

Section 172 statement

When conducting any activity in his or her role as a Computacenter plc Director, our Board members must act in a way that they consider is most likely to promote the success of the Company for the benefit of its members as a whole, having regard to a number of factors set out in Section 172 of the Companies Act 2006. These include the interests of our employees, importance of fostering business relationships with our suppliers and customers, impact of our operations on the community and environment, likely consequences of any decision in the long term, desirability of the Company maintaining a reputation for high standards of business conduct and the need to act fairly as between the members of the Company. Each Director considers that they have acted in a manner consistent with his or her Section 172 duty throughout the year.

The Board understands that without our key stakeholders, the Company would not be able to successfully implement its strategy, and its purpose would be unachievable. Understanding their interests, views and concerns, and considering these when reviewing and discussing matters put before it for review or approval as part of its annual programme, is critical to enabling the Board to make informed decisions, and for each Director to discharge their duty under Section 172.

In the sections set out in the table below, we explain how the Company's programme of engagement with our key stakeholders enables our Board members to do so.

In some cases, this engagement directly involves the Board or its members, and this is almost exclusively how engagement with our investors takes place. Given the size and geographic diversity of our business, the majority of engagement with our customers, technology partners, people and communities takes place at an operational level across the organisation. Where this is the case, the Board ensured that it had been updated on the

nature and outcomes of this engagement during the year.

We have also set out the factors listed under Section 172 which the Board considered when reviewing Board-level matters or making decisions during the year. These can be found on pages 91 to 92. The results of the Board's decision making, and the outcomes produced by each Director discharging their Section 172 duty can be found throughout this Annual Report and Accounts. Therefore, the following sections have been incorporated by reference into this Section 172 statement and, where necessary, the Strategic Report.

Sections incorporated into Section 172 statement

Relevant information	Page
• Our approach to market	10 to 16
• Business model at a glance	17
• Technology Sourcing, Managed Services and Professional Services	18 to 25
• Our sustainability strategy	40 to 61
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• Non-financial information statement and stakeholder engagement	65 to 69
• Viability statement and going concern	78 to 79
• Principal risks and uncertainties	80 to 85
• Board activity in 2021	91 to 92

Non-financial information statement

Computacenter aims to comply with the Non-Financial Reporting Directive requirements contained in Sections 414CA and 414CB of the Companies Act 2006. The table below sets out where more information on non-financial matters can be found within this Annual Report and Accounts (as well as on our website: computacenter.com). The due diligence carried out for each policy is contained within each respective policy's documentation.

Reporting requirement	Relevant information	Page
1. Business model	<ul style="list-style-type: none"> • Strategic priorities • Business model 	8 17
2. Principal risks and impact of business activity	<ul style="list-style-type: none"> • Viability Statement • Principal risks and uncertainties 	78 80
3. Employees	<ul style="list-style-type: none"> • Employees • Diversity policy • Health and safety • Stakeholder engagement 	44 46 57 66
4. Social matters	<ul style="list-style-type: none"> • Supporting charity and community 	48
5. Human rights	<ul style="list-style-type: none"> • Human rights • Suppliers • Details of our Supplier Code of Conduct, as well as our approach to protecting human rights, can be found on our website 	57 57
6. Anti-bribery and corruption	<ul style="list-style-type: none"> • Whistleblowing • Our Code of Business Conduct and other related policies, can be found on our website 	48
7. Environmental matters	<ul style="list-style-type: none"> • Environmental matters • Energy use and emissions • Greenhouse gas emissions 	52 53 54

Stakeholder engagement

OUR KEY STAKEHOLDERS ENABLE COMPUTACENTER TO CREATE VALUE FOR THEM.

Our people and technology partners provide us with leading digital technology and expertise that underpins the competitiveness of our customer offering. Our customers place their trust in us to Source, Transform and Manage their digital technology to support their organisations. Our investors support us by taking the decisions and providing us with the capital support that allows us to build a sustainable business for the long term, whilst the communities in

which we operate support the social, economic and personal interests of our other key stakeholders. Collectively, they are an indispensable part of how we do business. Having their support, and ensuring that we address their views, interests and concerns where we can do so, is of paramount importance to us.



Our customers

Why we engage and what matters to them:

Our Winning Together Values are unambiguous: we put our customers first, we keep our promises to them, and we always prioritise the long term in our dealings with them.

Our Purpose includes enabling the success of our customers by helping them to navigate the complex digital environment and to Source, Transform and Manage their digital technology. One of our principal risks is that we fail to invest appropriately to maintain our competitiveness. We can only support our customers and mitigate against this risk through a deep understanding of their current and likely future needs and views, ensuring that our offerings and investment decisions are aligned with these, and that we deliver a positive customer experience which drives long-term customer relationships.

Our collaboration with customers requires continuous two-way engagement, so we can adapt with them as their digital environments and related technology needs evolve. They expect us to be responsive and flexible to their requirements, delivering services to them in a way which reflects agreed terms and is safe and sustainable. Through clear communication with our customers, we are able to ensure that we have the capability to deliver what they are asking from us.

Our principal forms of engagement with them during the year were:

- Day-to-day engagement through a wide variety of channels, generally covering our performance and future opportunities, and including face-to-face and virtual meetings, customer training and workshops, as well as dialogue through dedicated client directors and account managers, our service support functions and, where necessary, our country-unit and Group Management teams.
- Regular meetings between our Chief Executive Officer and key customers, to discuss their view of Computacenter.
- Customer surveys and other structured mechanisms for obtaining feedback on our performance.
- Through the publication of supporting materials, including those on our website [computacenter.com] which summarise and provide further information on our customer offerings.

How the Board was kept informed of engagement outcomes, and considered the interests of our customers during discussions and decision making:

In 2021, the Board received frequent updates on customer engagement from the Chief Executive Officer, which included details of significant contract bids and wins, and material customer issues where they arose.

These were supplemented by presentations from our in-country business leadership teams on key customers and their issues, including the management teams of our German and UK businesses. Subjects covered included maintaining and expanding long-term customer relationships, the impact of Covid-19 on significant customers, their demand and investment capacity for IT infrastructure and systems, and a review of independently-produced customer satisfaction data. The Board also completed a 'deep-dive' on a topic related to the Group's strategic priorities at each of its scheduled meetings, which are based on likely future trends in customer behaviour and demand, and ensuring that the Group can adapt to these with its customer offerings.

Feedback and discussion from these engagement activities informed the Board's decision to approve the Group's three-year strategic plan for 2022-2024, the associated investment requirements required by that plan, the Group's financial performance targets for 2022, as well as its review of potential acquisition and material contract bid opportunities.

The Board also approved an investment into our core IT Service Management (ITSM) systems, which will allow us to address the capabilities that our customers will need in the future, and reviewed and approved the Group's ESG strategy having considered the expectations of our key customers in that area, and received regular ESG updates from the Group Finance Director and Group Development Director.

Further details of how the Board considered the interests of our customers in its decision-making can be found on pages 91 to 92.

Stakeholder engagement continued

Our people



Why we engage and what matters to them:

Our people are at the centre of what we do and are essential for our future growth. They implement and promote our culture, as set by the Board, on a day-to-day basis. Externally, they represent Computacenter when interacting with our other key stakeholders, building relationships, generating long-term trust, and developing knowledge of their requirements and preferred ways of operating.

We want to attract, retain and develop people who understand and promote our strategy, performance, culture, values and purpose. Failure to recruit and retain the right calibre of people to our talent pool is one of our principal risks [as set out on page 85]. Clear, consistent and frequent engagement with our people, and the groups that represent them, helps us to mitigate this risk.

Our people expect us to provide fair and safe working conditions for them, and to help create an environment where they can get the best out of themselves. Engagement allows us to understand how we can continually strive to do this better.

Our principal forms of engagement with them during the year were:

- The programme of engagement completed by Ros Rivaz, the nominated Non-Executive Director for Workforce Engagement.
- Weekly communications to all of our people from the Chief Executive Officer, covering topics such as recent business performance and trends, as well as Board and senior Management views on those areas.
- Engagement with our Works Councils across Europe, including Germany, France, Spain, Belgium, Switzerland and the Netherlands, and additionally our European Works Council.
- The Group-wide Management structure and Whistleblowing hotline, and the activities of our Human Resources function, all of which ensure that issues and feedback raised by our people are considered and escalated, including to members of the Board and the Group Executive Committee if appropriate.
- Through our policies and training, which provide guidance on how we expect our people to represent Computacenter and conduct themselves.
- Through our biennial Group-wide employee survey.

How the Board was kept informed of engagement outcomes, and considered the interests of our people during discussions and decision-making:

The Board received frequent updates during the year from Ros Rivaz on the outcomes of the Workforce Engagement Programme, which included feedback from our people on the Company's response to the Covid-19 pandemic, indicating that it had been clear and timely with related communications, and had provided our people with appropriate support, both in respect of their needs relating to their role undertaken for Computacenter, and the provision of resources to support their mental wellbeing, particularly during Covid-19-related lockdowns.

Ros summarised the views provided to her on the effectiveness of working relationships between Management and our Works Councils, and noted that over time there would be appetite for the Company to provide clarity on its post-Covid-19 future working arrangements. She reported on her meeting with the Computacenter Employee Impact Group (EIG) for Ethnicity, including feedback that the EIG had received from our people on their views and experiences of how Computacenter ensures diversity and equality across the Group. Feedback provided informed the Board's deep-dive review on the Group's culture, including discussion of how this had developed over recent years, had been impacted by the Covid-19 pandemic and how it supported the implementation of the Group's strategy.

The Board also received presentations from our in-country senior Management teams, which included detail on employee engagement activities and outcomes, as well as specific updates from the Chief People Officer on negotiations between the Group and its Works Councils related to matters of interest to both parties.

The Chief Executive Officer provided an update of progress made against internal gender diversity targets for senior Management positions throughout the organisation, which was considered by the Board when reviewing our Gender Pay Gap (GPG) reporting, the causes for the remaining GPG that exists, how this is linked to diversity and inclusion and actions required to reduce our GPG.

As part of his regular updates to the Board on financial and operational performance, the Chief Executive Officer also reported on common themes and trends from employee feedback, especially concerning the impact of Covid-19 on our people. During the year, and on the recommendation of the Chief Executive Officer, the Board approved the expansion of the Group's Performance Share Plan to allow the issue of awards within additional jurisdictions following recent acquisitions made. Prior to the publication of the 2021 Annual Report and Accounts, the Board also reviewed and discussed the results of our biennial Group-wide employee survey, which was completed in the fourth quarter of the year. Detail of the outcomes of that survey can be found in the people section on page 46. Feedback from each of these engagement activities above also informed the Board in its discussions and decision-making around Computacenter's Modern Slavery Act Statement and ESG strategy.

Further details of how the Board considered the interests of our people in its decision-making can be found on pages 91 to 92.

Stakeholder engagement continued

Our technology partners



Why we engage and what matters to them:

Our technology partners are critical for us and we invest time and effort in ensuring that our relationships with them remain robust and healthy, for mutual benefit. We aspire to be their preferred route to market for our chosen customer segments, and they benefit from our customer intimacy, which comes from our focus on long-term, multi-level strategic relationships.

Through engagement with our customer teams and by working in partnership, we add value and drive end-user satisfaction with our technology partners' products. To facilitate that and enable us to grow together, we need to maintain strong and sustainable working relationships, on both a day-to-day and strategic level, covering operational, engagement and commercial support.

Our principal forms of engagement with them during the year were:

- Our technology partners' customer-aligned sales and technical personnel, and our sales, technical and services teams engage regularly to ensure strong working partnerships, on a customer-by-customer basis.
- The Group technology services team formally engages with our technology partners on a day-to-day basis, as well as at management and executive level, to maintain strong partnerships and to continue to deliver operationally and strategically.
- Technology partners share product and strategy information at multiple formal and informal events during the year, to enable us to fully support our customers' initiatives and business planning. This requires both technical and commercial engagement across Computacenter and includes inviting representatives of our technology partners to speak at our Group-wide annual sales meeting, where they communicate their latest technical innovations and their view of how our organisations can most effectively work together.

How the Board was kept informed of engagement outcomes, and considered the interests of our technology partners during discussions and decision-making:

The majority of our engagement with technology partners takes place at an operational level. The Board received updates from the Chief Executive Officer, Chief Commercial Officer and other members of the senior Management team on the views of our technology partners, and reviewed the Group's Technology Sourcing strategy and tooling capabilities with the Chief Commercial Officer. The Board reviewed specific project workstreams aimed at ensuring that the Group's Technology Sourcing tooling systems and capabilities adequately supported the wider business, provided differentiation against the Group's competitors and were able to support likely future customer demand and purchasing behaviours.

The updates it received informed the Board's discussions and decision-making when approving the Group's strategy and associated investments, and setting financial targets for the Group in 2022.

Further explanation on how we build powerful partnerships with our technology partners can be found on pages 18 to 21.

For further detail on how the Board considered the interests of our technology partners in its decision making during the year, please see pages 91 to 92.

Our communities



Why we engage and what matters to them:

Our Purpose is Enabling Success by building long-term trust with our stakeholders. These include the communities in which we, and our other key stakeholders, live and work. Our local communities support our ability to do business and supporting them in return is a responsibility. Through doing so, we aim to inspire our people, to illustrate more widely our commitment to act like 'people matter' (one of our core values as an organisation), and to maintain and enhance our corporate reputation. Our local communities are interested in ensuring that our operations are sustainable and safe, so that the positive economic and social impact that Computacenter has on them is protected over the long term and increases over time. They expect us to engage with the social and environmental issues that matter to them, including in areas like equality, diversity and inclusion and the sustainable use of resources within our business operations. They also expect us to act ethically, to treat our stakeholders fairly and, where possible, to support them financially or with our time.

Our principal forms of engagement with them during the year were:

- Our engagement is focused on school, community and university outreach programmes with a focus on encouraging young people to take up Science, Technology, Engineering and Mathematics (STEM) careers, thereby addressing skills shortages, increasing diversity across STEM, improving social mobility and raising aspirations. Our school, community and university outreach programme won best Community Outreach Programme at the 2021 CRN Women in Channel Awards.
- Our employee volunteers have completed over 1,700 hours of community outreach volunteering.
- Most of our community engagement is through direct engagement between our people and our local communities, across all of our main operating geographies.
- For further information on our engagement with our local communities, please see our sustainability section on pages 44 to 61.

How the Board was kept informed of engagement outcomes, and considered community interests during discussions and decision-making:

The Board received frequent updates from the Group Finance Director and the Group Development Director on our sustainability strategy, and the progress being made in implementing it. As part of these updates, it reviewed activities being undertaken by the Group to engage with and support our local communities, and our commitments and reporting relating to the environment and climate change. The Board considered the interests of our local communities, and the impact of our operations on them, when approving our revised targets for carbon emissions as set out on page 52, discussing the Group's approach and objectives related to diversity and inclusion, and reviewing our Gender Pay Gap Reporting metrics and Modern Slavery Act Statement.

For further examples of where the Board has considered the interests of our local communities in its decision-making during the year, please see pages 91 and 92.

For further detail on actions we are taking to contribute towards the long-term future of our people and our planet, and to provide sustainable solutions for our customers, please see pages 44 to 61.

Stakeholder engagement continued

Our investors



Why we engage and what matters to them:

Our investors want an appropriate return on their investment in Computacenter.

To help them achieve this, they want to understand our strategy, our current or projected operational and financial performance, and our approach to environmental, social and governance (ESG) matters. Investors have different risk appetites, and different preferences for capital or income-based returns and the time horizon for delivering those returns.

Two-way engagement helps Management and the Board to understand shareholders' range of views on specific issues and allows current and potential investors to make informed decisions concerning investment in Computacenter.

Our principal forms of engagement with them are:

- The Chair and Company Secretary's governance roadshow with significant shareholders, following the release of the Annual Report and Accounts, and the Executive Director investor meetings and roadshows held throughout the year.
- The annual and interim results presentations to sell-side research analysts and institutional shareholders.
- The Company's Annual General Meeting, although this was impacted by Covid-19-related restrictions in 2021.
- The Remuneration Committee Chair's engagement with significant shareholders, proxy firms and other interested parties regarding Executive remuneration proposals, with further engagement alongside the Company Secretary after receiving responses.
- Through our investor website at investors.computacenter.com, our regulatory news service announcements, which include our annual and interim results, and our Annual Report and Accounts.

How the Board was kept informed of engagement outcomes, and considered the interests of investors during discussions and decision-making:

The Board received updates from the Executive Directors on key issues raised at their investor roadshow meetings, and from the Chair on the governance roadshow.

Feedback from institutional shareholders was also reviewed through formal reports provided to the Board from the Company's brokers, Credit Suisse and Investec. These summarised movements in institutional investor holdings in the Company and provided investors' thoughts on their meetings with the Executive Directors following the release of the Company's annual and interim results. The reports included existing and potential investors' articulation of the investment case relating to the Company's shares, and any perceived attractions or barriers to investing.

Feedback received from our investors focused on several areas, including the performance of the business and opportunities for future growth in the United States, the priorities for the Group's use of cash including a range of views around the attractiveness of share buybacks and further acquisitions, and on the Group's current valuation against peers across relevant sectors.

There was investor interest in understanding the extent to which increased demand for our Source, Transform and Manage propositions had been due to changed customer working behaviours related to Covid-19 (such as remote working capabilities), the likely sustainability of these changed behaviours, and understanding wider trends in customer preferences and behaviour which were likely to drive future demand, including the location and method by which the Group delivers its Managed Services offerings, amongst others.

The views of our investors informed Board discussions and decision-making concerning the quantum of dividend declarations (which the Board considered and balanced against other stakeholder interests concerning our balance sheet strength, investment capacity and long-term viability of the Group), resulting in a 2020 final dividend of 38.4 per share and a 2021 interim dividend of 16.9 per share being paid; the Board's review of potential uses for the Group's existing treasury shares, including their potential cancellation or use relating to the vesting of employee share option schemes, following which the Board decided to retain these as treasury shares and review options moving forward; approval of the Group's dividend policy, which the Board decided to leave unchanged; three-year strategy plan; cash deposit and reserve strategy; and a review of the Group's capital allocation, ESG strategy and Executive Director succession plans.

Through updates from the Remuneration Committee Chair, the Board was also made aware of the views of significant shareholders concerning the Company's proposals for Executive remuneration in 2022. As set out in the Remuneration Committee report on page 106, shareholders who responded to the consultation process were broadly supportive of the change related to the increase in the Chief Executive Officer's base salary for 2022.

For further examples of how the Board considered the interests of our investors during the year, please see pages 91 to 92.