 March 2020, options were outstanding to subscribe for 1,499,771 Ordinary Shares, representing 2.67 per cent. of the issued share capital of the Company. The proportion of issued share capital represented by such share options would increase to 2.96 per cent. if the authority to purchase shares (existing and sought) proposed by Resolution 15 is utilised in full by the Directors. There are currently no warrants outstanding and no treasury shares in issue. The authority sought in Resolution 15 is to replace the authority given at the last annual general meeting and will expire at the conclusion of the annual general meeting in 2021 or on 31 May 2021, whichever is the earlier.

Resolution 16 – Notice of Meetings

Under the Shareholders' Rights Regulations, the prescribed notice period for general meetings of a company is 21 days, unless certain requirements are satisfied including that a Special Resolution of shareholders is passed to allow notice of general meetings (other than annual general meetings) to be given by way of 14 days clear notice. At the last annual general meeting of the Company authority was granted by shareholders to allow a shorter notice of 14 clear days. The Directors believe it is in the best interests of the shareholders to retain the flexibility of a shorter notice period and intend to renew the authority at this Annual General Meeting by proposing a Special Resolution to allow notice of meetings to be given by way of 14 days clear notice. It is intended by the Directors that a shorter notice period will be used where the flexibility is merited by the business of

the meeting, where the matter is time sensitive and where it is thought to be to the advantage of shareholders. The approval will be effective until the Company's Annual General Meeting in 2021, when a Resolution will be proposed to renew the authority. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders at the time of calling the meeting.

Resolution 17 – Adoption of amendments to the rules of the Aptitude Software Group plc Performance Share Plan 2016

The Aptitude Software Group plc Performance Share Plan 2016 (the “PSP”) was approved by shareholders at the 2017 Annual General Meeting and is the Company's long-term incentive plan. Awards under the PSP may be granted to an eligible employee (including an Executive Director) in respect of a financial year over shares with a value of up to 100% of salary, or 200% in exceptional circumstances.

Resolution 17 proposes the approval of an amendment to the rules of the PSP to permit the grant of awards in respect of a financial year over shares with a value of up to 125% of salary (with no increase to the 200% of salary exceptional circumstances limit). The additional headroom is proposed in line with the new Directors' Remuneration Policy and for the reasons set out on page 35 of the Directors' Remuneration Report for the year ended 31 December 2019. A marked-up version of the rules will be available for inspection as referred to in Explanatory Note 9.

Resolution 18 – Adoption of the Aptitude 2020 Deferred Bonus Plan

Resolution 18 proposes the adoption of the Aptitude 2020 Deferred Bonus Plan, which is to enable the introduction of new bonus deferral arrangements for Executive Directors under the new Directors' Remuneration Policy, as described on pages 39 to 40 of the Directors' Remuneration Report for the year ended 31 December 2019. The principal terms of the plan are summarised in the Appendix to the Notice of AGM.

Recommendation

The Directors believe that the adoption of all the Resolutions to be put to the Meeting are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company for the benefit of shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the Resolutions to be proposed at the AGM, as they themselves intend to do in respect of their own beneficial shareholdings which in aggregate amount to a total of 388,207 Ordinary Shares, representing approximately 0.7 per cent. of the existing issued Ordinary Share capital of the Company as at 11 March 2020, being the latest practicable date prior to publication of this circular letter containing the Notice of Annual General Meeting.

Yours sincerely

Ivan Martin
CHAIRMAN

Notice of meeting

Aptitude Software Group plc

(Incorporated in England and Wales under the Companies Acts 1948 to 1980 with number 1602662)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Aptitude Software Group will be held at the offices of Aptitude Software Group at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on Tuesday, 28 April 2020 at 10.00 am (or at any adjournment thereof) for the following purposes:

To consider and, if thought fit, to pass the following Resolutions. Resolutions 1 to 12, 17 and 18 will be proposed as Ordinary Resolutions and Resolutions 13 to 16 will be proposed as Special Resolutions.

Ordinary Resolutions

Report and Accounts

1. To receive and to adopt the Company's Annual Report and Accounts for the year ended 31 December 2019 together with the strategic report and reports of the Directors and auditors.

Remuneration Report and Policy

2. To approve Part B of the Directors' Remuneration Report for the year ended 31 December 2019 comprising the Annual Report on Remuneration as set out on pages 48 to 61 of the Company's Annual Report and Accounts for the year ended 31 December 2019.
3. To receive and adopt the Directors' Remuneration Policy as set out on pages 39 to 47 of the Company's Annual Report and Accounts for the year ended 31 December 2019, to take effect immediately following the conclusion of the meeting.

Final Dividend

4. To declare a final dividend of 3.6 pence per Ordinary Share of 7 1/3 pence each for the year ended 31 December 2019 to be paid on 29 May 2020 to Shareholders whose names appear on the register at the close of business on 11 May 2020.

Directors

5. To re-elect Ivan Martin as a Director of the Company.
6. To re-elect Barbara Moorhouse as a Director of the Company.
7. To re-elect Peter Whiting as a Director of the Company.
8. To re-elect Philip Wood as a Director of the Company.
9. To elect Jeremy Suddards as a Director of the Company.

Auditors

10. To appoint Grant Thornton LLP as auditors of the Company until the next general meeting at which accounts are to be laid.
11. To authorise the Audit Committee of the Board to agree the auditors' remuneration.

Allotment of Securities

12. That,
 - (a) in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £1,374,206 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2021 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the Directors may allot

Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

and further,

- (b) that, in accordance with section 551 of the CA 2006, and in addition to the authority granted pursuant to paragraph 12(a) of this Resolution, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Resolution) in connection with a rights issue in favour of Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them up to an aggregate nominal amount of £1,374,206 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2021 or, if earlier, the date of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the Directors may allot Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

In this resolution, “**Relevant Securities**” means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the CA 2006 (which to the extent unused at the date of this resolution, are revoked with immediate effect).

Special Resolutions

Disapplication of Pre-Emption Rights

13. That subject to the passing of Resolution 12 and pursuant to sections 570 and 573 of the CA 2006, the Directors be and are authorised to allot equity securities (within the meaning of section 560 of the CA 2006) for cash under the authority conferred by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (a) the allotment of equity securities in connection with or pursuant to an offer by way of rights issues, open offer or other pre-emptive offer to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings (but in the case of an allotment pursuant to the authority granted by paragraph 12(b) of Resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 13(a) of this Resolution) to any person up to an aggregate nominal amount of £206,130.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution or, if earlier, at 23:59 on 31 May 2021, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors pursuant to sections 570 and 573 of the CA 2006 to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

14. That subject to the passing of Resolutions 12 and 13, the Directors be and are generally authorised, in addition to the authority granted pursuant to Resolution 13, to allot equity securities (within the meaning of section 560 of the CA 2006) for cash under the authority conferred by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:
- (a) limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £206,130; and
 - (b) 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 Board of the Company determines to be an acquisition or another 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.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution or, if earlier, at 23:59 on 31 May 2021, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Purchase of Own Shares

15. That the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the CA 2006 to make market purchases (within the meaning of section 693(4) of such Act) of Ordinary Shares of 7 1/3 pence each in the capital of the Company ("**Ordinary Shares**") on such terms as the Directors think fit provided that:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is limited to 5,622,008 Ordinary Shares;
 - (b) the minimum price which may be paid for each Ordinary Share is 7 1/3 pence; and
 - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to the higher of (i) 105 per cent of the average of the 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 Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any Ordinary Share and the highest current independent bid for an Ordinary Share in the trading venue where the purchase is carried out as stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 (Commission Delegated Regulation), as referred to in Articles 5 (6) of Regulation (EU) 596/2014 of the European Parliament (the EU Market Abuse Regulation).

The authority conferred by this Resolution 15 shall expire at the conclusion of the next annual general meeting of the Company in 2021 or at 23:59 on 31 May 2021, whichever is earlier (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before such date and which is completed wholly or partly after such date) unless such authority is renewed prior to such time.

Notice Period for Meetings

16. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Ordinary Resolutions

Aptitude Software Group plc Performance Share Plan 2016

17. That the proposed amendments to the rules of the Aptitude Software Group plc Performance Share Plan 2016, as shown in the marked-up version of the plan rules produced to the meeting, be and they are hereby approved and the Directors be and are generally authorised to adopt the amendments and to do all acts and things that they consider necessary or expedient to give effect to the amendments.

Aptitude 2020 Deferred Bonus Plan

18. That,
- (a) the rules of the Aptitude 2020 Deferred Bonus Plan (the “**2020 DBP**”), in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification and the principal terms of which are summarised in the Appendix to this Notice, be and they are hereby approved and the Directors be and are generally authorised to adopt the 2020 DBP and to do all acts and things that they consider necessary or expedient to give effect to the 2020 DBP; and
 - (b) the Directors be and are hereby authorised to adopt further schemes based on the 2020 DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2020 DBP.

By order of the Board

Georgina Sharley
Company Secretary

12 March 2020

Registered Office:
Old Change House
128 Queen Victoria Street
London EC4V 4BJ

EXPLANATORY NOTES TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING ("AGM") NOTICE

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the Meeting. A member is entitled pursuant to Section 324 of the Companies Act 2006 to appoint a proxy or proxies (who need not be a member) to attend, vote and speak on his/her behalf.
2. A Form of Proxy is enclosed and instructions for its use are shown on the form. The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the Meeting in person.
3. If you wish, you may register the appointment of a proxy for the Meeting electronically, by contacting the website of Link Asset Services, the Company's Registrars, at www.signalshares.com where full details of the procedures are given. The proxy appointment and instructions must be received by Link Asset Services not less than 48 hours before the time for holding the Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used (in each case, excluding any part of a day which is not a working day).
4.
 - (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should follow 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.
 - (b) 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'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 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) not less than 48 hours (excluding any part of a day which is not a working day) before the time for holding the Meeting (or adjourned meeting). 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 Applications 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.
 - (c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 Instruction. 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 or her CREST sponsor or voting service provider(s) takes) 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 CREST Manual can be reviewed at www.euroclear.com/CREST.
 - (d) 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.
5. At the AGM, which is to be held on 28 April 2020, the votes will be taken on a show of hands (unless a poll is demanded) and the results will be released to the London Stock Exchange and published on the Company's website www.apititudesoftware.com.

6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. Please note that the statement of the rights of members in relation to the appointment of proxies set out in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
8. If you are a Nominated Person and wish to attend the meeting in person, please contact the registered member and request a letter of authority from them to evidence your right to attend the meeting on their behalf. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
9. Copies of any contract of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries, the rules of the Aptitude Software Group plc Performance Share Plan 2016 marked-up to show the proposed amendments and the rules of the Aptitude 2020 Deferred Bonus Plan will be available at the Registered Office of the Company during normal business hours until the conclusion of the Meeting, and at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion.
10. The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those Shareholders on the Register of Members as at close of business on Friday 24 April 2020 (or, if the Meeting is adjourned, as at close of business on the day two working days prior to the date of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after close of business on Friday 24 April 2020 (or if this Meeting is adjourned, changes to entries on the Register of Members after 6.00 pm two days prior to the date of any adjourned Meeting) shall be disregarded in determining the right of any person to attend or vote at the Meeting.
11. Under Section 319A of the Companies Act 2006, any member attending the Meeting has the right to ask questions in relation to the business of the Meeting. 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: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (b) the answer has already been published on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
12. A shareholder or shareholders having a right to vote at the meeting and holding at least five per cent of the total voting rights of the Company (see note 13), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, accordance with section 527 of the Act. Any such request must:
 - i) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
 - ii) comply with the requirements set out in note 13 below; and
 - iii) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:
 - iv) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
 - v) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
 - vi) the statement may be dealt with as part of the business of the meeting.

13. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 12:
 - i) may be made either:
 - (a) in hard copy, by sending it to Aptitude Software Group, Old Change House, 128 Queen Victoria Street, London, EC4V 4BJ; or
 - (b) in electronic form, by sending it to investors@apititudesoftware.com (please state "Aptitude Software Group: AGM" in the subject line of the email);
 - ii) must state the full name(s) and address(es) of the shareholder(s); and
 - iii) where the request is made in hard copy form, must be signed by the shareholder(s) and include details of the full registered shareholder name(s).
14. As at 11 March 2020 (being the latest practicable date prior to the publication of this Notice of AGM) the Company's issued share capital, and the total number of voting rights, consists of 56,220,084 Ordinary Shares of 7 1/3 pence each. The Company does not hold any Ordinary Shares in treasury.
15. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Meeting, Form of Proxy or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the conduct or nature of the proceedings at the Company's Annual General Meeting).
16. Biographical details of the Directors who are offering themselves for appointment and re-appointment at the meeting are set out at the front of the enclosed Annual Report and Accounts.
17. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.apititudesoftware.com.

APPENDIX

SUMMARY OF THE PRINCIPAL TERMS OF THE APTITUDE 2020 DEFERRED BONUS PLAN

The Aptitude 2020 Deferred Bonus Plan (the “**2020 DBP**”) is a discretionary share plan under which the deferred part of any annual bonus may be delivered. The 2020 DBP will be administered by the Board of Directors or a committee appointed by the Board, and references in this summary to the Board should be read accordingly. Decisions in relation to the participation in the 2020 DBP by Executive Directors of the Company will be taken by the Remuneration Committee of the Board of Directors.

Eligibility

Any current or former employee (including a current or former Executive Director) of the Company or any of its subsidiaries will be eligible to participate in the 2020 DBP at the discretion of the Board.

Form of award

An award under the 2020 DBP may be granted in the form of:

- (a) a conditional right to acquire ordinary shares in the Company (“**Shares**”) at no cost (a “**Conditional Award**”); or
- (b) an option to acquire Shares at no cost or for an exercise price per Share equal to the nominal value of a Share (a “**Nil-Cost Option**”).

In this summary, Nil-Cost Options and Conditional Awards are together referred to as “**Awards**”.

Grant of Awards

The Board may determine that a proportion of an employee’s annual bonus will be deferred into an Award. Deferral of Executive Directors’ bonuses into Awards will be in line with the Company’s Directors’ Remuneration Policy. The number of Shares subject to an Award will be such number of Shares as have a value (as determined by the Board) equal to the deferred bonus. Ordinarily, Awards may be granted within the six week period following announcement of the Company’s results for any period or the determination of the amount of any relevant bonus. However, the Board may grant Awards at other times in exceptional circumstances. If Awards cannot be granted in any of these periods due to regulatory restrictions, they may be granted within the six week period following the lifting of the restriction.

Overall limits

Awards may be granted over newly issued Shares, Treasury Shares or Shares purchased in the market.

In any 10 year period, the number of Shares which may be issued under the 2020 DBP and under any other employees’ share plan adopted by the Company may not exceed 10 per cent. of the issued ordinary share capital of the Company from time to time.

In any 10 year period, the number of Shares which may be issued under the 2020 DBP and under any other discretionary employees’ share plan adopted by the Company may not exceed five per cent. of the issued ordinary share capital of the Company from time to time.

Vesting and exercise

Awards will usually vest on the second anniversary of the determination of the relevant bonus (or on such other date as the Board determines). Nil-Cost Options will then normally be exercisable until the tenth anniversary of the grant date.

Settlement of Awards

Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of some or all of the Shares the participant would otherwise have received.

Dividends

On the vesting of an Award (or on the exercise of an Award granted in the form of a Nil-Cost Option), the Company may provide additional Shares to the participant based on the value of dividends paid on vested Shares over the vesting period. The Board shall determine the basis on which this amount is calculated which may assume the reinvestment of the dividends into Shares.

Malus and clawback

At any time prior to the later of: (i) the second anniversary of the date on which the relevant bonus is determined; and (ii) the vesting date, the Board may reduce the number of Shares to which the Award relates or impose further conditions on it (if Shares have not been delivered in respect of it) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired.

These malus and clawback provisions may be applied in the event of a material misstatement of the Company's results, an error in assessing a performance condition applying to the bonus in respect of which the Award was granted, a material failure of risk management, serious reputational damage to the Company, misconduct on the part of the participant, fraud, malpractice, or corporate failure.

Cessation of employment – Unvested Awards

If a participant ceases employment for any reason other than his dismissal for gross misconduct (in which case his Award will lapse), his Award will continue and vest at the originally anticipated vesting date (although the Board will have discretion to vest the award at the date of cessation). Awards will vest in full unless the Board decides that the extent of vesting should be reduced to take account of the proportion of the vesting period that has elapsed on the date on which the participant ceases employment.

Corporate events

In the event of a change of control of the Company, unvested Awards will vest in full. Alternatively, the Board may permit participants to exchange Awards for equivalent awards which relate to shares in a different company. If the change of control is an "internal reorganisation", participants will be required to exchange their Awards (rather than those awards vesting), unless the Board determines otherwise.

If other events occur such as a winding-up of the Company, demerger, delisting, special dividend, or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that Awards will vest.

Adjustment of Awards

In the event of a variation of the Company's share capital, the number of Shares subject to an Award and any exercise price attaching to a Nil-Cost Option may be adjusted.

The number of Shares subject to an Award may also be adjusted in the event of a demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares.

Amendment, termination and further terms of the 2020 DBP

The Board may amend the 2020 DBP at any time, provided that the approval of the Company's shareholders in a general meeting will be required for any amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital to become effective.

However, any minor amendment to benefit administration, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval.

The 2020 DBP will usually terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.

Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

