

Softcat plc

Results of Annual General Meeting

Softcat plc (the “Company”) announces that at its Annual General Meeting (“AGM”) held today, 8 December 2016, all resolutions set out in the notice of the AGM were passed by the requisite majority of votes by shareholders by way of poll. The results of the poll for each resolution were as follows:

	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED
ORDINARY RESOLUTIONS							
1. To receive the financial statements and the reports of the Directors and the auditor for the year ended 31 July 2016	137,424,383	99.97	36,000	0.03	2,182,595	137,460,383	69.56
2. To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy)	133,762,756	99.94	78,859	0.06	5,801,363	133,841,615	67.73
3. To approve the Directors’ Remuneration Policy	133,263,599	99.56	591,311	0.44	5,788,068	133,854,910	67.74
4. To declare a final dividend for the financial year ended 31 July 2016 of 3.6 pence per ordinary share	139,605,219	99.97	37,759	0.03	0.00	139,642,978	70.67
5. To declare a special dividend of 14.2 pence per ordinary share	139,642,978	100.00	0.00	0.00	0.00	139,642,978	70.67
6. To re-elect Brian Wallace as a Director	139,512,580	99.91	130,398	0.09	0.00	139,642,978	70.67
7. To re-elect Martin Hellawell as a Director	139,511,941	99.91	131,037	0.09	0.00	139,642,978	70.67
8. To re-elect Graham Charlton as a Director	139,499,552	99.90	143,426	0.10	0.00	139,642,978	70.67
9. To re-elect Lee Ginsberg as a Director	136,888,347	99.83	229,957	0.17	2,524,674	137,118,304	69.39
10. To re-elect Peter Ventress as a Director	139,510,480	99.91	132,498	0.09	0.00	139,642,978	70.67
11. To elect Vin Murria as a Director	139,510,480	99.91	132,498	0.09	0.00	139,642,978	70.67
12. To re-appoint Ernst & Young LLP as auditor of the Company	137,737,997	99.86	196,475	0.14	1,708,506	137,934,472	69.80
13. To authorise the Directors to determine the remuneration	137,686,132	99.82	248,340	0.18	1,708,506	137,934,472	69.80

of the auditor							
14. To authorise the Company to make political donations	77,797,167	57.73	56,957,319	42.27	4,888,492	134,754,486	68.19
15. To authorise the Directors to allot ordinary shares pursuant to Section 551 of the Companies Act 2006	138,993,323	99.53	649,655	0.47	0.00	139,642,978	70.67
SPECIAL RESOLUTIONS							
16. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	139,638,938	99.99	1,000	0.01	3,040	139,639,938	70.67
17. 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	132,455,730	94.85	7,187,248	5.15	0.00	139,642,978	70.67
18. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	139,022,488	99.56	620,490	0.44	0.00	139,642,978	70.67

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

ORDINARY RESOLUTIONS	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED
9. To re-elect Lee Ginsberg as a Director	75,994,609	99.70	229,957	0.30	2,524,674	76,224,566	38.57
10. To re-elect Peter Ventress as a Director.	78,616,742	99.83	132,498	0.17	0.00	78,749,240	39.85
11. To elect Vin Murria as a Director.	78,616,742	99.83	132,498	0.17	0.00	78,749,240	39.85

Notes:

The Board of the Company have noted, notwithstanding that the resolution passed at the AGM, that there were a significant proportion of votes against resolution 14 authorising political donations. The Board will engage with the shareholders who cast their votes against this resolution to understand their views and discuss the Board's policy regarding political donations. As stated in the Notice of the AGM, it is not the policy of the Company to make political donations or to incur other political expenditure and the Directors have no intention of changing that policy.

A vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution nor in the calculation of the proportion of "issued share capital voted" for any resolution.

The Company's total ordinary shares in issue (total voting rights) as at 8 December 2016 was 197,606,143 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 elect or re-elect independent non-executive directors (resolutions 9 to 11) 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/>

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Capita Company Secretarial Services Limited - Company Secretary

8 December 2016