

## **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 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.

---

15 April 2026

# **Aptitude Software Group plc**

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

Dear Shareholder

## **ANNUAL GENERAL MEETING 2026**

Set out on pages 6 to 9 of this circular letter is a formal notice of the Annual General Meeting (the “**Notice of Meeting**”) of Aptitude Software Group plc to be held in person on Wednesday 27 May 2026 at 09:00 a.m. at the Company’s registered office at 8th Floor, 138 Cheapside, London EC2V 6BJ (the “**AGM**”).

### **Shareholder engagement**

The Board recognises the importance of the AGM for shareholder engagement, and information is provided on various potential means of engagement by shareholders:

#### *i) Attendance at the AGM*

If you plan to attend the AGM in person, we would be grateful if you could inform us by emailing the [investors@aptitudesoftware.com](mailto:investors@aptitudesoftware.com) no later than 9:00 a.m. on Friday 22 May 2026 with the subject line “Aptitude Software Group: AGM”. Please include your full name so that we can verify your shareholding.

#### *ii) Voting*

If you would like to vote on the resolutions set out in the Notice of Meeting but cannot attend the AGM, please appoint a proxy. Appointing a proxy will not prevent you from attending and voting at the AGM in person. Shareholders are strongly encouraged to appoint the Chair of the AGM as their proxy with their voting instructions to ensure their votes are counted if ultimately a shareholder (or any other proxy a shareholder might otherwise appoint) is not able to attend the AGM. If you give the Chair of the AGM discretion over how to vote, your vote will be submitted in line with the Directors’ recommendation for each resolution.

Shareholders can register the appointment of a proxy for the AGM electronically via the website of MUFG Corporate Markets, the Company’s Registrars, at <https://uk.investorcentre.mpms.mufg.com/> or via the Investor Centre app. 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. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Further information on submitting proxies can also be found on page 10 of this circular letter. Please note, the deadline for the receipt of proxies by our Registrar, MUFG Corporate Markets, is 9:00 a.m. on Friday 22 May 2026.

At the AGM, voting on each resolution will be by way of a poll in accordance with best practice. This allows all shareholders to vote (whether present in person, by proxy or unable to attend), on all resolutions in proportion to their shareholding. The voting results will be announced after the AGM via the London Stock Exchange and published on the Company’s website [www.aptitudesoftware.com](http://www.aptitudesoftware.com).

### *iii) Submitting questions ahead of the AGM*

The Board encourages shareholders to submit any questions relating to the business to be conducted at the AGM in advance of the meeting and will publish responses to relevant questions on the Company's website. Questions should be sent by email to [investors@aptitudesoftware.com](mailto:investors@aptitudesoftware.com) by no later than 9:00 a.m. on Friday 22 May 2026. Please state "Aptitude Software Group: AGM" in the subject line of the email.

## **Information on AGM Resolutions**

### Resolution 1 – Report and Accounts

This is an ordinary resolution to approve the audited annual report and accounts for the financial year ended 31 December 2025.

### Resolution 2 – Annual Report on Remuneration

This 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 57 to 66 of the Annual Report and Accounts for the year ended 31 December 2025. This is an advisory resolution which means that a Directors remuneration is not conditional on the resolution being passed.

### Resolution 3 – Adoption of the Directors' Remuneration Policy

This is an ordinary resolution to approve the Directors' Remuneration Policy (the "**Policy**") which is set out on pages 48 to 56 of the Directors' Remuneration Report for the year ended 31 December 2025.

The current Remuneration Policy was approved by shareholders at the Company's annual general meeting in 2023. 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 pages 48 to 56 of the Directors' Remuneration Report for the year ended 31 December 2025. 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 27 May 2026. If Resolution 3 is not passed, the Directors' Remuneration Policy approved at the 2023 annual general meeting will continue in effect.

### Resolution 4 – Dividend Payment

This is an ordinary resolution to approve the payment of a final dividend of 3.6 pence as recommended by the Directors. The final dividend will be payable per ordinary share in respect of the year ended 31 December 2025 on 12 June 2026 to shareholders on the register of the Company on 22 May 2026.

### Resolution 5 to 8 – Election and re-election of Directors

Resolutions 5 to 8 are ordinary resolutions relating to the election and re-election of the Directors. The Board has assessed the performance of and contribution made by each Director and is confident that each Director's continued appointment is in the best interests of the Company and its shareholders. Biographical details of each Director are set out inside the front cover of the Annual Report and Accounts and on the Company's website: [www.aptitudesoftware.com](http://www.aptitudesoftware.com).

Under Provision 19 of the UK Corporate Governance Code (the "**Code**"), the chair should not remain in post beyond nine years from the date of their first appointment to the Board, although this period may be extended for a limited time where a clear explanation is provided. The Board notes that Ivan Martin was first appointed to the Board on 1 January 2016 and that, by the date of the Company's 2026 AGM, he will have served on the Board for more than nine years.

As announced on 1 October 2024, Ivan Martin was due to step down from the Board following the 2026 AGM. However, as set out in the Company's announcement on 8 April 2026 regarding the launch of a Strategic Review (including a Formal Sale Process) to maximise value for shareholders, employees and other stakeholders (the "**Strategic Review**"), the Board has concluded that it is appropriate for Ivan Martin to extend his tenure as Non-Executive Chairman until the conclusion of the Strategic Review. The Board considers that Ivan Martin continues to provide effective leadership and governance, and that his deep knowledge of the business and its strategic priorities will be of material value to the Company and its shareholders during this period. Resolution 5 relates to his re-election.

In accordance with the recommendations of the Code, all other Directors offer themselves for annual re-election. As such, the Board recommends the re-election of Alexandra Curran and Sara Dickinson as Directors under resolutions 6 to 7 and the election of Paula Dowdy under resolution 8.

Biographical details of the Directors who are offering themselves for re-election and election are set on pages 29 to 30 of the Annual Report and Accounts for the year ended 31 December 2025.

#### Resolution 9 to 10 – Appointment and Remuneration of the Auditor

The Auditor of the Company must be appointed at each General Meeting at which accounts are laid. Resolution 9 proposes the re-appointment of RSM LLP as the Company's Auditor to hold office effective from 1 January 2026 until the conclusion of the next General Meeting at which the accounts are laid before the Company (being the next AGM of the Company).

Resolution 10 proposes that the Auditor's remuneration be determined by the Directors. The Board will delegate this authority to the Audit Committee purpose to and in accordance with the Competition and Markets Audit Order 2014.

#### Resolution 11 – Allotment of securities

This is an ordinary resolution relating to the Directors' authority to allot shares in the Company in accordance with section 551 of the Companies Act 2006 ("CA 2006"), which will replace the authority given at the Company's 2025 annual general meeting held on 28 May 2025.

If passed, paragraph (a) of the resolution will authorise the Directors to allot shares up to a maximum nominal amount of £1,332,737.12 which represents no more than 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 10 April 2026 (the latest practicable date prior to the publication of this Notice of Meeting).

Paragraph (b) of the resolution provides the Directors with authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a fully pre-emptive offer in favour of shareholders up to an aggregate nominal amount equal to £2,665,474.24 (representing 36,347,376 shares), as reduced by the nominal amount of any shares issued under paragraph (a) of the resolution). This amount (before any reduction) represents no more than 66.66 per cent (i.e. two-thirds) of the issued ordinary share capital (excluding treasury shares) of the Company as at 10 April 2026 (the latest practicable date prior to publication of this Notice of Meeting).

Other than in connection with the Company's various share-based plans for senior executives and employees, the Board has no present intention of allotting any of these shares but considers it prudent to maintain the flexibility that this authority provides.

The authorities sought under this resolution will expire at the conclusion of the AGM in 2027. As at 10 April 2026 (the latest practicable date prior to publication of this Notice of Meeting), the Company held 725,000 ordinary shares in treasury. This amount represents 1.33 percent of the Company's issued share capital (excluding treasury shares) as at that date.

#### Resolutions 12 to 13 – Disapplication of pre-emption rights

Resolutions 12 and 13 are special resolutions which will, if renewed, give the Directors the power 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 £959,570.73 (which represents approximately 24% of the Company's issued share capital (excluding treasury shares) as at the date of this Notice of Meeting). This is in line with the Revised Statement of Principles issued by The Pre Emption Group, as updated in November 2022, which suggests the allotment of shares on a non-pre-emptive basis should not be in excess of:

- 10% of the issued share capital of the Company (excluding treasury shares), whether or not in connection with an acquisition or specified capital investment (a general disapplication);
- an additional 10% of the issued share capital (excluding treasury shares), provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding twelve month period and is disclosed in the announcement of the allotment; and

- in both cases, up to an additional 2% of the total issued ordinary share capital (excluding treasury shares), in connection with a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting.

The powers proposed under resolution 12 will be limited to:

- allotments or sales up to an aggregate nominal amount of (i) £1,332,737.12 (which represents approximately 33.3% of the issued share capital of the Company (excluding treasury shares)) in connection with a rights issue or (ii) £1,332,737.12 (which represents approximately 33.3% of the issued share capital of the Company (excluding treasury shares) as at the date of this Notice of Meeting) in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities, but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary;
- allotments or sales (otherwise than pursuant to (a)) up to an aggregate nominal amount of £399,821.14 (which represents approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of this Notice of Meeting); and
- allotments or sales (otherwise than pursuant to (a) and (b)) up to an aggregate nominal amount of £79,964.23 (which represents approximately 2% of the issued share capital of the Company (excluding treasury shares) as at the date of this Notice of Meeting) (and which represents up to 20% of the authority sought pursuant to (b)), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting.

The powers proposed under resolution 13 will be limited to:

- allotments or sales up to an aggregate nominal amount of £399,821.14 (which represents approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of this Notice of Meeting), such authority to be used only for the purposes of financing (or refinancing, if such refinancing occurs within twelve months of the original transaction) a transaction which the Board of the Company determines to be an acquisition or other 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 of Meeting; and
- allotments or sales (otherwise than pursuant to (a)) up to an aggregate nominal amount of £79,964.23 (which represents approximately 2% of the issued share capital of the Company (excluding treasury shares) as at the date of this Notice of Meeting) (and which represents up to 20% of the authority sought pursuant to (a)), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting.

Resolutions 12 and 13 are in line with guidance issued by the Investment Association (issued in February 2023) and the Pre-Emption Group's Statement of Principles (issued in March 2015 and updated in November 2022).

The power granted by these resolutions will replace the authority given at the Company's 2025 AGM held on 28 May 2025 and will expire on the conclusion of next year's AGM.

#### Resolution 14 – purchase of own shares

This is a special resolution to renew the existing authority to enable the Company to make purchases of its own shares until the next annual general meeting in 2027. This resolution, if passed, will enable the Company to make purchases on the London Stock Exchange limited to 5,452,106 shares (equivalent to 10% of its issued share capital (excluding treasury shares) as at 10 April 2026), at, or between, the minimum and maximum prices specified in Resolution 14. Any shares purchased by the Company pursuant to this resolution may be immediately cancelled or held

in treasury. Under the CA 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.

Further to the announcement made on 21 March 2024, the Company commenced a programme of buying back its ordinary shares in accordance with the authority granted at the annual general meeting in 2023. The authority sought under Resolution 14 will give the Directors additional flexibility to make further market purchases should the Directors believe this to be appropriate at any given time.

Any utilisation of this additional flexibility 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 10 April 2026, 1,733,385 options were outstanding to subscribe for ordinary shares, representing 3.18% of the issued share capital of the Company (excluding treasury shares). The proportion of issued share capital (excluding treasury shares) represented by such share options would increase to 3.53%, if the authority to purchase shares (existing and sought) proposed by Resolution 14 is utilised in full by the Directors. There are currently no warrants outstanding and the Company holds 725,000 treasury shares in issue.

#### Resolution 15 – notice period for meetings

This is a special resolution to allow a general meeting, other than an AGM, to be called on not less than 14 clear days' notice. Under the Shareholders' Rights Regulations, the notice period for general meetings is 21 clear days, unless certain requirements are satisfied to allow the notice of general meetings (other than annual general meetings) to be shortened to 14 clear days' notice. The requirements include the passing of a special resolution by shareholders and making electronic voting available to all shareholders. This authority was granted by shareholders at the previous annual general meeting of the Company, and the Directors believe it is in the best interests of shareholders to retain the flexibility of this shorter notice period. The 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 AGM in 2027, when a resolution will be proposed to renew the authority.

#### **Board recommendation**

The Directors believe that the adoption of all the resolutions contained in the Notice of 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 236,923 ordinary shares, representing approximately 0.43% of the existing issued ordinary share capital of the Company (excluding treasury shares) as at 10 April 2026, being the latest practicable date prior to publication of this circular letter containing the Notice of Meeting.

Yours sincerely

Registered Office:  
8<sup>th</sup> Floor  
138 Cheapside  
London  
EC2V 6BJ

Ivan Martin  
Chairman

## NOTICE OF MEETING

# Aptitude Software Group plc

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

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Aptitude Software Group plc will be held at 8th Floor, 138 Cheapside, London EC2V 6BJ, on Wednesday 27 May 2026 at 9:00 a.m. (or at any adjournment thereof) for the following purposes:**

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 to 15 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 2025 together with the Strategic Report and reports of the Directors and Auditors.

#### ***Remuneration Report***

2. To approve Part B of the Directors' Remuneration Report for the year ended 31 December 2025 comprising the Annual Report on Remuneration as set out on pages 57 to 66 of the Company's Annual Report and Accounts for the year ended 31 December 2025.

#### ***Directors' Remuneration Policy***

3. To receive and adopt the Directors' Remuneration Policy as set out on pages 48 to 56 of the Company's Annual Report and Accounts for the year ended 31 December 2025, 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 2025 to be paid on 12 June 2026 to shareholders whose names appear on the register at the close of business on 22 May 2026.

#### ***Directors***

5. To re-elect Ivan Martin as a Director of the Company.
6. To re-elect Alexandra Curran as a Director of the Company.
7. To re-elect Sara Dickinson as a Director of the Company.
8. To elect Paula Dowdy as a Director of the Company.

#### ***Auditors***

9. To re-appoint RSM UK Audit LLP as Auditors of the Company until the next general meeting at which accounts are to be laid.
10. To authorise the Audit Committee of the Board to agree the Auditors' remuneration.

#### ***Allotment of Securities***

11. That, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares of the Company:
  - a. up to an aggregate nominal amount of £1,332,737.12 – such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum; and
  - b. comprising equity securities (as defined in section 560 of the Act) in the Company up to an aggregate nominal amount of £2,665,474.24 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:

- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary,

and, in both cases, so that the Directors 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.

The authorisations pursuant to this resolution shall expire at the conclusion of the AGM of the Company in 2027, (unless the resolution is previously renewed, varied or revoked by the Company in a General Meeting). However, if the Company, before such authority expires, makes any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority expires, the Directors may allot such shares and grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.

## **Special Resolutions**

### ***Disapplication of pre-emption rights***

12. That subject to the passing of Resolution 11 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 (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), 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;
  - b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution) to any person up to an aggregate nominal amount of £399,821.14; and
  - c. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution) up to a nominal amount of equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting.

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, 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.

13. That subject to the passing of Resolutions 11 and 12, the Directors be and are generally authorised, in addition to the authority granted pursuant to Resolution 12, 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 £399,821.14;
  - b. used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 of Meeting; and
  - c. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting.

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, 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***

14. 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 5,452,106 Ordinary Shares;
  - b. the minimum price which may be paid for each Ordinary Share is 7 1/3 pence being the nominal value of each Ordinary Share; 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% 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.

The authority conferred by this Resolution 14 shall expire at the conclusion of the next AGM of the Company in 2027 (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***

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

Registered Office:  
8<sup>th</sup> Floor  
138 Cheapside  
London  
EC2V 6BJ

By order of the Board

Simon Kelly  
Company Secretary

15 April 2026

## EXPLANATORY NOTES TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING (“AGM”) “NOTICE OF MEETING”)

### 1. Entitlement to attend and vote

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. Appointment of proxies



Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company’s registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>. The proxy appointment and instructions must be received by the Company’s Registrars 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).

If you need help with voting online, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

### 3. Proxy lodgement via CREST and Proxymity

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 (available from [www.euroclear.com](http://www.euroclear.com)). 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 UK & International 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 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 UK & International 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 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](http://www.euroclear.com).
- 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.
- e. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by no later than 48 hours before the time of the Annual General Meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- f. Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

#### 4. Information Rights

Any person to whom this Notice of Meeting 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.

Please note that the statement of the rights of members in relation to the appointment of proxies set out in paragraphs 1 to 3 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.

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.

#### 5. Documents available for inspection

Copies of any contract of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries will be available for inspection at an agreed time at the Registered Office of the Company, 8th Floor, 138 Cheapside, London EC2V 6BJ, by appointment to view these documents during normal business hours on any weekday (Saturdays, Sundays and public holidays are excluded).

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 22 May 2026 (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 register after close of business on Friday 22 May 2026 (or if this Meeting is adjourned, changes to entries on the Register of Members after close of business 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.

6. Right to ask questions at the AGM

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.

7. Right to request a statement from the Company

A shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company (see note 8), 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, may require the Company to publish on its website a statement setting out any matter that the shareholders propose to raise at a meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with section 527 of the Companies Act 2006. Any such request must:

- a. 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;
- b. comply with the requirements set out in this note 7; and
- c. 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:

- d. it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- e. 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
- f. the statement may be dealt with as part of the business of the meeting.

Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in this note 7:

- g. may be made either:
  - i. in hard copy, by sending it to Aptitude Software Group plc, 8th Floor, 138 Cheapside, London EC2V 6BJ; or
  - ii. in electronic form, by sending it to [investors@aptitudesoftware.com](mailto:investors@aptitudesoftware.com) (please state "Aptitude Software Group: AGM" in the subject line of the email);
- h. must state the full name(s) and address(es) of the shareholder(s); and
  - i. 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).

8. Issued share capital and total voting rights

As at 10 April 2026 (being the latest practicable date prior to the publication of this Notice of Meeting) the Company's issued share capital, consists of 55,246,064 ordinary shares of 7½ pence each. The Company held 725,000 ordinary shares in treasury, therefore the total number of ordinary shares with exercisable voting rights as at 10 April 2026 was 54,521,064.

9. Electronic addresses

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).

10. Availability of this Notice

A copy of this Notice of Meeting, and other information required by Section 311A of the Companies Act 2006 can be found at [www.aptitudesoftware.com](http://www.aptitudesoftware.com).

