

**Softcat plc**

("Softcat", the "Company")

**Results of Annual General Meeting – Correction**

On 10 December 2020, the Company released an announcement via RNS giving the results of the resolutions voted on way of poll at the 2020 Annual General Meeting.

Each resolution was duly passed by the requisite authority as announced on 10 December 2020. However, the announcement contained an incorrect summary table for the votes of shareholders excluding the controlling shareholder in respect of the re-election of the independent non-executive directors.

The other details were correct and remain unchanged.

The full amended set of results is shown below.

**Results of Annual General Meeting**

Softcat plc (the "Company") announces that at its Annual General Meeting ("AGM") held on 10 December 2020, 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.

Due to the Covid-19 pandemic, and in compliance with the Corporate Insolvency and Governance Act 2020, the AGM was held as a closed meeting, with a quorum present. All valid proxy votes were included in the poll taken at the meeting.

The full text of the resolutions proposed at the AGM is included in Softcat's Notice of AGM published on 28 October 2020, which is available on Softcat's website at: <https://www.softcat.com/investors/shareholder-information/>.

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 Company's financial statements and the reports of the Directors together with the Auditor's Report for the year ended 31 July	170,061,590	99.99	13,693	0.01	170,075,283	85.57	1,185,833

2020							
2. To approve the Directors' Remuneration Report	167,295,326	97.69	3,950,771	2.31	171,246,097	86.16	15,019
3. To declare a final dividend of 16.6 pence per ordinary share	171,260,587	99.99	60	0.01	171,260,647	86.17	470
4. To declare a special dividend of 7.6 pence per ordinary share	171,259,976	100.00	0	0	171,259,976	86.17	1,141
5. To re-elect Graeme Watt as a Director	170,721,130	99.69	539,119	0.31	171,260,249	86.17	868
6. To re-elect Martin Hellowell as a Director	168,327,411	98.29	2,932,837	1.71	171,260,248	86.17	868
7. To re-elect Graham Charlton as a Director	170,288,245	99.43	972,639	0.57	171,260,884	86.17	233
8. To re-elect Vin Murria OBE as a Director	170,583,650	99.61	674,153	0.39	171,257,803	86.17	3,313
9. To re-elect Robyn Perriss as a Director	170,964,287	99.83	293,517	0.17	171,257,804	86.17	3,313
10. To re-elect Karen Slatford as a Director	165,302,292	96.52	5,955,640	3.48	171,257,932	86.17	3,184
11. To re-appoint Ernst & Young LLP as auditor of the Company	170,601,535	99.90	177,457	0.1	170,778,992	85.93	482,124
12. To authorise the Audit Committee to determine the auditor's remuneration	171,078,459	99.90	177,019	0.1	171,255,478	86.17	5,638
13. To authorise the Company to make political donations and expenditure up to the aggregate amount of	170,687,156	99.67	564,350	0.33	171,251,506	86.17	9,611

£100,000							
14. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006	164,402,522	96.00	6,849,894	4	171,252,416	86.17	8,701
<b>SPECIAL RESOLUTIONS</b>							
15. To authorise the Directors to dis-apply the statutory pre-emption rights pursuant to Sections 570 and 573 of the Companies Act 2006	169,473,931	98.96	1,776,151	1.04	171,250,082	86.16	11,035
16. 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	168,940,583	98.65	2,311,965	1.35	171,252,548	86.17	8,568
17. To authorise the Company to purchase its own shares	170,281,703	99.48	888,631	0.52	171,170,334	86.12	90,782
18. To approve the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice	168,301,968	98.27	2,955,463	1.73	171,257,431	86.17	3,686

**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 re-elect Vin Murria OBE as a Director	105,634,872	99.37	674,153	0.63	106,309,025	53.49	3,313
9. To re-elect Robyn Perriss as a Director.	106,015,509	99.72	293,517	0.28	106,309,026	53.49	3,313
10. To re-elect Karen Slatford as a Director	100,353,514	94.40	5,955,640	5.60	106,309,154	53.49	3,184

**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 16:30 on 8 December 2020, 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 198,747,587 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 re-elect independent non-executive directors (resolutions 8, 9 and 10) 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: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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

**Luke Thomas, Company Secretary  
Softcat plc**

**11 December 2020**