AGM NOTICE & PROPOSED SHARE PREMIUM CANCELLATION

SOFTWARE CIRCLE PLC

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Software Circle plc
("Software Circle", the "Company" or the "Group")

Publication of Annual Report, Notice of Annual General Meeting ("AGM") and proposed Share Premium Cancellation

Software Circle plc (AIM: SFT) announces that the Annual Report for the year ended 31 March 2026 together with Notice of AGM and a circular (the "Circular") setting out details of the proposed cancellation of the Company's share premium account (the "Share Premium Cancellation") have been sent to, or made available to, shareholders in accordance with their mailing preferences and published on the Company's website at https://www.softwarecircle.com/reports-downloads/.

The Board carefully oversees capital allocation guided by what maximises long-term value per share. To this aim our strategy remains 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. The Share Premium Cancellation is proposed to be undertaken to create approximately £25.6m of distributable reserves in the accounts of the Company. As a result of the Share Premium Cancellation, future cash generated by the Company would be available for the purposes of paying dividends or making share buybacks should circumstances dictate it appropriate or desirable to do so.

Capitalised terms in this announcement have the meaning given to them in the Circular.

The Share Premium Cancellation is conditional upon the passing of the special resolution set out in the Notice of AGM by the Company's Shareholders, as well as approval being obtained from the Court. It is expected that the Court's final hearing of the application will take place on or around 6 October 2026. The Effective Date of the Share Premium Cancellation is expected to be on or around 9 October 2026 but will depend on, amongst other things, the date on which the Court issues its order confirming the Share Premium Cancellation.

Completion of the Share Premium Cancellation will not affect the rights attached to the Ordinary Shares and will not result in any change to the number of Ordinary Shares in issue (or their nominal value).

The AGM will be held at King Street Townhouse Hotel, 10 Booth Street, Manchester M2 4AW at 10:00 am on Wednesday 2 September 2026. Attendance can be registered on the Company's website at https://www.softwarecircle.com/agm-registration/.

For further information:

Software Circle plc
Gavin Cockerill (CEO) via investors@softwarecircle.com

Allenby Capital Limited (Nominated Adviser and broker) 0203 328 5656

David Hart / Liz Kirchner (Corporate Finance)
Joscelin Pinnington / Amrit Nahal (Sales and Corporate Broking)

Notes to editors:

Software Circle plc (AIM: SFT) has a clear mission. To be a leading serial acquirer and operator of Vertical Market Software businesses in the UK and Ireland. A permanent home for software leaders, teams, and customers. These are mission-critical systems, deeply embedded in the day-to-day workflows of users.

We help founders find the right exit strategy, acquiring businesses at appropriate valuations, supporting their organic growth over time, and reinvesting the free cash flow they generate into further value-accretive opportunities. We are building a group that gives shareholders diversified exposure to these software businesses, with discipline, alignment, and operational know-how.

Software Circle continues operations in an independent, decentralised way, and maintains the entrepreneurial spirit and culture that exists in the businesses acquired, enabling organic growth to be driven. Our goal is to create an environment where motivated teams can do their best work for the benefit of the most important stakeholder: the end customer.

For more information visit www.softwarecircle.com.

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