

Softcat plc

Results of Annual General Meeting

Softcat plc (the “Company”) announces that at its Annual General Meeting (“AGM”) held yesterday, 5 December 2019, 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
ORDINARY RESOLUTIONS							
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 2019	162,756,921	100.00	0	0.00	162,756,921	82.01%	777,857
2. To approve the Directors’ Remuneration Report	161,694,092	98.87	1,840,577	1.13	163,534,669	82.41%	109
3. To approve the Directors’ Remuneration Policy	161,238,582	98.60	2,296,086	1.40	163,534,668	82.41%	109
4. To declare a final dividend of 10.4 pence per ordinary share	163,534,723	100.00	0	0.00	163,534,723	82.41%	55
5. To declare a special dividend of 16.0 pence per ordinary share	163,534,723	100.00	0	0.00	163,534,723	82.41%	55
6. To re-elect Graeme Watt as a Director	163,080,198	99.72	454,580	0.28	163,534,778	82.41%	0
7. To re-elect Martin Hellawell as a Director	156,252,624	95.83	6,790,848	4.17	163,043,472	82.16%	491,305
8. To re-elect Graham Charlton as a Director	162,367,657	99.29	1,167,121	0.71	163,534,778	82.41%	0
9. To re-elect Vin Murria OBE as a Director	162,290,195	99.24	1,244,474	0.76	163,534,669	82.41%	109
10. To re-elect Peter Ventress as a Director	163,082,031	99.72	452,747	0.28	163,534,778	82.41%	0

	VOTES FOR	%	VOTES AGAINST	%	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
11. To elect Robyn Perris as a Director	163,514,558	99.99	20,220	0.01	163,534,778	82.41%	0
12. To elect Karen Slatford as a Director	162,451,327	99.34	1,083,342	0.66	163,534,669	82.41%	109
13. To re-appoint Ernst & Young LLP as auditor of the Company	163,043,273	100.00	0	0.00	163,043,273	82.16%	491,504
14. To authorise the Directors to determine the auditor's remuneration	163,534,461	100.00	118	0.00	163,534,579	82.41%	199
15. To authorise the Company to make political donations	162,594,701	99.73	440,786	0.27	163,035,487	82.16%	499,290
16. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	162,094,987	99.12	1,439,622	0.88	163,534,609	82.41%	169
SPECIAL RESOLUTIONS							
17. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	163,497,870	99.98	36,545	0.02	163,534,415	82.41%	363
18. 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	160,672,051	98.25	2,862,363	1.75	163,534,414	82.41%	363
19. To authorise the Company to purchase its own shares	162,840,691	99.68	530,951	0.32	163,371,642	82.32%	163,135
20. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	161,188,328	98.57	2,346,450	1.43	163,534,778	82.41%	0

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

ORDINARY RESOLUTIONS	VOTES FOR	%	VOTES AGAINST	%	TOTAL SHARES VOTED	% OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
9. To re-elect Vin Murria OBE as a Director	101,396,457	98.79	1,244,474	1.21	102,640,931	76.89%	109
10. To re-elect Peter Ventress as a Director.	102,188,293	99.56	452,747	0.44	102,641,040	76.89%	0
11. To elect Robyn Perriss as a Director.	102,620,820	99.98	20,220	0.02	102,641,040	76.89%	0
12. To elect Karen Slatford as a Director	101,557,589	98.94	1,083,342	1.06	102,640,931	76.89%	109

Notes:

Any proxy appointments giving discretion to the Chair 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 of ordinary shares in issue (total voting rights) as at 5 December 2019 was 198,477,866 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 Listing Rules, and each resolution to elect or re-elect independent non-executive directors (resolutions 9 to 12) have under 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 Listing Rules, a copy of the resolutions passed at the AGM will be submitted to the National Storage Mechanism and will be available for inspection at: <http://www.morningstar.co.uk/uk/NSM>.

A copy of this announcement will be available on the Company's website at: <https://www.softcat.com/investors>

Luke Thomas, Company Secretary

Softcat plc

6 December 2019