



SOFTCAT PLC

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

NOTICE OF ANNUAL GENERAL MEETING 2017

Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom
Friday 8 December 2017 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 page 2 of this document and which recommends you to 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 Friday 8 December 2017 is set out at the end of this document. Ordinary shareholders will also find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, by no later than 11.30am (UK time) on Wednesday 6 December 2017. Completion and return of a Form of Proxy will not preclude ordinary shareholders from attending and voting at the Annual General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the Notice of Annual General Meeting.

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SOFTCAT PLC CHAIRMAN'S LETTER

Solar House
Fieldhouse Lane
Marlow, Buckinghamshire
SL7 1LW

To the ordinary shareholders

Dear shareholder

ANNUAL GENERAL MEETING: 8 December 2017

I am pleased to invite you to the 2017 Annual General Meeting (the 'Meeting') of Softcat plc (the 'Company'). The Meeting will be held at our head office at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW, United Kingdom, on Friday 8 December 2017 at 11.30am (UK time).

Resolutions and explanatory notes

The formal notice convening the Meeting (the 'Notice') is set out on pages 3 to 7 of this document and includes explanatory notes to each of the resolutions to be proposed at the Meeting.

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.

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 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 all ordinary shareholders who are unable to attend the Meeting but who have appointed a proxy for the Meeting.

If you are entitled to, but are unable to attend and vote at the Meeting, you may appoint a proxy to vote on your behalf. Please take careful note of the provisions included in the Notice set out on pages 10 to 11 regarding the actions required by ordinary shareholders. 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.

Further information

Further information relating to the Company and its financial information can be found in the Company's Annual Report and Accounts for the year ended 31 July 2017, which was circulated at the same time as this Notice and is also available on our Company website at www.softcat.com/investors. The Company's website contains a variety of other information, including previous Annual Reports, investor presentations and share price data, as well as information regarding the Company's corporate governance practices.

Recommendation

The Board of Directors (the 'Board' or the 'Directors') 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.

Yours faithfully



Brian Wallace

Non-Executive Chairman
3 November 2017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 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 Friday 8 December 2017 at 11.30am (UK time).

You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 17 will be proposed as special resolutions.

Ordinary resolutions

Resolution 1: Annual financial statements and Directors' Report

1. To receive the Company's annual accounts for the financial year ended 31 July 2017 together with the Directors' Report and the Auditor's Report on those accounts.

Explanatory note:

Under the Companies Act 2006, the Directors are required to present the annual accounts, Directors' Report and Auditor's Report to the Meeting. These are contained in the Company's 2017 Annual Report and Accounts for the year ended 31 July 2017 and are available on the Company's website at www.softcat.com/investors.

Resolution 2: Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 45 to 59 of the Company's Annual Report and Accounts (other than the part relating to the Directors' Remuneration Policy which was approved at the 2016 AGM) for the financial year ended 31 July 2017.

Explanatory note:

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 45 to 59 in the 2017 Annual Report and Accounts. In accordance with the Companies Act 2006, resolution 2 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. The Remuneration Policy, which is restated in the Remuneration Report, was approved at the 2016 AGM, such approval lasting for three years.

Resolution 3: Final dividend

3. To declare a final dividend for the financial year ended 31 July 2017 of 6.1p 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 3 November 2017.

Explanatory note:

The Board proposes a final dividend of 6.1p per ordinary share for the financial year ended 31 July 2017. If approved, the final dividend will be payable on 15 December 2017 to all ordinary shareholders who are registered as such at the close of business on the record date of 3 November 2017.

Resolution 4: Special dividend

4. To declare a special dividend of 13.5p 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 3 November 2017.

Explanatory note:

The Board proposes a special dividend of 13.5p per ordinary share. In light of the continued strong performance and cash generation and the robustness of the Company's balance sheet, the Directors consider it appropriate to propose a cash return to ordinary shareholders of approximately £26.741m (in addition to the final dividend proposed under resolution 3), which is structured as a special dividend of 13.5p per ordinary share. The approval of this resolution is not dependent on the approval of resolution 3, nor is the approval of resolution 3 dependent on the approval of this resolution. If approved, the special dividend will be payable on 15 December 2017 to all ordinary shareholders who are registered as such at the close of business on the record date of 3 November 2017.

Resolutions 5–10: Election of Directors

5. To re-elect Brian Wallace as a Director of the Company.
6. To re-elect Martin Hellawell as a Director of the Company.
7. To re-elect Graham Charlton as a Director of the Company.
8. To re-elect Lee Ginsberg as a Director of the Company.
9. To re-elect Vin Murria as a Director of the Company.
10. To re-elect Peter Ventress as a Director of the Company.

Explanatory note:

In accordance with the provisions of the UK Corporate Governance Code, all members of the Board wishing to continue their appointments are seeking re-election by the Company's ordinary shareholders. The Directors retiring and seeking re-election are Brian Wallace, Martin Hellawell, Graham Charlton, Lee Ginsberg, Vin Murria and Peter Ventress.

Ordinary resolutions continued

Resolutions 5–10: Election of Directors continued

We announced in May 2017 that the Company's Chief Executive, Martin Hellawell, had decided to step down once his successor is in place. Following that announcement, the Nomination Committee initiated a search for a new CEO which is ongoing. Once his successor is in place, the Board intends to appoint Martin as Non-Executive Chairman and Brian Wallace will retire from the Board.

The biographical details of all the Directors seeking re-election at the Meeting are set out on pages 8 and 9 of this Notice.

Following recommendation from the Nomination Committee, the Chairman is satisfied that each of the Directors standing for re-election continues to be effective and demonstrates a commitment to the role and that each of the Directors continues to be able to dedicate sufficient time to their duties. The Directors believe that the Board continues to include 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 experience, extensive knowledge of the information technology industry and listed company experience. The Board therefore recommends the re-election of all Directors.

Resolutions 8 to 10 (inclusive) relate to the re-election of Lee Ginsberg, Vin Murria and Peter Ventress, who are the 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 Listing Rules Mr 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 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 8 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 Meeting in respect of resolutions 8 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 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 Meeting, 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 8 to 10 (inclusive) is not approved by a majority vote of the Company's independent shareholders at the Meeting, 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 Meeting 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 Meeting, to propose a further resolution to re-elect him or her; (ii) the date which is 120 days after the Meeting; 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 election or 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 elected or re-elected until the next Annual General Meeting 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 election or re-election is independent in character. None of the Independent Non-Executive Directors seeking re-election at the Meeting 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 13.8.17R(1). 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 auditor

11. To reappoint Ernst & Young LLP as the Company's auditor, to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which annual financial statements are laid before the Company.

Explanatory note:

At each general meeting at which the Company's Annual Report and Accounts are presented to its 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 Committee, is proposing the reappointment of Ernst & Young LLP as auditor of the Company.

Resolution 12: Remuneration of auditor

12. To authorise the Directors to determine the remuneration of the auditor.

Explanatory note:

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. This resolution gives authority to the Directors to determine the remuneration of the Company's auditor.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Ordinary resolutions continued

Resolution 13: Authority to make political donations

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.

This authority exists for the period beginning with the date of the passing of this resolution and expires 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.

Explanatory note:

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 2017 AGM. To avoid inadvertently infringing the Companies Act, 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 2017 to the end of the AGM in 2018.

Resolution 14: Authority to allot ordinary shares

14. 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 £32,934.36 (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 Sections 560 of the Act) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the Act) of £65,868.71 (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 2018, or at close of business on 31 December 2018 (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.

Explanatory note:

The purpose of this resolution 14 is to give the Directors authority to allot shares in place of the existing authority approved at the Annual General Meeting of the Company held on 8 December 2016, which expires at the end of the Meeting.

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 £32,934.36 (representing approximately one-third (33.33%) of the total issued ordinary share capital of the Company as at 27 October 2017, 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 £65,868.71 (representing approximately two-thirds (66.67%) of the total issued ordinary share capital of the Company as at 27 October 2017, 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 14).

Ordinary resolutions continued

Resolution 14: Authority to allot ordinary shares continued

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 in the use of such powers.

The authorities sought in paragraphs (a) and (b) of resolution 14 are without prejudice to previous allotments made under such existing authorities.

The authorities will only be valid until the conclusion of the next Annual General Meeting of the Company in 2018 (or on 31 December 2018, whichever occurs first).

Special resolutions

Resolution 15: Authority to disapply pre-emption rights

15. That, subject to the passing of resolution 14 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 14 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 14, 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; and

(b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) of this resolution) up to an aggregate nominal amount of £4,940.15,

provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at close of business on 31 December 2018 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Explanatory note:

The purpose of this resolution 15 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 Annual General Meeting of the Company held on 8 December 2016 is due to expire at this year's Annual General Meeting. Accordingly, resolution 15 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, 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 £4,940.15 (being approximately 5% of the Company's issued ordinary share capital as at 27 October 2017), the latest practicable date prior to publication of this Notice). If given, this power will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 (or on 31 December 2018, whichever occurs first).

The figure of 5% reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the 'Statement of Principles'). The Board will have due regard to the Statement of Principles in relation to any exercise of this power; in particular it does not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding any treasury shares) in any rolling three-year period without prior consultation with shareholders.

Resolution 16: Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

16. That, subject to the passing of resolutions 14 and 15 above and in addition to the power granted under resolution 15, the Directors be generally empowered pursuant to Sections 570(1) 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 paragraph (a) of such resolution 14 and to sell ordinary shares (within the meaning of 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 for cash and sale of treasury shares up to an aggregate nominal amount of £4,940.15; and

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Special resolutions continued

Resolution 16: Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments continued

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at close of business on 31 December 2018 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Explanatory note:

The purpose of this resolution 16 is to seek a 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 Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the 'Statement of Principles').

Accordingly, resolution 16 will be proposed as a special resolution to grant such a power. 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 £4,940.15, being approximately 5% of the Company's issued ordinary share capital as at 27 October 2017, the latest practicable date prior to publication of this Notice. This is in addition to the 5% referred to in resolution 15. If given, this power will expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 (or on 31 December 2018, whichever occurs first). The Directors will have due regard to the 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 an acquisition or other capital investment (of a kind contemplated by the Statement of Principles from time to time) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

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.

Resolution 17: Notice of general meetings, other than Annual General Meetings

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

Explanatory note:

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 Annual General Meetings), 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 Annual General Meetings, 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 be used where the Board considers it appropriate in the circumstances. The approval will be effective until the Company's next Annual General Meeting, at which meeting it is intended to propose a similar resolution for approval.

By order of the Board.

Winifred Chime

Company Secretary

Registered in England and Wales No. 02174990

Softcat plc

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

3 November 2017

BIOGRAPHIES OF DIRECTORS

Resolution 5 – Brian Wallace

Role: Non-Executive Chairman

Appointed to the Board: 8 May 2013

Committee membership: Nomination Committee (Chair), Disclosure Committee

Brian joined Softcat in May 2013 as a Non-Executive Director and was appointed Chairman in July 2014. He is also Chairman of Travelodge. Previously, Brian held executive board positions with a number of FTSE 100 and FTSE 250 companies, most recently as Group Finance Director of Ladbrokes plc. Prior to rejoining Ladbrokes, he was Group Finance Director and Deputy Chief Executive of Hilton Group plc. A Chartered Accountant, he began his career at Price Waterhouse and went on to perform senior finance roles at Geest, APV and Schlumberger. He also previously served as a Non-Executive Director of FirstGroup plc, Scottish and Newcastle plc, Hays plc, Camelot Entertainments plc and the Miller Group.

Resolution 6 – Martin Hellowell

Role: Chief Executive

Appointment to the Board: 24 March 2006

Committee membership: Disclosure Committee

Martin joined Softcat in 2006 as Managing Director and was appointed Chief Executive in 2014. Previously, Martin spent 13 years at Computacenter plc, where he was responsible for the marketing function, ran Computacenter's French subsidiary and led acquisitions in the United Kingdom, Belgium and Germany. He was part of Computacenter's initial public offering team in 1998, ran operations, chaired Computacenter's international joint venture, ICG, and was chief operating officer of the dot-com spin-off Biomni Limited. Martin has also worked for Specialist Computer Centres PLC and for Canalsys.com Limited as an independent consultant. Martin started his career at Miles 33, a software solutions provider for the publishing industry.

Resolution 7 – Graham Charlton

Role: Chief Financial Officer

Appointment to the Board: 19 March 2015

Committee membership: Disclosure Committee

Graham joined Softcat in January 2015. Previously, he spent four years as finance director at comparethemarket.com (a trading name of BISL Limited). 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 8 – Lee Ginsberg

Role: Senior Independent Director

Appointment to the Board: 16 September 2015

Committee membership: Audit Committee (Chair), Nomination Committee, Remuneration Committee

Lee joined Softcat in September 2015. He is also a non-executive director at Mothercare plc and Trinity Mirror plc, senior independent director at On The Beach Group plc, a deputy chairman and senior independent director at Patisserie Valerie Holdings plc and non-executive chairman at Oriole Restaurants Limited. Prior to joining Softcat, he spent ten years as chief financial officer of Domino's Pizza Group plc and held the post of group finance director at Health Club Holdings Limited, formerly Holmes Place plc, where he also served for 18 months as deputy chief executive.

BIOGRAPHIES OF DIRECTORS CONTINUED

Resolution 9 – Vin Murria

Role: Independent Non-Executive Director

Appointment to the Board: 3 November 2015

Committee membership: Audit Committee, Nomination Committee, Remuneration Committee

Vin joined Softcat in November 2015. She is also a non-executive director at ZPG Plc and Sophos Group plc, and a partner at Elderstreet Investments. Prior to joining Softcat, Vin spent seven years as the founder and chief executive officer at Advanced Computer Software plc prior to its acquisition by Vista Equity Partners in 2015, and five years as chief executive officer of Computer Software Group plc prior to its acquisition by HG Capital and then Hellman & Friedman in 2007. Previously, Vin was also a non-executive director at Chime Communications plc and chief operating officer at Kewill Systems plc.

Named Entrepreneur of the Year in 2014 at the Grant Thornton Quoted Company Awards and Woman of the Year at the 2012 Cisco Everywoman Technology Awards, Vin is a successful entrepreneur with a strong background in technology-based businesses.

Resolution 10 – Peter Ventress

Role: Independent Non-Executive Director

Appointment to the Board: 1 October 2015

Committee membership: Audit Committee, Nomination Committee, Remuneration Committee (Chair)

Peter joined Softcat in October 2015. He is also the chairman of Galliford Try plc, and a non-executive director of BBA Aviation and Staples Solutions B.V. Prior to joining Softcat he spent five years as chief executive officer of Berendsen plc, held several senior executive roles, including international president, at Staples Inc., was chief executive officer at Corporate Express NV prior to its acquisition by Staples Inc. and held a number of other general management positions across a number of different businesses in a variety of industries.

SHAREHOLDER NOTES

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

1. To be entitled to attend and vote at the Meeting (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 Wednesday 6 December 2017. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. In alignment with best practice for listed companies, it is the current intention that each of the resolutions to be put to the Meeting will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 11.30am (UK time) on Friday 8 December 2017 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting 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. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the registrars of the Company, whose contact details are provided below.
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 Meeting. 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.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4, 8 and 11 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. 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 Meeting.
8. To be valid, any Form of Proxy, or other instrument appointing a proxy, must be returned by no later than 11.30am on Wednesday 6 December 2017 through any one of the following methods:
 - (i) by post, courier or (during normal business hours only) hand to the Company's UK registrars at:

Capita Asset Services
PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF;
 - (ii) electronically through the website of the Company's UK registrars at www.purpletrader.com; or
 - (iii) in the case of shares held through CREST, via the CREST system (see notes 11 to 13 below).
9. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrars 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.
10. The return of a completed Form of Proxy, electronic filing or any CREST Proxy Instruction (as described in note 13 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) 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.

SHAREHOLDER NOTES CONTINUED

12. 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 & Ireland 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 Wednesday 6 December 2017. 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 his 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.
14. 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.
15. As at 27 October 2017 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 197,606,143 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 27 October 2017 are 197,606,143.
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 the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous 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 Meeting 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 attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
18. The following documents are available for inspection during 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 Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 10.30am on the day of the Meeting until the conclusion of the Meeting:
 - copies of the Directors' letters of appointment or service contracts.
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 (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.softcat.com/investors.