

THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES

Notice of Special Resolutions passed at the 2023 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 13 December 2023 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 8 November 2023.

Disapplication of Pre-emption Rights

"Resolution 16: That, subject to the passing of resolution 15 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 15 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 15, 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;
- b) to the allotment of equity securities or sale of treasury (otherwise than under paragraph (a) above) up to a nominal amount of £9,977; and
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 31 December 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired."

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

"Resolution 17: That, subject to the passing of resolution 15 above and in addition to the power granted under resolution 16 above, 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 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:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £9,977, such authority to be used only for the purposes of financing (or refinancing, if the authority

is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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; and

- b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, at the close of business on 31 December 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.”

#### Authority to Purchase Own Shares

“Resolution 18: 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 19,955,759;
- 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 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 2024 (or on 31 December 2024, 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

“Resolution 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 13 December 2023.



Luke Thomas, Company Secretary  
Softcat plc