



TERMS OF REFERENCE

Nomination Committee

Approved by the Board of Computacenter Plc on 17 December 2019

Terms of Reference

Nomination Committee

Membership

- The Nomination Committee (“Committee”) shall be made up of at least three members and consist of a majority of independent Non-Executive Directors.
- In appointing the members, the Board will have due regard to the Listing Rules, the Disclosure Guidance and Transparency Rules and the provisions of the 2018 UK Corporate Governance Code.
- The Committee shall be chaired by the Chairman of the Board, unless if the Committee is convened to consider the selection of the Chairman of the Board, in which event, the Senior Independent Director shall in the interim, chair the Committee.
- No Director shall be present during that part of a meeting when his/her own re-appointment is discussed.
- Other employees of the Company and external consultants and advisers may attend Meetings by invitation of the Chairman of the Committee.
- The Company Secretary, or their nominee shall act as the Secretary of the Committee.

Quorum and Meetings

- Meetings of the Committee will normally be held at such times as the Committee deems appropriate, but two meetings a year shall, as a minimum, be convened.
- Valid attendance may be via telephone or video conference.
- The quorum necessary for decisions of the Committee shall be any two members of the Committee, both of whom must be independent Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- The Secretary shall summon the meetings of the Committee, through forwarding a notice of each meeting, together with an agenda of items to be discussed, confirmation of the venue, time and date, to each member of the Committee, in reasonable time prior to the date of the meeting.
- Minutes of meetings shall be taken by the Company Secretary or the Secretary appointed at the meeting by the Chairman and will be circulated to all Board Members (if appropriate) and the Company Secretary.
- The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee’s activities.

Duties and Responsibilities of the Committee

The Committee will:

- lead the selection process for the appointment of Executive and Non-Executive Directors to the Board of Computacenter plc. The Committee will be solely responsible for such selection and, after a formal, rigorous and transparent procedure, will present its recommendation for such appointments for consideration to the Board. Appointments will be based on merit and objective criteria and, within this context, will promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- make recommendations to the Board concerning the re-election by shareholders of Directors under the annual re-election provisions of either the UK Corporate Governance Code or the retirement by rotation provisions in the Company’s Articles of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills, experience and diversity required;
- at least annually, evaluate the balance of skills, experience, independence, knowledge and diversity of the Board and present its recommendations, on structure, size and composition, to the Board;
- where the Committee deems an adjustment necessary, it will, taking into account the composition of the Board, prepare a description of the role and capabilities required for a particular appointment and present such description to the Board;
- give full consideration to succession planning and development for Directors and senior management by ensuring plans are in place for orderly succession to both the Board and senior management positions and oversee the development of a diverse pipeline for succession, taking into account the challenges facing the Company and such skills and expertise required on the Board, and within senior management, to challenge and develop the Company’s strategy. Succession plans will be based on merit and objective criteria and, within this context, will promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths;
- ensure that on appointment, all Non-Executive Directors receive a formal letter of appointment, setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
- rigorously review the re-appointment of any Non-Executive Director at the conclusion of the specified term of office, it being the intention that Non-Executive Directors should generally serve no more than three terms of three years each, having regard to the profile of the Board, the needs of the Company at the relevant time, the performance of the particular director concerned and taking into account the need for progressive refreshing of the Board;
- review annually the need for all Directors to have sufficient time to discharge their responsibilities effectively and documenting, within the Annual Report and Accounts, the reasons for permitting significant external appointments that are made subsequent to appointment to the Board;
- review annually the training and development needs for each Director;
- review annually its Terms of Reference (which it shall make public on the Company’s website) and the Committee’s own performance to ensure that it is operating at maximum effectiveness, and contribute such self-evaluation to the wider annual Board evaluation process;
- report regularly to the Board on its proceedings following meetings on matters within its duties and responsibilities, as appropriate; and
- produce a report to be included in the Computacenter plc Group Annual Report and Accounts describing the work of the Committee, including:
 - its activities;

- the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition;
- the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of those in senior management and their direct reports.

Authority

- Unless varied by these Terms of Reference, the meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of Directors.
- The Committee is entitled to employ, at Computacenter's expense, the services of such advisers as it deems necessary to fulfil its responsibilities.

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Computacenter is a leading independent technology partner, trusted by large corporate and public sector organisations. We help our customers to source, transform and manage their IT infrastructure to deliver digital transformation, enabling users and their business. Computacenter is a public company quoted on the London FTSE 250 (CCC.L) and employs over 17,000 people worldwide.



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