

Company Number: 02174990

14 December 2023

Softcat plc

Results of Annual General Meeting

Softcat plc (the "Company") announces that at its Annual General Meeting ("AGM") held yesterday, 13 December 2023, all resolutions set out in the notice of the AGM were passed by the requisite majority of votes by shareholders by way of a poll.

The full text of the resolutions proposed at the AGM is included in Softcat's Notice of AGM published on 1 November 2023, which is available on Softcat's website at: <https://www.softcat.com/investors/shareholder-information/>.

The results of the poll for each resolution were as follows:

	VOTES FOR	%	VOTES AGAINST	%	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
ORDINARY RESOLUTIONS							
1. To receive the Company's financial statements and the reports of the Directors together with the Auditor's Report for the year ended 31 July 2023	176,577,042	99.99%	3,350	0.01%	176,580,392	88.46%	78,559
2. To approve the Directors' Remuneration Report	170,871,646	96.73%	5,781,814	3.27%	176,653,460	88.50%	5,491
3. To declare a final dividend of 17.0 pence per ordinary share	176,654,705	99.99%	3,314	0.01%	176,658,019	88.50%	932
4. To declare a special dividend of 12.6 pence per ordinary share	176,654,705	99.99%	3,314	0.01%	176,658,019	88.50%	932
5. To re-elect Graeme Watt as a Director	150,826,112	86.08%	24,393,398	13.92%	175,219,510	87.78%	1,439,441
6. To re-elect Graham Charlton as a Director	176,070,771	99.67%	586,166	0.33%	176,656,937	88.50%	2,014
7. To elect Katy Mecklenburgh as a Director	175,192,452	99.17%	1,465,282	0.83%	176,657,734	88.50%	1,217
8. To re-elect Vin Murria OBE as a Director	176,324,877	99.81%	332,529	0.19%	176,657,406	88.50%	1,545
9. To re-elect Robyn Perriss as a Director	176,203,791	99.74%	453,665	0.26%	176,657,456	88.50%	1,495
10. To re-elect Lynne Weedall as a Director	175,148,914	99.15%	1,508,492	0.85%	176,657,406	88.50%	1,545

11. To elect Mayank Prakash as a Director	176,656,465	99.99%	800	0.01%	176,657,265	88.50%	1,686
12. To re-appoint Ernst & Young LLP as auditor of the Company	174,594,590	98.83%	2,061,555	1.17%	176,656,145	88.50%	2,806
13. To authorise the Audit Committee to determine the auditor's remuneration	175,697,908	99.46%	958,388	0.54%	176,656,296	88.50%	2,655
14. To authorise the Company to make political donations and expenditure up to the aggregate amount of £100,000	173,521,828	98.28%	3,043,740	1.72%	176,565,568	88.46%	93,383
15. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	172,950,648	97.91%	3,700,336	2.09%	176,650,984	88.50%	7,967
SPECIAL RESOLUTIONS							
16. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	164,574,680	93.16%	12,075,868	6.84%	176,650,548	88.50%	8,403
17. To authorise the Directors to dis-apply statutory pre-emption rights for the purposes of acquisitions or capital investments pursuant to Sections 570 and 573 of the Companies Act 2006	159,177,386	90.11%	17,473,696	9.89%	176,651,082	88.50%	7,869
18. To authorise the Company to purchase its own shares	171,647,205	97.32%	4,717,798	2.68%	176,365,003	88.36%	293,948
19. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	171,473,397	97.07%	5,181,172	2.93%	176,654,569	88.50%	4,382

VOTES OF SHAREHOLDERS EXCLUDING CONTROLLING SHAREHOLDER ON RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

ORDINARY RESOLUTIONS	VOTES FOR	%	VOTES AGAINST	%	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
8. To re-elect Vin	115,431,139	99.71%	332,529	0.29%	115,763,668	58.00%	1,545

Muma OBE as a Director							
9. To re-elect Robyn Perriss as a Director.	115,310,053	99.61%	453,665	0.39%	115,763,718	58.00%	1,495
10. To re-elect Lynne Weedall as a Director	114,255,176	98.70%	1,508,492	1.30%	115,763,668	58.00%	1,545
11. To elect Mayank Prakash as a Director	115,762,727	99.99%	800	0.01%	115,763,527	58.00%	1,686

Notes:

Any proxy appointments giving discretion to the Chairman of the Meeting have been included in the "For" total.

A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.

The Company's total of ordinary shares in issue (total voting rights) as at 16:30 on 11 December 2023, being the time at which a person had to be registered in the Company's register of members in order to vote at the AGM, was 199,667,247 ordinary shares of £0.0005 each. Ordinary shareholders are entitled to one vote per ordinary share held.

Peter Kelly is regarded as a controlling shareholder of the Company for the purposes of the Listing Rules, and each resolution to re-elect independent non-executive directors (resolutions 8, 9, 10 and 11) have under Listing Rule 9.2.2E been approved by a majority of the votes cast by:

- i. the shareholders of the Company as a whole; and
- ii. the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder.

In accordance with paragraph 9.6.2 of the Listing Rules, a copy of the resolutions passed at the AGM will be submitted to the National Storage Mechanism and will be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of this announcement will be available on the Company's website at: <https://www.softcat.com/investors/shareholder-information/>.

Luke Thomas, Company Secretary
Softcat plc

14 December 2023

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