



Computacenter - Director/PDMR Shareholding

June 7, 2023

RNS Number : 9780B
Computacenter PLC
07 June 2023

Computacenter plc

Incorporated in England
Registration number: 03110569
LEI: 549300XSXUZ1119DB105
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 Chris Jehle, the Chief Financial Officer, Executive Director, and Person Discharging Managerial Responsibility of the Company ('PDMR').

Grant of Awards - Performance Share Plan

The Company announces that on 5 June 2023, in accordance with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP'), the Company granted two awards:

- an award of nil-cost options (the '2023 PSP Award'); and
- a further award of nil-cost options (the 'Replacement PSP Award'),

(together, the 'PSP Awards') over Ordinary Shares of 7⁵/₉ pence each in the capital of the Company ('Ordinary Shares'), to the following Director and PDMR:

2023 PSP Award

Director	Number of shares awarded¹
Mr M C Jehle (Director)	33,973

¹ Calculated using a price of 2318 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 31 May 2023 to 2 June 2023, being the three trading days before the Date of Grant of the PSP Award. The award has a value of £787,500, which is 175% of Mr Jehle's current base salary.

No consideration was paid for the grant of the 2023 PSP Award which is structured as a nil cost option, and which shall ordinarily vest and become exercisable by Mr Jehle, 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 2023 and ending on 31 December 2025 (the 'Performance Period') and (ii) the compound annual growth rate of the Group's Services Revenue over the Performance Period. The 2023 PSP Award is expected to vest in March 2026 and will be subject to a two-year holding period following vesting. The vested 2023 PSP Award held during the holding period will include the right to receive dividend equivalents as shares.

<u>Replacement PSP Award</u>	Number of shares awarded²
Director	
Mr M C Jehle (Director)	13,527

² Calculated using a price of (i) 2771 pence per Experian plc ordinary share, which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, for the 30 days to and including 31 May 2023, and (ii) 2379 pence per Computacenter plc ordinary share, which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, for the 30 days to and including 31 May 2023.

This Replacement PSP Award was granted to compensate Mr Jehle for performance-based awards forfeited by him as a result of leaving Experian (the 'Original PSP Awards'). In determining the structure of the Replacement PSP Award, the form of award, time horizon and extent to which performance conditions applied to the Original PSP Awards, was considered. The value of the Replacement PSP Award is equal to the Original PSP Awards, based on the price of an Experian plc ordinary share and a Computacenter plc ordinary share over a 30 day period, as set out directly above.

No consideration was paid for the grant of this Replacement PSP Award which is structured as a nil cost option over Ordinary Shares, and which shall ordinarily vest and become exercisable by Mr Jehle, 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 Replacement PSP Award is not subject to a holding period following vesting on 5 June 2025 (which is on or around the date of vesting of the Original PSP Awards had they not been forfeited).

All of the PSP Awards will be subject to malus and clawback provisions, and will be satisfied out of shares held by the 2011 Computacenter Employee Benefit Trust, or by new issue or treasury shares held by the Company at the discretion of the Board of the Company.

Grant of Awards - Replacement RSU Award

The Company announces that on 5 June 2023, the Company granted the following award over Ordinary Shares to the following Director and PDMR:

Director	Number of shares awarded³
Mr M C Jehle (Director)	5,695

³ Calculated using a price of (i) 2771 pence per Experian plc ordinary share, which is the average middle market closing quotation, as derived from the Daily Official List of the London Stock Exchange, for the 30 days to and including 31 May 2023, and (ii) 2379 pence per Computacenter plc ordinary share, which is the average middle market closing quotation, as derived from the Daily Official List of the

London Stock Exchange, for the 30 days to and including 31 May 2023.

This award was granted to compensate Mr Jehle for service-based awards forfeited by him as a result of leaving Experian (the 'Original RSU Awards'). In determining the structure of the replacement award, the form of award, time horizon and extent to which performance conditions applied to the Original RSU Awards, was considered. The value of the replacement award (the 'Replacement RSU Award') is equal to that of the Original RSU Awards, based on the price of an Experian plc ordinary share and a Computacenter plc ordinary share over a 30 day period, as set out below.

The Replacement RSU Award is being granted to Mr Jehle under Listing Rule 9.4.2 as an arrangement established specifically to facilitate, in unusual circumstances, the recruitment of a director. Broadly the terms of the Computacenter 2017 Deferred Bonus plan will be applied, save that rule 5 (reduction of awards and clawback), rule 9 (cessation of employment) and rule 12 (amendments) will not apply, and the award may only be settled with market purchase shares.

No consideration was paid for the grant of the Replacement RSU Award, which is structured as a nil-cost option. There are no performance conditions or performance period that apply to the award, and it will vest in Mr Jehle on 1 July 2025 (which is on or around the same date of vesting of the Original RSU Award, had it not been forfeited). However, if prior to 1 July 2023, the Company: (i) terminates Mr Jehle's employment agreement in limited fault-based circumstances, or (ii) he resigns prior to that time, then the Replacement RSU Award will lapse in full.

PDMR/PCA FCA Transaction Notification

1.	Details of Person Discharging Managerial Responsibilities	
	Name	Marcus Christian Jehle
2.	Reason for the notification	
2(a)	Position/Status	Chief Financial Officer
2(b)	Initial Notification/ Amendment	Initial Notification
3.	Details of the issuer	
3(a)	Name	Computacenter plc
3(b)	LEI	549300XSXUZ1119DB105

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 nil-cost option award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the '2023 PSP Award'). There is no price payable on the grant, vesting or exercise of the 2023 PSP Award. Vesting of the 2023 PSP Award is subject to the achievement of a performance condition over a three-year period from 1 January 2023 to 31 December 2025.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	33,973
4(d)	Aggregated Information Aggregated Volume and Price	nil	33,973
4(e)	Date of the transaction	2023-6-05	
4(f)	Place of the transaction	Outside of a trading venue.	

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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 nil-cost option award over Ordinary Shares under the Computacenter Performance Share Plan 2005 (the 'Replacement PSP Award'). There is no price payable on the grant, vesting or exercise of the Replacement PSP Award. Vesting of the Replacement PSP Award is subject to the achievement of a performance condition over a three-year period from 1 January 2022 to 31 December 2024.	
4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	13,527
4(d)	Aggregated Information Aggregated Volume and Price	nil	13,527
4(e)	Date of the transaction	2023-6-05	
4(f)	Place of the transaction	Outside of a trading venue.	

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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 nil-cost option award over Ordinary Shares under Listing Rule 9.4.2 (the 'Replacement RSU Award'). There is no price payable on the grant, vesting or exercise of the Replacement RSU Award. There are no performance conditions which apply to the Replacement RSU Award.

4(c)	Price(s) and Volume(s)	Price(s) (in GBP)	Volume(s)
		nil	5,695
4(d)	Aggregated Information Aggregated Volume and Price	nil	5,695
4(e)	Date of the transaction	2023-6-05	
4(f)	Place of the transaction	Outside of a trading venue.	

Enquiries:

Name: Simon Pereira
Company Secretary

Address: Computacenter plc
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

Telephone: +44 (0) 7385 514 715

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