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**13 November 2015**



**Softcat plc**

**Announcement of Publication of Prospectus**

Following the pricing announcement today in connection with its initial public offering ("IPO" or the "Offer"), Softcat plc confirms that its Prospectus dated 13 November 2015 has been approved by the UK Listing Authority.

The Prospectus relates to the admission of the Company's ordinary shares to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities.

Further details of the IPO are set out in the Prospectus, which will shortly be available on the Company's website ([www.softcat.com](http://www.softcat.com)), subject to applicable securities laws, or can be inspected at its registered office: Solar House, Fieldhouse Lane, Marlow, Buckinghamshire, SL7 1LW.

A copy of the Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

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Except where the context otherwise requires, defined terms used in this announcement have the meanings given to such terms in the Prospectus to be published by the Company in connection with the Offer.

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This announcement is not an invitation nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000 (as amended) of the United Kingdom ("FSMA"). To the extent that this announcement does constitute an inducement to engage in any investment activity included within this announcement, it is directed at and is only being distributed in member states of the European Economic Area, to persons who are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC as amended (including amendments by Directive 2010/73/EU, to the extent implemented in the relevant member state) the "Prospectus Directive"); (B) in the United Kingdom to persons who (i) have professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or, are high net worth companies, unincorporated associations or partnerships or trustees of high value trusts as described in Article 49(2) of the Order; and (ii) are "qualified investors" as defined in section 86 of FSMA; and (C) otherwise, to persons to whom it may otherwise be lawful to communicate it to (each a "Relevant Person"). No other person should act or rely on this announcement and persons distributing this announcement must satisfy themselves that it is lawful to do so. By accepting this announcement you represent and agree that you are a Relevant Person.

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subscribe for or purchase any securities referred to in this announcement except on the basis of the information contained in the prospectus to be published by the Company relating to the securities. Copies of the prospectus will shortly be available from the Company's registered office.

This announcement does not constitute, or form part of any offer or any solicitation of an offer, to subscribe for any shares or other securities, nor shall it (or any part of it) or the fact of its dissemination form the basis of, or be relied on in connection with, any content thereafter.

In connection with the Offer, Jefferies International Limited, as stabilising manager (the "Stabilising Manager"), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Ordinary Shares or effect other transactions with a view to supporting the market price of the Ordinary Shares at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings in the Ordinary Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above the offer price. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer and pursuant to applicable law and regulation, the Stabilising Manager may, for stabilisation purposes, over-allot Ordinary Shares. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of Ordinary Shares effected by it during the stabilisation period, the Stabilising Manager will enter into over-allotment arrangements pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Ordinary Shares (the "Over Allotment Shares") at the offer price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional trading of the Ordinary Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, would rank *pari passu* in all respects with any Ordinary Shares being sold in the Offer and would be purchased on the same terms and conditions as the Ordinary Shares being sold in the Offer and will form a single class for all purposes with the other Ordinary Shares.

Each of Credit Suisse International, Credit Suisse Securities (Europe) Limited ("Credit Suisse Securities") and Jefferies International Limited ("Jefferies" and, together with Credit Suisse International, the "Joint Sponsors", and, together with Credit Suisse Securities, the "Joint Global Co-ordinators" and the "Joint Bookrunners"), is authorised and regulated in the United Kingdom by the FCA, and is acting exclusively for the Company and no one else in connection with the Offer and Admission and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for giving advice in relation to the Offer or any transaction or arrangement referred to in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed by FSMA or the regulatory regime established thereunder, none of the Joint Sponsors, the Joint Bookrunners or any of their respective affiliates accepts any responsibility whatsoever or makes any representation or warranty, express or implied, in respect of the contents of this announcement, including its accuracy, completeness or verification or for any other statement made or purported to be made by or on behalf of it, the Company, the Directors or the Selling Shareholders in connection with the Company, the Ordinary Shares or the Offer and nothing in this announcement is or shall be relied upon as a promise or representation in this respect, whether as to the past or the future. Each of the Joint Sponsors and the Joint Bookrunners accordingly disclaims, to the fullest extent permitted by applicable law, all and any liability whatsoever, whether arising in tort, contract or

otherwise (save as referred to above) which it might have in respect of this announcement or any such statement.

In connection with the Offer, each of the Joint Bookrunners and any of their respective affiliates, acting as an investor for its or their own account(s), may acquire Ordinary Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in such securities of the Company, any other securities of the Company or other related investments in connection with the Offer or otherwise. Accordingly, references in this announcement to the Ordinary Shares being offered, acquired or otherwise dealt with, should be read as including any offer to, acquisition of or dealing by the Joint Bookrunners and any of their respective affiliates acting as an investor for its or their own account(s). None of the Joint Bookrunners or any of their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so. In addition, the Joint Bookrunners may enter into financing arrangements with investors, such as share swap arrangements or lending arrangements in connection with which the Joint Bookrunners may from time to time acquire, hold or dispose of shareholdings in the Company.

The Joint Sponsors, the Joint Bookrunners and their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company for which they would have received customary fees. The Joint Sponsors, Joint Bookrunners and any of their respective affiliates may provide such services to the Company and any of its affiliates in the future.