



## Computacenter - Director/PDMR Shareholding

March 22, 2019

### **Computacenter plc**

Incorporated in England

Registration number: 03110569

LEI: 549300XSXUZ1I19DB105

ISIN: GB00BV9FP302

### **Computacenter plc (the 'Company')**

The following notifications are made under article 19 of the Market Abuse Regulation ('MAR') relating to certain transactions in the shares of the Company by Directors of the Company, Persons Discharging Managerial Responsibilities ('PDMR') of the Company and Persons Closely Associated ('PCA') with the Directors and PDMRs.

### **Grant of Awards - Performance Share Plan**

The Company announces that on 21 March 2019, in accordance with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP'), the Company granted conditional awards (the 'PSP Awards') over Ordinary Shares of 7<sup>5</sup>/<sub>9</sub> pence each in the capital of the Company ('Ordinary Shares'), to the following Directors/PDMR:

<b>Director</b>	<b>Number of shares awarded<sup>1</sup></b>
Mr F Conophy (Director)	51,384
Mr M Norris (Director)	90,604

<sup>1</sup> Calculated using a price of 1,192.00 pence per Ordinary Share which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 18 March 2019 to 20 March 2019, being the three trading days before the date of grant of the award.

### ***Performance Criteria***

No consideration was paid for the grant of the PSP Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the two participants listed above, subject to the satisfaction of the performance conditions set by the Remuneration Committee of the Company which are based on (i) the compound annual growth rate of the Group's EPS, commencing on 1 January 2019 and ending on 31 December 2021 (the 'Performance Period') and (ii) the compound annual growth rate of

the Group's Services Revenue over the Performance Period. The PSP Awards for Messrs Conophy and Norris are subject to a two-year holding period following vesting. The vested PSP Awards held during the holding period will include the right to receive dividend equivalents.

<b>PDMR</b>	<b>Number of shares awarded<sup>1</sup></b>
Mr K James (PDMR)	9,857
Mr R Gray (PDMR)	3,435

<sup>1</sup> Calculated using a price of 1,192.00 pence per Ordinary Share which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 18 March 2019 to 20 March 2019, being the three trading days before the date of grant of the award.

#### *Performance Criteria*

No consideration was paid for the grant of the PSP Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the two participants listed above, subject to the satisfaction of the performance conditions set by the Remuneration Committee of the Company which are based on the compound annual growth rate of the Group's EPS over the Performance Period.

All of the PSP Awards set out above will be satisfied out of shares held by the 2011 Computacenter Employee Benefit Trust. The relevant FCA notifications are set out below.

#### **Grant of Awards - Deferred Bonus Plan**

The Company announces that on 21 March 2019, in accordance with the rules of the Computacenter 2017 Deferred Bonus Plan (the 'DBP'), the Company granted conditional awards (the 'Bonus Awards') over Ordinary Shares of 7<sup>5</sup>/<sub>9</sub> pence each, to the following Directors:

<b>Director</b>	<b>Number of shares awarded<sup>1</sup></b>
Mr F Conophy (Director)	12,865
Mr M Norris (Director)	23,396

<sup>1</sup> Calculated using a price of 1,192.00 pence per Ordinary Share which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, over the period from 18 March 2019 to 20 March 2019, being the three trading days before the date of grant of the award.

#### *Performance Criteria*

The annual performance bonus for each of the two participants listed above is based on performance measures and targets set at the beginning of each financial year. Performance is normally assessed over one financial year. For

the bonus paid in respect of 2018, 50 per cent will be paid in cash and 50 per cent, the Bonus Awards, has been deferred into Ordinary Shares of 7<sup>5</sup>/<sub>9</sub> pence each, as detailed above. One-half of the deferred shares from the Bonus Awards will vest after one year and the remaining deferred shares from the Bonus Awards will vest after two years. Ordinary Shares subject to deferral as part of the Bonus Awards will include the right to receive dividend equivalents.

No consideration was paid for the grant of the Bonus Awards which are structured as nil cost options, and which shall ordinarily vest and become exercisable by the two participants listed above, subject to confirmation by the Remuneration Committee of the Company.

All of the Bonus Awards set out above will be satisfied by market purchase of shares. The relevant FCA notifications are set out below.

### **Exercise of Options and Subsequent Sale of Shares**

#### *Computacenter Performance Share Plan 2005*

The Company announces that on 21 March 2019, the following Directors exercised nil cost option awards over Ordinary Shares. This followed, in accordance with the rules of the PSP, the Company vesting the related conditional awards, which were granted on 22 March 2016, over Ordinary Shares. Further, certain of the Ordinary Shares, resulting from the exercise of options, were sold for 1188.7564 pence each.

<b>DIRECTOR</b>	<b>Number of shares exercised</b>	<b>% Award vested<sup>2</sup></b>	<b>Number of shares sold</b>	<b>Number of shares retained<sup>3</sup></b>
Mr F Conophy (Director)	44,193	65.68%	44,193	-
Mr M Norris (Director)	77,703	65.68%	66,705	10,998

<sup>2</sup> On 21 March 2019, the Directors listed above became entitled to Ordinary Shares as a result of awards vesting under the PSP. Awards granted under the PSP scheme vest subject to the satisfaction of performance conditions at the end of a three year period. The level of vesting for awards granted in 2016 was 65.68% for the PSP Enhanced Scheme.

<sup>3</sup> Mr M Norris transferred the balance of his Ordinary Shares retained following the exercise shown above to a Person Closely Associated ('PCA') with him, Mrs J Norris.

#### *Computacenter 2017 Deferred Bonus Plan*

The Company announces that on 21 March 2019, the following Directors exercised nil cost option awards over Ordinary Shares. This followed, in accordance with the rules of the Computacenter 2017 Deferred Bonus Plan, the Company vesting the related conditional Bonus Awards, which were granted on 21 March 2018, over Ordinary Shares. Vesting of this tranche of the 2017 Bonus Awards was subject to the completion of a one year holding

period. The remainder of the 2017 Bonus Awards will vest at the completion of a second year of holding. Further, certain of the Ordinary Shares, resulting from the exercise of options, were sold for 1188.7564 pence each.

<b>DIRECTOR</b>	<b>Number of shares exercised<sup>4</sup></b>	<b>Number of shares sold</b>	<b>Number of shares retained<sup>3</sup></b>
Mr F Conophy (Director)	6,529	6,529	-
Mr M Norris (Director)	12,811	10,998	1,813

<sup>3</sup> Mr M Norris transferred the balance of his Ordinary Shares retained following the exercise shown above to a Person Closely Associated ('PCA') with him, Mrs J Norris.

<sup>4</sup> On 21 March 2019, the Directors and PDMRs listed above became entitled to ordinary shares of 7<sup>5</sup>/<sub>9</sub> pence each in the capital of the Company, as a result of awards vesting under the DBP. Awards granted under the DBP scheme vest in two tranches with one-half of the deferred shares from the Bonus Awards vesting after one year and the remaining deferred shares from the Bonus Awards vesting after two years. All of the shares vesting and exercised above relate to the first tranche of the award made on 21 March 2018.

The relevant FCA notifications are set out below.

### **Position following Grant of Awards, Exercise of Options and Sale of Ordinary Shares**

Following the completion of the transactions set out in this announcement:

<b>DIRECTOR</b>	<b>Number of Ordinary Shares held<sup>5</sup></b>	<b>Balance of conditional awards under the PSP</b>	<b>Balance of conditional awards under the Bonus Award</b>
Mr F Conophy (Director)	1,851,961	182,482	19,395
Mr M Norris (Director)	1,145,630	321,952	36,207

<sup>5</sup> Includes interests held by a PCA

### **PDMR/PCA FCA Transaction Notification**

<b>1.</b>	<b>Details of Director/Person Discharging Managerial Responsibilities</b>	
	Name	Francis Anthony Conophy

2.	Reason for the notification		
2(a)	Position/Status	Group Finance Director	
2(b)	Initial Notification/ Amendment	Initial Notification	
3.	Details of the issuer		
3(a)	Name	Computacenter plc	
3(b)	LEI	549300XSXUZ1I19DB105	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Ordinary Shares acquired following exercise of a conditional award under the PSP. There was no price payable on the grant or exercise of the award. Vesting was subject to the achievement of performance conditions over a three-year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	44,193

4(d)	Aggregated Information  Aggregated Volume and Price	nil	44,193
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Ordinary Shares acquired following exercise of a conditional award, made on 21 March 2018, under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award. Vesting of this tranche of the 2017 award was subject to the completion of a one year holding period. The remainder of the 2017 award will vest at the completion of a second year of holding.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	6,529

4(d)	Aggregated Information  Aggregated Volume and Price	nil	6,529
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Sale of Ordinary Shares.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		11.887564	50,722
4(d)	Aggregated Information  Aggregated Volume and Price	11.887564	50,722

4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares disposed were sold to the 2011 Computacenter Employee Benefit Trust in off-market transactions at the market volume-weighted average price of 11.887564 on 21 March 2019.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	51,384
4(d)	Aggregated Information  Aggregated Volume and Price	nil	51,384
4(e)	Date of the transaction	21-03-2019	



4(f)	Place of the transaction	Outside of a trading venue.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 5/9 pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	12,865
4(d)	Aggregated Information  Aggregated Volume and Price	nil	12,865
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue.	

<b>1.</b>	<b>Details of Director/Person Discharging Managerial</b>
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	Responsibilities		
	Name	Michael John Norris	
2.	Reason for the notification		
2(a)	Position/Status	Chief Executive Officer	
2(b)	Initial Notification/ Amendment	Initial Notification	
3.	Details of the issuer		
3(a)	Name	Computacenter plc	
3(b)	LEI	549300XSXUZ1I19DB105	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Ordinary Shares acquired following exercise of a conditional award under the PSP. There was no price payable on the grant or exercise of the award. Vesting was subject to the achievement of performance conditions over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)

		nil	77,703
4(d)	Aggregated Information  Aggregated Volume and Price	nil	77,703
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Ordinary Shares acquired following exercise of a conditional award, made on 21 March 2018, under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award. Vesting of this tranche of the 2017 award was subject to the completion of a one year holding period. The remainder of the 2017 award will vest at the completion of a second year of holding.	

4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	12,811
4(d)	Aggregated Information  Aggregated Volume and Price	nil	12,811
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares for the above-mentioned exercise were satisfied out of those held by the 2011 Computacenter Employee Benefit Trust.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Sale of Ordinary Shares.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		11.887564	77,703
4(d)	Aggregated Information		

	Aggregated Volume and Price	11.887564	77,703
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue. The Ordinary Shares disposed were sold to the 2011 Computacenter Employee Benefit Trust in off-market transactions at the market volume-weighted average price of £11.887564 on 21 March 2019.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Transfer of the balance of Ordinary Shares retained following the exercise and sale on 21 March 2019 into the name of Mrs Jacqueline Norris, a Person Closely Associated with Michael John Norris, Chief Executive Officer of Computacenter plc, for nil consideration.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	12,811
4(d)	Aggregated Information  Aggregated Volume and Price	nil	12,811

4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	90,604
4(d)	Aggregated Information  Aggregated Volume and Price	nil	90,604
4(e)	Date of the transaction	21-03-2019	

4(f)	Place of the transaction	Outside of a trading venue.	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 5/9 pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award'). There is no price payable on the grant or exercise of the Bonus Award.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	23,396
4(d)	Aggregated Information  Aggregated Volume and Price	nil	23,396
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside a trading venue.	

<b>1.</b>	<b>Details of Person Closely Associated with Person Discharging Managerial Responsibilities</b>
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	Name	Jacqueline Norris
<b>2.</b>	<b>Reason for the notification</b>	
2(a)	Position/Status	Person Closely Associated with Michael John Norris, Chief Executive Officer of Computacenter plc.
2(b)	Initial Notification/ Amendment	Initial Notification
<b>3.</b>	<b>Details of the issuer</b>	
3(a)	Name	Computacenter plc
3(b)	LEI	549300XSXUZ1I19DB105
<b>4.</b>	<b>Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted</b>	
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302
4(b)	Nature of Transaction	Transfer of the balance of Ordinary Shares retained following the exercise and sale by Michael John Norris, the Chief Executive Officer of the Company, on 21 March 2019 into the name of Mrs Jacqueline Norris, a Person Closely Associated with him, for nil consideration.



4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	12,811
4(d)	Aggregated Information  Aggregated Volume and Price	nil	12,811
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside a trading venue.	

<b>1.</b>	<b>Details of Person Discharging Managerial Responsibilities</b>	
	Name	Kevin James
<b>2.</b>	<b>Reason for the notification</b>	
2(a)	Position/Status	Group Chief Commercial Officer
2(b)	Initial Notification/ Amendment	Initial Notification
<b>3.</b>	<b>Details of the issuer</b>	
3(a)	Name	Computacenter plc

3(b)	LEI	549300XSXUZ1I19DB105	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	9,857
4(d)	Aggregated Information  Aggregated Volume and Price	nil	9,857
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue.	

1.	<b>Details of Person Discharging Managerial Responsibilities</b>
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	Name	Raymond John Gray	
2.	Reason for the notification		
2(a)	Position/Status	Group Company Secretary, Group Head of Financial Reporting	
2(b)	Initial Notification/ Amendment	Initial Notification	
3.	Details of the issuer		
3(a)	Name	Computacenter plc	
3(b)	LEI	549300XSSXUZ1I19DB105	
4.	Details of the transaction(s): Section to be repeated for (i) each type of instrument, (ii) each type of transaction, (iii) each date and (iv) each place where transaction(s) have been conducted		
4(a)	Description of the financial instrument	Ordinary shares of 7 <sup>5</sup> / <sub>9</sub> pence in Computacenter plc ('Ordinary Shares')  ISIN: GB00BV9FP302	
4(b)	Nature of Transaction	Grant of a conditional award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP'). There is no price payable on the grant or exercise of the award. Vesting is subject to the achievement of performance conditions over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)

		nil	3,435
4(d)	Aggregated Information  Aggregated Volume and Price	nil	3,435
4(e)	Date of the transaction	21-03-2019	
4(f)	Place of the transaction	Outside of a trading venue.	

**Enquiries:**

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Company Secretary

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