

APTITUDE SOFTWARE GROUP PLC

("COMPANY")

ORDINARY RESOLUTION

PASSED ON 24 JUNE 2019

THAT:

1. the disposal by the Company of the entire issued share capital of Microgen Financial Systems Limited to Moscow Bidco Limited (the "**Disposal**") substantially on the terms and subject to the conditions of the disposal agreement dated 29 May 2019 (the "**Disposal Agreement**"), and entry into the transitional services agreement between the Company and Microgen Financial Systems Limited (the "**Transitional Services Agreement**") (as described in the circular to shareholders of the Company dated 5 June 2019 (the "**Circular**")) and all other agreements and ancillary documents contemplated by the Disposal Agreement and the Transitional Services Agreement, be and are hereby approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority made under section 73A(1) of the Financial Services and Markets Act 2000 of the United Kingdom, as amended, and generally with any changes as are permitted in accordance with paragraph (ii) below; and
2. each and any of the directors of the Company (the "**Directors**") (or any duly constituted committee thereof) be and hereby are authorised to take all such actions and do all such things on behalf of the Company as may be necessary or desirable in connection with, and to implement and give effect to the Disposal and associated matters, with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments which are material in nature) as the Directors (or any duly constituted committee thereof) may, in their absolute discretion, deem necessary, expedient or appropriate.