

Company Number: 02174990

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

WEDNESDAY



Notice of Resolutions passed on 8 December 2017
of
Softcat plc (the "Company")

At an Annual General Meeting of the Company, duly convened and held at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire, SL7 1LW at 11.30am the following resolutions were passed:

Ordinary Resolutions

Authority to make political donations

13. That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect, are authorised to:

- (a) make political donations to political parties or to independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
- (c) incur any political expenditure not exceeding £50,000 in total,

This authority exists for the period beginning with the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company. For the purpose of this resolution, 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with Sections 363, 364 and 365 of the Act

Authority to allot ordinary shares

14. That the Directors be generally and unconditionally authorised, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares:

(a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £32,934.36 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

(b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £65,868.71 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018, (or, if earlier, on 31 December 2018) save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

Authority to disapply pre-emption rights

15. That, subject to the passing of resolution 14 above, but without prejudice to the exercise of any such power prior to the date of the passing of this resolution, the Directors be generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by such resolution 14 and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and sale of treasury shares:

(a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) of this resolution) up to an aggregate nominal amount of £4,940.15,

provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at close of business on 31 December 2018 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

16. That, subject to the passing of resolutions 14 and 15 above and in addition to the power granted under resolution 15, the Directors be generally empowered pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by paragraph (a) of such resolution 14 and to sell ordinary shares (within the meaning of Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

(a) limited to the allotment of equity securities for cash and sale of treasury shares up to an aggregate nominal amount of £4,940.15; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or at close of business on 31 December 2018 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Notice of general meetings, other than Annual General Meetings

17. That a general meeting (other than an Annual General Meeting) of the Company may be called on not less than 14 clear days' notice.