

Company Number: 02174990

15 December 2021

Softcat plc

("Softcat", the "Company")

Results of Annual General Meeting

Softcat plc (the "Company") announces that at its Annual General Meeting ("AGM") held today, 15 December 2021, 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 11 November 2021, 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 2021	172,232,605	99.93	122,519	0.07	172,355,124	86.49	1,456,418
2. To approve the Directors' Remuneration Report	169,210,527	97.36	4,591,454	2.64	173,801,981	87.22	9,561
3. To declare a final dividend of 14.4 pence per ordinary share	173,808,366	100	647	0.00	173,809,013	87.22	2,529
4. To declare a special dividend of 20.5 pence per ordinary share	173,807,804	100	1,198	0.00	173,809,002	87.22	2,540
5. To re-elect Graeme Watt as a Director	171,376,480	98.60	2,431,714	1.40	173,808,194	87.22	3,348
6. To re-elect Martin Hellawell as a Director	159,987,459	92.31	13,332,646	7.69	173,320,105	86.98	491,437

7. To re-elect Graham Charlton as a Director	172,043,795	98.98	1,764,399	1.02	173,808,194	87.22	3,348
8. To re-elect Vin Murria OBE as a Director	158,843,560	91.39	14,964,585	8.61	173,808,145	87.22	3,397
9. To re-elect Robyn Perriss as a Director	173,668,498	99.92	139,619	0.08	173,808,117	87.22	3,425
10. To re-elect Karen Slatford as a Director	165,268,972	95.09	8,539,334	4.91	173,808,306	87.22	3,236
11. To re-appoint Ernst & Young LLP as auditor of the Company	172,972,534	99.52	833,926	0.48	173,806,460	87.22	5,082
12. To authorise the Audit Committee to determine the auditor's remuneration	173,805,122	100	1,268	0.00	173,806,390	87.22	5,152
13. To authorise the Company to make political donations and expenditure up to the aggregate amount of £100,000	169,940,570	97.78	3,866,948	2.22	173,807,518	87.22	4,024
14. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	165,589,470	95.27	8,213,930	4.73	173,803,400	87.22	8,142
SPECIAL RESOLUTIONS							
15. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	173,336,063	99.73	466,190	0.27	173,802,253	87.22	9,289
16. 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	170,064,267	97.85	3,728,529	2.15	173,792,796	87.21	18,746
17. To authorise the Company to purchase its own shares	173,252,292	99.80	338,571	0.20	173,590,863	87.11	220,679

18. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	168,201,568	98.76	2,111,920	1.24	170,313,488	85.47	3,498,054
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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 Murria OBE as a Director	93,894,782	86.25	14,964,585	13.75	108,859,367	54.63	3,397
9. To re-elect Robyn Perriss as a Director.	108,719,720	99.87	139,619	0.13	108,859,339	54.63	3,425
10. To re-elect Karen Slatford as a Director	100,320,194	92.16	8,539,334	7.84	108,859,528	54.63	3,236

Notes:

Any proxy appointments giving discretion to the Chair 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 13 December 2021, 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 199,271,972 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 and 10) 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/about-us/investor-centre/shareholder-information>.

Luke Thomas, Company Secretary
Softcat plc

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