

## Softcat plc

### Results of Annual General Meeting

Softcat plc (the “Company”) announces that at its Annual General Meeting (“AGM”) held today, 6 December 2018, all resolutions set out in the notice of the AGM were passed by the requisite majority of votes by shareholders by way of a poll. The results of the poll for each resolution were as follows:

	VOTES FOR	%	VOTES AGAINST	%	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
<b>ORDINARY RESOLUTIONS</b>							
1. To receive the Company’s financial statements and the reports of the Directors together with the Auditor’s Report for the year ended 31 July 2018	146,665,986	99.65	507,783	0.35	147,173,769	74.35%	5,126,750
2. To approve the Directors’ Remuneration Report	144,964,758	96.07	5,928,900	3.93	150,893,658	76.23%	1,406,860
3. To declare a final dividend of 8.8 pence per ordinary share	151,482,520	100.00	0	0.00	151,482,520	76.53%	818,000
4. To declare a special dividend of 15.1 pence per ordinary share	151,482,495	100.00	25	0.00	151,482,520	76.53%	818,000
5. To elect Graeme Watt as a Director	150,669,530	99.46	812,990	0.54	151,482,520	76.53%	818,000
6. To re-elect Martin Hellawell as a Director	123,900,607	83.80	23,944,321	16.20	147,844,928	74.69%	4,455,592
7. To re-elect Graham Charlton as a Director	150,125,478	99.10	1,357,042	0.90	151,482,520	76.53%	818,000
8. To re-elect Lee Ginsberg as a Director	143,815,042	97.69	3,406,850	2.31	147,221,892	74.37%	5,078,627
9. To re-elect Vin Murria as a Director	150,472,511	99.33	1,009,809	0.67	151,482,320	76.53%	818,199

10. To re-elect Peter Ventress as a Director	150,429,030	99.69	464,628	0.31	150,893,658	76.23%	1,406,860
11. To re-appoint Ernst & Young LLP as auditor of the Company	150,662,836	99.85	230,823	0.15	150,893,659	76.23%	1,406,860
12. To authorise the Directors to determine the auditor's remuneration	151,250,672	99.85	230,823	0.15	151,481,495	76.52%	819,025
13. To authorise the Company to make political donations	151,108,580	99.75	372,940	0.25	151,481,520	76.52%	819,000
14. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	150,330,955	99.24	1,151,565	0.76	151,482,520	76.53%	818,000
<b>SPECIAL RESOLUTIONS</b>							
15. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	151,472,869	99.99	9,452	0.01	151,482,321	76.53%	818,199
16. To authorise the Directors to dis-apply statutory pre-emption rights for the purposes of acquisitions or capital investments pursuant to Sections 570 and 573 of the Companies Act 2006	149,446,943	98.66	2,026,014	1.34	151,472,957	76.52%	827,562
17. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	149,131,244	98.45	2,351,276	1.55	151,482,520	76.53%	818,000

**VOTES OF SHAREHOLDERS EXCLUDING CONTROLLING SHAREHOLDER ON ELECTION OR RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

<b>ORDINARY RESOLUTIONS</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>TOTAL SHARES VOTED</b>	<b>% OF ISSUED SHARE CAPITAL VOTED</b>	<b>VOTES WITHHELD</b>
8. To re-elect Lee Ginsberg as a Director	79,570,440	95.89	3,406,850	4.11	82,977,290	41.92%	5,078,627
9. To re-elect Vin Murria as a Director.	86,227,909	98.84	1,009,809	1.16	87,237,718	44.07%	818,199
10. To re-elect Peter Ventress as a Director.	86,184,428	99.46	464,628	0.54	86,649,056	43.77%	1,406,860

**Notes:**

Any proxy appointments giving discretion to the Chairman of the Meeting have been included in the "For" total.

A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.

The Company's total ordinary shares in issue (total voting rights) as at 6 December 2018 was 197,950,695 ordinary shares of £0.0005 each. Ordinary shareholders are entitled to one vote per ordinary share held.

Peter Kelly is regarded as a controlling shareholder of the Company for the purposes of the LSE Listing Rules, and each resolution to re-elect independent non-executive directors (resolutions 8 to 10) have under LSE Listing Rule 9.2.2E been approved by a majority of the votes cast by:

- (i) the shareholders of the Company as a whole; and
- (ii) the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder.

In accordance with paragraph 9.6.2 of the LSE Listing Rules, a copy of the resolutions passed at the AGM has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

The complete poll results (inclusive of proxy votes lodged before the AGM) will be available shortly on the Company's website at: <https://www.softcat.com/investors>

Registered address: Solar House, Fieldhouse Lane, Marlow, Buckinghamshire, United Kingdom, SL7 1LW  
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**Link Company Matters Limited**  
**Company Secretary**  
**6 December 2018**