



Computacenter - Result of AGM

May 14, 2020
RNS Number : 9535M
Computacenter PLC
14 May 2020

Computacenter plc

Incorporated in England
Registration number: 03110569
LEI: 549300XSXUZ1119DB105
ISIN: GB00BV9FP302

Computacenter plc

RESULTS OF ANNUAL GENERAL MEETING 14 MAY 2020

All resolutions put to the meeting were duly passed on a poll. The poll results showing the number of votes received for and against each resolution are shown below. Resolutions 1 to 9 (inclusive but excluding resolution 4) were passed ordinary resolutions and resolutions 10 to 13 (inclusive) were passed as special resolutions.

In line with the instructions provided in the Notice of Annual General Meeting published by the Company on 9 April 2020 and in accordance with the current Coronavirus (COVID-19) rules implemented by the UK Government, Mike Norris and Raymond Gray, each of whom is a corporate representative and/or proxy appointed by one or more shareholders of the Company, formed the quorum for the Annual General Meeting and were the only two persons present throughout. Mr. Norris chaired the Annual General Meeting. All recommended social distancing precautions were observed by Mr. Norris and Mr. Gray, and the duration of the Annual General Meeting was minimised in accordance with current Government rules.

In line with the trading update released by the Company on 23 April 2020 where the Board announced the withdrawal of its recommendation to declare a final dividend, resolution 4 proposing the declaration of a final dividend in respect of the financial year ended 31 December 2019 as set out in the Notice of the Annual General Meeting was not put to shareholders.

| Resolution | Votes For* | % of Votes Cast | Votes Against | % of Votes Cast | Total Votes Cast | Total Votes Cast as a % of Issued Share Capital** | Votes Withheld*** |
|------------|------------|-----------------|---------------|-----------------|------------------|---|-------------------|
|------------|------------|-----------------|---------------|-----------------|------------------|---|-------------------|

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|--|------------|--------|-----------|-------|------------|--------|---------|
| 1. To receive the Reports and Accounts for the year ended 31/12/2019 | 94,191,779 | 95.57% | 4,370,440 | 4.43% | 98,562,219 | 86.35% | 386,592 |
| 2. Approval of the Annual Statement by the Chairman of the Remuneration Committee and the Annual Remuneration Report | 98,707,330 | 99.99% | 9,401 | 0.01% | 98,716,731 | 86.49% | 232,080 |
| 3. Approval of the Directors' Remuneration Policy | 97,606,813 | 98.65% | 1,339,845 | 1.35% | 98,946,658 | 86.69% | 2,153 |
| 5a. Re-election of A F Conophy as a director | 97,941,961 | 98.98% | 1,004,508 | 1.02% | 98,946,469 | 86.69% | 2,342 |
| 5b. Election of R Haas as a director | 98,737,520 | 99.79% | 208,054 | 0.21% | 98,945,574 | 86.69% | 3,237 |
| 5c. Re-election of P W Hulme as a director | 98,138,297 | 99.18% | 807,946 | 0.82% | 98,946,243 | 86.69% | 2,568 |
| 5d. Election of L Mitic as a director | 98,624,064 | 99.68% | 318,629 | 0.32% | 98,942,693 | 86.68% | 6,118 |
| 5e. Re-election of M J Norris as a director | 98,252,462 | 99.56% | 437,810 | 0.44% | 98,690,272 | 86.46% | 258,539 |
| 5f. Re-election of P J Ogden as a director | 98,138,627 | 99.18% | 807,616 | 0.82% | 98,946,243 | 86.68% | 2,568 |
| 5g. Re-election of T M Powell as a director | 98,617,471 | 99.67% | 324,959 | 0.33% | 98,942,430 | 86.68% | 6,381 |
| 5h. Re-election of R Rivaz as a director | 97,922,944 | 98.97% | 1,019,993 | 1.03% | 98,942,937 | 86.68% | 5,874 |
| 5i. Re-election of P Ryan as a director | 94,659,155 | 95.67% | 4,283,518 | 4.33% | 98,942,673 | 86.69% | 6,137 |
| 6. Re-appointment of KPMG LLP as Auditor | 98,783,887 | 99.84% | 161,616 | 0.16% | 98,945,503 | 86.69% | 3,308 |
| 7. Authorisation of the Directors to agree the Auditor's remuneration | 98,784,077 | 99.84% | 161,426 | 0.16% | 98,945,503 | 86.69% | 3,308 |
| 8. Approval of Schedule C to the Computacenter 2018 Sharesave Plan | 98,902,760 | 99.98% | 18,035 | 0.02% | 98,920,795 | 86.67% | 28,016 |
| 9. Authority renewed to allot shares | 98,726,797 | 99.81% | 192,679 | 0.19% | 98,919,476 | 86.66% | 29,335 |
| 10. Disapplication of pre-emption rights to the allotment of equity securities and sale of treasury shares for cash | 98,832,523 | 99.91% | 86,906 | 0.09% | 98,919,429 | 86.66% | 29,382 |

| | | | | | | | |
|---|------------|--------|-----------|-------|------------|--------|--------|
| 11. Disapplication of pre-emption rights for the purposes of financing an acquisition or other capital investment | 98,598,526 | 99.68% | 320,234 | 0.32% | 98,918,760 | 86.66% | 30,051 |
| 12. Approval of authority to market purchase own shares | 98,619,803 | 99.76% | 233,820 | 0.24% | 98,853,623 | 86.61% | 95,188 |
| 13. Approval that a general meeting (other than an AGM) may be called on not less than 14 clear days' notice | 97,665,181 | 98.71% | 1,281,195 | 1.29% | 98,946,376 | 86.69% | 2,435 |

Notes:

* Includes discretionary votes received

** Based on the total issued share capital of the Company as at 6.30pm on 12 May 2020 of 122,687,970 ordinary shares, each carrying one vote, and excluding 8,546,861 ordinary shares held in treasury

*** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for and against a resolution

A copy of the resolutions passed as Special Business have been submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM

These resolutions are also available, within the Notice of the Annual General Meeting - 2020, on the Computacenter investor website at investors.computacenter.com

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