

Company No. 02174990

MONDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SOFTCAT LIMITED

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

15 October 2015

(the "Circulation Date")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, each having effect as a special resolution and in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

Re-registration as a public limited company

- 1 THAT the Company be re-registered as a public company

Change of name

- 2 THAT the name of the Company be changed to "Softcat plc"

Adoption of articles of association

- 3 THAT, the existing articles of association of the Company be amended by deleting all the provisions of the company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association
- 4 THAT, immediately following resolution 3 and in connection with resolution 1, new articles of association in the form contained in the draft articles of association accompanying this written resolution be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association

By order of the Board

M. J. Helliwell

Director/Secretary

15 October 2015

Date

NOTES

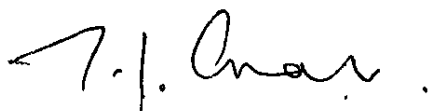
- 1 Eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the written resolution
- 2 The Circulation Date of the written resolutions is 15 October 2015
- 3 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated below and returning it to the Company using one of the following methods
 - By Hand delivering the signed copy to Sarah Kirby at Softcat Limited, Fieldhouse Lane, Marlow, Buckinghamshire, SL7 1LW
 - Post returning the signed copy by post to Sarah Kirby at Softcat Limited, Fieldhouse Lane, Marlow, Buckinghamshire, SL7 1LW.
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to SarahKi@softcat.com Please enter "Written resolutions dated 15 October 2015" in the e-mail subject box

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 5 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being an eligible member of the Company on the Circulation Date:

- 1 confirm that we have received a copy of the above resolutions in accordance with section 291 of the Companies Act 2006; and
- 2 hereby resolve and irrevocably agree that the above resolutions be passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that each of the resolutions shall take effect as special resolutions



Date: 16 October 2015

Signed by Gilbert John Chalk in his capacity as trustee of the bare trust created under a deed dated 18 February 2013 in relation to assets of the Settlement (as defined therein)



Date 16 October 2015

Signed by Gilbert John Chalk as attorney for **John Alan Putt** under a power of attorney dated 10 October 2015 in his capacity as trustee of the bare trust created under a deed dated 18 February 2013 in relation to assets of the Settlement (as defined therein)

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By order of the Board

M. J. A. Elland

Director/Secretary

15 October 2015

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- 2 hereby resolve and irrevocably agree that the above resolutions be passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that each of the resolutions shall take effect as special resolutions.



Date 15 October 2015

Signed by **William Kenny**

Company No. 02174990

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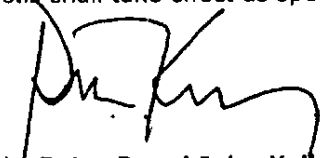
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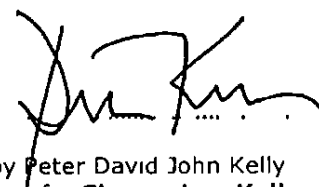
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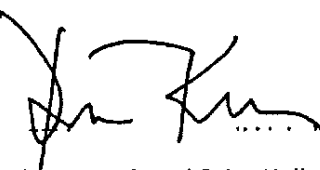
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... 
Signed by **Peter David John Kelly**


Date 15 October 2015

... 
Signed by Peter David John Kelly
as attorney for **Sharon Lyn Kelly**
under a power of attorney
dated 4. October 2015


Date 15 October 2015

... 
Signed by Peter David John Kelly
as attorney for **Georgina Ruth Donk**
under a power of attorney
dated 12 October 2015

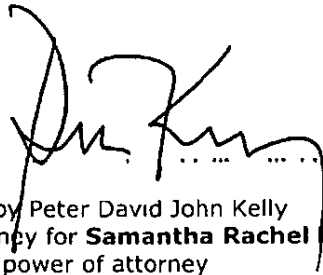
Date 15 October 2015

... 
Signed by Peter David John Kelly
as attorney for **Charlotte Anne Hall**
under a power of attorney
dated 4 October 2015

Date 15 October 2015

... 
Signed by Peter David John Kelly
as attorney for **William Henry Magee Kelly**
under a power of attorney
dated 10 October 2015

Date 15 October 2015

A handwritten signature in black ink, appearing to read 'Peter Kelly', written over a dotted line.

Date 15 October 2015

Signed by Peter David John Kelly
as attorney for **Samantha Rachel Kelly**
under a power of attorney
dated 10 October 2015

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Director/Secretary

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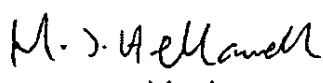
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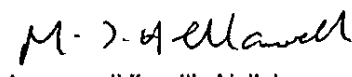
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Date 15 October 2015

Signed by **Martin John Hellawell**



Date 15 October 2015

Signed by Martin John Hellawell
as attorney for **Mandy Jane Hellawell**
under a power of attorney
dated 12 October 2015