

Company Number: 02174990

10 December 2024

Softcat plc

Results of Annual General Meeting

Softcat plc (the "Company" or the "Group") announces that at its Annual General Meeting ("AGM") held yesterday, 9 December 2024, 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 7 November 2024, which is available on Softcat's website at: <https://www.softcat.com/about-us/investor-centre/calendar>.

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 Group's financial statements and the reports of the Directors together with the Auditor's Report for the year ended 31 July 2024 | 173,247,767 | 99.99% | 18,594 | 0.01% | 173,266,361 | 86.71% | 108,065 |
| 2. To approve the Directors' Remuneration Report | 170,596,744 | 98.40% | 2,773,416 | 1.60% | 173,370,160 | 86.76% | 4,266 |
| 3. To declare a final dividend of 18.1 pence per ordinary share | 173,362,288 | 99.99% | 11,098 | 0.01% | 173,373,386 | 86.76% | 1,040 |
| 4. To declare a special dividend of 20.9 pence per ordinary share | 173,362,881 | 99.99% | 11,188 | 0.01% | 173,374,069 | 86.76% | 357 |
| 5. To re-elect Graeme Watt as a Director | 167,680,386 | 96.72% | 5,692,747 | 3.28% | 173,373,133 | 86.76% | 1,293 |
| 6. To re-elect Graham Charlton as a Director | 172,340,075 | 99.40% | 1,033,725 | 0.60% | 173,373,800 | 86.76% | 626 |
| 7. To re-elect Katy Mecklenburgh as a Director | 171,454,856 | 98.89% | 1,918,277 | 1.11% | 173,373,133 | 86.76% | 1,293 |
| 8. To elect Jacqui Ferguson as a Director | 172,596,152 | 99.55% | 776,570 | 0.45% | 173,372,722 | 86.76% | 1,704 |
| 9. To re-elect Mayank Prakash as a Director | 171,126,836 | 98.70% | 2,245,639 | 1.30% | 173,372,475 | 86.76% | 1,951 |
| 10. To re-elect Lynne | | | | | | | |

| | | | | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|--------|------------|--------|-------------|--------|-------|
| 10. To re-elect Lynne Weedall as a Director | 170,314,276 | 98.24% | 3,058,199 | 1.76% | 173,372,475 | 86.76% | 1,951 |
| 11. To re-elect Robyn Perriss as a Director | 170,433,090 | 98.30% | 2,939,385 | 1.70% | 173,372,475 | 86.76% | 1,951 |
| 12. To re-appoint Ernst & Young LLP as auditor of the Company | 167,846,288 | 96.81% | 5,523,732 | 3.19% | 173,370,020 | 86.76% | 4,406 |
| 13. To authorise the Audit Committee to determine the auditor's remuneration | 168,769,050 | 97.35% | 4,602,343 | 2.65% | 173,371,393 | 86.76% | 3,033 |
| 14. To authorise the Company to make political donations and incur political expenditure up to the aggregate amount of £100,000 | 171,251,690 | 98.78% | 2,121,940 | 1.22% | 173,373,630 | 86.76% | 796 |
| 15. To approve the Softcat Long Term Incentive Plan 2024 | 172,429,381 | 99.46% | 944,484 | 0.54% | 173,373,865 | 86.76% | 561 |
| 16. To approve the Softcat Annual and Deferred Bonus Plan 2024 | 173,301,560 | 99.96% | 71,684 | 0.04% | 173,373,244 | 86.76% | 1,182 |
| 17. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006 | 169,992,626 | 98.05% | 3,380,402 | 1.95% | 173,373,028 | 86.76% | 1,398 |
| SPECIAL RESOLUTIONS | | | | | | | |
| 18. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006 | 157,521,344 | 90.86% | 15,851,517 | 9.14% | 173,372,861 | 86.76% | 1,565 |
| 19. 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 | 149,690,316 | 86.34% | 23,683,122 | 13.66% | 173,373,438 | 86.76% | 988 |
| 20. To authorise the Company to purchase its own shares | 169,452,731 | 97.74% | 3,913,323 | 2.26% | 173,366,054 | 86.76% | 8,372 |
| 21. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice | 168,887,513 | 97.41% | 4,485,178 | 2.50% | 173,373,021 | 86.76% | 1,405 |

| | | | | | | | |
|------|-------------|--------|-----------|-------|-------------|--------|-------|
| 100% | 100,000,000 | 97.41% | 4,400,410 | 2.59% | 173,373,021 | 99.70% | 1,400 |
|------|-------------|--------|-----------|-------|-------------|--------|-------|

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 elect Jacqui Ferguson as a Director | 107,620,094 | 99.28 | 776,570 | 0.71 | 108,396,664 | 54.24% | 1,704 |
| 9. To re-elect Mayank Prakash as a Director | 106,150,778 | 97.93 | 2,245,639 | 2.07 | 108,396,417 | 54.24% | 1,951 |
| 10. To re-elect Lynne Weedall as a Director | 105,338,218 | 97.18 | 3,058,199 | 2.82 | 108,396,417 | 54.24% | 1,951 |
| 11. To re-elect Robyn Perriss as a Director | 105,457,032 | 97.29 | 2,939,385 | 2.71 | 108,396,417 | 54.24% | 1,951 |

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 number of ordinary shares in issue (total voting rights) as at 16.30 on 5 December 2024, 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 199,822,264 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 elect or re-elect independent non-executive directors (resolutions 8, 9, 10 and 11) have under Listing Rule 6.2.8 been approved by a majority of the votes cast by:

- the shareholders of the Company as a whole; and
- 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 6.4.2 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 Group's website at: <https://www.softcat.com/about-us/investor-centre/calendar>.

Luke Thomas, Company Secretary
Softcat plc
10 December 2024

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