

APTITUDE SOFTWARE GROUP PLC ("THE COMPANY")

RESOLUTIONS PASSED BY SHAREHOLDERS AT

THE ANNUAL GENERAL MEETING OF THE COMPANY

HELD ON TUESDAY, 28 APRIL 2020

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.