



## Computacenter - Director/PDMR Shareholding

March 23, 2022

RNS Number : 8124F  
Computacenter PLC  
23 March 2022

**Computacenter plc**  
Incorporated in England  
Registration number: 03110569  
LEI: 549300XSXUZ1I19DB105  
ISIN: GB00BV9FP302

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

The following notifications relate 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 2022, in accordance with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP'), the Company granted awards of nil-cost options (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 A Conophy (Director)	22,315
Mr M J Norris (Director)	39,368

<sup>1</sup> Calculated using a price of 2911.00 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 16 March 2022 to 18 March 2022, being the three trading days before the Date of Grant of the PSP Awards

#### *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 adjusted diluted earnings per share ('EPS'), commencing on 1 January 2022 and ending on 31 December 2024 (the 'Performance Period') and (ii) the compound annual growth rate of the Group's Services Revenue over the Performance Period. The PSP Awards 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 as shares.

<b>PDMR</b>	<b>Number of shares awarded<sup>1</sup></b>
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Mr S Pereira (PDMR)	1,443
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<sup>1</sup> Calculated using a price of 2911.00 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 16 March 2022 to 18 March 2022, being the three trading days before the Date of Grant of the PSP Awards

*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 participant listed above, subject to the satisfaction of the performance condition set by the Remuneration Committee of the Company which is 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 or by treasury shares held by the Company at the discretion of the Board of the Company. The relevant FCA notifications are set out below.

**Grant of Awards - Deferred Bonus Plan**

The Company announces that on 21 March 2022, in accordance with the rules of the Computacenter 2017 Deferred Bonus Plan (the 'DBP'), the Company granted conditional awards (the '2021 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>
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Mr F A Conophy (Director)	7,587
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Mr M J Norris (Director)	14,172
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<sup>1</sup> Calculated using a price of 2911.00 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 16 March 2022 to 18 March 2022, being the three trading days before the Date of Grant of the 2021 Bonus Awards.

*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 2021, 50 per cent will be paid in cash and 50 per cent, the 2021 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 2021 Bonus Awards will vest after one year and the remaining deferred shares from the 2021 Bonus Awards will vest after two years. Ordinary Shares subject to deferral as part of the 2021 Bonus Awards will include the right to receive dividend equivalents as shares.

No consideration was paid for the grant of the 2021 Bonus Awards which are structured as conditional awards, and which shall ordinarily vest for the two participants listed above, subject to confirmation by the Remuneration Committee of the Company.

All of the 2021 Bonus Awards set out above will be satisfied by market purchase of shares. The relevant FCA notifications are set out below.

### **Vesting of Awards, Exercise of Options and Subsequent Sale of Shares**

#### *Computacenter Performance Share Plan 2005*

The Company announces that on 21 March 2022, in accordance with the rules of the PSP, the nil-cost option awards over Ordinary Shares, which were granted on 21 March 2019, vested for the following Directors. Vesting of the PSP Awards was subject to the achievement of performance conditions over a three year period.

<b>DIRECTOR</b>	<b>Number of options awarded</b>	<b>% Award vested<sup>2</sup></b>	<b>Number of options vested</b>	<b>Number of options lapsed</b>	<b>Number of options exercised</b>	<b>Number of options held</b>
Mr F A Conophy (Director)	51,384	100.00%	51,384	-	-	51,384
Mr M J Norris (Director)	90,604	100.00%	90,604	-	-	90,604

<sup>2</sup> On 21 March 2022, the Directors listed above became entitled to Ordinary Shares as a result of awards vesting under the PSP. Awards granted under the PSP Plan vest subject to the satisfaction of performance conditions at the end of a three year period. The level of vesting for PSP Awards granted in 2019 was 100% for the PSP Enhanced Plan. The PSP Awards vested are subject to a two year holding period before they are released to the Directors.

#### *Computacenter 2017 Deferred Bonus Plan*

The Company announces that on 21 March 2022, the following conditional awards over Ordinary Shares vested for the Directors below. This followed, in accordance with the rules of the Computacenter 2017 Deferred Bonus Plan, the Company vesting tranches of the related conditional 2019 Bonus Awards

and 2020 Bonus Awards, which were granted on 21 March 2020 and 21 March 2021 respectively, over Ordinary Shares. Vesting of these tranches of the 2019 Bonus Awards was subject to the completion of a two-year holding period. Vesting of these tranches of the 2020 Bonus Awards was subject to the completion of a one-year holding period. The remainder of the 2020 Bonus Awards will vest at the completion of a second year of holding. Further, certain of the Ordinary Shares, resulting from the vesting of the award, were sold for 2928.23 pence each.

<b>DIRECTOR</b>	<b>Number of shares vested<sup>3</sup></b>	<b>Number of shares sold</b>	<b>Number of shares retained</b>
Mr F A Conophy (Director)	12,496	12,496	-
Mr M J Norris (Director)	24,358	24,358	-

<sup>3</sup> On 21 March 2022, the Directors 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 Plan 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. The shares vesting above relate to the second tranche of the 2019 Bonus Award made on 21 March 2020 and the first tranche of the 2020 Bonus Award made on 21 March 2021. The shares were released to the Directors on 21 March 2022 when the transactions noted above took place. The vesting amount included 294 and 573 shares, for Mr Conophy and Mr Norris respectively, awarded as dividend equivalent shares for the deferral period on the 2019 and 2020 Bonus Awards

The relevant FCA notifications are set out below.

**Position following Grant of Awards, Vesting of Awards and Options, 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>4</sup></b>	<b>Vested but held nil-cost options</b>	<b>Vested, unheld but unexercised nil-cost options</b>	<b>Balance of conditional awards under the PSP</b>	<b>Balance of conditional awards under the Bonus Award</b>
Mr F A Conophy (Director)	1,873,556	86,601	65,260	114,517	11,520
Mr M J Norris (Director)	1,134,214	152,751	-	202,023	21,924

<sup>4</sup> Includes interests held by a PCA

<b>1.</b>	<b>Details of Director/Person Discharging Managerial Responsibilities</b>	
	Name	Francis Anthony Conophy
<b>2.</b>	<b>Reason for the notification</b>	
2(a)	Position/Status	Group Finance Director
2(b)	Initial Notification/ Amendment	Initial Notification
<b>3.</b>	<b>Details of the issuer</b>	
3(a)	Name	Computacenter plc
3(b)	LEI	549300XSXUZ1119DB105
<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	Grant of a nil-cost option award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP Award'). There is no price payable on the grant, vesting or exercise of the PSP Award. Vesting of the PSP Award is subject to the achievement of performance conditions over a three-year period. Any options vested under the PSP Award are subject to a two-year holding period before they can be exercised.

4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	22,315
4(d)	Aggregated Information  Aggregated Volume and Price	nil	22,315
4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	Outside of a trading venue.	
4.	<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	Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the '2021 Bonus Award'). There is no price payable on the grant or vesting of the 2021 Bonus Award.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	7,587
4(d)	Aggregated Information  Aggregated Volume and Price	nil	7,587

4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	Outside of a trading venue.	
<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	Ordinary Shares acquired following the vesting of a conditional award, made on 21 March 2020, under the Computacenter 2017 Deferred Bonus Plan (the '2019 Bonus Award'). There is no price payable on the grant or exercise of the 2019 Bonus Award. Vesting of this tranche of the 2019 Bonus Award was subject to the completion of a two year holding period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	8,269
4(d)	Aggregated Information  Aggregated Volume and Price	nil	8,269
4(e)	Date of the transaction	21-03-2022	
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.	
<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	Ordinary Shares acquired following the vesting of a conditional award, made on 21 March 2021, under the Computacenter 2017 Deferred Bonus Plan (the '2020 Bonus Award'). There is no price payable on the grant or exercise of the 2020 Bonus Award. Vesting of this tranche of the 2020 Bonus Award was subject to the completion of a one year holding period. The remainder of the 2020 Bonus 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	3,933
4(d)	Aggregated Information  Aggregated Volume and Price	nil	3,933
4(e)	Date of the transaction	21-03-2022	
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.	
<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</b>		

<b>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	Ordinary Shares acquired as dividend equivalents related to the grant and vesting of conditional awards, made on 21 March 2020 and 21 March 2021, under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award Dividend Equivalents'). There is no price payable on the acquisition of the Bonus Award Dividend Equivalents.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	294
4(d)	Aggregated Information  Aggregated Volume and Price	nil	294
4(e)	Date of the transaction	21-03-2022	
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.	<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	Sale of Ordinary Shares. Sold all 12,496 Shares from the conditional awards vested, and dividend equivalent shares acquired, under the Computacenter 2017 Deferred Bonus Plan.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		29.2823	12,496
4(d)	Aggregated Information  Aggregated Volume and Price	29.2823	12,496
4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	XLON	

<b>1.</b>	<b>Details of Director/Person Discharging Managerial Responsibilities</b>	
	Name	Michael John Norris
<b>2.</b>	<b>Reason for the notification</b>	
2(a)	Position/Status	Chief Executive 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	549300X SXUZ1I19DB105	
4.	<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	Grant of a nil-cost option award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP Award'). There is no price payable on the grant, vesting or exercise of the PSP Award. Vesting of the PSP Award is subject to the achievement of performance conditions over a three-year period. Any options vested under the PSP Award are subject to a two-year holding period before they can be exercised.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		Nil	39,368
4(d)	Aggregated Information  Aggregated Volume and Price	nil	39,368
4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	Outside of a trading venue.	

4.	<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	Grant of a conditional award over Ordinary Shares under the Computacenter 2017 Deferred Bonus Plan (the '2021 Bonus Award'). There is no price payable on the grant or vesting of the 2021 Bonus Award.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	14,172
4(d)	Aggregated Information  Aggregated Volume and Price	nil	14,172
4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	Outside of a trading venue.	
4.	<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	Ordinary Shares acquired following the vesting of a conditional award, made on 21 March 2020, under the Computacenter 2017 Deferred Bonus Plan (the '2019 Bonus Award'). There is no price payable on the grant or exercise of the 2019 Bonus Award. Vesting of this tranche of the 2019 Bonus Award was subject to the completion of a two year holding period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		Nil	16,034
4(d)	Aggregated Information  Aggregated Volume and Price	nil	16,034
4(e)	Date of the transaction	21-03-2022	
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.	
<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	Ordinary Shares acquired following the vesting of a conditional award, made on 21 March 2021, under the Computacenter 2017 Deferred Bonus Plan (the '2020 Bonus Award'). There is no price payable on the grant or exercise of the 2020 Bonus Award. Vesting of this tranche of the 2020 Bonus Award was subject to the	

		completion of a one year holding period. The remainder of the 2020 Bonus 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	7,751
4(d)	Aggregated Information	nil	7,751
	Aggregated Volume and Price		
4(e)	Date of the transaction	21-03-2022	
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.	
<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	Ordinary Shares acquired as dividend equivalents related to the grant and vesting of conditional awards, made on 21 March 2020 and 21 March 2021, under the Computacenter 2017 Deferred Bonus Plan (the 'Bonus Award Dividend Equivalents'). There is no price payable on the acquisition of the Bonus Award Dividend Equivalents.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)

		nil	573
4(d)	Aggregated Information  Aggregated Volume and Price	nil	573
4(e)	Date of the transaction	21-03-2022	
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.	
<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	Sale of Ordinary Shares. Sold all 24,358 Shares from the conditional awards vested, and dividend equivalent shares acquired, under the Computacenter 2017 Deferred Bonus Plan.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		29.2823	24,358
4(d)	Aggregated Information  Aggregated	29.2823	24,358

	Volume and Price	
4(e)	Date of the transaction	21-03-2022
4(f)	Place of the transaction	XLON

<b>1.</b>	<b>Details of Person Discharging Managerial Responsibilities</b>	
	Name	Simon John Pereira
<b>2.</b>	<b>Reason for the notification</b>	
2(a)	Position/Status	Group Company Secretary
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	Grant of a nil-cost option award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'PSP Award'). There is no price payable on the grant, vesting or exercise of the PSP Award. Vesting of the PSP Award is subject to the achievement of a performance condition over a three year period.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		Nil	1,443
4(d)	Aggregated Information  Aggregated Volume and Price	Nil	1,443
4(e)	Date of the transaction	21-03-2022	
4(f)	Place of the transaction	Outside of a trading venue.	

**Enquiries:**

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Company Secretary

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