**SECTION 430(2B) COMPANIES ACT STATEMENT**

As announced by the Aptitude Software Group plc (the “Company”) on 26 March 2025, Mike Johns stepped down from the role of Chief Financial Officer of the Company on 25 March 2025.

The financial arrangements relating to Mike Johns’ departure are outlined below. These arrangements comply with the Company’s Directors’ Remuneration Policy, which was approved by shareholders at the 2023 AGM.

**Salary and benefits**

Mike Johns received his salary and normal benefits up to and including 25 March 2025, being the date his employment with the Company ceased. 

**Annual Bonus**

He was not eligible to receive a bonus in respect of the 2024 financial year. 

**Performance Share Plan (“PSP”)**

Mike Johns’ outstanding PSP awards have been pro-rated for time as detailed below and will vest on the normal vesting date, subject to the satisfaction of applicable performance conditions. The Remuneration Policy permits the Remuneration Committee to exercise discretion over the retention of share options. In this case, the Committee has allowed the retention of shares options in consideration of Mike’s years of service to the Company. Any shares acquired on the vesting dates will be subject to the Company’s post-employment shareholding requirement.

| Date of grant | Number of shares subject to award | Number of shares  pro-rated for time | Vesting date |
| --- | --- | --- | --- |
| 22 November 2022 | 9,570 | 7,464 | 21 November 2025 |
| 6 September 2023 | 74,659 | 38,591 | 5 September 2026 |
| 5 September 2024 | 63,467 | 11,661 | 4 September 2027 |

**Deferred Bonus Plan (“DBP”)**

Mike Johns’ outstanding DPB award, will, subject to the Rules of the DBP, vest on the normal vesting date and any shares acquired will be subject to the Company’s post-employment shareholding requirement.

|  |  |  |
| --- | --- | --- |
| Date of grant | Number of shares subject to award | Vesting date |
| 29 April 2024 | 973 | 28 April 2026 |

**Other**

As part of Mike Johns departure arrangements, he received a £15,000 discretionary payment due to the successful completion of the 2024 financial year–end process. Legal expenses of £500.00 were also made available to him.

**Further information**

The relevant remuneration details relating to Mike Johns will be included in the Directors’ Remuneration Report in the 2025 Annual Report and Accounts.

In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on the Company’s website until the 2025 Directors’ Remuneration Report is published.

END