THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, (as amended), if you are in the United Kingdom or if not another appropriately authorised independent financial advisor. The whole of the text of this document should be read.

If you have sold or otherwise transferred all your Ordinary Shares in Software Circle plc (the "Company"), you should send this document and accompanying documents at once to the purchaser or transferee or to the agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

SOFTWARE CIRCLE® plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 03983312)

Proposed Share Premium Cancellation

A letter from the Chairman of the Company is set out on pages 3 to 5 of this document.

It is intended that a resolution to approve the proposed Share Premium Cancellation described in this document will be proposed as special business at the Annual General Meeting of the Company to be held at King Street Townhouse, 10 Booth Street, Manchester M2 4AW at 10:00 am on Wednesday 2 September 2026. The notice of the Annual General Meeting (**AGM Notice**) is available on the Company's website at www.softwarecircle.com and has otherwise been sent to, or made available to, Shareholders in accordance with their mailing preferences.

Full details on how you may exercise your vote are set out in the AGM Notice and accompanying notes.

Contents

Expected Timetable of Principal Events

Latest time and date for receipt of Forms of Proxy	10:00 am on 28 August 2026
Annual General Meeting	10:00 am on 2 September 2026
Expected date of Court Hearing to confirm Share Premium Cancellation*	6 October 2026
Effective Date*	the date upon which the Court Order confirming the Share Premium Cancellation (and certain accompanying documents) are registered by Companies House, which is expected to be on or around 9 October 2026

* These dates are dependent on, amongst other things, the date upon which the Court confirms the Share Premium Cancellation. The Court hearing dates may be subject to postponement by the Court. If the expected date of the Court hearing is changed, the Company will give notice of this by issuing an announcement via a Regulatory Information Service. The Effective Date will depend on, amongst other things, the date on which the Court confirms the Share Premium Cancellation.

The timetable assumes that there is no adjournment of the Annual General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown. If expected dates change, the Company will give notice of this by issuing an announcement via a Regulatory Information Service.

SOFTWARE CIRCLE PLC

(Registered in England and Wales with number 03983312)

Directors:
Matthias Reichert (Chairman)
Gavin Cockerill (Chief Executive Officer)
Iain Brown (Chief Financial Officer)
Richard Lightfoot (Executive Director)
Brad Ormsby (Non-Executive Director)
Marc Maurer (Non-Executive Director)
Simon Barrell (Non-Executive Director)

Registered office:
c/o Gateley Legal
Ship Canal House
98 King Street
Manchester
M2 4WU

7 August 2026

Dear Shareholder

Proposed Share Premium Cancellation

As was announced in our preliminary results released on 23 July 2026, it is proposed to put a special resolution to the Shareholders at the Company's Annual General Meeting to effect the Share Premium Cancellation as described in this document. The AGM Notice is available on the Company's website at www.softwarecircle.com and has otherwise been sent to, or made available to, Shareholders in accordance with their mailing preferences. Details on how you may exercise your vote are set out in the AGM Notice and accompanying notes.

The purpose of this Document is to explain: (i) the Share Premium Cancellation, which will create distributable reserves that will allow greater flexibility regarding capital allocation going forward and (ii) why the Board believes this is in the best interests of both the Company and its Shareholders as a whole and unanimously recommends voting in favour of the Resolution at the upcoming AGM.

Please note that the Share Premium Cancellation will only go ahead if the Resolution is approved at the Company's AGM and the Court subsequently confirms the Share Premium Cancellation.

The Definitions section on page 7 of this Document contains definitions of words and terms that have been used throughout. Please refer to this section as you review this document.

Background to and reasons for the Share Premium Cancellation

The Board carefully oversees capital allocation guided by what maximises long-term value per share. To this aim our strategy remains unchanged and is to create long-term shareholder value through acquiring vertical market software businesses, supporting their organic growth and reinvesting free cash flow generated into further acquisitions to achieve long-term capital compounding. Every pound we deploy in acquisitions is benchmarked against alternative capital allocation options. Whilst the

Company has not recently paid dividends and has no share buyback programme in place, the Board considers it appropriate to retain the flexibility to do so in circumstances where such capital allocation would offer the greatest return to shareholders.

As at 31 March 2026 the Company had £28,254,658.12 standing to the credit of its Share Premium Account. This account arises on the issue by the Company of shares at a premium to their nominal value, which is £0.01 per share, when raising capital from Shareholders. The significant majority of this balance was generated through the issue of Ordinary Shares on 20 September 2023 details of which can be found in the circular dated 29 August 2023 which is available on the Company's website. The Share Premium Account is a non-distributable reserve for the purposes of the Act, meaning that it has limited applications and cannot, for example, be used to fund share buybacks or pay dividends. The Company may only fund share buybacks (subject to limited exceptions) or pay dividends out of distributable reserves.

Accordingly, the Company is proposing to cancel the entirety of its Share Premium Account. On completion of the Share Premium Cancellation, subject to the Court being satisfied with the Company's approach to creditors as outlined below, the entire amount resulting from such cancellation will be applied to the Company's distributable reserves which, based on the Company's balance sheet as at 31 July 2026, being the most recent balance sheet available prior to the date of the Document, will then stand at approximately £25,550,298.83.

The Share Premium Cancellation itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company, affect the rights attaching to the Ordinary Shares, or result in any change to the number of Ordinary Shares in issue (or their nominal value). Its principal effect will be to create distributable reserves increasing the capital allocation options open to the Company.

Shareholder and Court Approval

The Proposals require the approval of Shareholders by a majority in favour of at least 75% of those Shareholders voting in person or by proxy at the Company's AGM and, under the Companies Act, the subsequent confirmation of the Court. The Company will not be in a position to complete the Share Premium Cancellation until confirmation from the Court has been obtained and the Court's order has been registered at Companies House.

If the Resolution is passed by Shareholders, it is proposed to commence the proceedings to obtain the confirmation of the Court as soon as possible. It is anticipated that the final hearing at which the Court will confirm the Share Premium Cancellation will take place on or around 6 October 2026.

In considering the application the Court will be concerned to ensure that the interests of the Company's creditors as at the Effective Date are not prejudiced. As such, in seeking the approval of the Court the Company may be required to give such undertakings or other form of creditor protection as the Court may require for the protection of the Company's creditors. The Board has undertaken a thorough review of the Company's liabilities (including contingent liabilities) and is satisfied that the Company has sufficient liquid assets following the Share Premium Cancellation to satisfy the debts and claims of its creditors and as such there is no real likelihood that the Share Premium Cancellation would result in the Company being unable to discharge a creditor's debt or claim when it falls due. Accordingly, the Board considers that the Company will be able to satisfy the Court that, as at the date on which the Share Premium Cancellation will become effective, the interests of the Company's creditors are not prejudiced.

In order for the cancellation of the Share Premium Account then to become effective, the Court order confirming the cancellation must be filed with Companies House, usually 2-3 days after the date of the hearing.

The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the Share Premium Cancellation would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or its Shareholders as a whole.

Action to be Taken

To implement the Proposals, the approval of Shareholders is required and, accordingly, it is proposed that the Resolution to cancel the amount standing to the credit of the share premium account will be proposed as a special resolution at the AGM to be held at King Street Town House, 10 Booth Street, Manchester M24AW at 10:00 am on Wednesday 2 September 2026.

Whether or not a Shareholder intends to attend the Annual General Meeting, you are encouraged to exercise your vote which must be received by the Company's registrars, MUFG Corporate Markets no later than 10:00 am on Friday 28 August 2026.

If you hold your shares in certificated form (that is, not via the CREST system) you can send us your vote by:

- by logging onto https://uk.investorcentre.mpms.mufg.com/ and following the instructions; or
- by requesting a hard copy Form of Proxy directly from MUFG Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com or calling them on 0371 664 0300; or

- via the Investor Centre app which may be downloaded via the Apple App Store and Google Play; or
- If you are an institutional investor you may appoint a proxy electronically via the Proxymity platform, further information on which is available at www.proxymity.io.

If you hold your shares in CREST, you can either vote as above, or vote via the CREST system.

Voting by proxy prior to the meeting does not affect a Shareholder's right to attend the meeting and vote in person. Full details of how to appoint a proxy are set out in the AGM Notice.

Board Recommendation

The Board considers that the Share Premium Cancellation is in the best interests of the Company and its Shareholders as whole and will promote the success of the Company. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution.

All of the Directors who hold Ordinary Shares (or persons connected with such Directors within the meaning of sections 252-255 of the Act), who in aggregate hold 4,382,391 Ordinary Shares representing 1.12% of the Ordinary Shares in issue, have irrevocably undertaken to vote in favour of the Resolution at the Annual General Meeting.

Yours faithfully,

Matthias Reichert

Chairman

Definitions

The following definitions apply throughout the document unless the context requires otherwise:

Term	Definition
"AGM" or "Annual General Meeting"	the Annual General Meeting of the Company to be held on 2 September 2026
'AGM Notice'	the notice of Annual General Meeting available on the Company's website at www.softwarecircle.com
"Companies Act" or "Act"	the Companies Act 2006 (as amended)
"Company"	Software Circle Plc
"Court"	the High Court of Justice in England and Wales
"Court Hearing"	the hearing by the Court to confirm the Share Premium Cancellation
"Court Order"	the order of the Court confirming the Share Premium Cancellation
"Directors" or "Board"	the directors of the Company, whose names are set out on page 3 of this document
"Effective Date"	the date upon which the Court Order confirming the Capital Reduction (and certain accompanying documents) are registered by Companies House, on which date the Capital Reduction will become effective
"Form of Proxy"	the document entitled “Software Circle Plc Form of Proxy” available on request from the Company’s registrars MUFG Corporate Markets
"Ordinary Shares"	ordinary shares of 1 pence in the capital of the Company
"Regulatory Information Service"	a service approved by the UK Financial Conduct Authority for the distribution to the public of regulatory announcements
"Resolution"	the resolution approving the Capital Reduction to be put to Shareholders at the AGM
"Shareholders"	holders of Ordinary Shares
"Share Premium Account"	the share premium account of the Company
"Share Premium Cancellation" or "Proposals"	the proposed cancellation by the Company of its share premium account pursuant to the Resolution as set out in the Notice of Annual General Meeting and as described in this document
"United Kingdom"	United Kingdom of Great Britain and Northern Ireland