



TERMS OF REFERENCE

Remuneration Committee

Approved by the Board of Computacenter Plc on 17 December 2019

Terms of Reference

Remuneration Committee

Membership

- The Committee shall consist of not less than three members. These will all be independent Non-Executive Directors appointed by the Board. The Chairman of the Board may be a member of, but not chair, the Committee, provided that he/she was independent on appointment. Members shall be appointed on the recommendation of the Nomination Committee and taking account of any actual or potential Conflicts of Interest.
- The Group Chief Executive Officer and other individuals may be invited to attend meetings to consult with the Committee about any proposals to be considered, except matters relating to their own remuneration. This may include external advisers at the invitation of the Committee.
- Appointments to the Committee shall be for an initial period of three years, which may be extended for two further periods of up to three years, provided that the member [other than the Chairman of the Board] still meets the criteria for independence and/or membership of the Committee.
- The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director, normally with at least twelve months experience on a Remuneration Committee. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board.

Quorum and Meetings

- Meetings of the Committee will normally be held at least three times per year and at such other times as the Committee deems to be appropriate.
- The quorum necessary for decisions of the Committee shall be any two members of the Committee. The Chairman of the Board shall not form part of this quorum.
- The Company Secretary or his or her nominee shall act as Secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner, no later than five working days before a meeting of the Committee, unless already agreed with the Committee Chair, to enable full and proper consideration to be given to the issues.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the meeting.
- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the Committee Chair it would be inappropriate to do so.

Duties and Responsibilities of the Committee

The role of the Committee will be to determine on behalf of the Board:

- the Company's policy on executive remuneration, taking account of all factors which it deems necessary that are designed to promote the long-term success of the Company, including the pay and employment conditions across the company or group, and having due regard for the ongoing appropriateness and relevance of that policy at all times taking into account the views of shareholders and other stakeholders;
- in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance together with a review of wider workforce remuneration and related policies and the alignment of incentives and rewards with culture;
- the specific remuneration packages for Executive Directors, the Chairman of the Board of the Company and specified Senior Executive members including, but not limited to, salary, bonus, share incentive schemes, pension rights and compensation payments;
- review the design and ongoing appropriateness of, determine targets for, and approve total annual payments made under the Company's performance related pay schemes;
- review the design of all share incentive plans for approval by the Board and shareholders, as required, and additionally determine whether and to what extent awards will be made and subsequently vest in accordance with the terms of such plans;
- consider pension consequences and associated costs to the Company of basic salary increases and any other changes to pensionable income;
- ensure that contractual terms on termination recognise that failure is not rewarded, that the duty to mitigate loss is fully recognised and that any payments made are fair to the individual, and reasonable for the Company, having regard to all of the circumstances;
- establish the selection criteria, select, appoint and set fees and the terms of reference for any remuneration consultants who advise the Committee;
- have regard to the provisions relating to the remuneration of directors in the UK Corporate Governance Code, the Listing Rules and the Disclosure Guidance and Transparency Rules as well as guidelines published by the Investment Association, the Pensions and Lifetime Savings Association, ISS and any other application rules, as appropriate;
- consult and keep the Chairman of the Board and/or the Chief Executive fully informed of its actions;
- annually review its own performance, constitution and Terms of Reference to ensure that it is operating effectively and recommend any changes it considers necessary to the Board for approval;

Reporting Responsibilities

- The Committee Chair shall report formally to the Board on all matters within its duties and responsibilities. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed.
- The Committee shall produce a report of the Company's remuneration policy and practices which will form part of the Company's annual report. The report shall be put to shareholders to vote upon in line with the relevant regulations. The duties and results of the Committee's activities during the year shall also be disclosed in the report.

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- The Committee Chair, or in his/her absence an appointed deputy, shall attend the AGM and shall answer questions, through the Chairman of the Board, on the Remuneration Committee's report and its responsibilities.
- When, in the opinion of the Board, a significant proportion of votes have been cast against a resolution relating to remuneration at any general meeting, the Committee should, through the Chairman of the Board, explain when announcing the results of the voting what actions it intends to take to understand the reasons behind the vote result.

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 independent advisers as it deems necessary to fulfil its responsibilities.
- The Committee is authorised to seek any information that it requires from any employee of the Company in order to perform its duties.

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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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