
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 2025

Computacenter plc

Registered in England No: 3110569

Registered Office

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



Letter from the Chair

To ordinary shareholders

9 April 2025

Dear shareholder,

Annual General Meeting 15 May 2025

I am pleased to be writing to you with details of the 2025 Annual General Meeting ('AGM') of Computacenter plc [the 'Company' and together with its subsidiaries, the 'Group']. This will be held at 11.00am on Thursday 15 May 2025, at 100 Blackfriars Road, London SE1 8HL.

Attached on pages 2 to 3 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 in the appendices on pages 6 to 11. If you are unable to attend the AGM in person or 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. Further information on the required process is in the 'Action To Be Taken – Form of Proxy' section of this letter.

Dividend

Your Board has recommended a final dividend for 2024 of 47.4 pence per ordinary share. Subject to approval by shareholders, the dividend will be paid on 4 July 2025 to shareholders appearing on the register of members at the close of business on 6 June 2025.

Election and re-election of Directors

There have been a number of Board changes since last year's meeting. Peter Ryan and Ros Rivaz retired from the Board after six and eight years of service respectively. On behalf of Computacenter, I would like to thank them for their contribution to the Group's success during their time with us. I am delighted that we have been able to welcome three new independent Non-Executive Directors, each of whom will be seeking election by shareholders for the first time at this meeting. Adam Walker and Kelly Kuhn joined us in the second half of 2024, with Simon McNamara doing so early in 2025. They each bring valuable skills and experience to the Board, and a fresh perspective to Board discussions and decision-making.

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.

Since the Company's 2024 AGM, the Board has been subject to a formal evaluation process, details of which can be found on page 98 of the 2024 Annual Report and Accounts. I am pleased to confirm that each Director continues to perform effectively, and that all demonstrate continued commitment to their roles as members of the Board and, where relevant, its Committees. Brief biographies of all the Directors standing for election and re-election at the forthcoming AGM can be found on pages 94 and 95 of the 2024 Annual Report and Accounts.

Directors' Remuneration

The current Directors' Remuneration Policy was approved at the Company's 2023 AGM. As explained in the Annual Statement from the Chair of the Remuneration Committee (page 113 of the 2024 Annual Report and Accounts), an updated remuneration policy is being proposed to shareholders for approval by way of a binding vote at the AGM. This proposed policy is set out in full from pages 119 to 127 of the 2024 Annual Report and Accounts. If approved by shareholders, the new policy will take effect from the conclusion of the AGM.

Approval of the Computacenter Share Plan 2025 (including the French Sub-Plan and the California Sub-Plan)

Shareholders are asked to approve the adoption of the Computacenter Share Plan 2025 [the 'Plan']. The principal terms of the Plan are summarised in Appendix 2 to the Notice of Meeting on pages 10 to 11.

The Plan is being adopted to replace the current Computacenter Performance Share Plan 2005 which expires this year after being extended for ten years by shareholders in 2015. The existing performance share plan has been the main vehicle for granting long-term share incentives to senior executives. While it has been very successful, the Company would like to take the opportunity to adopt a new Plan which will reflect current best practice and corporate governance.

The new Plan will also give the Company the flexibility to grant other types of awards beyond options and conditional awards, such as cash awards and awards not subject to performance conditions.

The new Plan also includes, as annexes, two further plans:

- (a) a French Sub-Plan (annexed as Schedule 5 to the Plan) which incorporates the rules of the Plan and modifies them in respect of Awards made to participants in France to take account of taxation requirements in France; and
- (b) a California Sub-Plan (annexed as Schedule 6 to the Plan) which incorporates the rules of the Plan and modifies them in respect of Awards made in the state of California which constitute an offer or sale of securities in that state, to take account of securities law requirements in California.

The first grants under the Plan would be proposed to be made in May 2025.

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 it in accordance with the instructions printed on it. The Form of Proxy should be returned to Equiniti, the Company's Registrar, as soon as possible and, in any event, so the Registrar receives it not later than 11.00am on Tuesday 13 May 2025.

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 in notes 1 to 8 to the Notice of AGM on page 4. Communications giving voting instructions by electronic means must be received by Equiniti not later than 11.00am on Tuesday 13 May 2025.

Recommendation

The Directors consider that the proposals being put to shareholders at the AGM are in the best interests of the Company and of 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 43,757,401 ordinary shares, representing approximately 41.19% of the Company's issued share capital excluding treasury shares (as at 28 March 2025).

Pauline Campbell
Chair

Notice of Annual General Meeting 2025

Notice is hereby given that the Annual General Meeting of Computacenter plc will be held at 11.00am on Thursday 15 May 2025 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 2024, 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 2024, as set out on pages 113 to 116 and 128 to 140 respectively of the 2024 Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy, the full text of which is set out on pages 119 to 127 of the 2024 Annual Report and Accounts.
4. To declare and approve a final dividend of 47.4 pence per ordinary share.
5. To elect or 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 retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5c. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5d. K Kuhn, who retires and being eligible, offers herself for election as a Non-Executive Director of the Company.
 - 5e. S McNamara, who retires and being eligible, offers himself for election as a Non-Executive Director of the Company.
 - 5f. L Mitic, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 5g. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 5h. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5i. A Walker, who retires and being eligible, offers himself for election as a Non-Executive Director of the Company.
6. To re-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. Computacenter Share Plan 2025
To approve the rules of the Computacenter Share Plan 2025 (the 'Plan') the principal features of which are summarised in Appendix 2 to this Notice of AGM and in the form produced in draft to this Meeting and for the purposes of identification initialled by the Chair of the Meeting, and to approve that the Directors be authorised to: (a) do all such other acts and things they may consider appropriate to implement the Plan; and (b) to establish further plans for the benefit of employees outside the UK based on the Plan subject to such modification as may be necessary or desirable to take account of securities laws, exchange controls and tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual or overall participation in the Plan. In approving the Plan, approval is also being given for:
 - 8a. the French Sub-Plan as annexed to the Plan as Schedule 5, as required by French law; and
 - 8b. the California Sub-Plan as annexed to the Plan as Schedule 6, as required by Californian law.
9. That the Directors be generally and unconditionally authorised under Section 551 of the Companies Act 2006 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 £2,675,773.03, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2026, 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.

Notice of Annual General Meeting 2025

continued

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 Companies Act 2006) 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 allotments 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 £401,365.92 representing a maximum of 5,312,196 ordinary shares of 7½ 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 Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment for sale, such authority to be:
 - a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £401,365.92 representing a maximum of 5,312,196 ordinary shares of 7½ 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,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 Companies Act 2006 to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of 7½ pence each in the capital of the Company provided that:
 - a. the maximum aggregate number of ordinary shares which may be purchased is 10,624,393;
 - b. the minimum price (excluding expenses) which may be paid for each ordinary share is 7½ 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% 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 for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 12 will be carried out; and
 - d. this authority shall expire at the conclusion of the AGM of the Company held in 2026 or, if earlier, 30 June 2026, 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 AGM) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the AGM of the Company held in 2026.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions while resolutions 10 to 13 (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

9 April 2025

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 prevent a member from subsequently attending and voting at the AGM in person.
3. A copy of this Notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 ('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 11.00am on Tuesday 13 May 2025.
5. Only those shareholders registered in the Register of Members of the Company at 6.30pm on Tuesday 13 May 2025 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 Company's Register of Members as at 6.30pm two business days prior to the time fixed for the adjourned AGM.
6. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at www.shareview.co.uk and following the on-screen instructions. You will need your Shareholder Reference Number shown on the Form of Proxy enclosed. 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 11.00am on Tuesday 13 May 2025. 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 11.00am on Tuesday 13 May 2025. 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 is 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.
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.
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 28 March 2025 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 117,687,970 ordinary shares, carrying one vote each, with 11,444,039 of these ordinary shares held in treasury. Treasury shares do not carry the right to vote. Therefore, the total voting rights in the Company are 106,243,931.

Notes relating to the Notice of Annual General Meeting continued

11. Under Section 319A of the Companies Act 2006, 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 Companies Act 2006, 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, 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 AGM 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, 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 also 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 together with the other information required by Section 311A of the Companies Act 2006 may be found at <https://investors.computacenter.com/shareholder-centre/agm>.
14. The Rules of the Computacenter Share Plan 2025 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, 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 13 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 2024 and the reports of the Directors and Auditor thereon.

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

Pages 113 to 116 and pages 128 to 140 of the 2024 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 2024, 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 119 to 127 of the Annual Report and Accounts 2024. Under the Act, shareholder approval must be sought for the policy report. 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 47.4 pence per ordinary share, in respect of the year ended 31 December 2024. Members will be asked to approve this payment and if approved, the dividend will be payable on 4 July 2025, to those shareholders on the register of members at the close of business on 6 June 2025.

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 Adam Walker, Kelly Kuhn and Simon McNamara, 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 2024 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 page 84 of the 2024 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 94 and 95 of the 2024 Annual Report and Accounts.

Pauline Campbell

Non-Executive Chair and Chair of the Nomination Committee. Appointed to the Board in August 2021, and as Non-Executive Chair in May 2024.

Skills and Experience:

Pauline is a former PricewaterhouseCoopers (‘PwC’) 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, giving her a wealth of governance experience. She is currently Deputy Chair of the Latymer Foundation.

Pauline is recommended for re-election.

Mike Norris

Chief Executive Officer. Appointed December 1994.

Skills and Experience:

Mike has been Computacenter’s Chief Executive Officer since 1994. As well as spearheading the Group’s strategy and growth ambitions, he is responsible for ensuring the Company delivers value to its customers and shareholders. Mike joined Computacenter’s sales team in 1984 after graduating from university. He held several senior roles at Computacenter, before becoming Group CEO. Mike has a degree in Mathematics and Computer Science from the University of East Anglia and was awarded an Honorary Doctorate of Science from the University of Hertfordshire.

Mike is recommended for re-election.

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.

Philip is recommended for re-election.

Appendix 1 to the Notice of Annual General Meeting continued

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.

Peter is recommended for re-election.

Ljiljana Mitic

Independent Non-Executive Director and Chair of the Environmental, Social and Governance Committee. Appointed to the Board in May 2019, and as Chair of the ESG Committee in February 2025.

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 takeover 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 WestLB AG. 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, and is also Non-Executive Chair of Grenke Bank AG.

Ljiljana is recommended for re-election.

René Carayol

Independent Non-Executive Director, Chair of the Remuneration Committee and Workforce Engagement Director. Appointed to the Board in November 2022, and as Remuneration Committee Chair and Workforce Engagement Director in September 2024.

Skills and Experience:

After leaving university, René joined Marks & Spencer where he worked for ten 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.

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

René is recommended for re-election.

Adam Walker

Senior Independent Director and Chair of the Audit Committee. Appointed to the Board and as Audit Committee Chair in August 2024, and as Senior Independent Director in September 2024.

Skills and Experience:

Adam is a Non-Executive Director of Currys plc and Chair of its Audit Committee. He is also the Audit Committee Chair of J Murphy & Sons, Chair of Indra Renewable Technologies Limited, and Chair of the Matt Hampson Foundation, a charity for young people with life-changing sports injuries.

Adam's former executive roles include EVP and CFO of HIS Holding Limited, the largest global telecommunications tower company, CFO of GKN plc, Group Finance Director at Informa plc, and Finance Director at National Express Group plc. Adam was a Non-Executive Director and Chair of the Audit Committee at Kier Group plc and at Nasdaq-listed Tritium DCFC Limited.

Adam is recommended for election.

Kelly Kuhn

Independent Non-Executive Director. Appointed September 2024.

Skills and Experience:

Kelly is a Non-Executive Director, Remuneration Committee Chair and Nomination Committee member at ISSA/S. She also advises WNS (Holdings) Ltd and the McChrystal Group, and previously sat on the Board of LaSalle Hotel Properties, a NYSE listed real estate investment trust.

Kelly spent over 30 years in an executive capacity at CWT. She led CWT's US government business division, before joining its Executive Leadership Team and assuming responsibility for wider business performance in APAC and EMEA. Kelly's tenure at CWT culminated in her becoming the company's first Executive Vice-President and Chief Customer Officer.

Kelly is recommended for election.

Simon McNamara

Independent Non-Executive Director. Appointed January 2025.

Skills and Experience:

Simon most recently served for ten years as Chief Administration Officer at NatWest Group, where he led the transformation of its technology and services proposition, and oversaw more than 30,000 employees around the world. Prior to this, Simon was Chief Information Officer of Standard Chartered Bank Consumer Bank, based in Singapore, where he developed and implemented the Group Technology and Operations strategy for their Consumer, Business and Private Banks.

Simon has also held several other senior IT positions in global financial services, at Westpac Banking Corporation, Deutsche Bank, BNP Paribas and Midland Bank. He was also a founding partner in a successful software start-up company, CATS INC, in Silicon Valley. He was awarded an Honorary Doctorate in Computer Science from Hertfordshire University.

Simon is recommended for election.

Ordinary Resolution 6 – Re-appointment of Auditor

Shareholders are being asked to confirm the re-appointment of Grant Thornton UK LLP as the Company's Auditor, to hold office until the conclusion of the next AGM.

Ordinary Resolution 7 – Auditor's remuneration

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

Ordinary Resolution 8 – Approval of the Computacenter Share Plan 2025 (including the French Sub-Plan and the California Sub-Plan)

Shareholders are asked to approve the adoption of the Computacenter Share Plan 2025 (the 'Plan'). The principal terms of the Plan are summarised in Appendix 2 to the Notice of Meeting on pages 10 to 11.

The Plan is being adopted to replace the current Computacenter Performance Share Plan 2005 which was extended for a further ten years by shareholders in 2015 and which expires this year. The existing performance share plan has been the main vehicle for the grant of long-term share incentives to senior executives. Whilst it has been very successful, the Company would like to take the opportunity to adopt a new Plan which will reflect updated best practice and corporate governance.

The new Plan will also give the Company the flexibility to grant other types of awards beyond options and conditional awards (e.g. cash awards and awards not subject to performance conditions).

The new Plan also includes, as annexes, two further plans:

- (a) a French Sub-Plan (annexed as Schedule 5 to the Plan) which incorporates the rules of the Plan and modifies them in respect of Awards made to participants in France to take account of taxation requirements in France; and
- (b) a California Sub-Plan (annexed as Schedule 6 to the Plan) which incorporates the rules of the Plan and modifies them in respect of Awards made in the state of California which constitute an offer or sale of securities in that state, to take account of securities law requirements in California.

The first grants under the Plan would be proposed to be made in May 2025.

A copy of the draft rules of the Plan will be available for inspection on the national storage mechanism from the date of this notice and at the place of the meeting from at least 15 minutes before the meeting until the end of the meeting.

Ordinary Resolution 9 – Renewal of authority to allot shares

This resolution asks shareholders to renew, by Ordinary Resolution, the Directors' authority under Section 551 of the Companies Act 2006 to allot unissued shares and to grant rights to subscribe for, or to convert any security into, shares in the Company. This resolution is similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2026 or, if earlier, on 30 June 2026, 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 £2,675,773.03, representing a maximum of 35,414,643 ordinary shares, equivalent to approximately one-third of the issued share capital of the Company excluding treasury shares (as at 28 March 2025, being the latest practicable date prior to the publication of this document). As at 28 March 2025 (being the latest practicable date before the publication of this document), the Company held 11,444,039 treasury shares, which represented 9.72% of the total ordinary issued share capital, at that date.

There are no present plans to allot unissued shares other than in connection with employee share and incentive schemes. 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 unissued shares and other equity securities for cash, Section 561 of the Companies Act 2006 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 Companies Act 2006 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 £401,365.92, equivalent to 5% of the total issued ordinary share capital of the Company excluding treasury shares (as at 28 March 2025), without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 11 seeks a separate and additional authority to dis-apply pre-emption rights in respect of an additional 5% of the total issued ordinary share capital of the Company excluding treasury shares (as at 28 March 2025) for an acquisition or specified capital investment pursuant to guidance from the Pre-Emption Group (PEG).

The Directors confirm that they will only allot shares representing more than 5% of the issued ordinary share capital of the Company excluding treasury shares for cash pursuant to the authority referred to in Resolution 11 where the allotment is 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 the consultation process undertaken 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 authority sought, if granted, will be for the same period as that granted under Resolution 9.

In addition, the Board will not (except in relation to an issue pursuant to Resolution 11 in respect of the additional 5% referred to above) allot shares for cash on a non-pre-emptive basis pursuant to the authority granted in Resolution 9 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, without prior consultation with shareholders.

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.

The authorities under Resolutions 10 and 11 will expire at the conclusion of the Company's AGM in 2026 or, if earlier, 30 June 2026, at which time the Board expects to seek their renewal.

Appendix 1 to the Notice of Annual General Meeting continued

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

The authority, under Section 701 of the Companies Act 2006, which will be proposed as a Special Resolution, would permit the Company to purchase, on the London Stock Exchange, up to 10,624,393 ordinary shares, which is equivalent to approximately 10% of the issued share capital of the Company excluding treasury shares (as at 28 March 2025) 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 2024 AGM to make market purchases of up to 11,414,110 ordinary shares. To date, 7,897,178 ordinary 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 28 March 2025, there were options outstanding over 4,391,432 ordinary shares, granted under all share options schemes operated by the Company, representing 4.13% of the Company's issued ordinary share capital (excluding shares held in treasury). If the authority given by Resolution 12 was exercised in full, that percentage would increase to 4.59%. There were no warrants outstanding as at 28 March 2025.

The authority under Resolution 12 will expire at the conclusion of the Company's AGM in 2026 or, if earlier, 30 June 2026, at which time the Board expects to seek its renewal.

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

Section 307A of the Companies Act 2006 requires the notice period for General Meetings of the Company to be at least 21 days. For General Meetings, other than AGMs, 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 AGM (or at a General Meeting held since the last AGM) 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 AGM, on a notice period of not less than 14 clear days. This authority, if granted, will expire at the conclusion of next year's AGM, 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 AGMs.

Appendix 2 to the Notice of Annual General Meeting

Principal Features of the Plan

The principal terms of the Computacenter plc (the 'Company') Share Plan 2025 (the 'Plan'), for which shareholder approval is being sought, are set out below.

1 Eligibility

All employees (including Executive Directors) of the Company (and any subsidiaries and designated associated companies) are eligible to participate in the Plan. Awards may also be made to former employees and, where it is considered appropriate, to non-employees, in accordance with the terms of the Plan. Individuals will be selected for participation by the Board of Directors of the Company or its delegate (the 'Committee').

2 Operation of the Plan

Share awards under the Plan ('Awards') may take the form of a conditional right to receive ordinary shares (or depositary receipts representing ordinary shares) in the Company ('Shares', and such Award a 'Conditional Award'), or an option to acquire Shares at an exercise price set by the Committee at grant (which may be nil) (an 'Option'). Subject to the terms of the Plan, the Committee may also grant awards under the Plan in other forms, including for example, cash awards or forfeitable share awards.

Awards to employees (other than Executive Directors) may be granted at any time, subject to there being no restrictions on dealing in place.

Awards to Executive Directors of the Company will normally only be granted within 42 days of the (i) announcement of the Company's results for any period; (ii) approval of the Plan or any Directors' Remuneration Policy by shareholders; or (iii) date of the Company's Annual General Meeting or any General Meeting.

Awards may not be granted after the tenth anniversary of the 2025 AGM.

3 Individual limits

Any Award granted to an Executive Director of the Company shall not exceed any limit set out in the Company's Directors' Remuneration Policy applicable at the time of grant. These limits do not apply to Awards made in connection with recruitment. Shares issued in relation to dividends and dividend equivalents will not count toward these limits.

4 Plan limits

In any ten-year period, the number of Shares issued or issuable under the Plan and under any other employee share plan adopted by the Company must not exceed 10% of the issued share capital of the Company from time to time.

In addition, in any ten-year period, not more than 5% of the ordinary share capital of the Company may be issued or issuable under the Plan and all other discretionary employee share plans adopted by the Company.

For the purposes of these limits, treasury Shares are treated as part of the ordinary share capital of the Company until such time as guidelines published by institutional investor representative bodies determine otherwise. Shares issuable in connection with dividends or dividend equivalents, or issued under Awards which have lapsed, or issued or issuable in relation to an Award in respect of which the Committee has determined shall be satisfied otherwise than by issue of Shares, will not count towards these limits.

5 Vesting

Awards under the Plan will normally vest over a period set by the Committee at the time of grant. The number of Shares in respect of which an Award vests may also depend on the satisfaction of any conditions (which may or may not be linked to performance) set by the Committee at grant.

However, Awards granted to Executive Directors of the Company will be subject to performance conditions to the extent required by the Directors' Remuneration Policy, and the vesting period of Awards granted to Executive Directors of the Company will be set in accordance with the Directors' Remuneration Policy.

Awards may also be granted subject to a holding period ('Holding Period'). If a Holding Period applies to an Award, the vesting period may be extended, or the sale of Shares delivered post-vesting may be restricted, as determined by the Committee.

6 Discretion to adjust or delay vesting/exercise

The Committee may adjust (upwards or downwards and including to zero) the amount of an Award which would otherwise vest under the Plan, if it considers that it is appropriate to do so, taking into account factors such as the underlying performance of the business and the occurrence of exceptional events.

The Committee may also delay vesting in certain circumstances.

7 Proposed operation of the Plan in 2025

For grants to Executive Directors in 2025, the Company intends to grant a combination of: (i) Awards subject to performance conditions (the 'PSP Awards'); and (ii) Awards not subject to performance conditions (i.e. service-based awards) (the 'RSP Awards').

The PSP Awards will be granted with a maximum opportunity of 200% of base salary and subject to a performance period of three years followed by a two-year Holding Period.

The RSP Awards will be granted with a maximum opportunity of 50% of base salary and subject to a four-year cliff vesting period, followed by a one-year Holding Period. The RSP Awards will be subject to a performance underpin that will allow the Committee to adjust vesting downwards where appropriate.

8 Dividend equivalent and dividends

An Award may be granted on the basis that the number of Shares in respect of which the Award vests will be increased to take account of dividends paid between grant and vesting on the number of Shares which vest. The basis for calculating dividend equivalents will be determined by the Committee and may assume notional re-investment of the dividends. Dividend equivalents will normally be paid in Shares (unless otherwise determined by the Committee that they should be paid in cash) and may take account of special dividends and/or dividends paid during a Holding Period if the Committee so determines.

Appendix 2 to the Notice of Annual General Meeting continued

9 Leaving employment

Generally, participants who leave employment prior to the Awards vesting will forfeit their Awards.

However, Awards will not lapse if participants leave due to: (i) ill-health, injury or disability; (ii) the sale or transfer of their employing company or business out of the Company's group; (iii) redundancy (in circumstances which give rise to a redundancy payment); or (iv) at the discretion of the Committee, for any other reason. In such circumstances the Awards shall continue, but the number of shares in respect of which the Award will remain capable of vesting will, unless the Committee decides otherwise, be reduced to reflect the fact that the participant left early. The Committee may also decide that the Awards will vest on or at any time after leaving, subject to performance testing or such other conditions as the Committee determines.

Awards that are not subject to any conditions will vest on the date of death, while Awards that are subject to conditions (or underpins) will vest on the date of death to the extent applicable conditions (or underpins) are determined to have been achieved at that time. In each case, unless the Committee decides otherwise, awards will be reduced to reflect the fact that the participant left early.

Options which do not lapse on leaving can be exercised, to the extent vested, for the period from the date of leaving up to the tenth anniversary of the grant date. Options will lapse to the extent not exercised.

10 Malus and clawback

The Committee can:

- (i) reduce the number of Shares in respect of which an Award would otherwise vest or be exercisable ('malus'); and/or
- (ii) clawback Shares or cash received by a participant on vesting or exercise ('clawback').

Clawback may be applied to vested Awards within five years from the date on which the Award vests, or such other period as the Committee may determine.

Circumstances in which malus or clawback may be applied include:

- (i) a material misstatement of the Company's financial statements for any financial year; (ii) evidence of serious or gross misconduct by the participant; (iii) significant failure of risk management within the Company or business unit; (iv) an error or misstatement which has resulted in material overpayment to participants in relation to the Awards granted under the Plan; (v) a participant leaving employment in circumstances in which the Award has not lapsed but facts emerge which, if known at the time, would have caused the Award to lapse on leaving; (vi) significant reputational damage to the Company or business unit; or (vii) any other circumstances that the Committee in its discretion considers to be similar to those listed in this paragraph.

11 Change of control and other corporate events

Awards will vest early to the extent that any performance conditions are satisfied in the event of a takeover or scheme of arrangement, or, if the Committee so determine, certain other corporate events such as a demerger, delisting, distribution or other transactions which may affect the current or future value of Awards.

Awards will also vest subject to time-prorating, unless the Committee decides otherwise.

Alternatively, participants may be required or allowed to exchange their Awards for equivalent (in terms of value) awards granted over shares in the acquiring company or other entity.

Options can be exercised, to the extent vested, for a limited period and will then lapse to the extent not exercised.

12 Amendments and adjustments

The Committee may amend the Plan as it considers appropriate, including making changes to the terms of an existing Award which are to the disadvantage of a participant. However, provisions relating to: (i) eligibility; (ii) individual and Plan limits; (iii) a participant's entitlement to cash or Shares under the Plan; (iv) the adjustment of Awards on a variation of capital; and (v) the amendment of the Plan, cannot be amended to the advantage of participants without prior approval of the shareholders in a general meeting.

However, where such amendments would be minor and are: (a) for the benefit of the administration of the Plan; (b) to comply with or to take account of the provisions of any proposed or existing legislation; (c) to take account of any changes to legislation; or (d) to obtain or maintain favourable tax treatment, exchange controls or regulatory treatment for the Company, any subsidiary or any participant, the amendments may be made by the Committee without shareholder approval.

The Committee may waive or change a condition in accordance with its terms, or if, following grant, anything happens which, causes the Committee to reasonably consider it appropriate to do so, provided that the terms of the revised condition are not, in the opinion of the Committee, materially less challenging in the circumstances, taking account of the intervening event that happens, than was intended when originally granting the Award.

Awards (including any option price) may also be adjusted following a variation in share capital of the Company, a demerger, a special dividend or any other corporate event which might affect the value of an Award.

13 General

Awards may be satisfied using cash, newly issued Shares, treasury Shares or Shares purchased in the market (e.g. through an employee trust).

Any Shares issued under the Plan will rank equally with Shares of the same class in issue on the date of allotment, except in respect of rights arising by reference to a prior record date.

If the amount a participant is required to pay to receive a newly issued Share under the Plan is less than the nominal value of a Share, the Board of the Company may decide to capitalise reserves of the Company equal to the difference.

Awards granted under the Plan are not pensionable.

Awards are personal to the participant and may not generally be transferred or assigned (except in the case of death).

14 Overseas plans

The Plan contains provisions which permits the Committee to establish further schedules, plans or sub-plans for the benefit of overseas employees based on the relevant plan but modified to take account of local law, tax, exchange control and securities laws in non-UK territories. However, any Shares made available under such plans shall be treated as counting towards the individual and overall Plan limits outlined above.



Computacenter