SOFTCAT PLC

(incorporated and registered in England and Wales under number 02174990)

NOTICE OF ANNUAL GENERAL MEETING 2026

Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom
Tuesday 15 December 2026 at 11.30am (UK time)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor/attorney, accountant, banker or other appropriate independent professional adviser immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 3 and 4 of this document and which recommends you vote in favour of the resolutions to be proposed at the Annual General Meeting.

The notice of the Annual General Meeting of the Company to be held at 11.30am (UK time) at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom, on Tuesday 15 December 2026 is set out in this document. You will be able to vote by proxy electronically by logging on to your Purple Trader account on www.purpletrader.com and following the instructions. If you have not done so previously, you will need to register on Purple Trader. To register, you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, MUFG Corporate Markets. To be valid, your proxy votes must be received no later than 11.30am (UK time) on Friday 11 December 2026. Appointing a proxy will not preclude ordinary shareholders from attending and voting at the Annual General Meeting, should they choose to do so.

Further instructions on appointing a proxy are set out in this document.

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Chairman's letter

Solar House
Fieldhouse Lane
Marlow, Buckinghamshire
SL7 1LW

To the ordinary shareholders

Dear shareholder

ANNUAL GENERAL MEETING: Tuesday 15 December 2026

I am pleased to write to you with the details of the 2026 Annual General Meeting (the 'Meeting') of Softcat plc ('Softcat' or the 'Company'). The Meeting will be held at our head office at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom, on Tuesday 15 December 2026 at 11.30am (UK time).

Resolutions and explanatory notes

The formal notice convening the Meeting (the 'Notice') is set out on pages 5 to 7 of this document. Explanatory notes to each of the resolutions to be proposed at the Meeting can be found on pages 8 to 12.

There will be an opportunity for you to raise questions at the Meeting about the resolutions set out in the Notice and about the business of the Company.

In accordance with the UK Corporate Governance Code (the 'Code'), all of the Directors of the Company will stand for re-election. Biographies for all the Directors standing for re-election are provided on pages 13 and 14, and a summary of the Board effectiveness evaluation that took place during the year is on pages 14 and 15. The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Group.

Attendance and voting in person or by proxy

All resolutions for consideration at the Meeting will be voted on by way of a poll, rather than a show of hands. This means that ordinary shareholders will have one vote for each ordinary share held. The Company believes that this will result in a more accurate reflection of the views of ordinary shareholders by ensuring that every vote is recognised, including the votes of ordinary shareholders who are unable to attend the Meeting, but who have appointed a proxy for the Meeting.

If you are entitled but are unable to attend and vote at the Meeting, you may appoint a proxy to vote on your behalf. Please read the 'Additional notes' section on pages 16 and 17 of this Notice for actions required by ordinary shareholders to appoint a proxy. Shareholders are encouraged to appoint their proxies online and/or to act promptly in response to this letter, in case of any postal delays in paper proxies being received by the Company. If you are in any doubt as to the action you should take, please consult your stockbroker, solicitor/attorney, accountant, banker or other appropriate independent professional adviser, immediately.

In addition to the opportunity to raise questions at the Meeting, the Company will continue to welcome questions from shareholders on the business of the Meeting, or any other matters relating to the Company, by email. Questions should be submitted to the Company Secretary at cosec@softcat.com by 11.30am on Monday 14 December 2026 or by letter addressed to the Company Secretary at the Company's registered office. The email or letter should include: the shareholder's full name, number of shares held, email address and telephone contact details. Responses will be given either by telephone, email or letter, and a summary of questions asked, and responses given, will be included in the Investor section of the Group's website.

Further information

Further information relating to the Group and its financial information can be found in the Annual Report and Accounts for the year ended 31 July 2026, which was circulated at the same time as this Notice and is also available on our Group website at www.softcat.com/investors/investor-centre/. The Group's website contains a variety of other information, including previous Annual Reports, Company announcements, investor presentations and share price data, as well as information regarding the Group's corporate governance practices.

Recommendation

Your Board believes that the resolutions contained in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings.

The voting results on the resolutions will be announced via the UK Regulatory News Service and published on our website as soon as possible after the Meeting.

On behalf of the Board, I thank you for your continued support.

Yours faithfully



Graeme Watt
Non-Executive Chairman
13 October 2026

Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting (the 'Meeting') of Softcat plc (the 'Company') will be held at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom, on Tuesday 15 December 2026 at 11.30am (UK time).

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 15 inclusive will be proposed as ordinary resolutions and resolutions 16 to 19 inclusive will be proposed as special resolutions.

Resolutions

Resolution 1: To receive the Group's annual accounts for the financial year ended 31 July 2026 together with the Directors' Report and the Auditor's Report on those accounts.

Resolution 2: To approve the Directors' Remuneration Report set out on pages 94 to 112 inclusive of the Group's Annual Report and Accounts for the financial year ended 31 July 2026.

Resolution 3: To declare a final dividend for the financial year ended 31 July 2026 of 21.6p per ordinary share payable to the Company's ordinary shareholders who are registered as such at the close of business on the record date of Friday 13 November 2026.

Resolution 4: To re-elect Graeme Watt as a Director of the Company.

Resolution 5: To re-elect Graham Charlton as a Director of the Company.

Resolution 6: To re-elect Katy Mecklenburgh as a Director of the Company.

Resolution 7: To re-elect Jacqui Ferguson as a Director of the Company.

Resolution 8: To re-elect Mayank Prakash as a Director of the Company.

Resolution 9: To re-elect Lynne Weedall as a Director of the Company.

Resolution 10: To re-elect Robyn Perriss as a Director of the Company.

Resolution 11: To authorise the Audit and Risk Committee of the Company to reappoint Ernst & Young LLP as auditor of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

Resolution 12: To authorise the Audit and Risk Committee of the Company (for and on behalf of the Board) to determine the remuneration of the auditor of the Company.

Resolution 13: That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company, and all companies that are its subsidiaries at any time during the period for which this resolution has effect, are authorised to:

a) make political donations to political parties or to independent election candidates not exceeding £50,000 in total;

b) make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and

c) incur any political expenditure not exceeding £50,000 in total, provided that the aggregate amount of such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company.

For the purpose of this resolution, 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with Sections 363, 364 and 365 of the Act. This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at close of business on 31 December 2027, whichever occurs first.

Resolutions continued

Resolution 14: That:

a) the Softcat plc 2026 Irish Save-As-You-Earn Plan (the 'Irish SAYE'), the principal terms of which are summarised in Appendix 1 to this Notice and the rules of which are produced at the Meeting and, for the purposes of identification, initialled by the Chairman, be and is hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary or expedient to carry the Irish SAYE into effect; and

b) the Directors be and are hereby authorised to establish such further plans based on the Irish SAYE as they consider necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Irish SAYE.

Resolution 15: That the Directors be generally and unconditionally authorised, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares:

a) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the Act) of £35,940 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the Act) of £71,881 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at close of business on 31 December 2027 (whichever occurs first) save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for, or to convert securities into, shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 16: That, subject to the passing of resolution 15 above, but without prejudice to the exercise of any such power prior to the date of the passing of this resolution, the Directors be generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by such resolution 15 and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and sale of treasury shares:

a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever;

b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £10,782; and

c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by Paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or, if earlier, at the close of business on 31 December 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 17: That, subject to the passing of resolution 15 above and in addition to the power granted under resolution 16 above, the Directors be generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £10,782, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by Paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or, if earlier, at the close of business on 31 December 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 18: To authorise the Company generally and unconditionally for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of £0.0005 each on such terms and in such manner as the Directors may from time to time determine, provided that:

a) the maximum number of ordinary shares which may be purchased is 21,564,256;

b) the minimum price which may be paid for each ordinary share is £0.0005 (being the nominal value of an ordinary share), which amount shall be exclusive of expenses, if any;

c) the maximum price (exclusive of expenses, if any) which may be paid for each ordinary share is an amount equal to the higher of:

   i. 105% of the average of the middle market quotations of the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and

   ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;

d) if given, this power will expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 (or on 31 December 2027, whichever occurs first); and

e) under the authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

Resolution 19: That a general meeting (other than an Annual General Meeting) of the Company may be called on not less than 14 clear days' notice.

By order of the Board.



Luke Thomas
Company Secretary
Softcat plc
13 October 2026

Registered in England and Wales No. 02174990

Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom

Explanatory notes to the resolutions

Resolution 1: Annual financial statements and Directors' Report

Under the Companies Act 2006, the Directors are required to present the annual accounts, Directors' Report and Auditor's Report to the Annual General Meeting ('AGM'). These are contained in the Group's 2026 Annual Report and Accounts for the year ended 31 July 2026 and are available on the Group's website at www.softcat.com/investors/investor-centre/.

Resolution 2: Directors' Remuneration Report

This resolution deals with the remuneration paid to the Directors during the year under review. Ordinary shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 94 to 112 in the 2026 Annual Report and Accounts. The Directors' Remuneration Report includes an annual statement from the Chair of the Remuneration Committee. In accordance with the Companies Act 2006, this resolution is an advisory vote only and the Directors' entitlement to receive remuneration is not conditional on it. The resolution and vote are a means of providing shareholder feedback to the Board.

Resolution 3: Final dividend

The Board proposes a final dividend of 21.6p per ordinary share for the financial year ended 31 July 2026. If approved, the final dividend will be payable on 21 December 2026 to all ordinary shareholders who are registered as such at the close of business on the record date of 13 November 2026.

Resolutions 4–10: Re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code and the Company's Articles of Association, all members of the Board are seeking re-election.

The biographical details of the Directors are set out on pages 13 and 14 of this Notice.

Following recommendation from the Nomination Committee, the Chairman is satisfied that each Director continues to be effective and demonstrates a commitment to the role and that each of the Directors dedicates sufficient time to their duties. The Directors believe that the Board has an appropriate balance of skills and experience and provides effective leadership for the Company. The Board has a variety of skills which include significant financial and commercial experience, extensive knowledge of the information technology industry and listed company experience. The Board therefore recommends the re-election of all Directors.

Resolutions 7 to 10 (inclusive) relate to the re-election of Directors that the Board has determined are Independent Non-Executive Directors for the purposes of the UK Corporate Governance Code (the 'Independent Non-Executive Directors').

Under the UK Listing Rules, Peter Kelly is a controlling shareholder of the Company. A controlling shareholder means any person who exercises or controls on their own or together with any person with whom they are acting in concert 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company. The UK Listing Rules require that the election or re-election of any Independent Non-Executive Director by shareholders must be approved by a majority vote of not only all ordinary shareholders of the Company but also of the independent shareholders of the Company (that is, the ordinary shareholders of the Company entitled to vote on the election of Directors who are not controlling shareholders of the Company).

Resolutions 7 to 10 (inclusive) are being proposed as ordinary resolutions which all ordinary shareholders may vote on in the usual way. However, in addition, the Company will separately count the number of votes cast by independent shareholders in favour of each of the resolutions (as a proportion of the total votes cast by independent shareholders). The Company, when announcing the results of the AGM in respect of resolutions 7 to 10 (inclusive), will announce the results of both the vote of all ordinary shareholders of the Company and also the vote of the independent shareholders of the Company.

Under the UK Listing Rules, if a resolution to elect or re-elect an Independent Non-Executive Director is not approved by a majority vote of both the ordinary shareholders as a whole and the independent shareholders of the Company at the AGM, a further resolution may be put forward to be approved by the ordinary shareholders as a whole at a meeting which must be held more than 90 days after, but within 120 days of, the meeting when the first vote was held.

Accordingly, if any of resolutions 7 to 10 (inclusive) are not approved by a majority vote of the Company's independent shareholders at the AGM, the relevant Independent Non-Executive Director(s) will be treated as having been elected or re-elected only for the period from the date of the AGM until the earlier of: (i) the close of any general meeting of the Company, convened for a date more than 90 days after, but within 120 days of, the AGM, to propose a further resolution to re-elect him or her; (ii) the date which is 120 days after the AGM; and (iii) the date of any announcement by the Board that it does not intend to hold a second vote. In the event that the relevant Independent Non-Executive Director's re-election is then approved by a majority vote of all ordinary shareholders at such second general meeting, he or she will then be treated as re-elected until the next AGM of the Company.

The Board has assessed whether the Independent Non-Executive Directors remain independent in accordance with the criteria contained in the UK Corporate Governance Code and is content that each of the Independent Non-Executive Directors offering themselves for re-election is independent in character. None of the Independent Non-Executive Directors has or had any existing or previous relationship, transaction or arrangement with the Company, nor with any of its Directors, the controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of Listing Rule 6.2.3R. All of the Independent Non-Executive Directors are experienced and have a broad knowledge of the sector and, as a result of their experience, the Board considers that each Independent Non-Executive Director provides a valuable contribution and an impartial perspective to the Board's discussions.

Resolution 11: Reappointment of the auditor

At each general meeting at which the Annual Report and Accounts are presented to ordinary shareholders, the shareholders are required to appoint an auditor to serve until the next such meeting. The Board, following a recommendation to that effect made by the Audit and Risk Committee, is proposing the reappointment of Ernst & Young LLP ('EY') as auditor of the Company. EY has agreed to continue in office as auditor of the Company and, accordingly, resolution 11 authorises the Audit and Risk Committee to reappoint EY as auditor of the Company.

Resolution 12: Remuneration of the auditor

The remuneration of the Company's auditor must be fixed by the Company in general meeting or in such manner as the shareholders may determine in general meeting. The Audit and Risk Committee of Softcat plc has responsibility for overseeing the relationship with the external auditor. This responsibility includes approving the external auditor's engagement letter and the audit fee. This resolution seeks shareholder approval to authorise the Audit and Risk Committee to determine the remuneration of the auditor of the Company.

Resolution 13: Authority to make political donations

The definition of donation or expenditure in this context is very wide and may extend to bodies concerned with policy review, law reform and the representation of the business community. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may also fall within the scope of this definition. It could also include special interest groups, such as those involved with the environment, which the Company might wish to support, even though these activities are not designed to support or influence support for a particular political party.

It is not the policy of the Company to make political donations or to incur other political expenditure as those expressions are normally understood and the Directors have no intention of changing that policy. However, the Directors consider that it is in the best interests of the shareholders for the Company to participate in public debate and opinion forming on matters which affect its business.

The existing authority for these payments expires at the end of the Company's 2026 AGM. To avoid inadvertently infringing the Companies Act through the Company's normal business activities, the Directors are seeking authority for the Company to make political donations and to incur political expenditure during the period from the date of the AGM in 2026 to the end of the AGM in 2027 or 31 December 2027, whichever occurs first.

Resolution 14: Softcat plc 2026 Irish Save-As-You-Earn Plan

The purpose of this resolution is to seek shareholder approval for the adoption of the Softcat plc 2026 Irish Save-As-You-Earn Plan (the 'Irish SAYE').

The Irish SAYE is an all-employee incentive arrangement for eligible employees of the Company and its subsidiaries in Ireland. In line with relevant Irish tax legislation, all eligible employees must be invited to participate in the Irish SAYE. Employees who choose to participate enter into an Irish Revenue-approved savings contract to make monthly contributions from salary over a three- or five-year period. At the end of this period, participants can choose to withdraw their savings or use their savings to exercise an option to acquire ordinary shares in the Company in a tax-efficient manner.

A summary of the principal terms of the Irish SAYE is set out in Appendix 1 to this document. A copy of the rules of the Irish SAYE will be available for inspection at the AGM for at least 15 minutes prior to the meeting and up until the close of the meeting and on the National Storage Mechanism from the date of this Notice (https://data.fca.org.uk/#/nsm/nationalstoragemechanism).

Resolution 15: Authority to allot ordinary shares

The purpose of this resolution 15 is to give the Directors authority to allot shares in place of the existing authority approved at the AGM of the Company held on 15 December 2025, which expires at this year's AGM.

The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £35,940 (representing approximately one-third of the total issued ordinary share capital of the Company as at 6 October 2026, the latest practicable date prior to publication of this Notice).

The authority in paragraph (b) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to an aggregate nominal value of £71,881 (representing approximately two-thirds of the total issued ordinary share capital of the Company as at 6 October 2026, the latest practicable date prior to publication of this Notice) (such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of resolution 15).

The Company does not currently hold any shares in treasury.

The Board has no present intention of exercising these authorities other than in relation to the Company's employee share schemes, but the Board believes it is in the best interests of the Company to have these authorities so that the Board can allot securities at short notice and without the need to hold a general meeting of the Company if the need arises. However, if they do exercise these authorities, the Directors intend to take note of relevant corporate governance guidelines on the use of such powers.

The authorities sought in paragraphs (a) and (b) of resolution 15 are without prejudice to previous allotments made under such existing authorities.

The authorities will only be valid until the conclusion of the AGM of the Company in 2027 or on 31 December 2027, whichever occurs first.

Resolution 16: Authority to disapply pre-emption rights

The purpose of this resolution 16 is to give the Directors the power to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings. The power granted at the AGM of the Company held on 15 December 2025 is due to expire at this year's AGM. Accordingly, this resolution will be proposed as a special resolution to grant such a power. The authority sought under this resolution is in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group in November 2022 (the '2022 Statement of Principles').

In respect of part (b) of this resolution, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £10,782 (being no more than 10% of the Company's issued ordinary share capital as at 6 October 2026, the latest practicable date prior to publication of this Notice). Part (c) seeks additional authority for the purposes of making a follow-on offer to existing shareholders (under part (b) of the resolution) and as described in the 2022 Statement of Principles, up to an additional aggregate amount equal to 20% of any allotment under part (b) of the resolution. The maximum additional nominal amount that could be issued under part (c) of the resolution (based on the authority under part (b) being used in full) is £2,156 (representing no more than 2% of the issued share capital of the Company as at 6 October 2026). If given, this power will expire at the conclusion of the AGM of the Company to be held in 2027 or on 31 December 2027, whichever occurs first.

The Directors believe this resolution should be proposed as they consider it prudent to maintain the flexibility that it provides. The Directors do not currently intend to make use of the power and anticipate only making use of it where the specific circumstances of the Company require. The Board will have full regard to the 2022 Statement of Principles in relation to any exercise of this power.

Resolution 17: Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

The purpose of this resolution 17 is to seek further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings to reflect the 2022 Statement of Principles.

Accordingly, resolution 17 will be proposed as a special resolution to grant such a power.

In respect of part (a) of this resolution, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £10,782 (being no more than 10% of the Company's issued ordinary share capital as at 6 October 2026, the latest practicable date prior to publication of this Notice). The authority will be used only in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles. Part (b) seeks additional authority for the purposes of making a follow-on offer to existing shareholders (under part (a) of the resolution) and as described in the 2022 Statement of Principles, up to an additional aggregate amount equal to 20% of any allotment under part (a) of the resolution. The maximum additional nominal amount that could be issued under part (b) of the resolution (based on the authority under part (a) being used in full) is £2,156 (representing no more than 2% of the issued share capital of the Company as at 6 October 2026). If given, this power will expire at the conclusion of the AGM of the Company to be held in 2027 or on 31 December 2027, whichever occurs first.

The Directors will have full regard to the 2022 Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with the financing (or refinancing, if the authority is to be used within twelve months after the original transaction) of an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue (with a further authority for no more than 2% to be used only for the purposes of making a follow-on offer of a kind contemplated by Paragraph 3 of Section 2B of the Statement of Principles).

The Directors have no present intention of exercising these powers but believe that this resolution will assist them in taking advantage of business opportunities as they arise. It is the Directors' intention to seek to renew this authority annually in accordance with the latest investor guidelines.

Note on recent non pre-emptive allotment of shares

In September 2026 the Company announced it had raised, through an equity issue placing and UK retail offer, gross proceeds of approximately £354m to part-fund the acquisition of GDT, a leading US-based, multi-vendor IT solutions provider (the 'Placing'). In respect of the Placing, the Company issued and allotted 18,730,158 new ordinary shares at a price of 1,890p per share on a non-pre-emptive basis. The ordinary shares were admitted to the official list of the London Stock Exchange on 22 September 2026 and the issued share capital following this was 215,642,562 ordinary shares. The Placing represented approximately 9.5% of the existing issued ordinary share capital of the Company prior to the Placing.

At the Company's AGM held in December 2025, shareholders granted authorities to the Directors to allot ordinary shares up to an aggregate nominal amount of £99,972 (19,944,400 ordinary shares) on non-pre-emptive basis. The Placing utilised some of the general limits and pre-emption disapplication authorities granted to the Directors at the 2025 AGM.

The issued share capital as of 6 October 2026, being the latest practicable date prior to publication of this Notice, was also 215,642,562.

Resolution 18: Authority for the Company to purchase its ordinary shares

Under Section 701 of the Act, the directors of a company may make market purchases of that company's shares if authorised to do so by its shareholders. The Directors of Softcat believe that granting such approval would be in the best interest of shareholders in allowing the flexibility to react promptly to circumstances requiring market purchases, and resolution 18 seeks to grant that authority to the Directors.

Resolution 18 will, if passed, give the Directors authority to make one or more market purchases of the Company's ordinary shares up to a limit of 21,564,256 ordinary shares having a nominal value of £0.0005 each, which represents 10% of the total issued ordinary share capital of the Company as at 6 October 2026, the latest practicable date prior to publication of this Notice.

In February 2026, the Company completed a share buyback programme to repurchase £45m of its ordinary shares. The Company repurchased a total of 3,352,161 ordinary shares, which represented 1.67% of the issued share capital of the Company when the programme commenced. The share repurchase was made under the shareholder authority granted at the 2025 AGM. The repurchased shares were cancelled.

Shares will only be purchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account prevailing market conditions, other investment opportunities, appropriate gearing levels, the overall benefit for shareholders and the overall financial position of the Company.

Companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. Should this authority be exercised, the Directors would consider the treatment of any shares as and when purchased under this authority and, if they consider it appropriate to do so, the Company may hold in treasury any of its shares that it purchases as an alternative to cancelling them. The Directors may subsequently use any purchased treasury shares in connection with the Company's share plans. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. Any purchases would be by means of market purchases through the London Stock Exchange.

The total number of options to subscribe for shares outstanding as at 6 October 2026, being the latest practicable date prior to publication of this Notice, was approximately 1.3m which, if exercised, would represent 0.63% of the ordinary issued share capital as at that date. In the event the Company were to buy back the maximum number of shares permitted pursuant to the authority granted in this resolution, the total number of options to subscribe for shares as at 6 October 2026 would represent 0.69% of the reduced ordinary issued share capital.

If given, this power will expire at the conclusion of the AGM of the Company to be held in 2027 or on 31 December 2027, whichever occurs first.

The Company is subject to the City Code on Takeovers and Mergers (the 'Takeover Code'). Under Rule 9 of the Takeover Code ('Rule 9') when:

- any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, taken together with shares in which persons acting in concert with them are interested, carry 30% or more of the voting rights of a company to which the Takeover Code applies; or
- any person who, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30% of the voting rights of a company, but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with them, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which they are interested,

then, in either case, that person is normally required to make a general offer in cash at not less than the highest price paid by them for any interest in shares of that company during the last twelve months, for all the remaining equity share capital of that company (whether voting or non-voting), and also to the holders of any class of transferable securities carrying voting rights issued by that company to acquire their shares or other securities (a 'Rule 9 offer').

Under Rule 37.1 of the Takeover Code ('Rule 37.1'), when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9. However, note 1 of Rule 37.1 states that a person who comes to exceed the percentage limits set out in Rule 9.1 in consequence of a company's redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. The exception in note 1 of Rule 37.1 will not apply and an obligation to make a mandatory offer may therefore be imposed, if a person (or any relevant member of a group of persons acting in concert) has acquired an interest in shares at a time when he had reason to believe that such a redemption or purchase of its own shares by the company would take place.

Peter Kelly and his close relatives (together the 'Kelly Family') currently control voting rights over 71,053,778 ordinary shares representing approximately 32.9% of the Company's issued ordinary share capital.

If the Company were to repurchase from persons other than members of the Kelly Family all the ordinary shares for which it is seeking authority to make market purchases, the interest in ordinary shares of members of the Kelly Family would (assuming that the Company does not make any other allotments of ordinary shares, and members of the Kelly Family do not acquire any more ordinary shares) increase to approximately 36.6% of the issued ordinary share capital of the Company by virtue of such a repurchase.

Resolution 18: Authority for the Company to purchase its ordinary shares continued

In addition, on 13 November 2015, the Company and Peter Kelly entered into a relationship agreement (the 'Relationship Agreement'). The principal purpose of the Relationship Agreement is to ensure that the Company will be capable of carrying out its business independently of Peter Kelly and certain persons deemed to be connected with him ('Connected Persons'). Pursuant to the Relationship Agreement, the Company and Peter Kelly have agreed that for so long as Peter Kelly (together with any of his Connected Persons) holds 10% of the Company's issued ordinary share capital, he shall be entitled to appoint one Non-Executive Director of the Company, although no such Director has been appointed as at the date of this Notice.

The Panel on Takeovers and Mergers (the 'Panel') must be consulted in advance in any case where Rule 9 of the Takeover Code might be relevant. Pursuant to note 4 of Rule 37.1 of the Takeover Code, the Company has consulted with the Panel in relation to the proposed authority to make market purchases. The Panel has confirmed on an ex-parte basis to the Company that, provided that:

- Peter Kelly is not, nor is presumed to be, acting in concert with any of the Company's Directors (such that he should be treated as an 'innocent bystander' in relation to any increase in the Kelly Family's holding of ordinary shares in the Company as a result of a share buyback); and
- Peter Kelly does not exercise his right (pursuant to the Relationship Agreement) to appoint a Director to the Board,

the Panel will not require members of the Kelly Family, nor any person acting in concert with them, to make a mandatory offer under Rule 9 of the Takeover Code on the grounds that its or their interests in the ordinary share capital of the Company have increased as a result of the redemption or purchase by the Company of its own shares pursuant to the authority conferred by resolution 18.

Resolution 19: Notice of general meetings, other than Annual General Meetings

Under the Companies Act 2006, the notice period required for all general meetings of listed companies is 21 days; however, it is possible to reduce this period to 14 days (other than for AGMs), provided that the following two conditions are met: (i) that a company offers facilities for shareholders to submit proxy appointments by electronic means; and (ii) that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. This additional flexibility would not be used as a matter of routine for such meetings but would only be used where the Board considers it appropriate in the circumstances merited by the business of the meeting and is thought to be in the interests of the Company and shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended to propose a similar resolution for approval.

Biographies of Directors



Resolution 4 – Graeme Watt

Role: Non-Executive Chairman

Appointment to the Board: 1 April 2018

Committee membership: Nomination Committee, Disclosure Committee, Sustainability Committee

Graeme joined Softcat in April 2018 as CEO, a role which he held until 31 July 2023. On 1 August 2023 he was appointed Non-Executive Chairman. Graeme is also the non-executive chairman of Infinigate Holding AG and serves on the Board of the Trustees for a homeless charity named Social Bite. He has built close to 40 years of channel experience in the IT channel.

Before he joined Softcat, Graeme was senior vice president EMEA, advanced and specialist solutions at TDSynnex – a position he held from March 2017. He was promoted to that role when Avnet's technology solutions business was acquired by Tech Data in early 2017. Prior to that, he was president for Avnet Technology Solutions, EMEA for almost seven years and a member of Avnet's global executive committee. He previously spent six years at Bell Micro (as president of global distribution) and his earlier career included roles at Tech Data (president EMEA) and Computer 2000 (managing director UK & Ireland). Graeme is a chartered accountant and graduated from Edinburgh University having read Physiology.



Resolution 5 – Graham Charlton

Role: Chief Executive Officer

Appointment to the Board: 19 March 2015

Committee membership: Disclosure Committee, Sustainability Committee

Graham was CFO of Softcat between March 2015 and July 2023 and was appointed CEO in August 2023.

Before Softcat, Graham spent four years as finance director at comparethemarket.com. Prior to that, Graham spent one year as finance director at See Tickets (the trading name of See Group Limited) and over five years in various roles, including group financial accountant, finance manager and finance director, decision analytics, at Experian Ltd. Graham is a chartered accountant and began his career with Andersen.



Resolution 6 – Katy Mecklenburgh

Role: Chief Financial Officer

Appointment to the Board: 19 June 2023

Committee membership: Disclosure Committee, Sustainability Committee

Katy joined Softcat in June 2023. Previously, she was interim chief finance officer at ASOS plc.

Prior to that, she spent three years as group financial controller at Inchcape plc. She has held various other positions across a range of industries and blue-chip firms. Katy was head of finance at Amazon and finance director at Serco and she spent over a decade at Procter and Gamble where she held a series of senior finance roles. Katy is a chartered management accountant. She earned a BSc in Pharmacology and a PhD in Respiratory Medicine, both from Edinburgh University.



Resolution 7 – Jacqui Ferguson

Role: Senior Independent Non-Executive Director

Appointment to the Board: 1 January 2024

Committee membership: Audit and Risk Committee, Nomination Committee, Remuneration Committee, Sustainability Committee

Jacqui is the senior independent director and chair of the remuneration committee of Croda International plc, non-executive director of National Grid plc and a professionally qualified executive mentor with Global Mentors Group. She was chair of Tesco Bank and a non-executive director at John Wood Group PLC. She also held several significant executive roles at Hewlett Packard, including senior vice president and managing director, and she held executive roles at Electronic Data Systems, including director of EMEA strategic business planning. She was also the deputy chair of Engineering UK.

Biographies of Directors continued



Resolution 8 – Mayank Prakash

Role: Independent Non-Executive Director

Appointment to the Board: 1 September 2023

Committee membership: Audit and Risk Committee, Nomination Committee, Remuneration Committee, Sustainability Committee

Mayank is the chief executive officer at Pivotal Growth and a non-executive director at Uber UK. Prior to this, he held senior executive positions including group chief operations officer of Evelyn Partners Group, chief consumer digital and information officer of Centrica plc, managing director, global wealth & investment management technology of Morgan Stanley, chief digital & information officer of DWP and UK chief information officer of Sage Group plc.



Resolution 9 – Lynne Weedall

Role: Independent Non-Executive Director

Appointment to the Board: 3 May 2022

Committee membership: Audit and Risk Committee, Nomination Committee (Chair), Remuneration Committee (Chair), Sustainability Committee

Lynne is a non-executive director at Greggs plc and Stagecoach Group Limited. Lynne is also on the Council of the King's Trust. Previously, she held several senior executive positions, including group people & culture director of Selfridges Group and group human resources & strategy director of Carphone Warehouse. Previously, she held non-executive director roles at Treatt plc, William Hill plc, Greene King plc and Dr Martens plc.



Resolution 10 – Robyn Perriss

Role: Independent Non-Executive Director

Appointment to the Board: 1 July 2019

Committee membership: Audit and Risk Committee (Chair), Nomination Committee, Remuneration Committee, Sustainability Committee (Chair)

Robyn is a non-executive director at Dr Martens plc and Domino's Pizza Group plc where she chairs their respective audit Committees. Previously, she was a non-executive director at Next 15 Communications Group PLC. She was finance director at Rightmove plc, the UK's largest property portal. Prior to being finance director at Rightmove, Robyn also held senior roles as financial controller and company secretary. Before joining Rightmove, Robyn was group financial controller at the online media business Auto Trader. She qualified as a chartered accountant in South Africa with KPMG and worked in both audit and transaction services.

Board effectiveness evaluation

Each year, the performance of the Board is assessed through an evaluation exercise. In accordance with the UK Corporate Governance Code, the process this year was conducted internally (the Board having conducted an external evaluation in 2025). The key stages of the process this year were:

Stage 1: Approval of process

The Board agreed that the process for the year would be conducted internally. The Company Secretary discussed a process and timetable with the Chairman, and it was agreed to circulate a questionnaire for completion by each member of the Board.

Stage 2: Approval of a questionnaire

The Chairman and the Company Secretary reviewed a draft questionnaire, which already reflected topics requested by Board members in the last internal survey. The survey included the following key topics:

- Board skills and composition;
- Board processes;
- strategy oversight;
- individual contributions;
- Committees; and
- any other observations.

Each Director rated the topics using a four-point scale: poor, adequate, good and excellent. Directors were also invited to add comments to provide a more qualitative assessment.

Stage 3: Collation of results

The surveys were conducted online and managed by an independent third party platform to ensure anonymity of responses, should a Director not wish to attribute a comment. Individual responses were collated to provide a collective overview of the responses and comments on each question.

Stage 4: Review of results

The Chairman and Company Secretary reviewed and discussed the collated survey results, highlighting key themes and areas from the responses. An executive summary which were sent to the Board along with the full survey results so the Board could consider the results ahead of a Board meeting.

Stage 5: Board review and discussion

The Board discussed the key points and conclusions from the review during a Board meeting. It agreed the key actions arising from the review.

Stage 6: Action planning

Following the Board review and discussion, the Company Secretary prepared an action plan to address points of recommended improvements. Progress will be tracked during the year.

Outcome

The outcome of the review was positive and concluded that the Board and its Committees continue to function well, consider the right issues and work in a transparent and constructive way. There continues to be strong alignment between the Company's and the Board's values and culture. Some of the points made in the survey included:

- The Board continues to perform at a high level, with complementary skills and backgrounds.
- The Board has the right focus and time set aside to articulate, discuss and review key strategic issues.
- The quality of debate and contribution from all Directors remains high.
- Board processes are on the whole working well, including good support from the Company Secretarial team.
- The Committees of the Board continue to be well run, with excellent leadership from each Committee Chair.
- External advisers to the Board are performing well.

In addition to the Board evaluation exercise, the Senior Independent Director ('SID') led a review of the Chairman. This was conducted over interviews with each Board member and the Company Secretary. A summary paper was prepared by the SID and the outcomes were discussed at a meeting of the Directors led by the SID without the Chairman present. The review confirmed that the Chairman remains very effective and highly engaged.

Outputs and recommendations

The Board was pleased with the outcome of the Board evaluation, which reflects the Directors' commitment to the Board. Some areas for further refinement or implementation were identified by the Board, which include:

- further longer-term succession planning should be considered;
- ongoing assessment of the Board's composition is important to ensure the mix of experience and skills is optimised as the business continues to scale and evolve;
- more effort to be made to ensure all Board and Committee pre-read papers are issued on a timely basis, include an executive summary and exclude any unnecessary details;
- further emphasis on ensuring Board discussions are kept at a strategic level and on the progress of associated strategic KPIs;
- to embed learning points from the acquisition of GDT in respect of the Board's oversight role in any acquisition process; and
- continued focus on scaling governance as the business grows.

An update on the above will be provided in next year's Annual Report.

Good progress was made on the actions from the external Board evaluation conducted in 2025, including:

- More time was devoted for quality discussion on Softcat's vision, purpose and strategy.
- Management refined proposed metrics and milestones to track strategic progress. These were discussed and agreed with the Board.
- The terms of reference for the Audit Committee were reviewed and updated and the Committee renamed the 'Audit and Risk Committee' to better reflect its oversight actions and responsibilities.
- Board succession planning over the longer term was considered. This included the decision to extend the tenure of the Chairman and to discuss the timing for the succession of the Chair of the Audit and Risk Committee, whose nine-year tenure will be reached in July 2028.

Additional notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this 2026 AGM or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday 11 December 2026. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 30 minutes prior to the commencement of the AGM at 11.30am (UK time) on Tuesday 15 December 2026, so that their shareholding may be checked against the Company's Register of Members and so that attendees can be recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4, 7 and 9 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
7. You can vote:
   - by logging in to your Purple Trader account, at www.purpletrader.com, and following the instructions. If this is the first time you are logging in to Purple Trader, you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, MUFG Corporate Markets (formerly known as Link Group). If you need help with voting online, please contact our Registrar, MUFG Corporate Markets, on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK or email at shareholderenquiries@cm.mpms.mufg.com. Calls are charged at the standard geographic rate and will vary by provider; or
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
   - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out below; or
   - by requesting a hard copy voting form directly from MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com, or on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Shareholders from outside the UK should call +44 (0) 371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

   In order for a proxy appointment to be valid, it must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 11.30am (UK time) on Friday 11 December 2026.
8. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed proxy will not prevent a shareholder from attending the Meeting and voting in person, if they wish to do so.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.30am on Friday 11 December 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

14. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.30am on Friday 11 December 2026 in order to be considered valid or, if the Meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

15. As at 6 October 2026 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 215,642,562 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 October 2026 are 215,642,562.

16. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before a general meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous general meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

17. Any shareholder who has the right to attend the AGM has the right to ask questions at the Meeting and via email or letter before the Meeting (the Chairman's letter which accompanies this Notice explains how such questions may be submitted for the AGM).

    The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

18. Copies of the Directors' letters of appointment or service contracts are available for inspection during the normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the AGM and may also be inspected at the AGM venue, as specified in this Notice from 10.30am on the day of the AGM until the conclusion of the AGM.

19. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

20. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Group's website at www.softcat.com/about-us/investor-centre/shareholder-information.

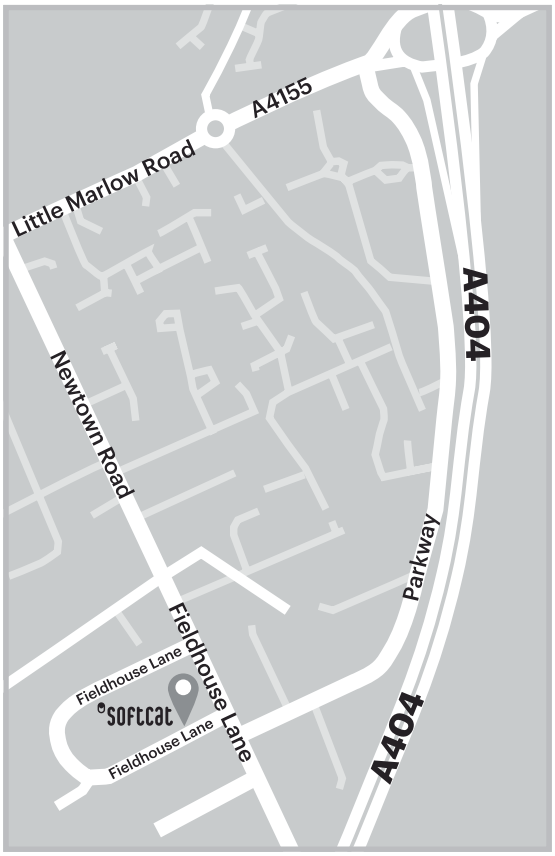
Additional information for shareholders in relation to the Annual General Meeting

Date
Tuesday 15 December 2026

Time
The AGM will start promptly at 11.30am

Location
Solar House, Fieldhouse Lane, Marlow, Buckinghamshire
SL7 1LW, United Kingdom





Appendix 1 – Summary of the principal terms of the Softcat plc 2026 Irish Save-As-You-Earn Plan (the 'Irish SAYE') (Resolution 14)

Operation

The Irish SAYE is an all-employee share option plan which is intended to satisfy the requirements of Schedule 12A to the Taxes Consolidation Act 1997 and will give participating employees the opportunity to acquire ordinary shares in the Company (**'Shares'**). The Irish SAYE will be administered by the Board of Directors of the Company or by any duly authorised committee of it (the **'Board'**).

Shares may be acquired using savings of between €12 and €500 per month (or such other amount permitted under the relevant legislation governing Irish 'tax-advantaged' save as you earn plans) over a period of (currently) three or five years.

Eligibility

All eligible employees of the Company (and participating subsidiaries) in Ireland are eligible to participate in the Irish SAYE (including Executive Directors) and must be invited to participate on similar terms each time the Irish SAYE is operated. The Board may require employees to have completed a qualifying period of service of up to three years in order to participate.

Savings contract and grant of options

Under the Irish SAYE, employees who choose to participate will be required to make regular savings under a savings contract certified by the Irish Revenue Commissioners for a three- or five-year period (**'Savings Contract'**). Participants who enter into Savings Contracts are granted options to acquire Shares in the Company.

Exercise price

The proceeds of the Savings Contract may be used to exercise an option to acquire Shares at an exercise price set at the date of invitation. The exercise price may not be manifestly less than 75% of the market value of a Share at the date of invitation or such other date specified in the invitation, which may fall between the invitation date and the date on which an option is granted.

Exercise of options

Ordinarily, an option may only be exercised within six months of the date the Savings Contract matures. If not exercised by the end of this period, the relevant options will lapse.

Cessation of employment

If an employee's employment ceases, an option may be exercised early for a period of up to six months from the date the employee ceases employment because of: (i) injury or disability; (ii) redundancy; (iii) reaching a specified retirement age; (iv) the employing company ceasing to be an 'Associated Company' of the Company due to a change of control; (v) the transfer or sale of the business or part of a business in which the participant works to a person who is not an Associated Company of the Company; or (vi) provided the option has been held for at least three years, any other reason apart from dismissal for gross misconduct.

If an employee dies whilst holding an option before the bonus date, the participant's personal representatives will normally have up to a year from the date of the participant's death to exercise the option. If death occurs within six months after the bonus date, any exercise must occur within 12 months of the bonus date, rather than the date of death.

If a participant ceases employment with the Company in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment.

Corporate events

Options may be exercised early in the event of a change of control or winding-up of the Company. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company. In the event of an internal reorganisation, options may be exchanged for equivalent options over shares in a company in the Company's Group which satisfy the requirements of Schedule 12A to the Taxes Consolidation Act 1997.

Overall limit

The number of Shares issued or issuable pursuant to rights granted within the preceding ten-year period under the Irish SAYE and under any other employees' share scheme operated by the Company may not exceed 10% of the Company's issued ordinary share capital from time to time.

Shares issued out of treasury will count towards the above limits for so long as is required by institutional shareholder guidelines. Irish SAYE options which are renounced or lapse will be disregarded for the purposes of these limits.

Adjustment

In the event of any variation of the Company's share capital the Board may make such adjustments as it considers appropriate to the number and/or description of Shares subject to an option and/or the exercise price applicable to an option or the limits on the maximum number of Shares that may be used in connection with the Irish SAYE. Any adjustment must comply with the requirements of the Irish tax legislation and requires the prior approval of the Irish Revenue Commissioners.

Amendment, termination and further terms

The Board may amend the Irish SAYE or the terms of any option, provided that prior approval of the Company's shareholders is obtained for amendments to the advantage of participants relating to eligibility, limit, maximum entitlement for any one participant, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option and the impact of any variation of capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the Irish SAYE, to take account of a change in legislation or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for Irish SAYE participants or any company in the Company's Group.

No amendment may be made to the material disadvantage of participants without the consent of a majority of affected participants.

Amendments will only take effect from the date on which they are approved by Irish Revenue, to the extent such approval is required.

The Irish SAYE will terminate on the passing of a resolution by the Board or an ordinary resolution of the Company in general meeting, but the rights of existing participants will not be affected by termination.

Options granted under the Irish SAYE are not transferable other than to the participant's personal representatives in the event of death. Options will not form part of pensionable earnings.



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