

24 November 2023

Softcat plc (the "Company")

**Notification of Transactions by
Persons Discharging Managerial Responsibilities**

The following notification made under article 19.1 of the Market Abuse Regulation ("MAR") relates to awards of nil-cost options to persons discharging managerial responsibilities ("PDMR") on 23 November 2023 under the Softcat plc Long Term Incentive Plan ("LTIP"). This announcement is made in accordance with Article 19.3 of MAR.

Softcat plc Long Term Incentive Plan

On 23 November 2023, awards under the Company's Long Term Incentive Plan (the "LTIP") were made as outlined below.

An award of nil-cost options to acquire 68,703 Ordinary shares was made to Graham Charlton, a director and PDMR. The number of shares over which the nil-cost option was awarded has been calculated by reference to the closing middle market quotation of the ordinary shares derived from the Daily Official List on the dealing day preceding the date of grant (1,240 pence). The award will vest subject to the performance conditions outlined below.

An award of nil-cost options to acquire 44,758 Ordinary shares was made to Katy Mecklenburgh, a director and PDMR. The number of shares over which the nil-cost option was awarded has been calculated by reference to the closing middle market quotation of the ordinary shares derived from the Daily Official List on the dealing day preceding the date of grant (1,240 pence). The award will vest subject to the performance conditions outlined below.

Performance Conditions and Vesting of Awards

These nil-cost options are subject to the rules of the LTIP and will vest depending on performance against Total Shareholder Return ("TSR") and Earnings per Share ("EPS") targets as measured over a three year performance period.

40% of the Award will be subject to the Company's relative TSR performance against the FTSE 250 (excluding real estate and investment trusts):

<u>TSR performance</u>	<u>% of Award vesting</u>
Below median	Nil
At median	30%
Upper quartile or above	100%

There will be straight-line vesting between the points as outlined above.

60% of the Award will be subject to the Company's EPS for FY 2026:

<u>EPS</u>	<u>% of Award vesting</u>
Less than 59.1 pence	Nil
59.1 pence	20%
66.1 pence	67%
71.8 pence or above	100%

There will be straight-line vesting between 20% and 67% and between 67% and full vesting

there will be straight line vesting between 20/10 and 01/10 and between 01/10 and full vesting.

The normal date of vesting for the nil-cost options outlined above will be 23 November 2026 and the last date for exercise will be 22 November 2033, with dividend equivalents payable in respect of the vesting of nil-cost options in accordance with the rules of the LTIP.

For further information on the LTIP, please refer to the Company's Annual Report and Accounts.

1.	Details of PDMR / person closely associated with them ("PCA")		
a)	Name	Graham Charlton	
2.	Reason for the notification		
a)	Position / status	CEO	
b)	Initial notification / amendment	Initial Notification	
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor		
a)	Name	Softcat plc	
b)	LEI	213800N42YZLR9GLVC42	
4.	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted		
a)	Description of the financial instrument	Ordinary Shares of £0.0005 each	
	Identification Code	ISIN: GB00BYZDVK82	
b)	Nature of the transaction	Grant of nil cost option over Ordinary Shares of £0.0005 each under the Softcat plc Long Term Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		0.00	68,703
d)	Aggregated information	N/A	
	Aggregated volume		
	Price		
e)	Date of the transaction	23 November 2023	
f)	Place of the transaction	Outside a trading venue	

1.	Details of PDMR / person closely associated with them ("PCA")	
a)	Name	<i>Katy Mecklenburgh</i>
2.	Reason for the notification	
a)	Position / status	<i>CFO</i>
b)	Initial notification / amendment	<i>Initial Notification</i>
3.	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	<i>Softcat plc</i>

a)	Name	Softcat plc	
b)	LEI	213800N42YZLR9GLVC42	
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a)	Description of the financial instrument	Ordinary Shares of £0.0005 each	
	Identification Code	ISIN: GB00BYZDVK82	
b)	Nature of the transaction	Grant of nil cost option over Ordinary Shares of £0.0005 each under the Softcat plc Long Term Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		0.00	44,758
d)	Aggregated information Aggregated volume Price	N/A	
e)	Date of the transaction	23 November 2023	
f)	Place of the transaction	Outside a trading venue	

Luke Thomas

Company Secretary, Softcat plc
24 November 2023

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