

Company Number: 02174990

16 December 2025

Softcat plc

Results of Annual General Meeting

Softcat plc (the "Company" or the "Group") announces that at its Annual General Meeting ("AGM") held yesterday, 15 December 2025, 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 6 November 2025, 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 2025	155,998,897	99.97%	49,781	0.03%	156,048,678	78.02%	199,180
2. To approve the Directors' Remuneration Report	152,984,593	97.94%	3,222,497	2.06%	156,207,090	78.09%	40,768
3. To approve the Directors' Remuneration Policy	149,824,459	96.28%	5,793,081	3.72%	155,617,540	77.80%	630,318
4. To declare a final dividend of 20.4 pence per ordinary share	156,244,735	100.00%	2,533	0.00%	156,247,268	78.11%	590
5. To declare a special dividend of 16.1 pence per ordinary share	156,244,807	100.00%	2,533	0.00%	156,247,340	78.11%	518
6. To re-elect Graeme Watt as a Director	154,425,108	98.83%	1,820,349	1.17%	156,245,457	78.11%	2,401
7. To re-elect Graham Charlton as a Director	156,007,685	99.85%	237,772	0.15%	156,245,457	78.11%	2,401
8. To re-elect Katy Mecklenburgh as a Director	155,903,064	99.78%	339,834	0.22%	156,242,898	78.11%	4,960
9. To elect Jacqui Ferguson as a Director	155,265,647	99.38%	976,181	0.62%	156,241,828	78.11%	6,030

10. To re-elect Mayank Prakash as a Director	155,254,839	99.37%	986,989	0.63%	156,241,828	78.11%	6,030
11. To re-elect Lynne Weedall as a Director	154,720,671	99.03%	1,521,157	0.97%	156,241,828	78.11%	6,030
12. To re-elect Robyn Perriss as a Director	154,907,489	99.15%	1,334,339	0.85%	156,241,828	78.11%	6,030
13. To re-appoint Ernst & Young LLP as auditor of the Company	150,396,242	96.26%	5,847,188	3.74%	156,243,430	78.11%	4,428
14. To authorise the Audit and Risk Committee to determine the auditor's remuneration	150,931,758	96.60%	5,311,941	3.40%	156,243,699	78.11%	4,159
15. To authorise the Company to make political donations and incur political expenditure up to the aggregate amount of £100,000	153,110,782	97.99%	3,135,590	2.01%	156,246,372	78.11%	1,486
16. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	149,316,317	95.57%	6,928,039	4.43%	156,244,356	78.11%	3,502
SPECIAL RESOLUTIONS							
17. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	149,346,852	95.59%	6,896,648	4.41%	156,243,500	78.11%	4,358
18. 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	145,554,216	93.16%	10,689,236	6.84%	156,243,452	78.11%	4,406
19. To authorise the Company to purchase its own shares	154,406,164	98.87%	1,763,286	1.13%	156,169,450	78.08%	78,408
20. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	152,282,689	97.46%	3,964,551	2.54%	156,247,240	78.11%	618

**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
9. To elect Jacqui Ferguson as a Director	90,316,869	98.93	976,181	1.07	91,293,050	45.64%	6,030
10. To re-elect Mayank Prakash as a Director	90,306,061	98.92	986,989	1.08	91,293,050	45.64%	6,030
11. To re-elect Lynne Weedall as a Director	89,771,893	98.33	1,521,157	1.67	91,293,050	45.64%	6,030
12. To re-elect Robyn Perriss as a Director	89,958,711	98.54	1,334,339	1.46	91,293,050	45.64%	6,030

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 11 December 2025, 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 200,022,813 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 9, 10, 11 and 12) have under Listing Rule 6.2.8 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 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
16 December 2025

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