softcat

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FOR IMMEDIATE RELEASE

17 September 2026

SOFTCAT plc
("Softcat", the "Company" or the "Group")

Acquisition of GDT and full year trading update

Acquisition accelerates our existing strategy by adding highly complementary US capability in data centres and networking solutions, significantly enhancing the Group's global relevance

Softcat plc (LSE: SCT.L), a leading UK provider of IT infrastructure technology and services, today announces that it has signed an agreement to acquire GDT Topco, L.P. ("**GDT**"), a leading US-based, multi-vendor IT solutions provider for an enterprise value of $1,050m (£785m[1]) (the "**Acquisition**").

The Acquisition provides multiple routes to value creation. It will create an even stronger Softcat, providing Softcat customers with access to expanded, credible US fulfilment and additional vendor capabilities in high demand infrastructure areas. It will create enhanced value for GDT, through the opportunity to create a broader US-based IT solutions provider via access to Softcat's expansive capabilities and team. In combination, Softcat and GDT will serve as a global partner to customers navigating today's complex IT requirements, backed by an enhanced service delivery capability, unlocking increased competitiveness and the ability to drive cross-sell and increased wallet share.

Transaction highlights

- The Acquisition is in line with Softcat's stated strategy of seeking to extend its capabilities in the US for the right opportunity.

- GDT brings meaningful scale and an established upper mid-market and enterprise customer base in a large and growing US market. It has a complementary offering that enhances Softcat's existing customer proposition, increasing its relevance to organisations with multinational requirements across networking, data centre, AI infrastructure, and cybersecurity.

- The Acquisition is expected to deliver in the range of high single-digit to low double-digit underlying EPS accretion in the first full fiscal year with modest financial leverage.

- Investing in a highly capable and proven GDT leadership team with decades of industry experience in the US and an ethos that is closely aligned with Softcat.

[1] GBP/USD exchange rate of 0.7474 as of 16 September 2026.

- GDT has an established service delivery and business operations team in Bengaluru, India providing Softcat with access to an exciting new talent market, while also enhancing our 24/7 customer service.

- Estimated net debt leverage of 1.3x at closing and forecast leverage to be below 1.0x by July 2028, in line with new target leverage range of 0.5-1.0x.

- The transaction is expected to close by the end of Q1 CY2027, subject to customary regulatory filings and approvals.

- Softcat is actively managing the foreign exchange exposure associated with the Acquisition in accordance with its risk management practices.

The consideration will be funded through a combination of cash, new debt facilities comprising a term loan and revolving credit facility, and the net proceeds from the issuance of new ordinary shares in the capital of the Company (the '**Equity Issue**'). Details of the Equity Issue, including a non-pre-emptive placing to institutional investors to be conducted through an accelerated bookbuilding process, are contained in a separate announcement released by the Company today. In conjunction with the Equity Issue, the Company intends to make an offer of new ordinary shares to retail investors, details of which are also separately announced.

FY2026 trading update

Softcat continued to trade well during the fourth quarter, delivering broad-based growth across technology areas and customer segments. As a result, the Board now expects to deliver high-teens growth in full year underlying operating profit, up from mid-teens previously, with GP growth moderately above this. The Group also remains strongly cash generative, with FY2026 cash conversion expected to be towards the top end of our guided range of 85%-95%.

Softcat operates in a significant and growing UKI market and continues to invest to drive further market share gains. Looking ahead, and excluding the contribution from GDT, the Board expects to deliver high single-digit underlying operating profit growth in FY2027.

Softcat's FY2026 preliminary results are scheduled for release on 14 October 2026.

Graham Charlton, Softcat CEO, commented:

"This is a very exciting moment for Softcat. GDT is a high-quality business with deep technical capability, strong customer and vendor relationships, and a culture centred on people and customer service that is closely aligned to our own. The acquisition, which we're executing from a position of strength, significantly accelerates our capability in the US and enhances the support we can offer to large and complex customers with multinational needs, particularly across networking, data centre, AI infrastructure and cybersecurity solutions. Softcat continues to trade well, reflecting the strength and depth of our customer proposition, the commitment of our people and our ability to gain share in a large and growing market. We are very excited by the momentum the GDT team has developed, and we look forward to welcoming them into the Softcat family. I know both sides are looking forward to getting to work together to provide even greater value to our joint customers, partners, employees and shareholders."

Shawn O'Grady, GDT Chair and CEO, added:

"We are excited by the prospect of joining forces with Softcat. By combining GDT's deep capabilities in networking and data centre solutions to power meaningful transformation in corporate IT infrastructure, with Softcat's complementary offering, expertise and customer relationships, we can drive significant growth in our market. What really energises us is how our two teams start from the same place. Both teams put the customer and employees at the heart of everything they do, and I strongly believe that they will experience the benefits and upside from the combination of our two companies."

Overview of GDT

Founded in 1996 and headquartered in Dallas, Texas, GDT is a leading US-based, multi-vendor data centre and networking solutions provider, serving approximately 700 upper-mid market and enterprise customers. With a strong heritage in telecoms networking infrastructure, the business has successfully expanded its expertise into broader IT solutions, across hardware, software and services. It is recognised as a highly capable networking, AI infrastructure and data centre partner, with end-to-end solutions spanning advisory, architecture, implementation and management.

Solutions cover hybrid cloud infrastructure, cybersecurity, collaboration, asset lifecycle management, and technology procurement and logistics. GDT has developed deep partnerships with leading vendors, including Cisco, NetApp, and NVIDIA, and in total has an extensive partner network of over 1,000 vendors enabling it to deliver complex designs and integrations.

GDT's leadership team is headed by Chair and CEO, Shawn O'Grady who has 35 years of IT industry experience and a track record of driving organic and acquisition-driven growth.

The gross assets of GDT as at 31 December 2025 were $718.6m, as shown in its consolidated balance sheet. For the year ended 31 December 2025, GDT reported attributable net income of $(58.4)m, as shown in its consolidated income statement. The reported net income for GDT includes all amortisation and interest-related expenses for the current capital structure. The financial information for the year ended 31 December 2025 has been prepared in accordance with U.S. GAAP.

Strategic rationale and benefits to Softcat

Softcat has been investing organically for several years in North America, as our customers increasingly look to us to support them internationally, with the biggest demand pull being into the US. In line with our stated strategy, we have been clear that the right acquisition in the US could significantly enhance our capabilities and relevance with customers.

After a disciplined search, we believe that GDT represents an exceptionally strong fit with the existing core strengths of Softcat, aligning well with the four growth engines that are key to Softcat's own success: sales and customer excellence, the broadest offering, operational excellence and special culture. Through this shared alignment and ambition, GDT provides Softcat with:

- stronger global fulfilment capabilities and a significantly enhanced proposition for enterprise customers with multinational needs.
- a highly complementary product and service capability enabling Softcat to deepen its offering in strategically important areas.
- a proven leadership team, which brings decades of US industry experience across technology, services and strategy, alongside strong alignment of ethos centred on people and customer service.
- access to the world's largest technology and IT market, with an estimated annual spend of c.$550-$650bn, and closer proximity to key global vendor partners.

A shared vision to drive growth

The strategic acquisition of GDT offers multiple routes to value creation, both in terms of enhancing Softcat and GDT's standalone customer propositions and share of wallet, as well as targeting new solutions and opportunities in combination, supported by improved global fulfilment capabilities:

- **Expanded solution and delivery capabilities:** the Acquisition will expand cross-selling capabilities and enhance the services proposition for both firms. GDT's customers will gain access to Softcat's solutions breadth and UKI and international delivery capability, while Softcat's customers will gain access to expanded and credible US fulfilment, as well as deeper infrastructure and networking capability.
- **A broadened GDT proposition:** Softcat's vendor relationships and portfolio development know-how will support and accelerate GDT's evolution into a broader solutions provider.
- **Enhanced customer access:** both businesses will gain exposure to new sets of customers, with increased global relevance and competitiveness for large and complex organisations that have multinational requirements.
- **Global service platform:** GDT's established presence in Bengaluru, with a team of around 230 people, provides Softcat with access to a mature and scalable platform for engineering talent, enhanced service delivery and business operations capability.

Transaction details

Softcat has agreed to pay an enterprise value of $1,050m (£785m) for GDT (calculated on a cash-free/debt-free basis, with normalised levels of net working capital). The Acquisition will be funded through a combination of cash on the balance sheet (£100m), new debt facilities with Softcat's relationship lenders (£550m) comprising a £450m RCF and £100m term loan, and proceeds from an equity placing (£350m), expected to represent less than 10% of issued share capital.

Effect of the Acquisition

Following completion, GDT will be fully consolidated into the Group's financial statements and, accordingly, the Group's assets are expected to increase to reflect the recognition of the identifiable assets acquired and related goodwill and intangibles, and the Group's liabilities are expected to increase primarily as a result of the new debt facilities used to fund the Acquisition.

It is expected that net debt leverage will rise to 1.3x following the Acquisition closing, compared with a net cash position of c. (0.7)x at the end of FY2026. With continued strong cash generation and in line with our proposed pathway to deleveraging, we expect this ratio to reduce to below 1.0x by the end of FY2028, in line with our new target leverage range of 0.5-1.0x.

For the twelve months ended December 2026, GDT is expected to deliver c.$240m gross profit at a year-on-year growth rate of c.30%, and c.$80m EBITDA on a U.S. GAAP basis.

The Acquisition is expected to deliver in the range of high single-digit to low double-digit underlying EPS accretion in the first full fiscal year with modest financial leverage and a medium-term tax benefit.

Board statement

The Board of Directors of Softcat has approved and supports the proposed acquisition, which is in line with the Group's strategy and follows extensive market research and due diligence. The transaction is, in the Board's opinion, in the best interests of security holders as a whole. Lazard & Co., Limited provided independent financial advice to the Non-Executive Directors of the Company in relation to the proposed acquisition.

Analyst and investor webcast

The management team will host an analyst and investor presentation at 9.00am UK time, on Friday, 18 September 2026. To join the webcast, please use the following link:

https://brrmedia.news/SCT_2026

Please register approximately 10 minutes prior to the start of the event.

Significant Transaction

The Acquisition, because of its size in relation to Softcat, constitutes a Significant Transaction for the purposes of the UK Listing Rules made by the Financial Conduct Authority (the "**FCA**") for the purposes of Part VI of the Financial Services and Markets Act 2000 (as amended), which came into effect on 29 July 2024 (the "**UKLRs**"), and is therefore notifiable in accordance with UKLR 7.3.1R and 7.3.2R. Additional details required under the UKLRs are included in the Appendices to this announcement.

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IMPORTANT NOTICES

This Announcement has been determined to contain inside information. The responsible individual for inside information at the Company is Luke Thomas (Company Secretary).

This Announcement is for information purposes only and does not constitute or include any advice or recommendation by the Company or the Banks (or any other person) regarding the securities of the Company or as to the merits of any transaction or the making of any investment decision and is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this Announcement or otherwise.

No securities in connection with matters set out in this Announcement have or will be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any State or other jurisdiction of the United States, and may not be offered, sold or transferred, directly or indirectly, in or into the United States, absent registration under the Securities Act or an exemption therefrom, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any State or other jurisdiction of the United States. No public offering of any securities in connection with matters set out in this Announcement will be made in the United States.

No person has been authorised to give any information or to make any representations other than those contained in this Announcement.

This Announcement contains certain forward-looking statements which includes all statements other than statements of historical fact, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Announcement. The Company does not undertake and is under no duty to update this Announcement or to correct any inaccuracies in any such information which may become apparent or to provide you with any additional information, other than any requirements that the Company may have under applicable law or the Listing Rules of the London Stock Exchange, the EU Prospectus Regulation, the Public Offer and Admissions to Trading Regulations 2024 (SI 2024/105), the Prospectus Rules: Admission to Trading on a Regulated Market Sourcebook of the FCA, the Disclosure Guidance and Transparency Rules, UK Market Abuse Regulation or EU Market Abuse Regulation. To the fullest extent permissible by law, such persons disclaim all and any responsibility or liability, whether arising in tort, contract or otherwise, which they might otherwise have in respect of this Announcement. The information in this Announcement is subject to change without notice.

No statement in this Announcement is or is intended to be a profit forecast or profit estimate or to imply that the earnings of the Company for the current or future financial years will necessarily match or exceed the historical or published earnings of the Company.

Peel Hunt LLP ("**Peel Hunt**") is authorised and regulated in the United Kingdom by the FCA. Barclays Bank PLC ("**Barclays**") and J.P. Morgan Securities plc ("**J.P. Morgan**") are each authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the PRA and the FCA. The FCA is acting in its capacity as the competent authority for the purposes of Part VI of the UK Financial Services and Markets Act 2000.

Each of Barclays, J.P. Morgan and Peel Hunt (collectively, the "**Banks**") are acting as financial adviser and/or corporate broker exclusively for the Company and no one else, in connection with the matters set out in this Announcement, and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to the contents of this announcement or any other matter or arrangement referred to herein. None of Barclays, Peel Hunt, or J.P. Morgan, nor any of their respective affiliates, owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client in connection with this announcement, any matter, arrangement or statement contained or referred to herein or otherwise.

Lazard & Co., Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, was appointed by the Company to act exclusively as independent Financial Adviser to the Non-Executive Directors of the Company and no one else in connection with the Acquisition and will not be responsible to anyone other than the Non-Executive Directors of the Company for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Lazard & Co., Limited nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with this Announcement, any statement contained herein or otherwise.

This announcement is being issued by and is the sole responsibility of the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by any of the Banks (apart from the responsibilities or liabilities that may be imposed by the Financial Services and Markets Act 2000 or the regulatory regime established thereunder) or by any of its respective affiliates or by any of their respective directors, officers, employees, advisers, representatives or shareholders (collectively, "**Representatives**") for the contents of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers or any other statement made or purported to be made by or on behalf of any Bank or any of their respective affiliates or by any of their respective Representatives in connection with the Company, the Acquisition or the Placing, and any responsibility and liability whether arising in tort, contract or otherwise therefore is expressly disclaimed.

Appendix 1 – Summary of the Principal Terms of the Transaction

Parties and structure

The Acquisition is governed by a transaction agreement (the "**Transaction Agreement**") entered into by (amongst others) Softcat US (Holdings) Inc. ("**Buyer**"), Landman Merger Sub, L.P., GDT, certain sellers affiliated with H.I.G. Capital, LLC and H.I.G. GDT, L.P. (acting as the "**Sellers' Representative**"). The Acquisition is structured as a two-step transaction, involving the acquisition of units in certain "blocker" entities and a subsequent reverse subsidiary merger under Delaware law.

Guarantee

Softcat is providing a limited financial guarantee in respect of the Buyer's payment obligations under the Transaction Agreement, which will be capped at the total amount of consideration payable by the Buyer under the Transaction Agreement.

Conditions

The Acquisition is conditional upon the following mutual conditions to completion (i) the expiration or termination of the antitrust waiting period under the Hart–Scott–Rodino Antitrust Improvements Act in the United States of America (the "**U.S.**"), (ii) clearance from the Committee on Foreign Investment in the U.S., (iii) the absence of any law or order preventing completion, and (iv) delivery of the requisite written consent of the majority holders of GDT unitholders. Additionally, each party's obligation to complete is subject to other customary closing conditions, including the accuracy of the other parties' representations and warranties, compliance with pre-closing covenants and delivery of customary closing deliverables. The Buyer's obligation to complete is also subject to a customary "no material adverse effect" condition in respect of the GDT group.

The long stop date for satisfaction of the conditions is 30 June 2027 (the "**Outside Date**").

Consideration

The consideration for the Acquisition is calculated by reference to a base purchase price of $1,050m, subject to customary completion accounts adjustments for cash, debt, net working capital and other similar items. The consideration is payable wholly in cash.

Warranties and indemnities

GDT has given customary warranties in respect of its business. The sellers have given customary fundamental warranties, including as to their organisation, authorisation, title and capitalisation. The Buyer has given customary warranties, including as to its organisation, authorisation and financing.

None of the warranties will survive completion (subject to customary exceptions for fraud and post-closing covenants). The Buyer has obtained representation and warranty insurance ("**RWI**"), providing the Buyer with insurance cover in respect of (i) representations and warranties given by each of GDT and the relevant sellers, and (ii) certain tax matters.

Termination

The Transaction Agreement contains customary termination rights, including termination by mutual consent, by either party if the Acquisition has not completed by the Outside Date or if completion is prevented by a final legal prohibition, and by either party for uncured material breach by the other side.

Governing law and jurisdiction

The Transaction Agreement is governed by the laws of the State of Delaware (without giving effect to conflicts of law principles). The parties submit to the exclusive jurisdiction of the U.S. District Court for the District of Delaware and the Delaware Court of Chancery.

Appendix 2 - Additional Information

Risks of the Acquisition

The risks disclosed below are those which Softcat considers: (i) are material risks related to the Acquisition; (ii) will be new material risks to the Group as a result of the Acquisition; or (iii) are existing material risks for the Group which will be affected by the Acquisition. Shareholders should carefully consider the risks and uncertainties described below, together with all other information contained in this announcement. The risks described below are not set out in any order of priority, assumed or otherwise. The risks and uncertainties described below are not intended to be exhaustive and are not the only ones that the Group faces.

<u>The Group may fail to realise, or it may take longer than expected to realise, the full expected benefits of the Acquisition</u>

The Group may not realise the full anticipated benefits that it expects will arise as a result of the Acquisition, or may encounter difficulties, higher costs or delays in achieving those anticipated benefits. Any failure to realise the anticipated benefits that the Group expects to arise as a result of the Acquisition, or any delay in achieving such anticipated benefits, could reduce the value created by the Acquisition and have an adverse impact on the Group.

<u>GDT may be adversely affected by general macroeconomic, political and financial market conditions</u>

GDT's customers are established upper mid-market and enterprise organisations. Any potential adverse change in the macroeconomic climate, or a significant deterioration of the global trade environment, may result in the business facing a decrease in customer demand, impacting GDT's financial performance. Softcat has undertaken significant due diligence on the business, its customers and end markets, and has reflected this in the transaction terms, but this may not be fully effective to wholly cover any and all losses suffered in connection.

<u>Softcat may not be able to retain key employees of GDT following the Acquisition</u>

The members of the leadership team of GDT are important to its future commercial success and financial performance and are expected to remain in the business. Following the transaction, key members of the GDT team including its Chair and CEO may decide not to continue in their roles as part of Softcat, which could have a material and adverse impact on the financial performance of the business.

<u>Completion of the Acquisition is subject to the satisfaction of certain customary conditions, and if the Acquisition does not complete because any of the conditions are not satisfied, the Group will not realise the perceived benefits of the Acquisition</u>

Completion of the Acquisition is subject to the satisfaction of certain closing conditions including regulatory clearances. There is no guarantee that these conditions will be satisfied. Failure to satisfy any of these conditions may result in the Acquisition not completing. If the Acquisition does not complete, the Group will not benefit from the expected benefits of the Acquisition. As a result, there is a risk that the Group may incur significant expenditure in connection with, or to satisfy, such conditions, which will be in addition to the actual costs of the Acquisition. There can be no assurance that the conditions to the closing of the Acquisition ("**Closing**") will be satisfied, waived or fulfilled in a timely fashion or that the Acquisition will be completed.

<u>The Group may have foreign exchange risk related to the consideration for the Transaction and, following Closing, the Group will have increased foreign exchange risk in connection with its operations due to the increased portion of assets, liabilities and earnings denominated in US dollars</u>

Softcat's functional currency is pounds sterling, but the consideration for the Acquisition has been calculated in, and the cash consideration will be paid in, U.S. dollars. There may be a delay between the date on which the Transaction Agreement was entered into and Closing, and the Group may therefore be exposed to the risk of significant appreciation of the US dollar against pound sterling in this period. In order to minimise this risk, Softcat is actively managing the foreign exchange exposure associated with the Acquisition in accordance with its risk management practice, but this may not be fully effective.

Additionally, the Group presents its financial statements in pounds sterling and, following Closing, will have a greater portion of US dollar denominated assets, liabilities and earnings as a result of the assets and revenues of GDT across the United States. The financial results and condition of the Group following Closing will therefore be more sensitive to fluctuations in the exchange rate of the pound sterling against the US dollar than they are currently. Following Closing, a depreciation of the US dollar relative to pound sterling could have an adverse impact on the consolidated financial condition and results of operation of the Group.

The Group may sustain losses in relation to the Acquisition for which it may not be able to obtain compensation

While the Buyer receives the benefit of certain representations and warranties under the Transaction Agreement, none of these representations and warranties survives Closing (except in the case of fraud), and the Transaction Agreement does not contain any traditional post-Closing indemnification by the sellers in favour of the Buyer. Instead, the Buyer has obtained a RWI policy in respect of potential losses sustained due to a breach of certain of the representations and warranties given under the Transaction Agreement. The insurance policy contains certain exclusions and limitations, including in relation to amount and time. Accordingly, in the event that Softcat sustains losses as a result of the Acquisition, Softcat may not be able to obtain compensation for such losses from the sellers (given the non-survival of the representations and warranties and the post-closing release) and/or from the insurers (as a result of the exclusions and limitations contained in the insurance policy).

Material Contracts

Softcat

The following is a summary of each contract (not being a contract entered into in the ordinary course of business) to which the Group is or has been a party: (i) within the two years immediately preceding the date of this announcement which is, or may be, material; or (ii) at any time, which contains provisions under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of this announcement:

(1) Transaction Agreement

A summary of the Transaction Agreement is set out in Appendix 1 of this announcement.

(2) Guarantee

Concurrent with the execution of the Transaction Agreement, Softcat has entered into a limited guarantee in favour of GDT (the "**Guarantee**"), pursuant to which Softcat guarantees the payment obligations of Buyer under the Transaction Agreement. The Guarantee is capped at an amount equal to the total consideration payable by the Buyer under the Transaction Agreement.

(3) Placing Agreement

In connection with the Equity Issue, the Company has entered into an agreement with J.P. Morgan Securities plc and Peel Hunt LLP ("**Joint Global Coordinators**") under which, subject to the conditions set out therein, the Joint Global Coordinators as agents for and on behalf of the Company have agreed to use their respective reasonable endeavours to procure subscribers for £350m worth of newly issued shares in the capital of the Company. Details of the Placing Agreement are contained in a separate announcement released by the Company today.

(4) Mandate Letter

Pursuant to a mandate letter dated 17 September 2026 between Softcat, J.P. Morgan Securities plc, Barclays Bank PLC and BNP Paribas as mandated lead arrangers and bookrunners, and JPMorgan Chase Bank N.A., London Branch, Barclays Bank PLC and BNP Paribas as underwriters (the "**Underwriters**"), the Underwriters have committed to underwrite and syndicate a GBP 100,000,000 term facility and GBP 450,000,000 revolving credit facility agreement (the "**New Facilities Agreement**"). It is envisaged that the New Facilities Agreement will be executed before the completion of the Acquisition. The New Facilities Agreement will provide for an uncommitted accordion facility which may be used to establish further revolving credit or term loan commitments, provided that the total commitments do not exceed GBP 700,000,000. Softcat plc, Softcat US LLC and Softcat US (Holdings) Inc. will each be a borrower and guarantor under the New Facilities Agreement. The facilities will be unsecured. The proceeds of the facilities may be used towards: (i) financing the consideration and any other amounts payable in connection with the Acquisition; (ii) repaying any indebtedness of the GDT group; (iii) general corporate and working capital purposes of the Group; (iv) payment of any borrowings or indebtedness of the Group and paying any costs, fees or premium in connection therewith; and/or (v) permitted acquisitions.

(5) Existing Facilities Agreement

Pursuant to a facilities agreement dated 17 March 2026 (the "**Existing Facilities Agreement**"), a GBP 50,000,000 revolving credit facility was made available to Softcat plc as borrower, with National Westminster Bank plc acting as Agent, and JPMorgan Chase Bank N.A., London Branch, BNP Paribas, London Branch, HSBC UK Bank plc, and National Westminster Bank plc as lenders. The Existing Facilities Agreement provides for an uncommitted accordion facility which may be used to establish further revolving credit or term loan commitments, provided that the total commitments do not exceed GBP 400,000,000. The facilities are unsecured. The proceeds of the facilities may be used for the general corporate and working capital purposes of the Group and permitted acquisitions.

GDT

The following is a summary of each contract (not being a contract entered into in the ordinary course of business) to which GDT is or has been a party: (i) within the two years immediately preceding the date of this announcement which is, or may be, material; or (ii) at any time, which contains provisions under which GDT has any obligation or entitlement which is material to GDT as at the date of this announcement:

(1) Transaction Agreement

A summary of the Transaction Agreement is set out in Appendix 1 of this announcement.

(2) Wells Fargo ABL Facility

Pursuant to an amended and restated ABL credit agreement dated June 18, 2021, as subsequently amended, most recently on April 27, 2026 (the "**Wells Fargo ABL Facility**"), Wells Fargo Capital Finance, LLC, acting as administrative agent, collateral agent, channel finance funding agent and lender, made available to GDT Acquisitions, LLC, GDT, L.P., GDT Government Services LLC and certain other subsidiaries of GDT Intermediate, LLC a senior secured asset-based financing facility. The facility currently comprises revolving commitments of $40 million, together with a discretionary channel finance facility, subject to an aggregate maximum credit amount of $120 million. The facility may be used to finance working capital requirements and for general corporate purposes, including capital expenditure and acquisitions. The obligations under the facility are guaranteed by GDT Intermediate, LLC and secured over substantially all of the assets of the relevant loan parties, subject to customary exclusions and the applicable intercreditor arrangements. The facility is scheduled to mature on December 18, 2026.

(3) KKR Term Loan

GDT Acquisitions LLC, a subsidiary of GDT, is party to a credit agreement dated June 18, 2021, as subsequently amended, most recently on March 30, 2023, with the lenders party thereto. The facility had an original principal amount of $338 million, of which approximately $254.1 million remained outstanding as of May 2026. The obligations under the facility are guaranteed by GDT Intermediate, LLC and certain of its subsidiaries and secured over substantially all of the assets of the relevant loan parties, subject to customary exclusions and the applicable intercreditor arrangements.

Legal and Arbitration Proceedings

Softcat

There are no, and nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Softcat is aware) which may have, or during the last twelve months prior the date of this announcement have had, a significant effect on the Company's and/or the Group's financial position or profitability.

GDT

There are no, and nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which Softcat is aware) which may have, or during the last twelve months prior the date of this announcement have had, a significant effect on GDT's financial position or profitability.

Related Party Transactions

Softcat

The Company has not entered into any related party transactions that are relevant to the Acquisition and have not been published prior to the release of this announcement.

Financial effects

The strategic rationale for the transaction is driven by growth and complementary capabilities rather than cost reduction. The value case is not dependent on rapid integration or material cost synergies, and no redundancies are planned as a consequence of the transaction.

The quantified estimated financial benefits summarised under Transaction highlights and Effect of the Acquisition reflect both the beneficial elements and relevant costs and are contingent on the Acquisition completing and could not be achieved independently. The directors' belief that these benefits will be able to be achieved is underpinned by an extensive modelling exercise that was undertaken by management in collaboration with the Company's advisers.

Sources of information and bases of calculation

In this announcement,

1. Unless otherwise stated, financial information relating to Softcat plc has been extracted or derived, without material adjustment, from the audited annual report and accounts for the financial year ended 31 July 2025. Where financial information has been extracted from Softcat's internal unaudited financial accounting records and/or internal unaudited management accounting records, such information has not been audited or otherwise independently verified and is based on management estimates and judgements.

2. Unless otherwise stated, financial information relating to GDT has been extracted or derived from audited management information prepared in accordance with U.S. GAAP for the financial year ended 31 December 2025. Where financial information has been extracted from GDT's internal financial accounting records and/or internal management accounting records, such information has not been audited or otherwise independently verified.

3. The basis of preparation for all other financial information presented in this announcement relating to Softcat and GDT is otherwise consistent with the accounting policies applied by both companies in their most recent audited financial statements. The accounting policies adopted by the GDT group in its most recent audited financial statements differ from the accounting policies adopted by Softcat in its most recent audited financial statements. The difference primarily relates to revenue recognition of multi-year contracts, the impact of which will be finalised as part of the Group's financial reporting alignment process.

4. Certain forward-looking information presented in this announcement relating to Softcat and GDT constitutes non-statutory financial information and has been provided to assist shareholders solely for informational purposes to understand the potential effects of the Acquisition. As explained further below, forward-looking statements involve a number of risks, uncertainties and assumptions and actual results or events may differ materially.

5. The enterprise value of $1,050m (c. £785m) is calculated on a cash-free, debt-free basis with a normalised level of net working capital.

6. This announcement contains certain unaudited alternative performance measures ("APMs") and other non-statutory measures, including (without limitation) underlying operating profit, cash conversion, net debt leverage (including pro forma net leverage), enterprise value, GDT's EBITDA and references to underlying EPS accretion. These measures are used by the Group and/or GDT's management to assess performance and are presented to assist shareholders in understanding underlying trends and the potential effects of the Acquisition. APMs and other non-statutory measures may not be directly comparable with similarly titled measures presented by other companies and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS or U.S. GAAP.

Key individuals

The GDT leadership team includes the following key individuals, who will, following Closing, continue to manage the GDT business under Softcat:

- Shawn O'Grady (CEO)
- Fachtna Keohane (CFO)
- Suzanne Gallagher (CSO)
- Dan Mosley (CRO)
- Jeffrey Bannister (EVP, Enterprise Services)
- Dave Arcemont (CPO)
- Liana Clarke (VP, Chief Accounting Officer)