

Company Number 02174990

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES**

SATURDAY



A30 *A8KT5ACO* 21/12/2019 #358
COMPANIES HOUSE

**Notice of Special Resolutions passed at the 2019 Annual General Meeting
of Softcat plc ("Softcat" or 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 on 5 December 2019 the resolutions below were passed by the members of the Company as Special Resolutions. The numbering of these resolutions is as it appears in the Notice of Meeting sent to the members on 4 November 2019.

Disapplication of Pre-emption Rights

"17. That, subject to the passing of resolution 16 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 16 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 16, 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 16 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 £4,956,

provided that this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 or at close of business on 31 December 2020 (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."

Disapplication of Pre-Emption Rights for the purposes of acquisitions or capital investments

"18. That, subject to the passing of resolutions 16 and 17 above and in addition to the power granted under resolution 17, 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 16 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 £4,956; 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 2020 or at close of business on 31 December 2020 (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."

Authority to Purchase Own Shares

"19. To authorise the Company generally and unconditionally for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of £0.0005 each on such terms and in such manner as the Directors may from time to time determine, provided that:

a) the maximum number of ordinary shares which may be purchased is 19,825,047;

b) the minimum price which may be paid for each ordinary share is £0.0005 (being the nominal value of an ordinary share) which amount shall be exclusive of expenses, if any;

c) the maximum price (exclusive of expenses, if any) which may be paid for each ordinary share is an amount equal to the higher of:

- i. 105% of the average of the middle market quotations of the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
- ii. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;

d) if given, this power will expire at the conclusion of the Annual General Meeting of the Company to be held in 2020 (or on 31 December 2020, whichever occurs first); and

e) under the authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority and may make purchases of ordinary shares pursuant to it as if this authority had not expired."

Notice of general meetings, other than Annual General Meetings

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

CERTIFIED A TRUE COPY OF THE SPECIAL RESOLUTIONS
passed at the Softcat plc AGM on 5 December 2019

Luke Thomas

Luke Thomas, Company Secretary

Softcat plc