

REMUNERATION COMMITTEE TERMS OF REFERENCE
APTITUDE SOFTWARE GROUP PLC (the "Company")

Main principles: Remuneration policies and practices should be designed to support strategy and promote long term sustainable success. Executive remuneration should be aligned to the Company purpose and values and be clearly linked to the successful delivery of the Company's long-term strategy.

A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.

Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

1 MEMBERSHIP

- 1.1 The Committee will consist of a minimum of two independent Non-Executive Directors [Code provision 32].
- 1.2 The Chair of the Committee shall be appointed by the Board. Prior to appointment, the Chair of the Committee should have served on a remuneration committee for at least 12 months [Code provision 32].
- 1.3 The Chair of the Board may also serve on the Committee as an additional member if they were independent on appointment and they cannot chair the Committee [Code provision 32].
- 1.4 Appointments to the Committee are made by the board on the recommendation of the nomination committee and in consultation with the Chair of the remuneration committee and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the chair of the board, if they are a member of the committee) continue to be independent.
- 1.5 The Company Secretary shall be the Secretary of the Committee.

2 ATTENDANCE

- 2.1 Only members of the Committee have the right to attend Committee meetings.
- 2.2 The Committee may request the Executive Directors, any relevant senior management and external advisors to attend meetings of the Committee as and when required, but such invitees have (save in the case of the chair of the Company, as appointed to the Committee in accordance with paragraph 1.3), no right of attendance.

3 MEETINGS

- 3.1 The Committee will meet at least [three] each year and at such other times as the Chair of the Committee thinks fit.
- 3.2 Meetings of the Committee will be called by the secretary of the Committee at the request of the Chair of the Committee or any of its members.
- 3.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should normally be circulated to each member of the Committee, and to any other person as may be requested by

the Committee, at least five working days prior to the date of the meeting. [Principle H]

- 3.4 The quorum for meetings of the Committee will be two members.
- 3.5 Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the Chair of the Committee will have a second or casting vote.

4 DUTIES

- 4.1 The Committee shall:
 - a. Have delegated responsibility for determining the policy for Executive Director remuneration and setting remuneration for the Executive Directors and the Senior Leadership Team [Code provision 33].
 - b. Review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for Executive Director remuneration [Code provision 33].
- 4.2 The remuneration of the Non-Executive Directors shall be a matter for the Board.
- 4.3 The Committee shall:
 - a. In determining remuneration policy, take into account factors which it deems necessary, but including [Code provision 40]:
 - (i) Clarity and transparency, in order to promote engagement with shareholders and the workforce.
 - (ii) Simplicity and ease of understanding.
 - (iii) Mitigation of reputation and behavioural risks that could arise from target-based incentive plans.
 - (iv) Predictability, with any ranges of possible rewards, limits and discretions being clearly identified.
 - (v) Proportionality, with a clear link between individual awards and delivery of strategy and long term performance, ensuring that poor performance is not rewarded.
 - (vi) Alignment to the culture, purpose and values of the Company.
 - b. Ensure that the Executive Directors and Senior Leadership Team are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions. Discretion should be applied by the Committee to override any formulaic or unfair outcomes [Code provision 37].
 - c. Ensure that any performance-related elements of Executive Directors' remuneration are stretching and designed to promote the long term success of the Company. The Committee should therefore approve the targets for any performance related pay schemes operated by the Company and ensure compliance with the Code [Code provision 36].
 - d. Promote long term shareholdings by Executive Directors, including a total vesting and holding period for share option awards of five years or more, and the phased sale of any shares resulting from vested share options [Code provision 36].
 - e. Provide for post-employment shareholding requirements by Executive Directors [Code provision 36].
 - f. Within the terms of the agreed policy, determine the total individual remuneration packages of Executive Directors which will fall under "Specified Remuneration" under the Company's articles of association, being salary, commission, bonus, participation in profits, share option and other incentive schemes, bonus shares and analogous benefits.
 - g. Ensure that notice periods for Executive Directors are not longer than one year and that any

compensation in respect of departing Directors is robustly scrutinised and does not promote poor performance [Code provision 39].

- h. Ensure that the policy provides for the Company to recover or withhold sums of share awards from Executive Directors in specified circumstances [Code provision 37].
- i. Ensure that basic salary and pension arrangements for the Executive Directors are carefully considered and reviewed against wider workforce arrangements [Code provision 33].
- j. In determining such packages and arrangements, give due regard to the comments and recommendations of the UK Corporate Governance Code as well as the FCA Listing Rules, Disclosure and Transparency Rules and associated guidance.
- k. Oversee any major changes in employee benefit structures throughout the Company or Group.
- l. Produce and oversee the Directors' Remuneration Report (which will form part of the Company's Annual Report and Accounts) with content as required by the Companies Act 2006, the UK Corporate Governance Code and the FCA Listing Rules [Code provision 41].
- m. Ensure that the Committee Chair or an appointed deputy attends the Company's AGM to answer any shareholders' questions about directors' remuneration.
- n. Have responsibility for any appointed remuneration consultants, identify them in the Annual Report and a statement made as to whether or not they have any other connection with the Company. When evaluating any advice received from external third parties, or when receiving views from Executive Directors and Senior Management, independent judgement should be exercised [Code provision 35].

5 OTHER MATTERS

The committee shall

- 5.1 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 5.2 Give due consideration to all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations regarding the remuneration of company directors and the formation and operation of share incentive plans, the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate.
- 5.3 Ensure that a periodic evaluation of the committee's own performance is carried out. The Committee shall, at least once a year, review its own performance, 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.

6 AUTHORITY TO OBTAIN ADVICE AND ACCESS TO THE COMPANY SECRETARY

- 6.1 The Committee is authorised to obtain, at the Company's expense, independent professional advice if the Committee considers this necessary in order to discharge its responsibilities. Application should be made in the first instance to the Company Secretary.
- 6.2 All Committee members have access to the advice of the Company Secretary, who is responsible for advising them on all governance matters [Code provision 16].

Board Approval: March 2024

Next review: March 2025