



A BETTER SYLOGIST

Establishing Discipline, Profitability, and Credibility

WHY MANAGEMENT + GOVERNANCE CHANGE IS NEEDED NOW

March 2026

Table of Contents

I	Executive Summary	3
----------	-------------------	---

II	Financial Performance Deterioration	10
-----------	-------------------------------------	----

III	Governance Failures	19
------------	---------------------	----

IV	Path to Value Creation	26
-----------	------------------------	----

V	Director Nominees	34
----------	-------------------	----

About OneMove Capital

OneMove Capital Ltd. is a private investment firm focused on unlocking value in technology-enabled businesses through disciplined governance, strategic oversight, and long-term shareholder alignment

**OneMove
Capital
Ltd**

- ✓ Holds 9.22% of Sylogist common shares, aligning interests directly with fellow shareholders
- ✓ Founded by Tyler Proud, co-founder of Dye & Durham, with deep experience in vertical market software, SaaS business models, and public company governance
- ✓ Long-term, engaged ownership approach focused on accountability, capital discipline, and sustainable value creation

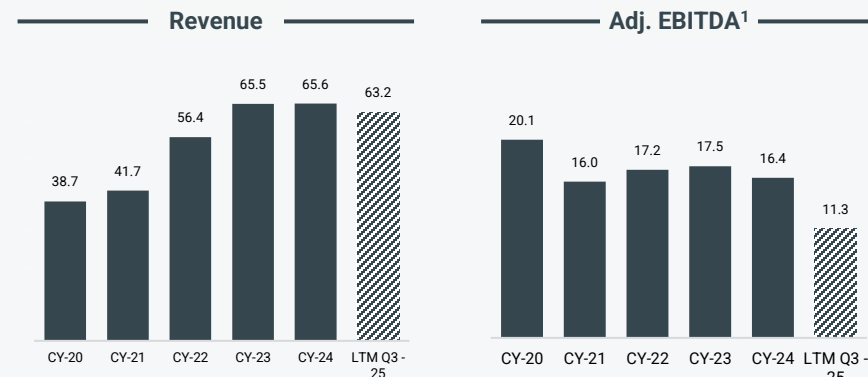
Sylogist Overview

Mission-critical software provider to public sector and non-profit customers

BUSINESS DESCRIPTION

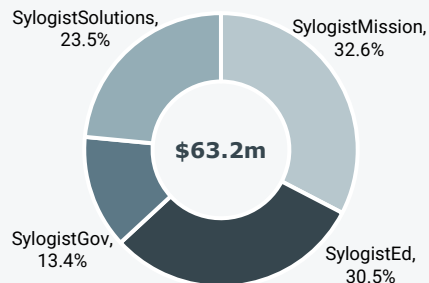
- Provides ERP, CRM, and financial management software
- Serves critical public sector, education, and non-profit organizations
- 2,000+ customers across North America
- Revenue generated from SaaS subscriptions, maintenance, and services

SUMMARY FINANCIALS (C\$M)

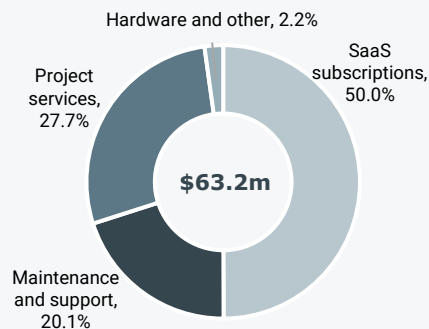


REVENUE BREAKDOWN (LTM Q3 2025)

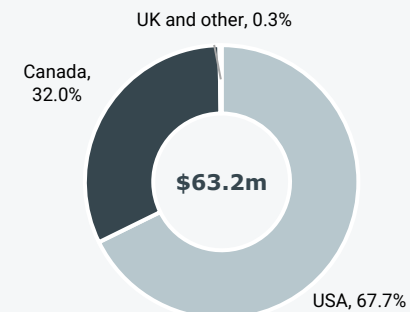
By verticals



By products



By geography



Sources: Company filings and public disclosures. Notes: (1) Management's adj. EBITDA.

Strong Assets and Predictable Demand

High Barriers to Entry

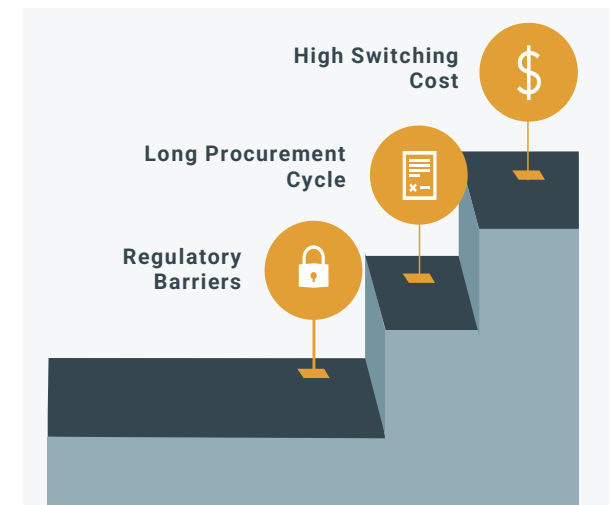
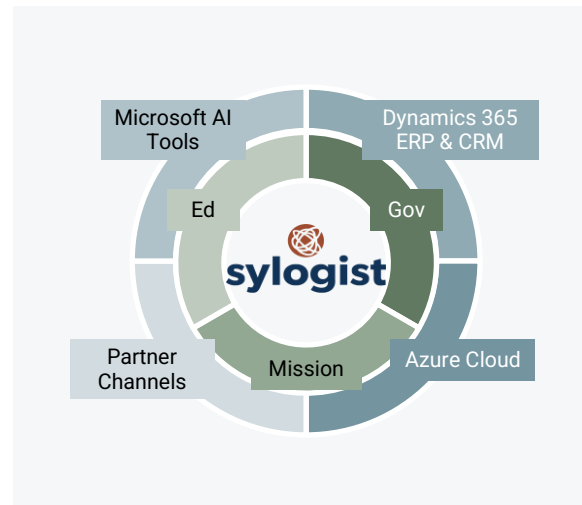
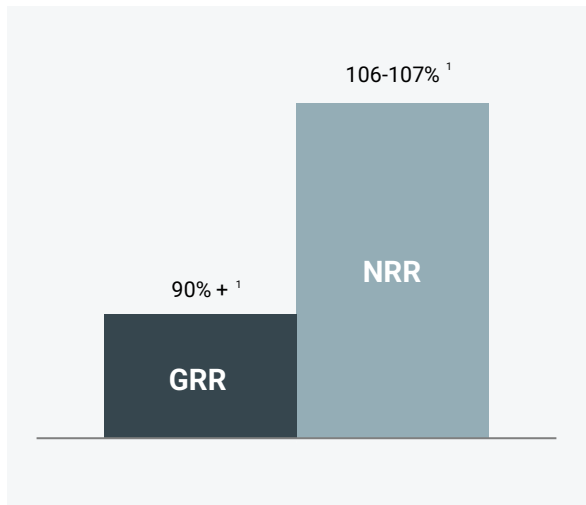
- New entrants face long sales cycles and significant trust hurdles
- Multi-year public sector, education, and non-profit contracts (3-5 years, up to 5% annual price escalators)
- Deep integration into ERP and compliance workflows = high switching costs

Microsoft Ecosystem

- Deep integration with Microsoft Dynamics 365 (ERP & CRM)
- Azure hosting ensures security and lowers infrastructure costs
- Access to Microsoft AI & co-marketing activities
- Microsoft ecosystem drives upgrade/displacement opportunities (e.g., Dynamics GP sunset in 2028)

Mission-Critical End Markets

- Government, education, and non-profit customers rely on Sylogist for mission-critical financial and compliance workflows
- Spending is resilient through economic cycles, with long contract and procurement timelines

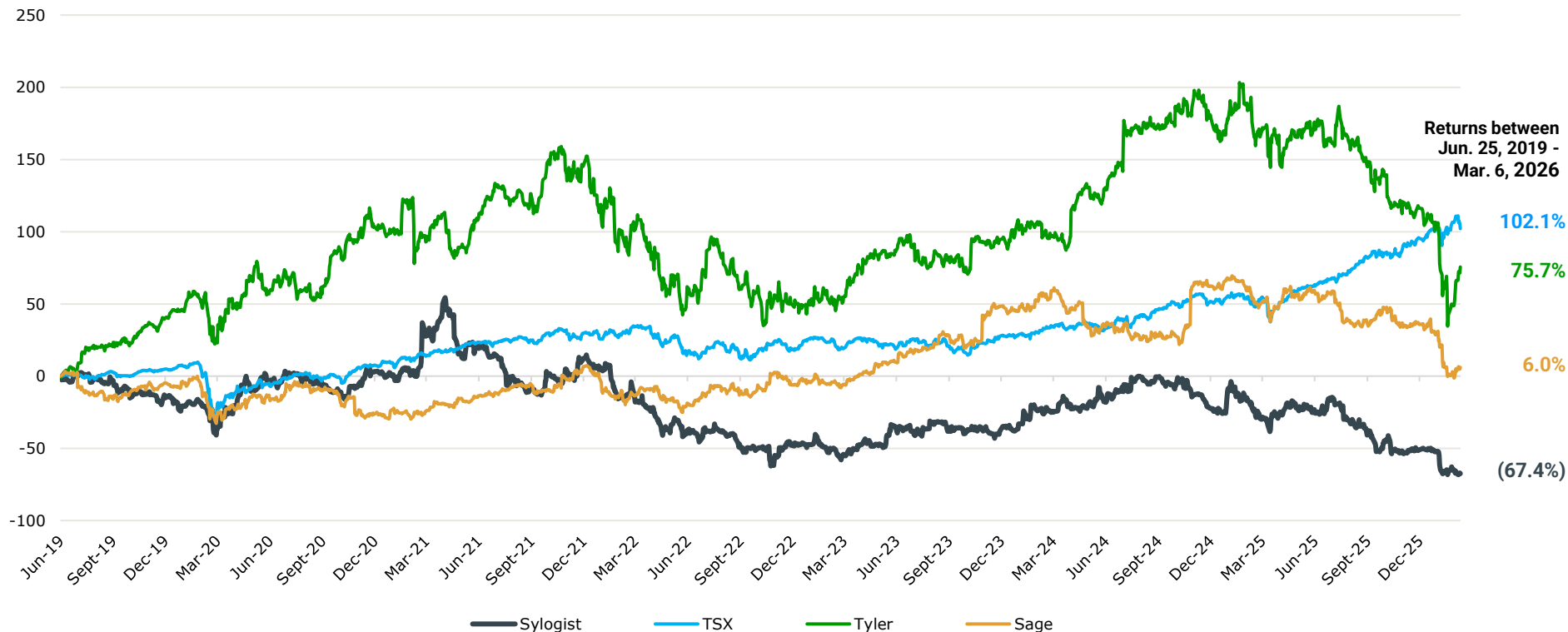


Sources: Company filings and public disclosures. Notes: (1) GRR from Q2 2025 (Q3 not disclosed), 107% NRR in Q2 2025 and 106% NRR in Q3 2025.

Shareholder Returns Have Underperformed Every Benchmark

Since June 2019, Sylogist stock is down ~67%, underperforming the TSX and lagging SaaS peers

SHARE PRICE PERFORMANCE



Since Barry Foster became Chair on June 25, 2019, Sylogist shareholders have lost ~67% of their value, materially underperforming the TSX and every relevant SaaS peer. This underperformance is company-specific and reflects execution and oversight failures, not market conditions

Sources: FactSet (Jun. 25, 2019 - Mar. 6, 2026, rebased).

Sylogist Materially Underperforms Peers on Every Key Operating Metric

Benchmarked against comparable vertical-market and public sector SaaS companies

	Sylogist	Tyler Technologies	Sage	Peer Average
Revenue Growth	(4.9%)	10.6%	7.8%	9.2%
Recurring Revenue %	70.1%	86.2%	96.9%	91.6%
Gross Margin	58.9%	46.1%	92.7%	69.4%
Adj. EBITDA Margin	17.9%	28.0%	27.6%	27.8%
Rule-of-40	13.0%	38.6%	35.4%	37.0%
EV/ Revenue	1.5x	7.0x	3.7x	5.3x

Sylogist underperforms peer average on every metric, revenue growth, margins, and Rule-of-40, despite operating in similarly attractive end markets

Sources: Company filings and public disclosures, Bloomberg. Notes: All figures are LTM as of Sep. 30, 2025. EV/Revenue is calculated using share prices as of Mar. 6, 2026. The peer set includes Tyler Technologies and Sage Group.

Why Change Is Needed Now

OPPORTUNITY	REALITY		
<p>SYLOGIST HAS ATTRACTIVE CHARACTERISTICS</p>	<p>SYLOGIST'S STRATEGY HAS DESTROYED SHAREHOLDER VALUE</p>	<p>THE BOARD HAS BEEN A RUBBER STAMP THAT HAS FAILED IN ITS MOST BASIC OVERSIGHT DUTIES</p>	<p>THE BOARD MUST BE RECONSTITUTED AT THE APRIL 7 SPECIAL MEETING TO RESTORE VALUE</p>
<ul style="list-style-type: none"> ✓ It operates in mission-critical public sector, education, and non-profit markets and has a recurring revenue base, sticky products, and an improving SaaS mix ✓ These strengths should support durable organic growth and cash generation 	<ul style="list-style-type: none"> x Despite strong assets, predictable demand, and attractive market position, Sylogist has experienced ~67% value destruction since June 2019 x Earnings growth, margin expansion, and free cash flow durability have deteriorated despite significant capital investment x Reported growth has relied on acquisitions and modest pricing actions, masking weak underlying organic momentum 	<ul style="list-style-type: none"> x Prior to OneMove pushing for change, the Board failed to address operational and strategic issues x The Board approved acquisitions, partner model shifts, and capital deployment without a credible plan to generate durable organic growth x The current Board lacks the expertise and capital allocation discipline needed to oversee a credible turnaround 	<ul style="list-style-type: none"> x Incremental change has not worked - performance has not improved since granting one Board seat to PenderFund in 2023 x The Board remains entrenched - Barry Foster has refused to step down from the Board during settlement discussions, reinforcing Board resistance to meaningful accountability x Shareholders deserve a Board they can trust to select the next CEO and lead a turnaround of the Company

A Path to a Better Sylogist



BOARD RECONSTITUTION

- Elect Directors with proven operating and capital allocation experience:



Edward Smith



Tyler Proud



Rhonda Bassett-Spiers



Mary Filippelli



ENFORCED CAPITAL DISCIPLINE AND EXECUTION

- Refocus on margin expansion and return-focused investment
- Target 35%+ EBITDA margins, Rule-of-40 performance, and sustainable FCF generation



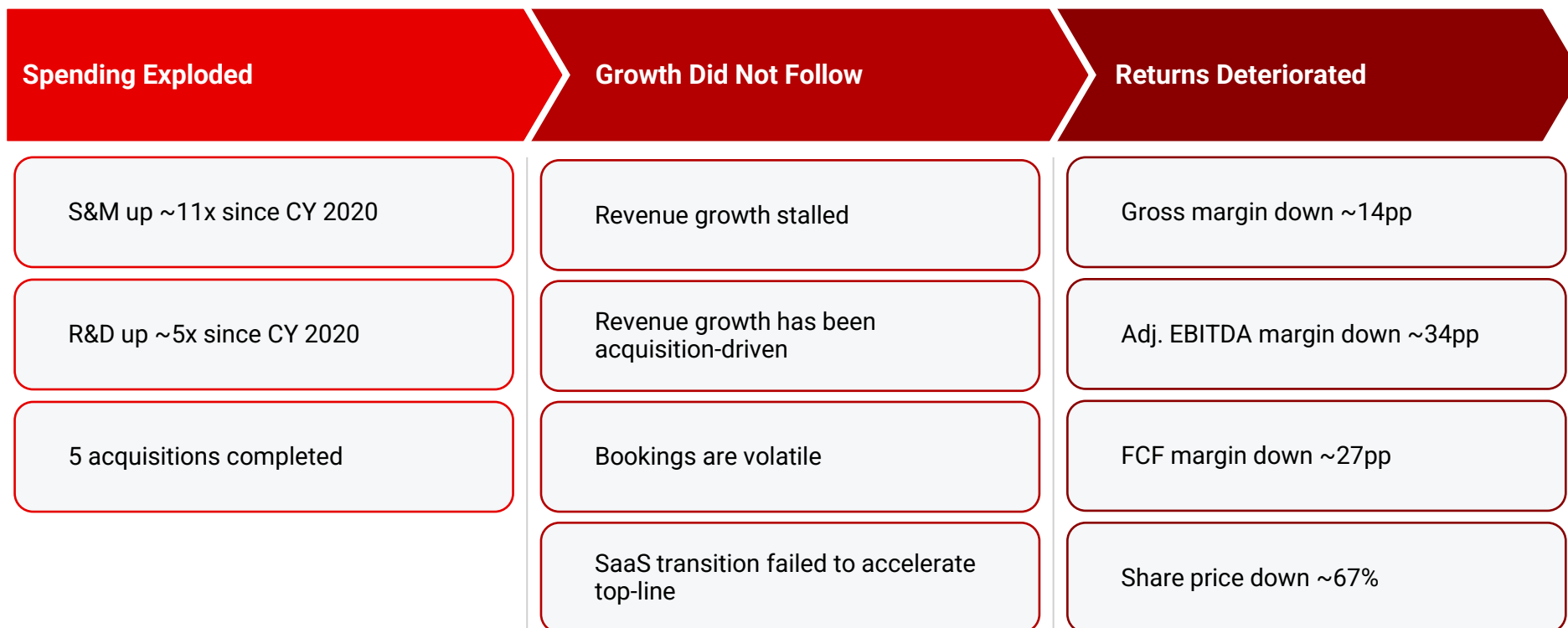
VALUATION RE-RATING

- Sustained execution will close the valuation discount to peers and restore investor confidence

Shareholders have the opportunity to restore accountability, reset strategy, and drive sustainable growth by electing OneMove's four independent nominees at the April 7 Special Meeting of Shareholders

Poor Execution Has Destroyed Shareholder Value

Increased Spending; Returns Deteriorated



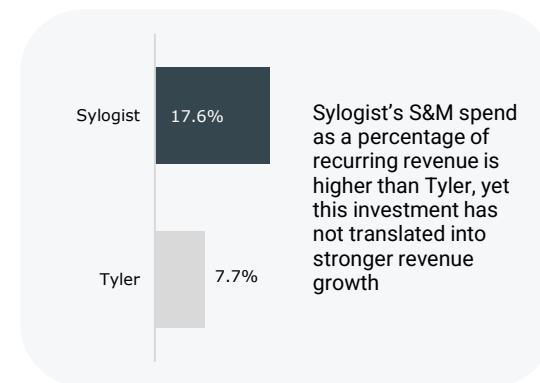
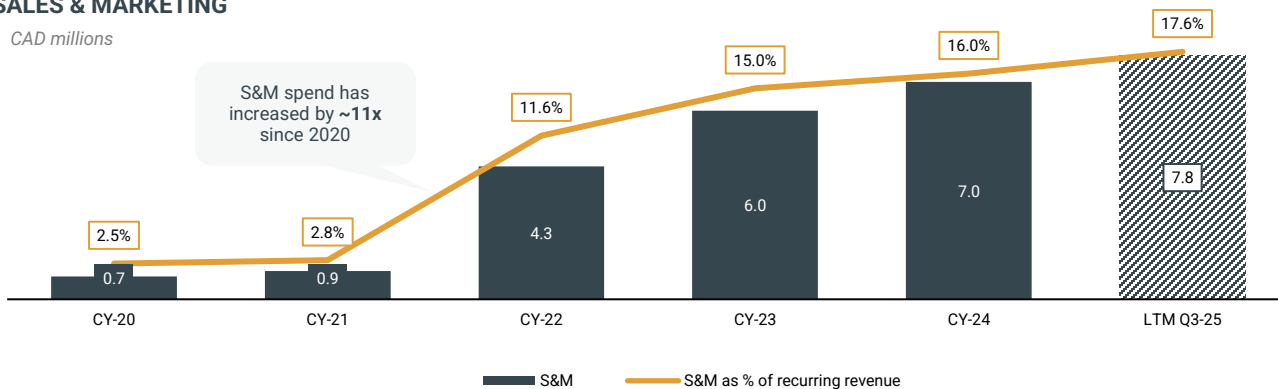
More capital, absent returns. This is a governance failure

Increased Spend; Sales & Marketing and R&D Has Ballooned

Sylogist spends more than 2x Tyler on S&M and R&D relative to recurring revenue, without commensurate returns

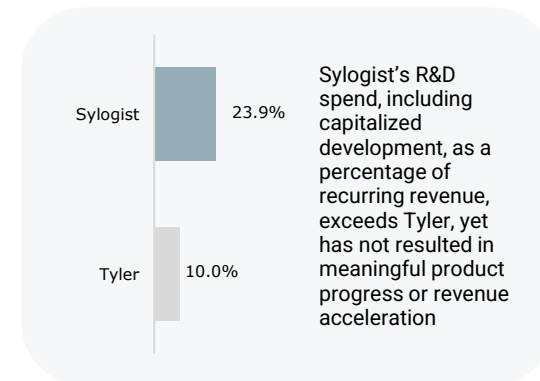
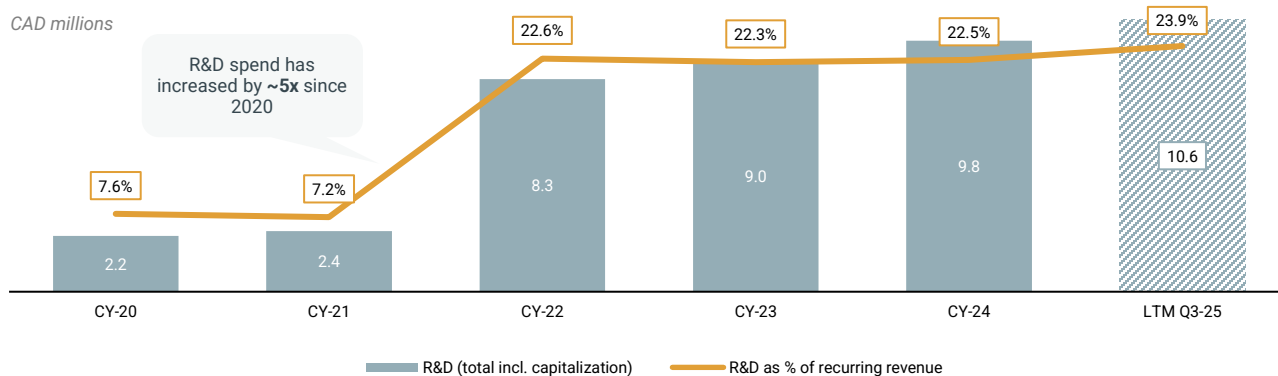
SALES & MARKETING

CAD millions



RESEARCH & DEVELOPMENT

CAD millions

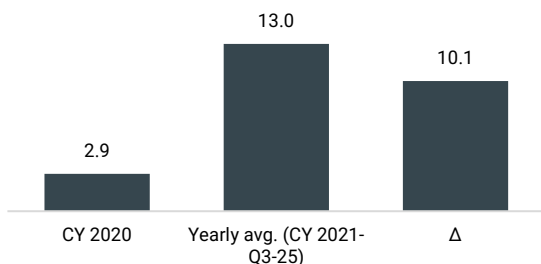


Sources: Company filings and public disclosures. Notes: S&M and R&D peer benchmark figures shown as of Sep. 30, 2025.

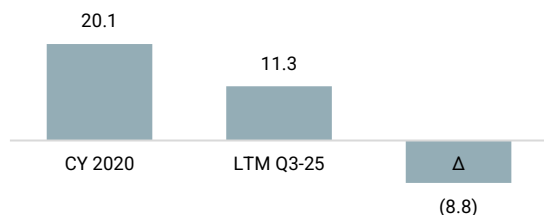
Returns Deteriorated; EBITDA, FCF and ROIC Decreased Materially

Higher investment has not translated into improved growth, profitability, or shareholder returns

S&M + R&D¹ spend increased materially



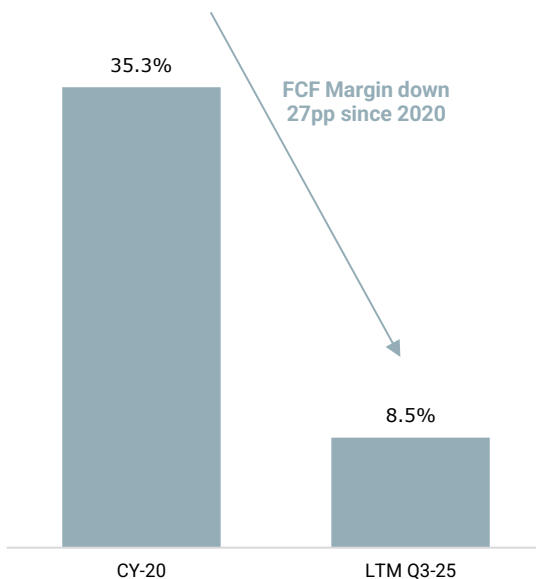
Adjusted EBITDA² declined despite higher spend



Spend up, profitability down

6.4x higher S&M and R&D investment failed to generate operating leverage or incremental profitability

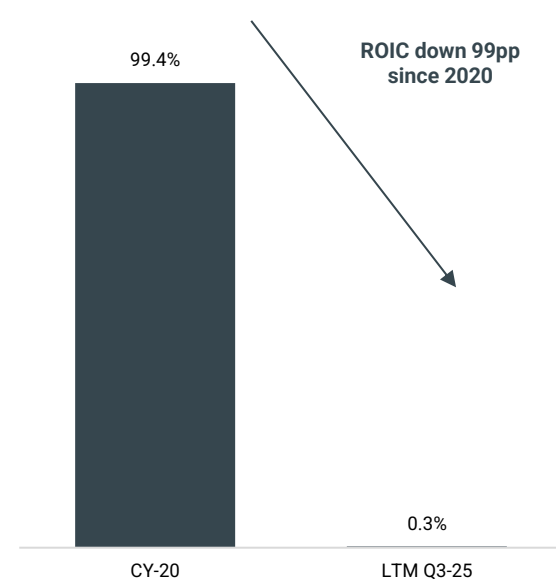
FCF MARGIN³



FCF conversion weakened

FCF margin fell from 35.3% (CY 2020) to 8.5% (LTM Q3 2025) despite higher spend

ROIC



Capital has not cleared return hurdles

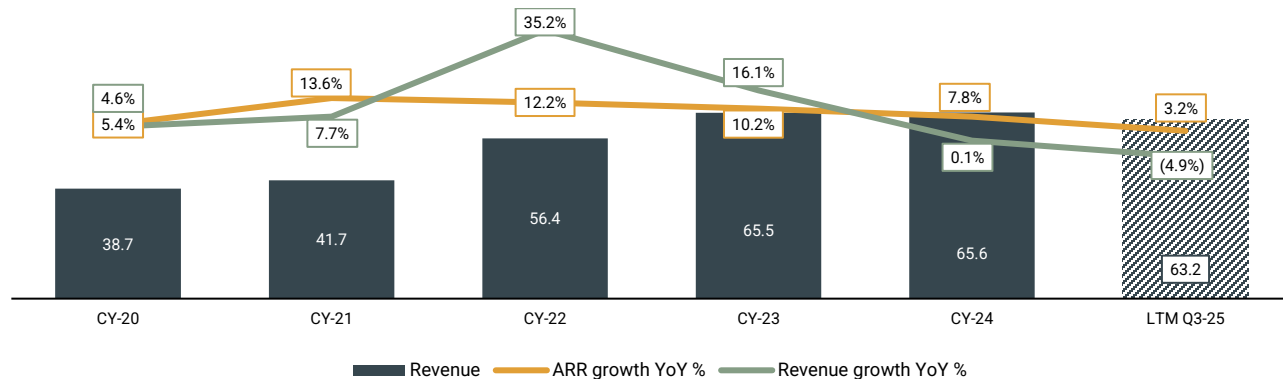
Recent growth dollars have not produced commensurate cash returns

Sources: Company filings and public disclosures. Notes: (1) Including capitalized R&D, (2) Management's adj. EBITDA, (3) Cash from operating activities less capital expenditures (including capitalized development).

SaaS Transition Has Not Delivered Growth

REVENUE

CAD millions

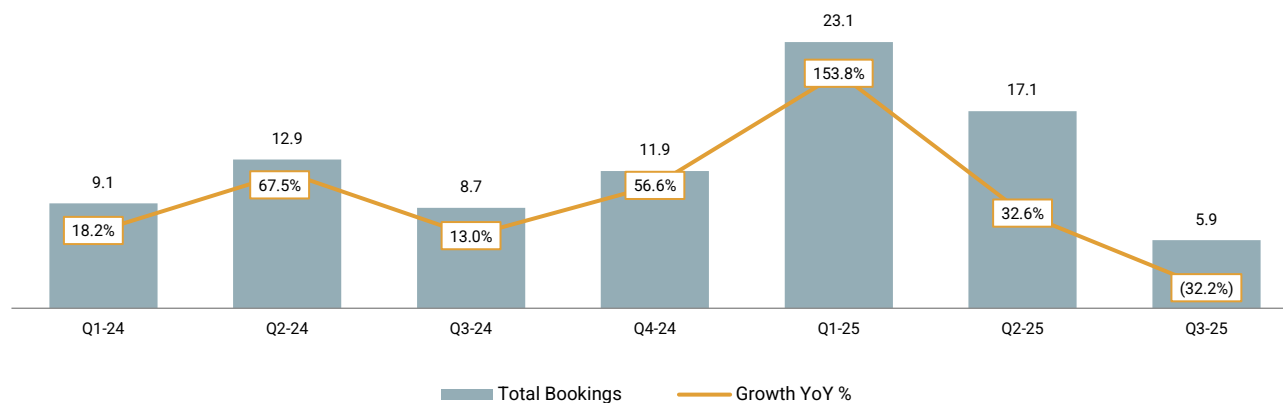


No durable growth

- Revenue growth in CY 2022-23 was supported by acquisitions rather than sustained organic acceleration
- Organic growth had slowed to low single digits and recently turned negative
- Acceleration has been episodic, not sustained

TOTAL CONTRACT VALUE OF BOOKINGS

CAD millions



Bookings are volatile and not converting

- Bookings are lumpy and timing-driven, rather than showing a consistent upward trend
- Periods of strong bookings did not translate into sustained ARR or revenue growth
- Volatility suggests deal concentration and weak repeatability, not a scalable sales engine

Sources: Company filings and public disclosures.

Partner Shift Was Poorly Executed

The shift reduced services before ARR growth was strong enough to absorb the impact

MANAGEMENT PERSPECTIVE

"The transformation we set out to achieve and the investment that was required to take Sylogist from a professional services, billable hours-oriented provider of on-prem siloed software to now a partner centric 100% SaaS focused company over the last three years is largely complete."

Bill Wood, CEO – Planet Microcap Showcase, Oct. 22, 2025

EXPERT FEEDBACK HIGHLIGHTS EXECUTION GAPS

"I think they're very reactive as opposed to being very thoughtful and strategic and deliberate in how they go after their partners."

Tegus expert call – Jan. 13, 2026

"The Mission partner channel was probably a little bit dated. They could have probably used some fresh ones. [...] The legacy partners were more small local mom-and-pop accounting firms... really stuck in their ways. [...] Sylogist is trying to build up their Microsoft Partner Network, but it's not quite to where Sage's is"

Tegus expert call – Nov. 11, 2025

"They're giving up certain revenue streams by working with partners, specifically services, which is one of the more profitable segments that they could work with. [...] It appears to me that their partners are getting some or all of those add-on product cross-sell, upsell revenue streams."

Tegus expert call – Mar. 21, 2025

PARTNER ECONOMICS AMPLIFIED THE EXECUTION RISK

Reseller Partner Commission Levels for New Sales		
Product	Tier 1 ¹	Tier 2 ¹
SylogistMission ERP	20%	30%
Payroll by Sylogist	20%	30%
SylogistGov	20%	30%
SylogistEd	20%	30%
SylogistMission CRM	20%	30%
The Portal Connector	20%	30%
SAVIN	20%	30%

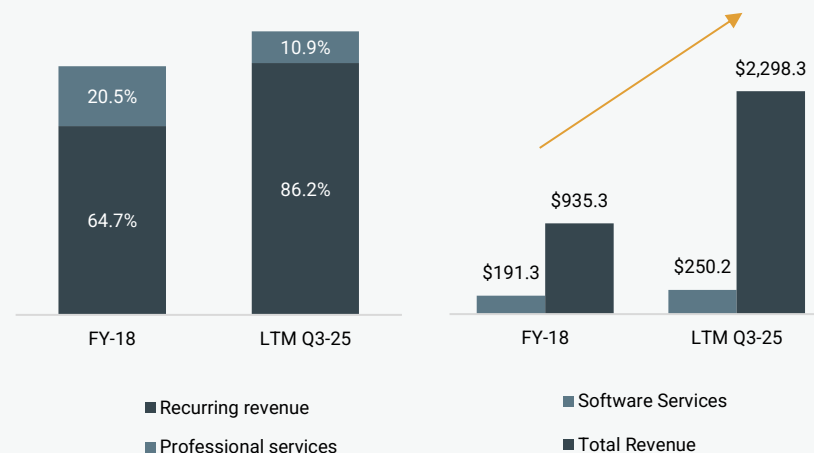
Partners earn up to 20-30% ongoing commissions on software subscriptions, limiting near-term ARR leverage during the transition

Sources: Company filings and public disclosures, Sylogist Partner Program Guide (Aug. 2024), Tegus. Notes: (1) Tier 1 includes reseller partners with fewer than three completed sales, while Tier 2 includes partners with three or more sales.

CASE STUDY: TYLER TECHNOLOGIES

Managing services decline without hurting top-line

- Tyler grew total revenue from \$935m in 2018 to \$2.3bn in LTM Q3 2025 (+146%)
- Professional services revenue increased modestly over the period +31%, but as a share of total revenue, it declined from ~20% to ~11%
- Meanwhile, recurring revenue expanded to 86% of total revenue in LTM Q3 2025 vs. ~67% in 2018
- The result: top-line growth remained strong even as services dependency fell



Lesson



Tyler demonstrates that services can shrink as a percentage of mix while still growing in absolute dollars. Tyler's SaaS shift strengthened the revenue base and avoided the top-line compression experienced by Sylogist

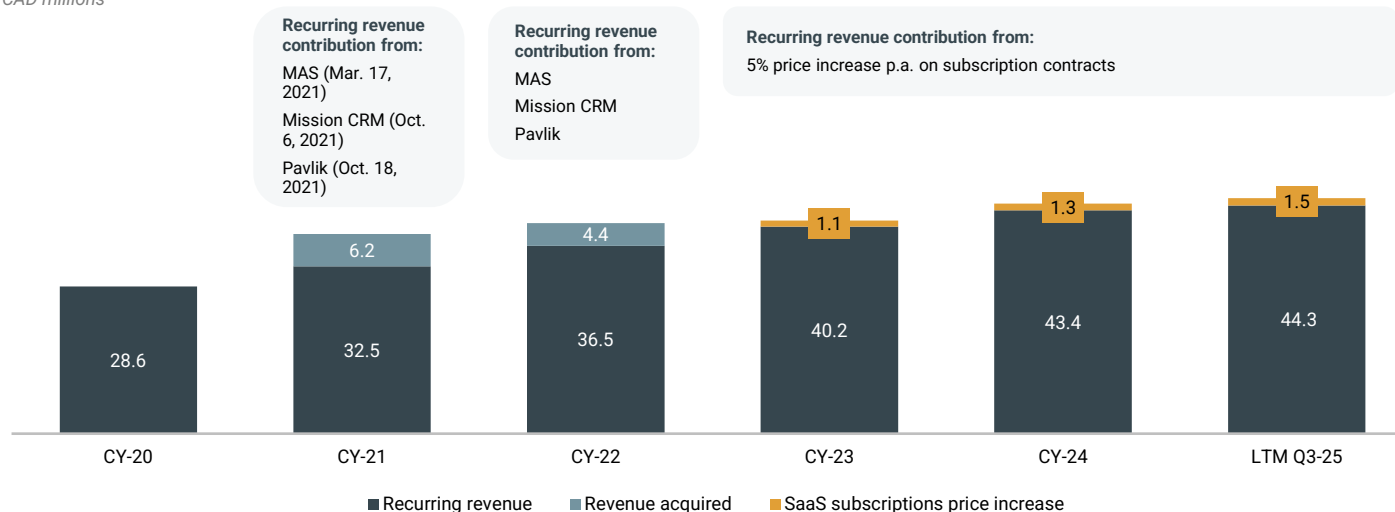
Limited Evidence of Sustained Organic Expansion

Realized revenue growth driven primarily by acquisitions and pricing

Acquisition	Date	Price (C\$m)	Revenue at Acquisition
InfoStrat	Apr. 2020	3.5	5.5
MAS	Mar. 2021	37.8	7.4
Mission CRM	Oct. 2021	7.8	2.8
Pavlik	Oct. 2021	11.5	9.4
Time Clock Now	Feb. 2024	2.2	n.a.
Total		62.8	25.1

RECURRING REVENUE CONTRIBUTION FROM ACQUISITIONS AND PRICING ¹

CAD millions



Recurring revenue growth coincides with periods of acquisition activity

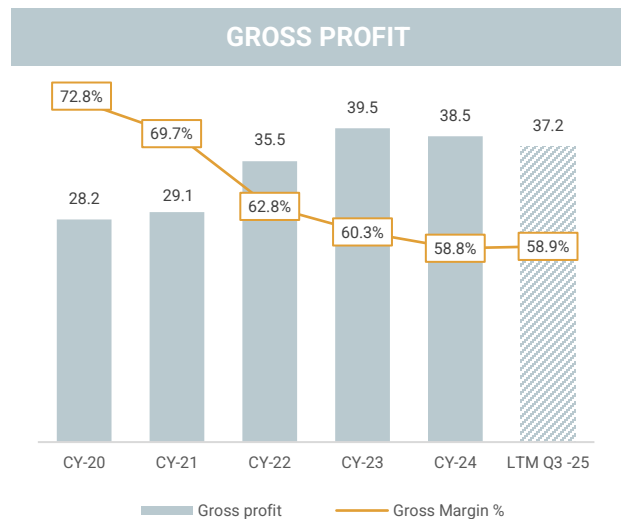
Pricing actions explain most of the remaining growth since CY 2023

Underlying organic expansion remains low despite years of investment

Absent acquisitions and recent pricing actions, recurring revenue growth appears limited, suggesting that organic customer expansion has not meaningfully accelerated despite sustained investment

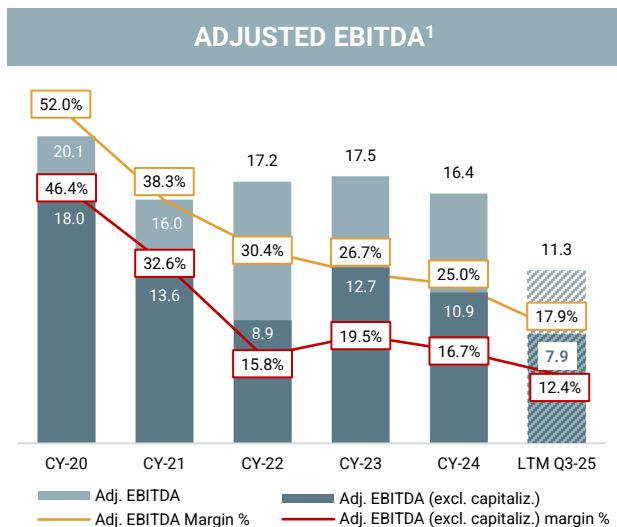
Sources: Company filings and public disclosures. **Notes:** Where full purchase consideration was not disclosed, amounts are estimated from Company filings and other public disclosures, (1) Recurring revenue contributions reflect disclosed performance of acquired businesses in each reporting period. Recurring revenue includes subscription and maintenance revenue; pricing increases apply only to subscription revenue. InfoStrat is excluded as no recurring revenue contribution has been disclosed. Time Clock Now is excluded as its contribution has not been disclosed.

Margins and Cash Generation Have Collapsed



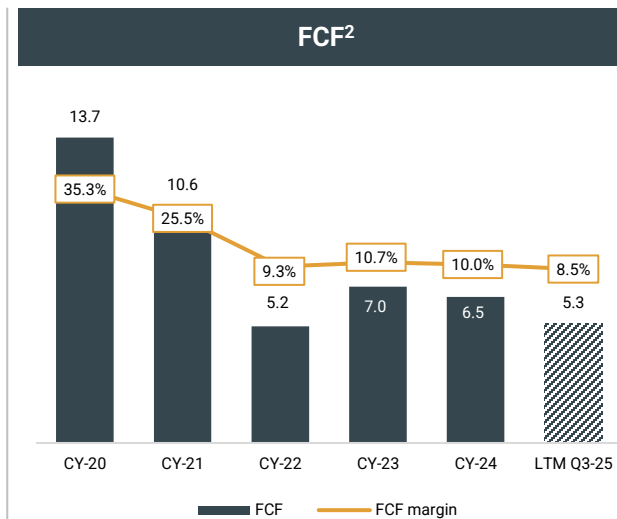
Margin trend highlights weak discipline

- Gross margin: Declined from 72.8% (CY 2020) to 58.9% (LTM Q3 2025)
- Failure to rationalize costs during partner transition
- SaaS shift compressed margin before scale was achieved



Adj. EBITDA & margin contracted

- Despite 5 acquisitions, adj. EBITDA declined ~44% and margin contracted from 52.0% to 17.9% between CY 2020 and LTM Q3 2025.
- When including capitalized R&D, EBITDA declined a shocking 56% over the same period



FCF collapsed





- FCF declined by ~60% from \$13.7m (CY 2020) to \$5.3m (LTM Q3 2025), despite 5 acquisitions during this period

Despite 5 acquisitions, EBITDA and FCF have been unable to keep pace with the excessive spending

Sources: Company filings and public disclosures. Notes: (1) Management's adj. EBITDA, (2) Cash from operating activities less capital expenditures (including capitalized development).

Repeated Broken Promises

Rule-of-40 and margin targets have been repeatedly reiterated, and repeatedly missed

Date	"Rule-of-40" Target	Result
Aug. 2023	"Committed to a Rule-of-40 Posture"	 <p>Company breaks below Rule-of-40 in CY2023 Q4 commencing an 8-quarter streak of failing to achieve results</p>
Nov. 2023 - Nov. 2024 (multiple reiterations)	Low-mid-teens growth Mid-20s EBITDA margin	 <p>Single digit growth Low 20s EBITDA margin 16.5% Rule-of-40 (below target)</p>
May 2025	Low-mid 20s SaaS ARR Mid-20s EBITDA margin	 <p>8.9% SaaS ARR growth 15.7% EBITDA margin (YTD: first 6 months 2025 vs 2024)</p>
Nov. 2025	Company has abandoned Rule-of-40 targets	 <p>Currently a "Rule-of" 12.1% Company (YTD)</p>

"The Company anticipates continued investments in the coming quarters to support growth opportunities in its core markets, which may keep **adjusted EBITDA margins in the mid-to-high 20s** but enhance both its near- and long-term organic growth [...] the **Company is committed to a Rule of 40 posture** over this timeframe."
MD&A Q2-23 (Aug 8, 2023)

"Sylogist's financial strategy is **focused on achieving a "Rule of 40" posture**, over the long term, with **organic revenue growth in the low to mid-teens** balanced by **adjusted EBITDA margins in the mid-20s** percentage range."
MD&A Q3-23 (Nov 8, 2023), FY-23 (Mar 12, 2024), Q1/Q2/Q3-24 (May 9/Aug 8/Nov 7, 2024)

"For the fiscal year ended December 31, 2025, the Company aims to achieve **SaaS ARR year-over-year growth in the low to mid-20% range**, a **gross margin** of approximately 60%, and an **adjusted EBITDA margin in the mid-20% range**."
MD&A Q1-25 (May 13, 2025)

"The Company is updating its outlook for the 2025 fiscal year. For the year ended December 31, 2025, the Company is anticipating **SaaS ARR year-over-year growth in the low-teens** percentage range, a **gross margin** of approximately 60%, and an **adjusted EBITDA margin in the high-teens** percentage range."
MD&A Q2-25 (Aug 13, 2025)

Sources: Company filings and public disclosures.

Meaningful Change Is Needed

The Current Board Lacks Relevant Expertise

Incremental change has not worked. Substantial Board reconstitution is required to restore accountability, financial discipline, and sustainable growth

STATUS QUO

Breakdown in Leadership Accountability

- x Lack of transformational expertise has allowed problems to persist unknowingly at the Board level
- x Execution failures have occurred without accountability

Misguided and Incoherent Strategy

- x A venture-like growth-at-any-cost narrative that failed to generate real growth
- x A scattershot partnership strategy which duplicated costs and complexity without delivering scale or savings

Undisciplined Capital Allocation

- x Excessive S&M and R&D spending has failed to translate into returns for shareholders
- x Returns on invested capital have deteriorated amid weak capital allocation discipline

REQUIRED CHANGES

Strengthened Leadership Accountability

- ✓ Directors with proven transformational and capital allocation experience who have a track record of driving measurable value creation
- ✓ Clear accountability for performance, including selecting the right CEO for the job

Focused and Disciplined Strategy

- ✓ Prioritize EBITDA & FCF margin expansion, while maintaining durable growth
- ✓ Redesign the go-to-market model, eliminating overlap between direct sales and partners and concentrating resources on the channels that deliver the highest returns

Rigorous Capital Stewardship

- ✓ A rigorous investment framework where every incremental dollar in S&M and R&D is accountable to defined performance outcomes
- ✓ Conduct a comprehensive review of strategic alternatives to maximize shareholder value

The current Board lacks the operational skillset to recruit and oversee a world-class CEO for this business

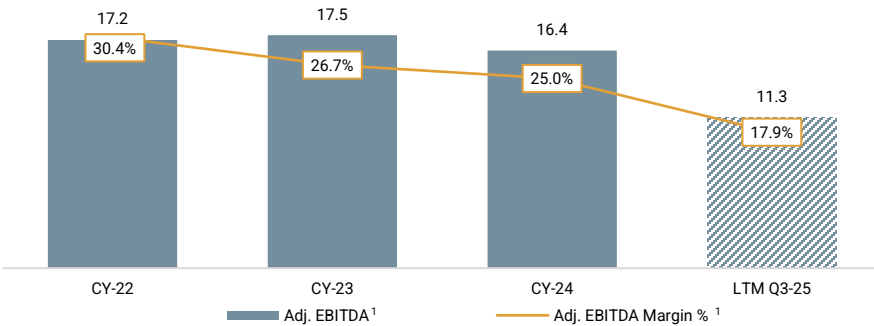
PenderFund 'Transformation' Has Failed to Improve Performance

After nearly 3-years of PenderFund transformation process, Sylogist stock has depreciated by more than 50%

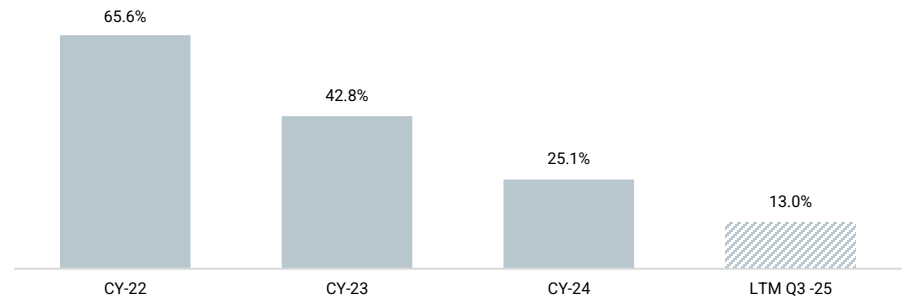
SHARE PRICE (\$CAD)



Sharp profitability decline



Rule-of-40 collapsed

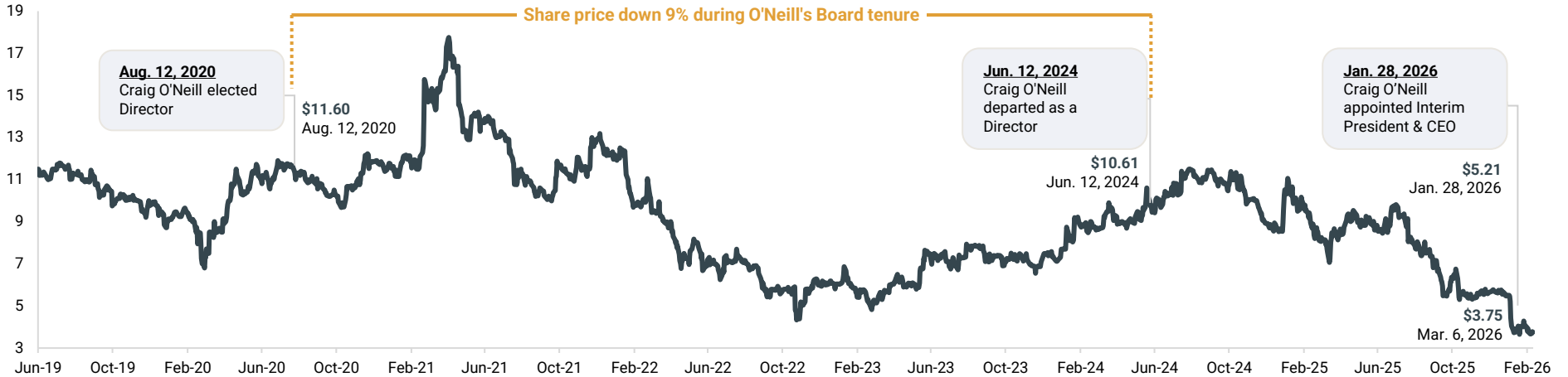


Sources: FactSet (Jun. 25, 2019 - Mar. 6, 2026), Company filings and public disclosures. Notes: (1) Management's adj. EBITDA.

Mismanaged CEO Transition Highlights Continued Entrenchment

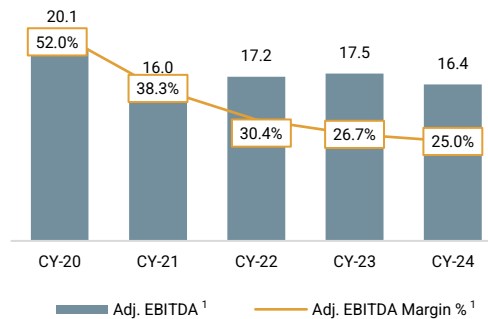
Interim CEO oversaw years of failed strategy on Sylogist Board

SHARE PRICE (\$CAD)

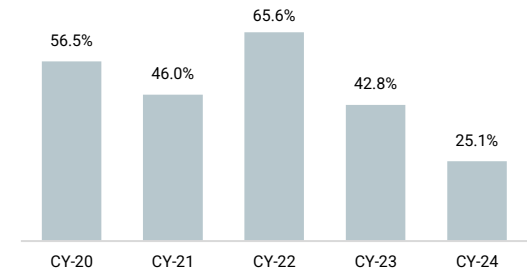


- Leadership transition requires a clear plan and thoughtful oversight
- O'Neill served on the Board during sustained financial decline
- Lacks transformational skills, comes from a venture-style background
- Participated in failed capital allocation and strategic decisions
- Handpicked by the outgoing Chairman who previously recruited him to the Board
- **Meaningful strategic reset requires independent oversight, not internal succession from the existing Board**

Material profitability deterioration



Sustained Rule-of-40 compression

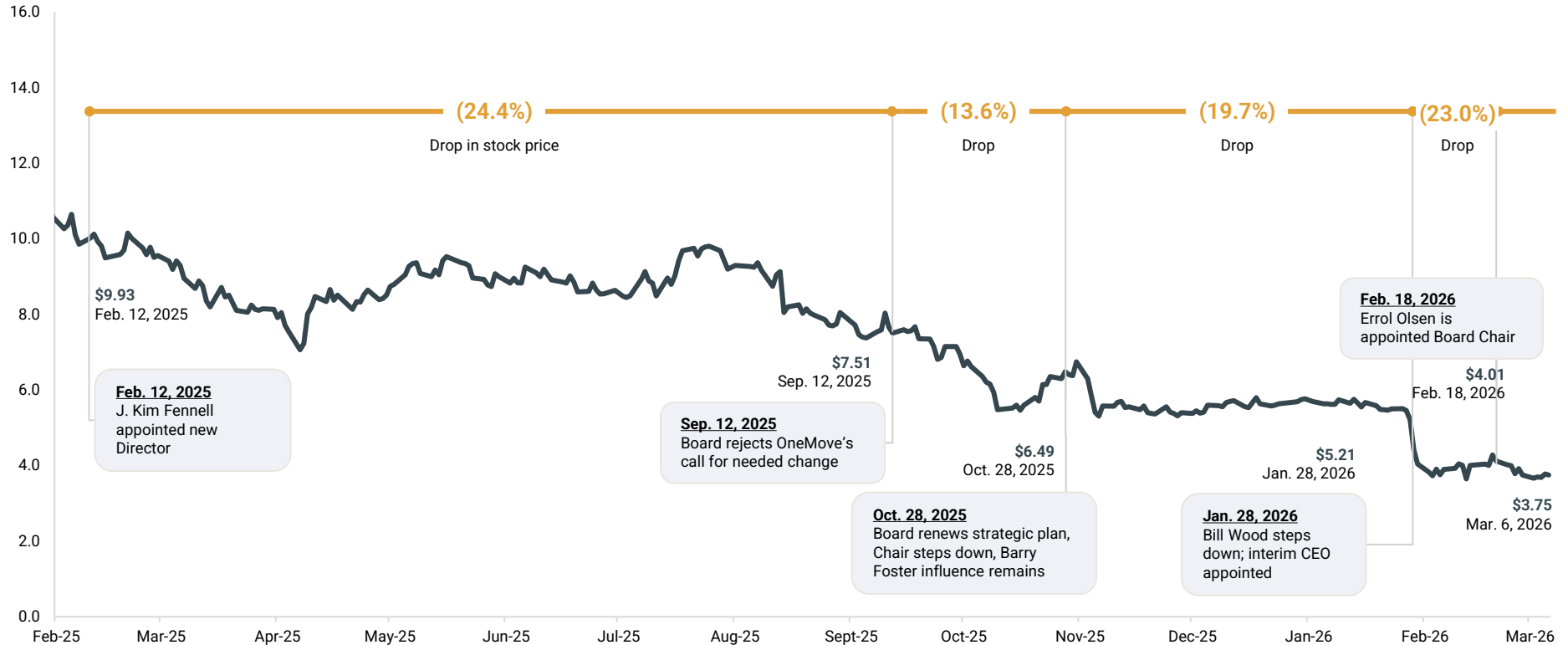


Sources: FactSet (Jun. 25, 2019 - Mar. 6, 2026), Company filings and public disclosures. Notes: (1) Management's adj. EBITDA.

Incremental Change Has Not Been Sufficient

Shareholders have lost faith in the Sylogist Board

SHARE PRICE (\$CAD)



Shareholders have reacted decisively to incremental changes by the Company over the past year

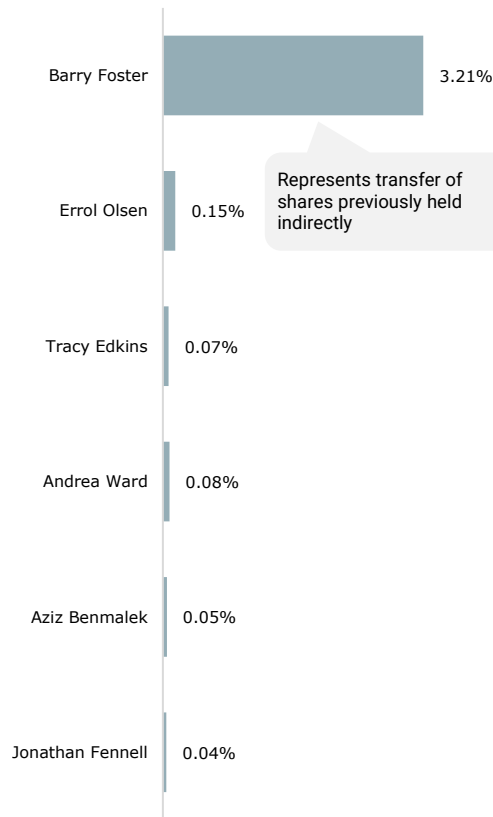
Sources: FactSet (Feb. 1, 2025 - Mar. 6, 2026), Company filings and public disclosures.

Board Underinvested, Incentives Misaligned

Management compensation is cash-heavy, while Board ownership remains limited. Reclassification of former Chair Barry Foster’s holdings does not represent any new capital invested

Name	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	AIP (bonus) (\$)	Call options compensation (\$)	Total compensation (\$)
William Wood <i>President and CEO Nov. 9, 2020</i>	2024	821,880	582,399	Nil	194,230	15,812	1,614,320
	2023	809,889	735,110	Nil	419,729	44,825	2,009,552
	2022	969,975	Nil	Nil	243,361	33,313	1,246,649
Sujeet Kini <i>CFO May 1, 2023</i>	2024	350,000	112,934	Nil	37,644	16,500	517,078
	2023	233,333	60,519	126,400	24,915	n.a.	445,167
	2022	-	-	-	-	-	-
Grant McLarnon <i>CRO Dec. 12, 2022</i>	2024	325,000	161,792	Nil	41,430	15,750	543,972
	2023	325,000	100,547	Nil	37,446	6,906	469,899
	2022	18,542	Nil	Nil	Nil	Nil	18,542
Theresa LoPresti <i>CTIO Jan. 18, 2021</i>	2024	454,089	168,227	Nil	65,983	9,525	697,824
	2023	447,426	237,431	Nil	162,199	13,344	860,400
	2022	527,505	Nil	Nil	89,748	Nil	617,253
Donna Smiley <i>CCO Dec. 22, 2022</i>	2024	315,054	87,538	Nil	34,335	9,682	446,610
	2023	310,431	118,658	Nil	82,707	10,776	522,573
	2022	339,491	Nil	Nil	40,943	Nil	380,434

BOARD OWNERSHIP¹ %



Management compensation structure favors cash (salary + bonus), with limited share-based pay

CEO received \$1.6m in 2024, majority in salary + bonus

Board collectively owns just 3.61% of shares, insufficient to align with shareholder outcomes

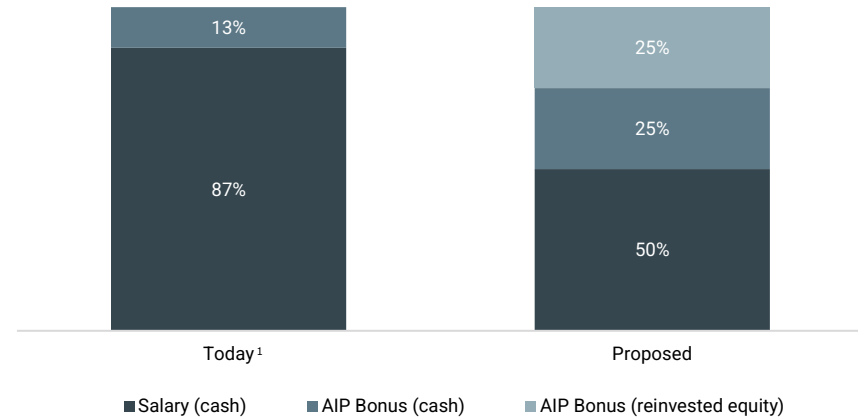
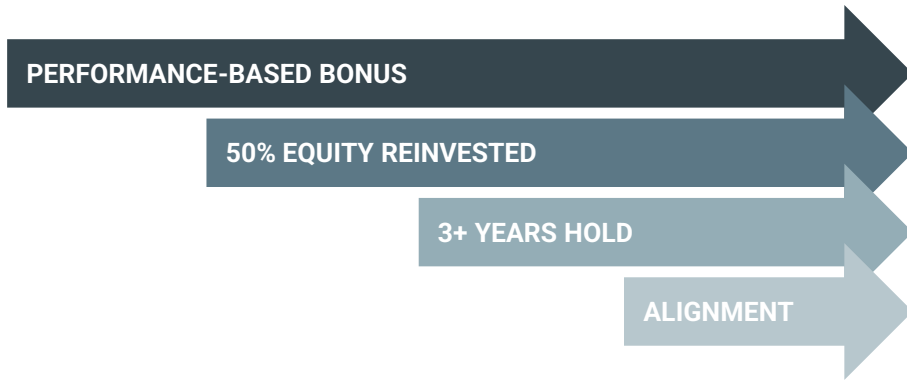
No Director brings strong capital allocation or public markets expertise, leaving gaps in oversight

Management incentives are cash-weighted and short-term, while Board ownership is de minimis. Alignment with shareholders is structurally weak

Sources: Sylogist’s Management Information Circular, SED. Notes: (1) As of Mar. 2, 2026, PSUs and OTM options are excluded; DSUs are assumed to be equity-settled; Barry Foster indirectly owns 9,500 common shares through his fund.

Aligning Incentives Is Needed to Fix Execution and Capital Allocation

Shift from cash-heavy compensation to performance-based equity, with real ownership requirements



Current vs. proposed pay structure: from cash-heavy fixed pay to performance-linked equity with mandatory reinvestment

Sources: Sylogist's Management Information Circular. Notes: (1) Based on average CY 2024 executive salary and AIP bonus mix.



PERFORMANCE-BASED PAY

- ✓ At least 50% of compensation tied to measurable performance, including EBITDA margin, FCF conversion, Rule-of-40, and disciplined revenue growth
- ✓ Eliminate guaranteed cash-heavy compensation



STOCK REINVESTMENT REQUIREMENT

- ✓ At least 50% of annual bonus paid in equity
- ✓ Mandatory 3+ years hold period → ensures long-term alignment between management and shareholders



OWNERSHIP MINIMUMS

- ✓ Directors required to build and maintain meaningful equity ownership
- ✓ Mandatory equity purchases within a defined onboarding period
- ✓ No extended Board tenure without meaningful personal capital at risk

Restoring Value: the Opportunity and the Roadmap

A Clear Roadmap for Restoring Investor Confidence

Phased execution plan with clear ownership and accountability across the process



The OneMove Nominees will oversee a clear and executable plan to drive operational improvement and unlock significant value for shareholders

Notes: Timeline is illustrative and subject to adjustment based on Board review upon reconstitution.

The Right Leadership for Effective Execution

This Board's role will be to recruit world-class leadership, reset expectations, and ensure accountability

ONEMOVE CAPITAL SLATE'S OPERATING PLAN

<p>Strategic Priorities</p>	<ul style="list-style-type: none"> ✓ Strengthen leadership accountability through Directors with proven transformation and capital allocation experience ✓ Recruit a world class CEO to restore execution credibility and performance discipline ✓ Conduct a comprehensive strategic review to maximize shareholder value
<p>Revenue Growth</p>	<ul style="list-style-type: none"> ✓ Redesign the go-to-market model to eliminate channel overlap and restore efficiency ✓ Execute accretive acquisitions that enhance organic growth, guided by defined strategic and return criteria
<p>Operating Margins</p>	<ul style="list-style-type: none"> ✓ Target EBITDA margins above 35% through disciplined cost management ✓ Reestablish Rule-of-40 performance as a core operating benchmark ✓ Prioritize cash generation
<p>Capital Allocation</p>	<ul style="list-style-type: none"> ✓ Implement explicit return hurdles for all capital deployment decisions ✓ Ensure every incremental dollar of S&M and R&D is accountable to defined performance metrics ✓ Align capital allocation directly with long-term shareholder value creation

The Right Board to Select and Oversee the Right CEO

CEO succession should be directed by a Board that knows what excellence looks like and has the credibility to hire and oversee a best-in-class, transformational CEO

CEO ATTRIBUTES - TRANSFORMATION

- A proven transformational leader
- Clear ability to attract, develop, and retain strong management teams
- Clear, decisive strategist who simplifies priorities and drives execution
- Demonstrated capital allocator with a focus on durable shareholder returns

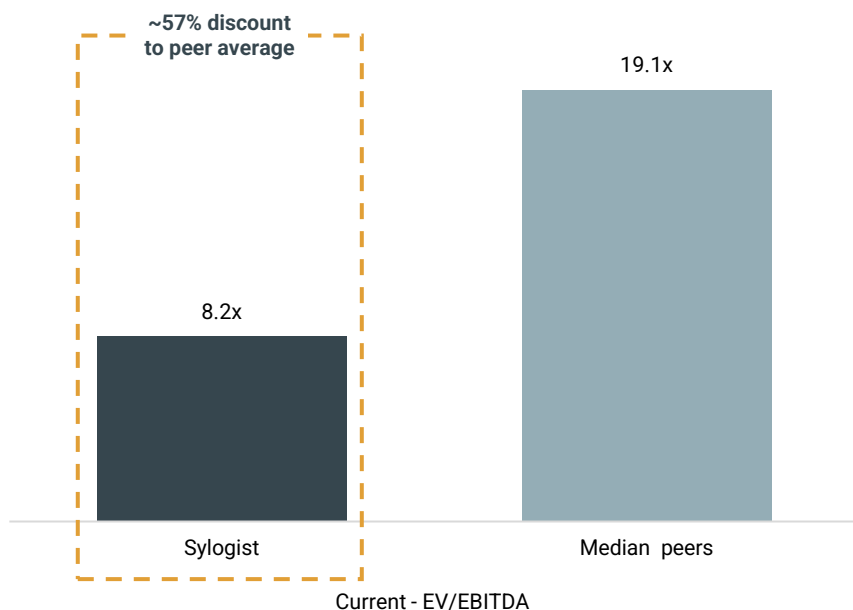
BOARD OVERSIGHT PRIORITIES

- Ensure the right CEO and leadership bench are in place
- Sharpen strategic focus by prioritizing the highest return opportunities and eliminating distractions
- Align compensation tightly to value creation, cash generation, and returns on invested capital
- Build investor credibility through transparency, consistency, and delivery against commitments

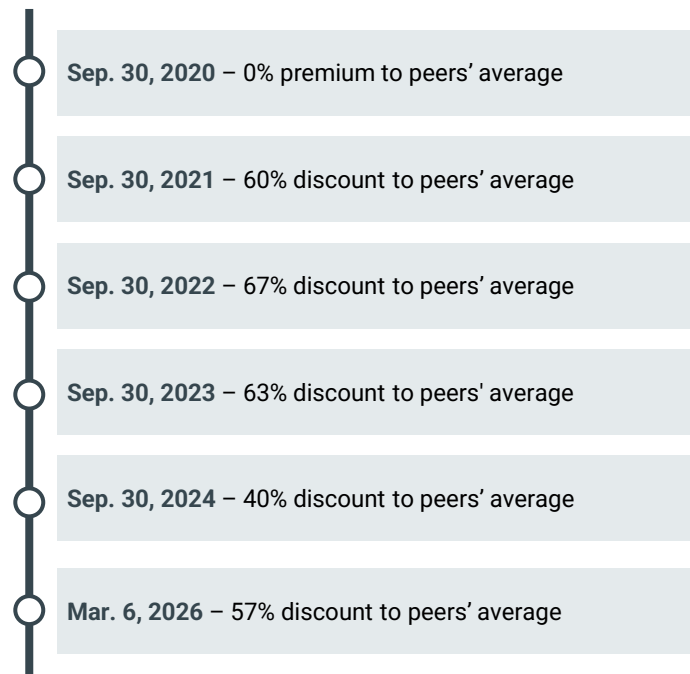
A Sustained Valuation Discount Creates a Compelling Opportunity

Execution and credibility improvements could drive meaningful multiple re-rating

The Company currently trades at a large discount vs. peers¹



The Company's EV/EBITDA discount to peers has persisted over time^{1,2}

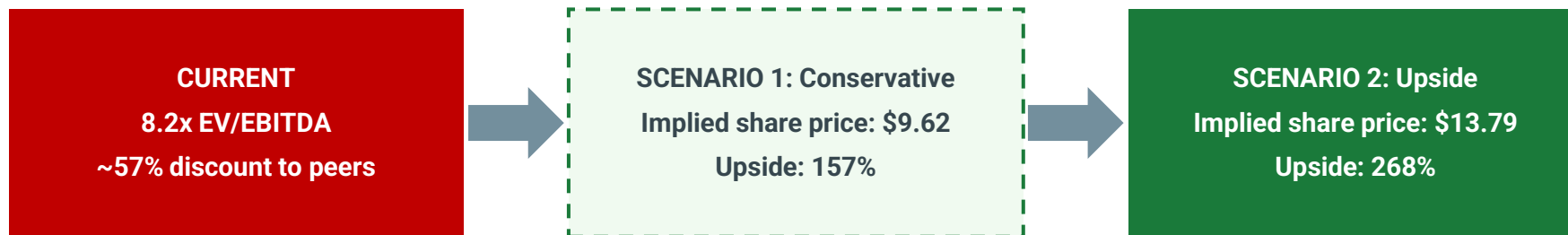


Even after a sustained global sell-off in vertical market software, Sylogist continues to trade at a steep discount to peers, reflecting eroded investor confidence

Sources: Bloomberg as of Mar. 6, 2026. Notes: EV based on market capitalization plus net debt. EBITDA based on last twelve months management's adjusted EBITDA. (1) Peer set includes Tyler Technologies and Sage Group. (2) Valuation comparisons are shown as of Sep. 30 for each year to align with peers' fiscal year ends; quarterly valuation data is not consistently available for all peers.

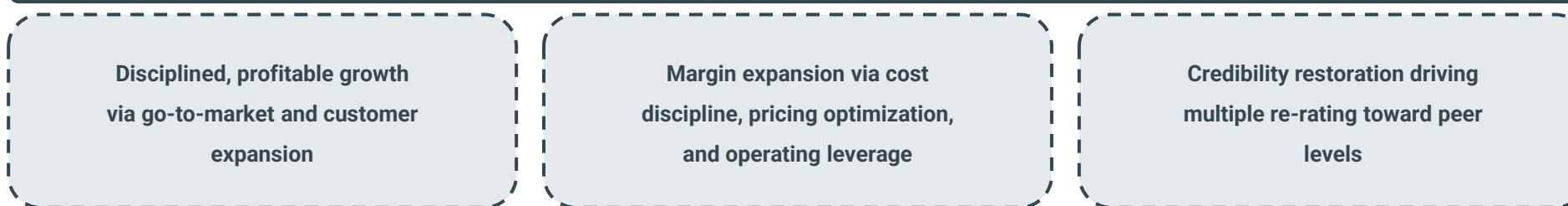
Significant Valuation Upside If Execution and Credibility Improve

Illustrative scenarios based on closing the valuation gap to peers under improved governance



Key Assumptions	Scenario 1 - Conservative (10x EBITDA 1YF)	Scenario 2 - Upside (12x EBITDA 1YF)
Organic Growth	5%	9%
Adj. EBITDA Margin	35%	40%
Adj. EBITDA \$	~\$23m	~\$27m
Total EV	~\$230m	~\$328m

KEY VALUE CREATION DRIVERS



Sources: Company filings, Bloomberg as of Mar. 6, 2026. **Notes:** Upside on share price as of Mar. 6, 2026. Scenarios based on applying illustrative EV/EBITDA multiples to OneMove Capital's forward estimates. Implied equity value calculated using latest reported net debt for conservatism. These are illustrative scenarios for discussion purposes only and do not constitute a forecast or guarantee of future results.

Clear, Measurable Financial Targets with Defined Accountability

A reconstituted Board will establish specific performance benchmarks and hold management accountable

KPI	Current (LTM)	12-18 Month Target	Peer Benchmark ¹
Revenue Growth	(4.9%)	~5-10%	9.2%
Adj. EBITDA Margin	17.9%	~35%	27.8%
FCF Margin	8.5%	20%+	22.4%
Rule-of-40	13.0%	40.0%+	37.0%
S&M as % of Recurring Revenue	17.6%	<10%	7.7%
R&D as % of Recurring Revenue	23.9%	<13%	10.0%

ACCOUNTABILITY MECHANISMS

QUARTERLY KPI REPORTING

Transparent disclosure of progress against each target

COMPENSATION ALIGNMENT

Executive pay tied directly to achieving financial targets

BOARD REVIEW CADENCE

Regular formal reviews with clear consequence for persistent misses

SHAREHOLDER COMMUNICATION

Public commitment to targets with annual progress updates

Sources: Company filings and public disclosures. **Notes:** Targets are illustrative and subject to Board review upon reconstitution, (1) Peer set includes Tyler Technologies and Sage Group (as of Sep. 30, 2025). S&M and R&D benchmarks (incl. capitalized development) are based on Tyler Technologies only.

A Mandate for Immediate Governance Reset



CEO Search

Immediate launch of a credible search for a world-class CEO under independent Board oversight

Financial Discipline

Restore EBITDA margins and materially improve FCF while maintaining peer-level growth

Partner Channel Review

Reassess partner channel economics and alignment to improve performance and accountability

Sustainable Growth

Drive disciplined pricing, focused organic initiatives, and selective value-accretive acquisitions

Strategic Review

Conduct a comprehensive review of all value-maximizing alternatives

Investor Confidence

Rebuild investor confidence through accountability, alignment, and disciplined execution

Sylogist's assets are strong and its markets are resilient. What has been missing is aligned, accountable oversight capable of delivering durable margins and returns. Shareholders now have the opportunity to correct that

The time for change is now

Proposal: Appoint Four New Independent Directors

WHAT THE ONEMOVE NOMINEES BRING

- Proven transformational and scaling experience with a track record of profitable growth
- Capital allocation discipline and public market governance expertise
- Independence and alignment with shareholder outcomes

WHY FOUR DIRECTORS

- A meaningful refresh is required to change Board dynamics and oversight
- Incremental change has failed to produce results
- Four Directors are required to reset Board dynamics and ensure real accountability



EDWARD SMITH

- ✓ Chair of the Board of Dye & Durham Limited, a global provider of legal, financial, and business software solutions
- ✓ Executive Chairman of SMTC Inc., a global electronic manufacturing services company
- ✓ Former CEO (2017-2024) who led a major turnaround, growing revenue more than fourfold and delivering a 5x shareholder return through the 2021 sale
- ✓ Previously held senior executive roles at Avnet Inc., a Fortune 500 technology distributor
- ✓ Extensive public and private Board experience, including SMTEK, Aqua Metals, Data I/O, and others



TYLER PROUD

- ✓ CEO of OneMove Capital, a private investment firm focused on technology and vertical market software
- ✓ Seasoned technology entrepreneur with deep experience in vertical software and platform businesses
- ✓ Co-founder, former Board Chair, and former Chief Strategy Officer of Dye & Durham, with significant value creation experience
- ✓ Co-founder and Executive Chairman of Avesdo Technologies, a leading real estate software company
- ✓ Brings deep expertise in legal and real estate technology; MBA, University of Toronto



RHONDA BASSETT-SPIERS

- ✓ Transformational CEO and value creation leader with 25+ years of experience scaling enterprise software businesses across fintech, food tech, and media
- ✓ Known for revitalizing underperforming companies, building high-performing leadership teams, and driving sustained growth and profitability
- ✓ Led multiple strategic exits of approximately \$400m to \$1.25bn through bold strategy, operational discipline, and product innovation
- ✓ Deep experience in private equity-backed environments including stakeholder alignment and organizational transformation



MARY FILIPPELLI

- ✓ Corporate director and senior business advisor with deep expertise in financial services, risk governance, and audit
- ✓ Board member of Fidelity Investments Canada and member of its Audit Committee and Funds Oversight Committee
- ✓ Former director of Canadian Western Bank (chair of the Audit Committee) and Ontario Power Generation
- ✓ Former Vice Chair and Managing Partner at Deloitte Canada and former Group Audit Director at Lloyds Banking Group
- ✓ Over two decades at KPMG Canada including Senior Partner and National Financial Services Leader
- ✓ Chartered Professional Accountant and Fellow of the Chartered Professional Accountants of Ontario

The Skills and Experience to Restore Performance

OneMove nominees bring the operating, governance, and capital allocation expertise Sylogist needs



Edward Smith



Tyler Proud



Rhonda Bassett-Spiers



Mary Filippelli

	Edward Smith	Tyler Proud	Rhonda Bassett-Spiers	Mary Filippelli
Governance & Oversight	✓	✓	✓	✓
Capital Allocation	✓	✓	✓	✓
Software & Technology		✓	✓	
Operating Leadership	✓	✓	✓	✓
Growth & Commercial Strategy	✓	✓	✓	

Together, these nominees provide the independent governance and operating expertise required to oversee a credible CEO search, restore accountability, and unlock value