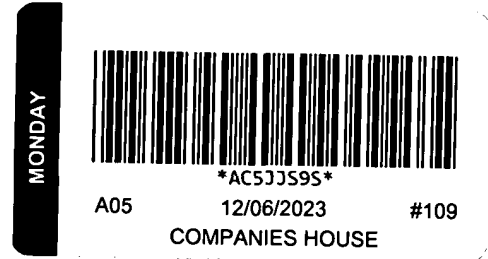Company number: 1602662

<center>

COMPANIES ACT 2006

SPECIAL RESOLUTIONS

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COMPANY NUMBER: 01602662

COMPANY NAME: APTITUDE SOFTWARE GROUP PLC

On the 17th day of May 2023, the following special resolutions were agreed and passed by the members of the Company:

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 (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 paragraph (a) of this Resolution) to any person up to an aggregate nominal amount of £420,475.

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 2024, 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 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 £420,475; 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 2024, 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:
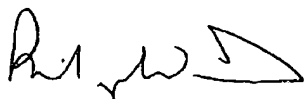
    a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is limited to 5,733,761 Ordinary Shares;

    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.

The authority conferred by this Resolution 15 shall expire at the conclusion of the next annual general meeting of the Company in 2025 or at 23:59 on 31 May 2024, 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.

Signed:

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Philip Wood, Director

Aptitude Software Group plc