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RNS Result of AGM

RESULT OF AGM AND BOARD APPOINTMENT

SOFTWARE CIRCLE PLC

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

Result of Annual General Meeting and Board Appointment

Software Circle (AIM: SFT) announces that, at its annual general meeting held earlier today, the following resolutions were duly passed on a show of hands with the table below summarising the proxy votes appointing the Chairman:

RESOLUTIONS	NO OF VOTES FOR	% OF VOTES CAST (EXCLUDING VOTES WITHHELD)*	NO OF VOTES AGAINST	% OF VOTES CAST (EXCLUDING VOTES WITHHELD)	TOTAL VOTES CAST (EXCLUDING VOTES WITHHELD)*	NO OF VOTES WITHHELD
1) To receive the Report and Accounts of the Company for the year to 31 March 2026	279,305,690	100.00%	0	0.00%	279,305,690	64
2) To approve the Remuneration policy and report for the period up to 31 March 2026 on an advisory only basis	275,249,424	98.55%	4,055,061	1.45%	279,304,485	1,269
3) To re-elect Matthias Siegfried Riechert as a Director of the Company	276,019,291	98.82%	3,286,428	1.18%	279,305,719	35
4) To re-elect Simon Gregory Barrell as a Director of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35
5) To elect Bradley Leonard Ormsby as a Director of the Company	276,019,291	100.00%	0	0.00%	276,019,291	3,286,463
6) To elect Marc Kay Maurer as a Director of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35
7) To re-elect Gavin Graham Cockerill as a Director of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35
8) To re-elect Iain Stewart Brown as a Director of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35
9) To re-elect Richard Alan Lightfoot as a Director of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35
10) To re-appoint RSM UK Audit LLP as auditors of the Company	279,305,719	100.00%	0	0.00%	279,305,719	35

11) To authorise the directors to replace the existing authority to allot shares in the Company in connection with s 551 of the Companies Act 2006	279,255,700	99.99998%	54	0.00002%	279,255,754	50,000
12) To authorise the directors to allot Relevant Securities as if s 561 of the Companies Act 2006 did not apply	275,835,448	98.78%	3,420,306	1.22%	279,255,754	50,000
13) To authorise the Company to make market purchases of ordinary shares in the Company	279,305,719	99.99999%	35	0.00001%	279,305,754	0
14) To approve the reduction in the share premium account ("Capital Reduction").	279,305,481	99.99998%	54	0.00002%	279,305,535	219

Votes which have been cast at the discretion of the Chairman have been counted as votes for the resolutions. Votes withheld are not votes in law and do not count in the number of votes counted for or against a resolution.

* Unless otherwise stated, the percentage of votes cast has been rounded to two decimal places.

As outlined in the circular issued to shareholders on 7 August 2026, an application will be made to the High Court seeking its approval of the Capital Reduction. The Company expects the initial directions hearing to be held on 17 September 2026 and the hearing to confirm the share premium cancellation to be held on 6 October 2026.

The cancellation of the share premium account becomes effective on the date on which the Court Order confirming the Capital Reduction (and certain accompanying documents) are registered by Companies House, which is expected to be on or around 9 October 2026.

Further announcements will be issued by the Company at the appropriate points in the process.

The full text of the resolutions can be found in the Notice of Annual General Meeting which is available on the Company's website at https://www.softwarecircle.com/reports-downloads/.

Board Appointment

As set out in the Company's announcement earlier today Günter Frank Fischer (commonly known as Frank Fischer) was appointed as a Non-Executive Director after the annual general meeting.

The following information is disclosed pursuant to Rule 17 and Schedule 2(g) of the AIM Rules for Companies.

Frank, aged 62, is currently a director or has been a director within the past five years, of the following companies:

Current directorships and/or partnerships

- ForkOn GmbH[1]
- Intershop Communications AG[1]
- Shareholder Value Management AG
- Stiftung Starke Lunge[2]
- Value Focus Beteiligungs GmbH

Past directorships and/or partnerships

- Shareholder Value Beteiligungen AG

[1] Supervisory Board member: The Supervisory Board is a non-executive oversight body found in the two-tier board structure used by German companies, distinct from the Management Board, which is responsible for day-to-day executive management.

[2] Charitable foundation.

Mr Fischer holds an interest in 105,910,910 shares in the Company (27.15% of issued share capital) via Value Focus Beteiligungs GmbH, his family investment vehicle.

There is no further information in relation to Mr Fischer required to be disclosed under Schedule 2(g) of the AIM Rules for Companies.

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 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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