
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal advice from your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Computacenter plc, you should forward this document and other documents enclosed as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

COMPUTACENTER PLC

LETTER FROM THE CHAIR

AND NOTICE OF ANNUAL GENERAL MEETING

2023

Computacenter plc
Registered in England No: 3110569

Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



Letter from the Chair

TO ORDINARY SHAREHOLDERS

17 April 2023

DEAR SHAREHOLDER,

Annual General Meeting 17 May 2023

I am pleased to be writing to you with details of the 2023 Annual General Meeting ('AGM') of Computacenter plc (the 'Company' and together with its subsidiaries, the 'Group'). This will be held at 11.30am on Wednesday 17 May 2023, at 100 Blackfriars Road, London SE1 8HL.

Attached on pages 3 to 5 is the notice setting out the business to be conducted at this year's AGM ('Notice of AGM'). An explanation of the business of the AGM can be found within the appendices on pages 8 to 13.

If you are unable to attend the AGM in person or if you do not wish to do so, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM, and further information on the required process is detailed under the section in this letter entitled 'Action To Be Taken – Form of Proxy'.

Directors' Remuneration

The current Directors' Remuneration Policy was last approved by shareholders at the 2020 Annual General Meeting. In accordance with applicable legislation, an updated remuneration policy is being proposed to shareholders for approval (by way of a binding vote) at the AGM and is set out on pages 114 to 121 of the 2022 Annual Report and Accounts. If approved by shareholders, the new policy will take effect from the conclusion of the AGM.

Dividend

Your Board has recommended a final dividend for 2022 of 45.8 pence per ordinary share. Subject to approval by shareholders, the dividend will be paid on 14 July 2023 to shareholders appearing on the register of members at the close of business on 16 June 2023.

Election and Re-election of Directors

In accordance with the UK Corporate Governance Code, the Board has decided that all of the Directors will offer themselves for election or re-election, and Resolutions 5a to 5i are to elect or re-elect each of them as Directors. René Carayol joined the Board in November 2022, and he will be seeking election by shareholders for the first time at this AGM. Brief biographies of all of the Directors standing for election and re-election at the forthcoming AGM can be found on pages 86 and 87 of the 2022 Annual Report and Accounts.

Towards the end of 2022, the Board and each of its Directors were subject to a formal, externally facilitated, independent evaluation process, further details of which can be found within the Governance Report on page 92 of the 2022 Annual Report and Accounts. I am pleased to confirm that the performance of each Director continues to be effective and all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Upcoming Board Change

As announced on 2 November 2022, Tony Conophy will be retiring as Finance Director and stepping down from the Board on 1 June 2023. Given that Tony is not stepping down until that time, he is standing for re-election at this year's AGM. We are immensely grateful to Tony for his outstanding contribution to the Board during his long tenure and he departs with our very best wishes. We look forward to welcoming Tony's successor, Christian Jehle, to the Board with effect from the time that Tony will be stepping down. Christian will seek election to the Board at the Company's Annual General Meeting in 2024.

External Auditor

Following the completion of a formal tender process for its Group audit, overseen by the Audit Committee, as previously announced in December 2022 by the Company, the Board is now proposing the appointment of Grant Thornton UK LLP as the Group's auditor until the conclusion of the next General Meeting at which accounts are laid before the Company. KPMG LLP, who have been the Group's auditor since 2015, are not seeking re-appointment and will therefore cease to hold office as the Group's auditor at the conclusion of the AGM.

Renewal of the French Sub-Plan to the Computacenter Performance Share Plan 2005

The Computacenter Performance Share Plan 2005 ('PSP') has been the main vehicle for the granting of long-term share incentives to senior executives and was extended in 2015 for a further 10 years.

The French Sub-Plan modifies the rules of the PSP in respect of awards made to French Participants to take account of taxation requirements in France. It was approved by shareholders on 18 May 2018.

Approval in respect of the French Sub-Plan expires on 17 May 2023, in accordance with the recommendations of the French tax authorities for the period of approval. Therefore, shareholders are now asked to re-approve the French Sub-Plan at this AGM by way of amendment to the PSP, with an expiry date of 18 May 2025 (being the expiry date of the PSP). The terms of the French Sub-Plan are in accordance with the terms of the PSP set out in the Notice of Annual General Meeting dated 19 May 2015, as subsequently amended in accordance with those terms.

Capitalisation Issue and Capital Reductions

The Company's cash generation over recent years has enabled it to have a strong dividend policy and to periodically return additional value to its shareholders, most recently by way of a tender offer in the first quarter of 2018. While the Company has sufficient profits available for distribution (also known as 'distributable reserves') to fund its projected distributions in the immediate future, the Board has recently undertaken an assessment of the balance sheet to identify any reserves that are not currently distributable, and which might be converted into distributable reserves to provide flexibility for future returns of value to the Company's shareholders.

Following that assessment, the Board has identified certain reserves in respect of which it intends to undertake reductions of capital during 2023 (each a 'capital reduction' and together the 'capital reductions'). In order to achieve this, it is necessary first to convert certain of these reserves into share capital by issuing New Deferred Shares (the 'Capitalisation Issue'), and then cancelling those shares as part of the first capital reduction. The second capital reduction will also involve the cancellation of the Company's capital redemption reserve. The capitalisation issue, the changes to the Company's articles of association required in order to effect it, and the subsequent capital reductions each require the approval of shareholders. The capital reductions will each require the confirmation of the court in order to become effective. Subject to the passing of the relevant resolutions at this AGM, confirmation of each of the capital reductions is anticipated to be sought concurrently, in a single application to the court, shortly after the conclusion of the AGM. Resolutions 14 to 16 are set out on pages 4 and 5, and a detailed description of the Capitalisation Issue and capital reductions is set out on pages 11 and 12.

The Capitalisation Issue and capital reductions will not result in any change to the nominal value of the Company's ordinary shares, will have no impact on the Company's cash position or on its net assets, will not involve any repayment or distribution of capital by the Company, and will not result in any changes to the Company's existing dividend policy. The Capitalisation Issue and capital reductions should not result in any UK tax charge for the shareholders. The Board will continue to review its cash position and will provide an update on any proposed future return of value when appropriate.

Action to be taken – Form of Proxy

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the Form of Proxy as soon as possible in accordance with the instructions printed thereon. The Form of Proxy should be returned to Equiniti, the Company's Registrar, as soon as possible and, in any event, so as to be received not later than 11.30am on Monday 15 May 2023.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in notes 1 to 8 to the Notice of AGM on pages 6 and 7. Communications giving voting instructions by electronic means must be received by Equiniti not later than 11.30am on Monday 15 May 2023.

Recommendation

The Directors consider that the proposals being put to shareholders at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of AGM, as they intend to do in respect of their own interests [both beneficial and non-beneficial] amounting to 48,322,191 ordinary shares, representing approximately 42.3 per cent of the Company's issued share capital excluding treasury shares as at 31 March 2023.

Peter Ryan
Chair

Notice of Annual General Meeting 2023

Notice is hereby given that the Annual General Meeting of Computacenter plc will be held at 11.30am on Wednesday 17 May 2023 at 100 Blackfriars Road, London SE1 8HL for the following purposes:

Ordinary Resolutions

To consider and if thought fit, pass the following ordinary resolutions:

1. To receive the Financial Statements of the Company and the Group for the year ended 31 December 2022, together with the Reports of the Directors and Auditor thereon.
2. To approve the Annual Statement from the Chair of the Remuneration Committee and the Annual Remuneration Report for the year ended 31 December 2022, as set out on pages 110 to 111 and 122 to 133 respectively of the 2022 Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report for the year ended 31 December 2022, as set out on pages 114 to 121 of the 2022 Annual Report and Accounts.
4. To declare and approve a final dividend of 45.8 pence per ordinary share.
5. To elect and re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 5a. P Campbell, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 5b. R Carayol, who being eligible, offers himself for election as a Non-Executive Director of the Company.
 - 5c. F A Conophy, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 5d. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5e. L Mitic, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 5f. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 5g. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5h. R Rivaz, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 5i. P Ryan, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
6. To appoint Grant Thornton UK LLP as the Company's auditor to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
7. To authorise the Directors to agree the Auditor's remuneration.
8. That the French Sub-Plan in the form produced to the meeting and initialled by the Chair of the meeting for the purposes of identification, be approved as an amendment to the Computacenter Performance Share Plan 2005 (as amended) ('PSP') until the expiry of the PSP on 18 May 2025 and the Directors be and are authorised to do all acts and things they consider necessary or expedient to give effect to and operate the French Sub-Plan.
9. That the Directors be generally and unconditionally authorised under Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'), up to a nominal amount of £2,874,664.94, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 June 2024, save that the Company shall be entitled to make offers or agreements before the expiry of such authority, which would or might

require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired. All unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Special Resolutions

To consider and if thought fit, pass the following special resolutions:

10. That, subject to the passing of Resolution 9, the Directors be given power to allot equity securities (as defined in Section 560 of the Act) for cash and/or to sell ordinary shares held by the Company as treasury shares for cash as if the pre-emption provisions of Section 561 of the said Act do not apply to such allotment or sale. The power shall be limited to the allotment of equity securities pursuant to the preceding Resolution 9 or sale of treasury shares, up to an aggregate nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7⁵/₉ pence each, for the period referred to in Resolution 9, save that the Company shall be entitled to make offers or agreements before the expiry of such power, which would or might require equity securities to be allotted and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.
11. That, subject to the passing of Resolution 9, the Directors be given power, in addition to any power granted under Resolution 10, to allot equity securities (as defined in Section 560 of the Act) for cash under the authority given by Resolution 9 and/or to sell ordinary shares 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, such authority to be:
 - a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7⁵/₉ pence each; and
 - b. used 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 Directors determine 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 this Notice of AGM for the period referred to in Resolution 9, save that the Company shall be entitled to make offers or agreements before the expiry of such power, which would or might require equity securities to be allotted and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.
12. That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares of 7⁵/₉ pence each ('ordinary shares') in the capital of the Company provided that:
 - a. the maximum aggregate number of ordinary shares which may be purchased is 11,414,110;
 - b. the minimum price (excluding expenses) which may be paid for each ordinary share is 7⁵/₉ pence;
 - c. the maximum price (excluding expenses) which may be paid for any ordinary share, is the higher of:
 - i. an amount equal to 105 per cent of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and

- ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation (EU) No 596/2014 (as such legislation forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018); and
 - d. this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2024 or, if earlier, 30 June 2024, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).
13. That a General Meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2024.
14. That:
- a. with immediate effect, Article 119.2 of the Company's Articles of Association be and hereby is amended by the addition of the words "Unless the ordinary resolution passed in accordance with Article 119.1 directs otherwise," at the beginning of said Article;
 - b. at a time determined by the Directors, being no later than 31 December 2023:
 - i. an amount of up to £55,990,046.00, being the full amount standing to the credit of the merger reserve account of the Company as at 31 December 2022 (being the date of the latest audited accounts of the Company); and
 - ii. an amount of up to £52,963,791.65, being part of the amount standing to the credit of the Company's retained earnings reserve as at 31 December 2022 (being the date of the latest audited accounts of the Company) and attributable to the dividend in specie made to the Company by Computacenter (UK) Limited in December 2020 in respect of shares in Pivot Technology Solutions, Ltd.
- shall be capitalised (together the 'Capitalised Amount');
- c. notwithstanding the provisions of Article 119.2 of the Company's Articles of Association, the Capitalised Amount shall be applied in paying up in full and at par the relevant number of New Deferred Shares being up to 10,895,383,765 New Deferred Shares, which New Deferred Shares shall be allotted and issued to a nominee appointed by the Company on behalf of the holders of ordinary shares entered in the register of members of the Company at the Capitalisation Record Time (in proportion, as nearly as practicable to the aggregate nominal amount of the ordinary shares held by such holders at the Capitalisation Record Time, subject to such adjustments as the Directors see fit to deal with any fractional entitlements);
 - d. in accordance with section 551 of the Companies Act 2006, the Directors be and are hereby generally and unconditionally authorised to allot New Deferred Shares up to an aggregate nominal value of £108,953,837.65, in accordance with section c. of this resolution or otherwise, such authority to expire on 1 January 2024, and to be in addition and without prejudice to any authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and
 - e. the Directors be and are hereby authorised to do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to such capitalisation, the allotment and issue of the New Deferred Shares and all associated matters,
- and for the purposes of this resolution,
- 'Capitalisation Record Time' means 6.30pm on the day before the date of the hearing of the High Court of Justice in England and Wales to confirm the reductions of capital pursuant to Resolution 15 and Resolution 16; and
- 'New Deferred Shares' means deferred shares of £0.01 each in the capital of the Company, having the following rights and restrictions:
- i. the holders of the New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive any dividend or other distribution of the Company, and the New Deferred Shares shall confer no right to participate in the profits of the Company;
 - ii. on a return of capital on a winding-up, there shall be paid to the holders of the New Deferred Shares only the nominal capital paid up, or credited as paid up, on such New Deferred Shares, and only after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively together with the sum of £1,000,000 on each ordinary share;
 - iii. the holders of the New Deferred Shares shall not be entitled to any further right of participation in the assets of the Company;
 - iv. the holders of New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive notice of, attend, speak at or vote at any general meeting of the Company;
 - v. the New Deferred Shares shall not be listed or traded on any stock exchange nor shall any share certificates be issued in respect of such shares, and the New Deferred Shares shall be non-transferable except with the written consent of the Directors;
 - vi. the Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the New Deferred Shares, and on such creation, allotment or issue, any such further shares (whether or not ranking in any respect in priority to the New Deferred Shares) shall be treated as being in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the New Deferred Shares;
 - vii. any reduction of the capital paid up on the New Deferred Shares and/or the cancellation of the New Deferred Shares (with or without payment in respect thereof) shall be in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose; and
 - viii. without prejudice to paragraphs (vi) and (vii) above, the Company is authorised to reduce or cancel (or purchase shares in) its capital of any class or classes and such reduction or cancellation (or purchase) shall not involve a variation of any rights attaching to the New Deferred Shares for any purpose or require the consent of the holders of the New Deferred Shares.

Notice of Annual General Meeting 2023

15. That, subject to the passing of Resolution 14, the allotment and issue of the New Deferred Shares in accordance with Resolution 14 and the register of members of the Company having been written up accordingly, the share capital of the Company be reduced by cancelling and extinguishing all of the New Deferred Shares.
16. That the capital redemption reserve of the Company be cancelled.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions while Resolutions 10 to 16 (inclusive) will be proposed as special resolutions.

Computacenter plc
Registered Office

Hatfield Avenue, Hatfield, Hertfordshire AL10 9TW

By order of the Board

Simon Pereira

Company Secretary
17 April 2023

Notes relating to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the AGM is entitled to appoint another person(s) (a proxy) to exercise all or any of his or her rights to attend, speak and vote at the AGM instead of him or her. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he or she shall specify the number of shares held by him or her in respect of which each proxy is entitled to exercise his or her rights. Where two or more proxies are received in respect of the same share and the same AGM, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company, however, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chair of the AGM as their proxy.
2. A Form of Proxy is enclosed. The appointment of a proxy will not of itself prevent a member from subsequently attending and voting at the AGM in person.
3. A copy of this Notice of AGM has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Act ('Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person. However, the Nominated Person may have a right, under an agreement between him or her and the member by whom he or she was nominated, to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person has no such proxy appointment right, then he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
4. To be effective, the instrument appointing a proxy and any power of attorney or other authority [if any] under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's Registrar not later than 11.30am on Monday 15 May 2023.
5. Only those shareholders registered in the Register of Members of the Company at 6.30pm on Monday 15 May 2023 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time or, if the AGM is adjourned, shareholders must be entered on the Register of Members of the Company as at 6.30pm two business days prior to the time fixed for the adjourned AGM.
6. Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.30am on Monday 15 May 2023. Please note that any electronic communication found to contain a computer virus will not be accepted.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and in respect of any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) not later than 11.30am on Monday 15 May 2023. For this purpose, the time of receipt will be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee(s) through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Computacenter plc may treat as invalid any CREST Proxy Instruction it receives which falls within the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged not later than 11.30am on Monday 15 May 2023 to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
8. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chair's Letter and Form of Proxy) to communicate for any purposes other than those expressly stated.

Notes relating to the Notice of Annual General Meeting

9. Any corporation, which is a member, can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
10. As at 31 March 2023 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 122,687,970 ordinary shares, carrying one vote each, and 8,546,861 of these ordinary shares are held in treasury. Treasury shares do not carry the right to vote. Therefore, the total voting rights in the Company are 114,141,109.
11. Under Section 319A of the Act, a shareholder (or their proxy) has the right to ask questions in relation to the business being dealt with at the AGM. However, the Company is not obliged to answer a question raised at the AGM if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
12. Under Section 527 of the Act, shareholders who meet the threshold requirements that are set out in that section have the right to require the Company to publish, on a website (that is maintained by or on behalf of the Company and identifies the Company), a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Annual General Meeting at which the Annual Report and Accounts were laid in accordance with Section 437. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with either Sections 527 or 528. Where the Company is required to place a statement on a website under Section 527, in accordance with Section 528, it must do so within three working days of being required to publish and the statement must be kept available until after the meeting to which it relates. Additionally, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 to publish on a website.
13. A copy of this Notice of AGM together with the other information required by Section 311A of the Act may be found at <https://investors.computacenter.com/shareholder-centre/agm>.
14. The French Sub-Plan (inclusive of the rules of the PSP) will be available for inspection on the Financial Conduct Authority's National Storage Mechanism website at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this Notice of AGM and at the place of the AGM for at least 15 minutes before the meeting and during the meeting.

Appendix 1 to the Notice of Annual General Meeting

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 10 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Ordinary Resolution 1 – Financial Statements and Reports of the Directors and Auditor thereon

The business of the AGM will start with a resolution to lay before the shareholders, the Financial Statements for the year ended 31 December 2022 and the reports of the Directors and Auditor thereon.

Ordinary Resolution 2 – Annual Statement by the Chair of the Remuneration Committee and Annual Remuneration Report

Pages 110 to 111 and pages 122 to 133 of the 2022 Annual Report and Accounts constitute the Annual Statement from the Chair of the Remuneration Committee and the Annual Remuneration Report respectively for the year ended 31 December 2022, which shareholders are now being asked to approve. This is an advisory vote and will not affect the actual remuneration paid to any individual Director.

Ordinary Resolution 3 – Directors' Remuneration Policy

In line with the Act, shareholders are now being asked to approve the Directors' Remuneration Policy, as set out on pages 114 to 121 of the Annual Report and Accounts 2022. Under the Act, shareholder approval must be sought for the policy report at least every three years with the policy last being submitted for approval at the Annual General Meeting of the Company in 2020. The Directors' Remuneration Policy sets out the Company's future policy on Directors' remuneration and, once this has been approved, the Company will not be able to make a remuneration payment to a current or former Director, unless it is either consistent with the terms of the Directors' Remuneration Policy or has been approved by way of a shareholder resolution.

Ordinary Resolution 4 – Final dividend

The Board has recommended a final dividend of 45.8 pence per ordinary share, in respect of the year ended 31 December 2022. Members will be asked to approve this payment and if approved, the dividend will be payable on 14 July 2023, to those shareholders on the register of members at the close of business on 16 June 2023.

Ordinary Resolutions 5a to 5i – Election and Re-election of Directors

The Board has adopted a policy, in line with the UK Corporate Governance Code, whereby all Directors are required to seek re-election by shareholders on an annual basis. Accordingly, all Directors (apart from René Carayol, who will be seeking election for the first time) will retire and offer themselves for re-election. All the Directors seeking election and re-election have been subject to a performance evaluation, as described in the Governance Report in the 2022 Annual Report and Accounts. Based on that evaluation, it is considered that each Director continues to be effective, and their contribution supports the long-term sustainable success of the Company. Each Director demonstrates the level of commitment required in connection with their role and the needs of the business (including making sufficient time available for Board and Committee meetings and other duties).

The skills and experience of each Director, which can be found below and on pages 86 and 87 of the 2022 Annual Report and Accounts, demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

Biographical details in support of each Director's election and re-election are provided below. In addition, the Committees on which each of the Non-Executive Directors serve are shown on pages 86 and 87 of the 2022 Annual Report and Accounts.

Peter Ryan

Non-Executive Chair and Chair of the Nomination Committee. Appointed February 2019.

Skills and experience:

Peter has, since 1980, had a successful international career in technology encompassing all dimensions of the industry including software, SaaS, services, systems integration, outsourcing and infrastructure. Peter has held roles such as Chief Sales Officer with Hewlett Packard Enterprise, Chief Client Officer at Logica plc and Executive Vice President, Global Sales and Services with Sun Microsystems Inc.

External appointments

Non-Executive Chair and Director of privately held Ocean Technologies Group since June 2020.

Peter is recommended for re-election.

Mike Norris

Chief Executive Officer. Appointed December 1994.

Skills and Experience:

Mike graduated with a degree in Computer Science and Mathematics from East Anglia University in 1983. He joined Computacenter in 1984 as a salesman in the City Office. Following appointments in senior roles, he became Chief Executive in December 1994, with responsibility for all day to day activities and reporting channels across Computacenter. Mike also led the Company through flotation on the London stock Exchange in 1998. Mike was awarded an honorary Doctorate of Science from the University of Hertfordshire in 2010.

External Appointments

None

Mike is recommended for re-election.

Tony Conophy

Group Finance Director. Appointed March 1998.

Skills and Experience:

Tony has been a member of the Chartered Institute of Management Accountants since 1982. He qualified with Semperit (Ireland) Ltd and then worked five years at Cape Industries plc. He joined Computacenter in 1987 as Financial Controller, rising in 1991 to General Manager of Finance. In 1996, he was appointed Finance and Commercial Director of Computacenter (UK) Limited with responsibility for all financial, purchasing and vendor relations activities. In March 1998 he was appointed Group Finance Director.

External Appointments

None

Tony is recommended for re-election and will be retiring as Finance Director and stepping down from the Board on 1 June 2023.

Philip Hulme

Founder Non-Executive Director. Appointed 1998.

Skills and Experience:

Philip founded Computacenter with Peter Ogden in 1981 and worked for the Company on a full-time basis until stepping down as Executive Chairman in 2001. He was previously a Vice President and Director of the Boston Consulting Group.

External Appointments

None

Philip is recommended for re-election.

Appendix 1 to the Notice of Annual General Meeting

Peter Ogden

Founder Non-Executive Director. Appointed 1998.

Skills and Experience:

Peter founded Computacenter with Philip Hulme in 1981 and was Chairman of the Company until 1998, when he became a Non-Executive Director. Prior to founding Computacenter, he was a Managing Director of Morgan Stanley and Co.

External Appointments

None

Peter is recommended for re-election.

Ros Rivaz

Senior Independent Non-Executive Director and Chair of the Remuneration Committee. Appointed November 2016.

Skills and Experience:

Ros was appointed as the Group's Designated Non-Executive Director for Workforce Engagement in 2017. Ros is a Senior Independent Director at Victrex plc and Lead Independent Director at Luxembourg based Aperam SA. In the public Sector, Ros is Chair of the Nuclear Decommissioning Authority and a Non-Executive Director of the Ministry of Defence – Defence Equipment and Support Board. She is a Board Committee Chair or member at each of her current portfolio companies, which includes recent appointments to the Board ESG Committee at two of these. She was a Non-Executive Director of ConvaTec plc, RPC Group plc, CEVA Logistics AG, Rexam plc and Deputy Chair of the Council of the University of Southampton for 10 years. Ros was previously Chief Operating Officer for Smith & Nephew plc and held senior management positions in global companies including Exxon, Diageo, ICI and Tate & Lyle Group.

External Appointments

Non-Executive Director of the Ministry of Defence – Defence Equipment and Support Board since November 2016.

Chair of the Nuclear Decommissioning Authority since April 2020.

Senior Independent Director at Victrex plc since May 2020.

Lead Independent Director at Luxembourg based Aperam SA. since May 2020.

Ros is recommended for re-election.

Ljiljana Mitic

Independent Non-Executive Director. Appointed May 2019.

Skills and Experience:

Ljiljana has more than 25 years' experience in the IT industry. She was a global Head of financial services and a member of the executive committee as Atos SE, following its take over of Siemens IT Solutions and Services GmbH where she headed the worldwide banking and insurance sales business. Ljiljana has also held senior roles at Hewlett-Packard and WestLBAG. Since 2016, she has focused on technology start-ups as a Senior Partner of Impact51 AG. Ljiljana is a Non-Executive Director of Grenke AG, a global financing partner for small and medium-sized companies.

External Appointments

Non-Executive Director at Grenke AG since May 2015.

Ljiljana is recommended for re-election.

Pauline Campbell

Non-Executive Director and Chair of the Audit Committee. Appointed August 2021.

Skills and Experience:

Pauline is a former PricewaterhouseCoopers Audit Partner who brings over 30 years of experience in the profession. She has worked internationally across a broad range of sectors including IT services and support services amongst many others. Pauline also served on the Governance Board of the UK firm including the Public Interest Body and the equivalent body at PwC's Global Network, so brings a wealth of governance experience. Pauline was a Non-Executive Director of Micro Focus International plc until its sale on 31 January 2023.

External Appointments

None

Pauline is recommended for re-election.

René Carayol

Independent Non-Executive Director. Appointed November 2022.

Skills and Experience:

After leaving University, René joined Marks & Spencer where he worked for 10 years, including as a Senior IT Manager, before moving to join PepsiCo as IT Systems Director. He subsequently moved to IPC Magazines as CIO, staying with the business until it was sold to AOL Time Warner. René is now an experienced Executive Leadership Coach and broadcaster, with much of his recent work focusing particularly on areas such as Diversity and Inclusion, Inclusive Leadership and cultural transformation across large organisations.

In 2004, René was awarded an MBE for his outstanding contribution to the business community. He holds an undergraduate degree from the London School of Economics and Political Science and was awarded an Honorary Doctorate by the University of Roehampton.

External Appointments

None

René is recommended for election.

Ordinary Resolution 6 – Appointment of Auditor

The Company is required to appoint an Auditor to serve each financial year of the Company. The appointment must be made before the end of the General Meeting at which the accounts are laid. The Company's current Auditor, KPMG LLP, will not stand for re-appointment at the AGM. Instead, Grant Thornton UK LLP will seek appointment as the Company's Auditor. Shareholders are asked to appoint Grant Thornton UK LLP as Auditor to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

In accordance with section 519 of the Act, KPMG LLP has provided the Company with a statement of the reasons for it ceasing to hold office. As required by law, a copy of that statement is appended to this document.

Ordinary Resolution 7 – Auditor's remuneration

This Resolution asks shareholders to authorise the Directors to set the Auditor's remuneration.

Ordinary Resolution 8 – Renewal of the French Sub-Plan to the Computacenter Performance Share Plan 2005

The PSP has been the main vehicle for the granting of long-term share incentives to senior executives and was extended in 2015 for a further 10 years.

The French Sub-Plan modifies the rules of the PSP in respect of awards made to French Participants to take account of taxation requirements in France. It was approved by shareholders on 18 May 2018.

Approval in respect of the French Sub-Plan expires on 17 May 2023, in accordance with the recommendations of the French tax authorities for the period of approval. Therefore, shareholders are now asked to re-approve the French Sub-Plan at this AGM by way of amendment to the PSP, with an expiry date of 18 May 2025 (being the expiry date of the PSP). The terms of the French Sub-Plan are in accordance with the terms of the PSP set out in the Notice of Annual General Meeting dated 19 May 2015, as subsequently amended in accordance with those terms.

Ordinary Resolution 9 – Renewal of authority to allot shares

Resolution 9 asks shareholders to renew, by ordinary resolution, the Directors' authority under Section 551 of the Act to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company. Resolution 9 is similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the Annual General Meeting of the Company held in 2024 or, if earlier, on 30 June 2024, although offers or agreements can be made before the expiry of that period, which might require for shares to be allotted or rights granted after the expiry of that period. In accordance with corporate governance best practice recommendations, the Directors' authority, if approved, will be limited to a maximum nominal amount of £2,874,664.94, representing a maximum of 38,047,036 ordinary shares, equivalent to approximately one-third of the issued share capital of the Company excluding treasury shares (as at 31 March 2023, being the latest practicable date prior to the publication of this document). As at 31 March 2023 (being the latest practicable date before the publication of this document), the Company held 8,546,861 treasury shares which represented 7.49 per cent of the total ordinary issued share capital, excluding treasury shares, at that date. There are no present plans to allot shares other than in connection with employee share and incentive schemes, or in connection with the Capitalisation Issue being proposed pursuant to Resolution 14 (see below). The Directors believe that they should have the authority proposed in the Resolution to enable such allotments to take place to finance business opportunities as they arise.

Special Resolutions 10 and 11 – Disapplication of pre-emption rights

If the Directors wish to allot shares and other equity securities for cash, Section 561 of the Act requires that these shares are offered first to existing shareholders in proportion to their holdings. This is known as shareholders' pre-emption rights. There may be occasions, however, when the Directors need the flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. The Act allows a limited disapplication of these pre-emption rights in certain circumstances.

The purpose of Resolution 10 is to authorise the Directors to allot new shares (and sell treasury shares) for cash pursuant to the authority given by Resolution 9 up to a nominal value of £431,199.71, equivalent to five per cent of the total issued ordinary share capital of the Company excluding treasury shares (as at 31 March 2023), without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 11 seeks a separate and additional authority to disapply pre-emption rights in respect of an additional five per cent of the total issued ordinary share capital of the Company excluding treasury shares (as at 31 March 2023) for an acquisition or specified capital investment.

These resolutions are in line with those passed by the Company in previous years, and are aligned with guidance provided by the Pre-Emption Group (PEG) in their Statement of Principles. The 2015 PEG

Statement of Principles supported a general disapplication of pre-emption rights in respect of 5 per cent of issued share capital, plus an additional 5 per cent for acquisitions and specified capital reinvestment. Whilst the PEG Statement of Principles was updated in November 2022, at the AGM the Company is seeking a disapplication of pre-emption rights in the same manner as it has in previous years (i.e. 5 per cent plus an additional 5 per cent for acquisitions and specified capital investment), and will keep this under review in future years.

The Company confirms that it intends to use the authority referred to in Resolution 11, only in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. Where the authority granted under Resolution 11 is used, the circumstances that have led to its use and details of its use will be disclosed by the Company in its next Annual Report.

Resolutions 10 and 11 will be proposed subject to Resolution 9 first being carried by the AGM and the authorities sought, if granted, will be for the same period as that granted under Resolution 9, such period being in line with the Statement of Principles. The Company expects to seek the renewal of such authorities at the next annual general meeting.

The Board has no current intention to allot shares for cash on a non-pre-emptive basis, but the Directors consider that the authority sought is appropriate as it provides the Company with the necessary flexibility to take advantage of business opportunities as they arise.

Special Resolution 12 – Authority to purchase own shares in the market

The authority, under Section 701 of the Act, which will be proposed as a Special Resolution, would permit the Company to purchase, on the London Stock Exchange, up to 11,414,110 ordinary shares, which is equivalent to approximately 10 per cent of the issued share capital of the Company excluding treasury shares (as at 31 March 2023) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

The Company was given authority at the Annual General Meeting of the Company in 2022 to make market purchases of up to 11,414,110 ordinary shares. To date, no shares have been purchased under this authority. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders generally.

Any shares bought by the Company under this authority will either be held in treasury, with a view to possible re-issue at a future date or cancelled. The Directors will decide at the time of purchase whether to cancel the shares immediately or to hold them in treasury. In relation to treasury shares, the Board will also have regard to any investor guidelines, in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale, which may be in force at the time of any such purchase, holding or resale.

As at 31 March 2023, there were options outstanding over 4,915,564 ordinary shares, granted under all share options schemes operated by the Company, representing 4.31 per cent of the Company's issued ordinary share capital, excluding shares held in treasury (as at 31 March 2023). If the authority given by Resolution 12 were exercised in full, that percentage would increase to 4.79 per cent. There were no warrants outstanding as at 31 March 2023.

The authority under Resolution 12 will expire at the conclusion of the Company's Annual General Meeting in 2024 or, if earlier, 30 June 2024, at which time the Board expects to seek its renewal.

Appendix 1 to the Notice of Annual General Meeting

Special Resolution 13 – 14 days' notice period for General Meetings

Section 307A of the Act requires the notice period for General Meetings of the Company to be at least 21 days. For General Meetings, other than Annual General Meetings, a shorter notice period of not less than 14 clear days may be given, provided that shareholder approval was given at the most recently held Annual General Meeting (or at a General Meeting held since the last Annual General Meeting) to hold such meetings on a shorter notice period.

The shareholders are being asked to authorise the convening of a General Meeting, other than an Annual General Meeting, on a notice period of not less than 14 clear days. This authority, if granted, will expire at the conclusion of next year's Annual General Meeting, when it is intended that a similar resolution will be proposed.

Whilst every effort will be made to give as much notice as possible for General Meetings, the Directors believe that the ability to convene a meeting on not less than 14 clear days' notice gives a greater degree of flexibility when seeking shareholder approval. The Directors are therefore proposing this Resolution, as a special resolution, to approve 14 clear days as the minimum period of notice for all General Meetings of the Company, other than Annual General Meetings.

Special Resolution 14 – Capitalisation Issue

While the Company has sufficient profits available for distribution by the Company (also known as 'distributable reserves') to fund its projected distributions in the immediate future, the Board has recently undertaken an assessment of the balance sheet to identify any reserves that do not currently constitute distributable reserves, and which might be converted into reserves constituting distributable reserves, to provide flexibility for future returns of value.

As noted in the Letter from the Chair that accompanies the Notice of AGM, following this assessment, the Board has identified three reserve accounts in respect of which it intends to undertake court-approved reductions of capital during 2023 (each a 'Capital Reduction' and together the 'Capital Reductions'). The goal of the Capital Reductions is to create further distributable reserves that may be used to support the payment of dividends (and any future returns of value to the Company's shareholders) by the Company over the medium to longer term. These reserve accounts are the merger reserve of the Company, an amount of retained earnings that may not currently be distributable, and the Company's capital redemption reserve:

- The Company currently has a merger reserve of £55,990,046.00, which was created on the acquisition by the Company of Computacenter (UK) Limited on 14 October 1995. The merger reserve represents the difference between the value of the shares in Computacenter (UK) Limited acquired and the nominal value of the shares in the Company issued in consideration of the acquisition. The merger reserve represents an unrealised profit of the Company on the acquisition, and is not distributable.
- The Company has an amount of £52,963,791.65 standing to credit of retained earnings. This balance was created in November 2020 in the course of a reorganisation following the acquisition by the Group of Pivot Technology Solutions, Inc. A distribution in specie was made by Computacenter (UK) Limited to the Company in respect of the entire share capital of Pivot Technology Solutions, Ltd ("PTSL"). The amount of the distribution was equal to the book value of the PTSL shares in the accounts of Computacenter (UK) Limited, being £52,963,791.65. The amount of this distribution has to date been excluded from the Company's distributable reserves, as the receipt of the distribution by the Company may not represent "qualifying consideration" in accordance with relevant accounting guidance.

- The Company has £74,956,968.75 standing to the credit of its capital redemption reserve, being the reserve account into which amounts accumulated by the Company as a result of previous redemptions and share buybacks using distributable profits are allocated in accordance with applicable law. The capital redemption reserve of the Company is non-distributable.

Neither the merger reserve nor the retained earnings balance described above can be reduced directly in a reduction of capital (as a result of the technical requirements of the Companies Act 2006). Therefore, in order to achieve the Capital Reductions in respect of these reserve accounts, it is necessary first to convert certain of these reserves into share capital by issuing New Deferred Shares (the 'Capitalisation Issue'), and then cancelling those shares in the first Capital Reduction.

The New Deferred Shares will be allotted and issued to a single holder of ordinary shares who is listed in the register of members of the Company. The holder will hold the New Deferred Shares as nominee on behalf of all holders of ordinary shares (in proportion, as nearly as practicable, to the aggregate nominal amount of the ordinary shares held by such holders) pending their cancellation, which is expected to be confirmed by the court shortly after they are issued. The New Deferred Shares will have extremely limited rights. In particular, the New Deferred Shares will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets, save on a winding-up (and then only after £1,000,000 in capital has been returned on each ordinary share in issue). The New Deferred Shares will not be transferable. The New Deferred Shares will have no market value due to their limited rights and the Company expects that the New Deferred Shares will be cancelled shortly after the Capitalisation Issue. The New Deferred Shares will not be admitted to the premium listing segment of the Official List or to trading on any regulated market.

Article 119 of the Company's current Articles of Association requires that the Capitalisation Issue be undertaken only to existing holders of Ordinary Shares and only in proportion to their existing holding of Ordinary Shares. In order to affect the Capitalisation Issue, it is proposed in paragraph a. of Resolution 14 to amend that Article as described above, to confirm the Directors' ability to allot shares in the Capitalisation Issue to a nominee, on behalf of existing holders of Ordinary Shares, where the members by ordinary resolution so direct.

The remaining paragraphs of Resolution 14 seek the approval to carry out the Capitalisation Issue by capitalising the full amount standing to the credit of the merger reserve and the amount standing to the credit of retained earnings in connection with the PTSL dividend in specie as described above, which will be applied in paying up in full and at par New Deferred Shares.

Approval of the Capitalisation Issue will not result in any change to the nominal value of the Company's ordinary shares, will have no impact on the Company's cash position, or on its net assets, will not involve any repayment or distribution of capital or share premium by the Company, and will not result in any changes to the Company's existing dividend policy. The Resolutions will, if passed, authorise the Directors to allot New Deferred Shares (with nominal value of up to £108,953,837.65). These amounts do not represent any percentage of the Company's existing issued ordinary share capital (excluding treasury shares) as at 31 March 2023 (being the latest practicable date before the publication of this document). The Directors intend to exercise this authority but, if they do not do so, it will expire on 1 January 2024. The allotment and issue of New Deferred Shares should be a reorganisation of the Company's share capital for UK capital gains tax purposes, and therefore the New Deferred Shares and the ordinary shares held by shareholders should be treated as a single asset acquired when such holders acquired their ordinary shares and there should be no taxable capital gains tax event on the allotment and issue of the New Deferred Shares for UK tax purposes.

Special Resolutions 15 and 16 – Capital Reductions

Resolutions 15 and 16 each seek shareholder approval for the Capital Reductions. In addition to obtaining these approvals by special resolution, the effectiveness of the Capital Reductions will in each case be subject to the confirmation of the High Court of Justice of England and Wales (the 'Court').

The first Capital Reduction, pursuant to Resolution 15, is in respect of the cancellation of the New Deferred Shares to be issued pursuant to Resolution 14 and is therefore conditional both on that resolution being passed and on New Deferred Shares being issued pursuant to the Capitalisation Issue.

The second Capital Reduction, pursuant to Resolution 16, is in respect of the cancellation of the Company's capital redemption reserve. At 31 December 2022, an amount of £74,956,968.75 stood to the credit of the Company's capital redemption reserve. The capital redemption reserve is a statutory, non-distributable reserve into which amounts are transferred following the redemption or purchase of a company's own shares out of distributable profits.

Accordingly, if Resolutions 15 and/or 16 are passed, an application will be made to the Court in order to confirm and approve each of the proposed Capital Reductions. It is anticipated that confirmation by the Court of each of the proposed Capital Reductions will be sought concurrently, in a single application to the Court, shortly after the conclusion of the AGM.

On the hearing of the Company's application, the Court will be concerned to ensure that the Company's creditors (including contingent creditors) are not prejudiced by the proposed Capital Reductions. The Directors have undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and consider that the Company expects to be able to satisfy the Court that, as at the date (if any) on which each Capital Reduction becomes effective, the Company's creditors will be sufficiently protected.

Subject to the confirmation of the Court and any direction the Court may give in the process, the aggregate effect of Resolutions 14, 15 and 16, if approved by shareholders, will be to increase the Company's Distributable Reserves by up to £183,910,806.40, being the aggregate of the maximum nominal value of the New Deferred Shares and the amount standing to the credit of the capital redemption reserve, and to support the Company's ability, if the Board considers it appropriate, to consider a future return of value to ordinary shareholders.

The Directors reserve the right to elect not to proceed with one or both of the proposed Capital Reductions if the Directors believe that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as a result of an unforeseen event, the Board considers that to continue with the proposed Capital Reductions would be inappropriate or inadvisable or no longer in the best interests of the Company and its shareholders as a whole. Subject to the approval of shareholders and the Court, the Capitalisation Issue and the Capital Reductions are expected to be carried out before the end of 2023.

If Resolution 15 is passed, and the Court confirms the cancellation of New Deferred Shares, no UK tax charge should arise to shareholders as a result (considering that shareholders will not receive any consideration for the cancellation and that the New Deferred Shares will have no market value due to their very limited rights).

Appendix 2 to the Notice of Annual General Meeting



KPMG LLP
Audit
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

Private & confidential

Computacenter plc
Hatfield Avenue
Hatfield Business Park
HATFIELD
AL10 9TW

Our ref **AR-1617**

Contact **Mark Flanagan**
Mark.Flanagan@KPMG.co.uk

12 April 2023

Dear Sir/Madam,

Statement to Computacenter plc (no. 03110569) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is following a commercial decision based on discussions with the company where it was mutually agreed that they would explore different and fresh perspectives on the conduct of the audit of the Group, and that KPMG would not participate in the audit tender.

Yours faithfully

KPMG LLP

KPMG LLP
Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf, London E14 5GL

KPMG LLP, a UK limited liability partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Reference - AR-1617

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Registered office: 15 Canada Square, London, E14 5GL
For full details of our professional regulation please refer to 'Regulatory information' under 'About' at www.kpmg.com/uk

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