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13 November 2015



Softcat plc

Stabilisation Notice

Jefferies International Limited (contact: Lee Morton; telephone: +44 (0)20 7029 8753, Luca Erpici; telephone: +44 (0)20 7029 8415) hereby gives notice that it, and its affiliates, may stabilise the offer of the following securities in accordance with Commission Regulation (EC) No. 2273/2003 implementing the Market Abuse Directive (2003/6/EC).

The securities:

Issuer: Softcat plc

Shares: Ordinary Shares of £0.0005 each in the capital of Softcat plc (ISIN: GB00BYZDVK82)

Offer size: 63,919,956 Ordinary Shares

Offer price: 240 pence per Ordinary Share

Stabilisation:

Stabilising Manager: Jefferies International Limited, Vintners Place, 68 Upper Thames Street, London EC4V 3BJ

Stabilisation period expected to start on: 8:00am on 13 November 2015

Stabilisation period expected to end no later than: 11 December 2015

Maximum size of over-allotment facility: 9,587,993 Ordinary Shares

Over-allotment Option:

Terms: The Over-allotment Shareholders have granted to Jefferies International Limited, in its capacity as stabilising manager, the option to acquire up to an additional 9,587,993 Ordinary Shares (representing 15% per cent. of the Ordinary Shares to be sold by Selling Shareholders in the offer) at the offer price.

Duration: This option may be exercised by the Stabilising Manager in whole or in one or more parts, on one or more occasions at any time from 13 November 2015 to 11 December 2015.

Jefferies International Limited ("Jefferies") is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting on behalf of Softcat plc and no one else in connection with the offer and will not be responsible to any person other than Softcat plc for providing the protections afforded to any of their clients or for providing advice in relation to the offer.

In connection with the offer of the above securities, the Stabilising Manager may over-allot the securities or effect transactions with a view to supporting, stabilising or maintaining the market price of the securities at a level higher than that which might otherwise prevail in the open market. However, there is no assurance that the Stabilising Manager will take any stabilisation action and any stabilisation action, if begun, may be ended at any time without prior notice. Any stabilisation action shall be carried out in accordance with all applicable rules and regulations.

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