

**Softcat plc****Results of Annual General Meeting**

Softcat plc (the “Company” or the “Group”) announces that at its Annual General Meeting (“AGM”) held yesterday, 9 December 2024, 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 full text of the resolutions proposed at the AGM is included in Softcat’s Notice of AGM published on 7 November 2024, which is available on Softcat’s website at: <https://www.softcat.com/about-us/investor-centre/calendar>.

The results of the poll for each resolution were as follows:

	<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>
<b>ORDINARY RESOLUTIONS</b>							
1. To receive the Group’s financial statements and the reports of the Directors together with the Auditor’s Report for the year ended 31 July 2024	173,247,767	99.99%	18,594	0.01%	173,266,361	86.71%	108,065
2. To approve the Directors’ Remuneration Report	170,596,744	98.40%	2,773,416	1.60%	173,370,160	86.76%	4,266
3. To declare a final dividend of 18.1 pence per ordinary share	173,362,288	99.99%	11,098	0.01%	173,373,386	86.76%	1,040
4. To declare a special dividend of 20.9 pence per ordinary share	173,362,881	99.99%	11,188	0.01%	173,374,069	86.76%	357
5. To re-elect Graeme Watt as a Director	167,680,386	96.72%	5,692,747	3.28%	173,373,133	86.76%	1,293
6. To re-elect Graham Charlton as a Director	172,340,075	99.40%	1,033,725	0.60%	173,373,800	86.76%	626

7. To re-elect Katy Mecklenburgh as a Director	171,454,856	98.89%	1,918,277	1.11%	173,373,133	86.76%	1,293
8. To elect Jacqui Ferguson as a Director	172,596,152	99.55%	776,570	0.45%	173,372,722	86.76%	1,704
9. To re-elect Mayank Prakash as a Director	171,126,836	98.70%	2,245,639	1.30%	173,372,475	86.76%	1,951
10. To re-elect Lynne Weedall as a Director	170,314,276	98.24%	3,058,199	1.76%	173,372,475	86.76%	1,951
11. To re-elect Robyn Perriss as a Director	170,433,090	98.30%	2,939,385	1.70%	173,372,475	86.76%	1,951
12. To re-appoint Ernst & Young LLP as auditor of the Company	167,846,288	96.81%	5,523,732	3.19%	173,370,020	86.76%	4,406
13. To authorise the Audit Committee to determine the auditor's remuneration	168,769,050	97.35%	4,602,343	2.65%	173,371,393	86.76%	3,033
14. To authorise the Company to make political donations and incur political expenditure up to the aggregate amount of £100,000	171,251,690	98.78%	2,121,940	1.22%	173,373,630	86.76%	796
15. To approve the Softcat Long Term Incentive Plan 2024	172,429,381	99.46%	944,484	0.54%	173,373,865	86.76%	561
16. To approve the Softcat Annual and Deferred Bonus Plan 2024	173,301,560	99.96%	71,684	0.04%	173,373,244	86.76%	1,182
17. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	169,992,626	98.05%	3,380,402	1.95%	173,373,028	86.76%	1,398

<b>SPECIAL RESOLUTIONS</b>							
18. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	157,521,344	90.86%	15,851,517	9.14%	173,372,861	86.76%	1,565
19. 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	149,690,316	86.34%	23,683,122	13.66%	173,373,438	86.76%	988
20. To authorise the Company to purchase its own shares	169,452,731	97.74%	3,913,323	2.26%	173,366,054	86.76%	8,372
21. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	168,887,543	97.41%	4,485,478	2.59%	173,373,021	86.76%	1,405

**VOTES OF SHAREHOLDERS EXCLUDING CONTROLLING SHAREHOLDER ON 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 elect Jacqui Ferguson as a Director	107,620,094	99.28	776,570	0.71	108,396,664	54.24%	1,704
9. To re-elect Mayank Prakash as a Director	106,150,778	97.93	2,245,639	2.07	108,396,417	54.24%	1,951
10. To re-elect Lynne Weedall as a Director	105,338,218	97.18	3,058,199	2.82	108,396,417	54.24%	1,951
11. To re-elect Robyn Perriss as a Director	105,457,032	97.29	2,939,385	2.71	108,396,417	54.24%	1,951

**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 number of ordinary shares in issue (total voting rights) as at 16.30 on 5 December 2024, being the time at which a person had to be registered in the Company's register of members in order to vote at the AGM, was 199,822,264 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 8, 9, 10 and 11) have under Listing Rule 6.2.8 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 6.4.2 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:  
<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of this announcement will be available on the Group's website at: <https://www.softcat.com/about-us/investor-centre/calendar>.

**Luke Thomas, Company Secretary**  
**Softcat plc**  
**10 December 2024**