

SOFTCAT PLC – ANNUAL GENERAL MEETING 2016

Notice of availability and attendance card

You may submit your proxy electronically at www.purpletrader.com or the registrar's share portal, www.capitashareportal.com. If you are not already registered for the portal, you will need your investor code below.

Notice of availability

Please note that the Annual Report and Notice of the 2016 Annual General Meeting ('AGM') are also available on the Company's website at www.softcat.com. The deadline for the receipt of the Form of Proxy for the AGM by our registrars, Capita Asset Services, is at 11.30am on Tuesday 6 December. Further details relating to the appointment of proxies are provided in the notes to the Form of Proxy.

Attendance card

The AGM will be held at 11.30am on Thursday 8 December 2016 at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW United Kingdom. If you wish to attend this meeting in your capacity as an ordinary shareholder in the Company, please sign this card and, on arrival, hand it to the Company's registrars.

Signature of person attending

Barcode:

Investor code:

FORM OF PROXY

Softcat plc – Annual General Meeting

I/We being a member of the Company hereby appoint the Chairman of the meeting or the following person (see note 1). Please leave the box blank if you have selected the Chairman. Do not insert your own name(s).

Barcode:

Investor code:

Name of proxy

Number of shares proxy appointed over

Event code:

as my/our proxy to attend and speak for me/us at the Annual General Meeting of Softcat plc to be held at Solar House, Fieldhouse Lane, Marlow, Buckinghamshire SL7 1LW United Kingdom and at any adjournment of the meeting. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions.

If you wish to appoint multiple proxies please see note 8. Please also tick here if you are appointing more than one proxy

Ordinary resolutions

1. To receive the Company's financial statements and the reports of the Directors together with the auditor's report thereon
2. To approve the Directors' Remuneration Report
3. To approve the Directors' Remuneration Policy
4. To declare a final dividend of 3.6 pence per ordinary share
5. To declare a special dividend of 14.2 pence per ordinary share
6. To re-elect Brian Wallace as a Director
7. To re-elect Martin Hellawell as a Director
8. To re-elect Graham Charlton as a Director
9. To re-elect Lee Ginsberg as a Director
10. To re-elect Peter Ventress as a Director

	For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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11. To elect Vin Murria as a Director
12. To reappoint EY LLP as auditor of the Company
13. To authorise the Directors to determine the auditor's remuneration
14. To authorise the Directors to make political donations
15. To authorise the Directors to allot securities pursuant to Section 551 of the Companies Act 2006

	For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions

16. To authorise the Directors to disapply pre-emption rights
17. To authorise the Directors to disapply pre-emption rights for the purposes of acquisitions or capital investment
18. To allow 14 days' notice of general meetings (other than Annual General Meetings)

Please mark 'X' to indicate how you wish to vote

To assist with arrangements if you intend to attend the meeting, please place an 'X' in the box opposite

Signature

Full name
(block capitals)

Date

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at this meeting.
2. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf).
3. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
4. Forms of Proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the registrars of, the Company, Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF, no later than 11.30am on Tuesday 6 December 2016.
5. The appointment of a proxy does not preclude a member from attending and voting at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
7. Only those shareholders on the register of members at close of business on 6 December 2016 shall be entitled to attend and vote at this meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled a shareholder must be entered on the Company's register of members at close of business on the date which is two days before the date on which the adjourned meeting is to be held or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
8. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, you should contact the Company's registrars at the address given in note 4 opposite and make the necessary arrangements.
9. To direct the proxy how to vote on the resolutions, mark the appropriate 'X'. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
10. Shares held in CREST may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.purpletrader.com or the registrars share portal www.capitashareportal.com.

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