



MATTERS RESERVED FOR THE BOARD

Approved by the Board of Computacenter Plc on 17 December 2019

Matters Reserved for the Board

[1] The Company and each of its subsidiary undertakings (“Group Company”) shall not affect any of the matters referred to below without the approval of the Board of Directors of the Company (the “Board”):

(a) corporate structure, share capital and employee share schemes

- make any changes relating to the Company’s capital structure including reduction of capital, share buy backs, its plc status or its domicile;
- save to a Group Company or its nominee, allot or issue any share or loan capital;
- changes to the Group’s Executive Management;
- grant or agree to grant any options or shares in accordance with Performance Share Plans, above a market value of £500,000 in any one financial year;
- make a significant grant of options or shares under a Performance Share Plan to any individual without the prior recommendation of the Remuneration Committee;
- introduce new share incentive plans or make major changes to existing plans, to be put to shareholders for approval;

(b) material acquisitions and disposals of assets

- subscribe for, acquire or dispose of any shares in the capital of any company;
- make a business sale purchase of any undertaking;
- acquire the assets of any other person, firm or company, where the transaction value, including working capital financing requirements, exceeds £5 million;
- save for the sale, use or consumption of current assets in the ordinary course of business, dispose of the whole or any material part of its undertaking or assets;

(c) connected party transactions

- save with a Group Company, enter into or vary any transaction or arrangement with, or for the benefit of, any director of a Group Company or any other person who is connected (as defined in section 252 of the Companies Act 2006) with any director of a Group Company;

(d) borrowing and guarantees

- save from a Group Company, borrow monies (other than by way of agreed facilities) above £5 million or accept credit (other than normal trade credit and excluding back to back operating leases);
- save for in respect of any contractual obligation of the Group’s operating companies in the UK or Germany, issue any guarantee, indemnity or letter of comfort for, or otherwise commit itself in respect of, the due payment of money or the performance of any contract, engagement or obligation of any Computacenter Group Company where exposure will exceed £5 million in value;
- issue any guarantee, indemnity or letter of comfort for, or otherwise commit itself in respect of, the due payment of money or the performance of any contract, engagement or obligation of any other third party person or body where exposure will exceed £1 million in value;
- mortgage or charge or permit the creation of or suffer to subsist any mortgage or charge over the whole or any part of its assets and where the exposure will exceed £1 million in value;
- enter into leasing agreements which would result in a liability above £10 million, per transaction;
- save to a Group Company, make any loan or give any credit (other than normal trade credit) higher than £5000;

(e) material contracts

- enter into any limited liability partnership or legal joint venture;
- approve major capital projects (and oversee the execution and delivery of such project);
- approve the Group’s Delegated Authority Framework which sets out the levels of authority required to approve or enter into commitments relating to expenditure and certain categories of transactions and contracts. The Delegated Authority Framework specifies levels of authority for transactions, contracts and commitments which are reserved for the Board.
- enter into, or vary in a material respect:
 - (i) any contract which would impose unlimited liability (unless imposed by operation of applicable law) save in relation to the following:
 - (a) where unlimited liability is a clear pre-requisite of a contract being awarded to any bidder; and,
 - (ii) the product and/or service is not complex in nature (and in particular does not constitute a solution, nor involve solution and/or design risk); and,
 - (iii) the customer is a not for profit public sector entity.
 - (b) liability arising specifically as a result of wilful misconduct/abandonment;
 - (c) liability arising from an employment claim caused by Computacenter that transfers to a third party by operation of TUPE or other legislation implementing the EU Acquired Rights Directive;
 - (d) liability arising as a result of infringement by Computacenter of third party intellectual property;
 - (e) liability arising from a contractual claim caused by Computacenter as a party to a contract, but brought against a third party from whom or to whom the contract has been novated or similarly transferred;
 - (f) liability arising from a breach of confidentiality obligations;
 - (g) liability arising as a result of a breach of applicable law;
 - (h) liability arising as a result of Computacenter having caused a customer to breach Data Protection legislation; or
- (ii) any contract containing unusual terms, having regard to the Group Company’s normal practice, or where the arrangements proposed would suggest activity significantly outside of the ordinary course of the Group Company’s business.

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(f) capital expenditure

- incur any capital expenditure exceeding in relation to any single item or group of items, £2 million in value;
- dispose of (or retire from use) any asset of a capital nature with a book or market value in excess of £2 million in value;

(g) shareholder and investor relations

- approve the dividend policy;
- recommend, propose or pay any dividend or propose or make any other distribution;
- approve or issue any prospectus, circular, listing particulars, notice or other document to shareholders;
- make any announcement to the London Stock Exchange other than routine announcements concerned with total voting rights, shareholdings in the Company and transactions by Persons Discharging Managerial Responsibility;
- enter into or agree to enter into any agreement or arrangement required to be announced to the London Stock Exchange;
- call any meeting of shareholders or circulate into the public domain the proposed resolutions to be put before shareholders at any such meeting;

(h) board membership and other appointments

- appoint any person as a director of the Company, including the Chairman, Chief Executive, Finance Director and Senior Independent Director;
- approve any changes to the structure, size and composition of the Board following recommendations from the Nomination Committee
- agree continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate;
- appoint any person who is not an employee of a Group Company as a director of any Group Company (other than the Company);
- establish any process for the selection of executive and non-executive directors;
- appoint or remove the secretary of the Company;
- appoint, reappoint or remove the external auditor of the Company to be approved by shareholders in the general meeting or agree their remuneration, following the recommendation of the Audit Committee;
- adopt or vary the rules of any pension scheme with which any Group Company is connected;

(i) treasury policies

- determine its treasury policies including foreign currency and interest rate exposure and the use of financial derivatives;

(j) risk management policies

- establish a framework of prudent and effective controls to enable risk to be assessed and managed including the approval or amendment of the Company's risk appetite statement, receiving reports on, and reviewing the effectiveness of, the Group's specific risk management and control processes, hedging, borrowing limits and corporate security;
- consider all material alterations proposed to the manner, levels and types of insurance policies subscribed to by the Group Company;
- set or vary the nature and extent of the principal risks the Group is willing to take in order to achieve its long-term strategic objectives;

(k) Anti-Bribery Policy

- approve or amend any policy and procedures for the detection of fraud and prevention of bribery and undertaking an annual assessment of these processes;

(l) donations

- formulate any policy regarding charitable donations;
- approve or make any political donations;

(m) litigation

- apply to the Court for an administration order or a winding-up order to be made in respect of a Group Company;
- authorise the instigation of or defence against any litigation where the loss potential for the Company or Group Company exceeds £1 million, inclusive of legal costs likely to be incurred;

(n) strategy, internal control, budget and accounting issues

- responsibility for the overall leadership of the Company, promoting the long-term sustainable success of the Company and setting the Company's values and standards;
- set or vary the purpose, values and commercial strategy of the Group and any associated long-term strategic aims and objectives or key performance indicators and satisfying itself that these and the Company's culture are aligned;;
- oversee the Group's operations ensuring: competent and prudent management; sound planning; maintenance of sound management and internal control systems; adequate accounting and other records; and compliance with statutory and regulatory obligations;
- ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against the Group's strategic aims, business plans and budgets and ensuring that any necessary corrective action is taken;

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- agree to extend the Group's activities into new business or geographic areas;
- agree any transaction that requires the Group to establish a physical presence, and associated legal entity, in a country that the Group has not previously operated in;
- agree or vary in any material respect any operating and capital expenditure budgets;
- approve any material changes in accounting policies or practices publicly adopted by a Group Company;
- approve annual plc report and accounts (including the corporate governance statement and directors' remuneration report), half-yearly report and preliminary and interim statements;
- make any change to the Company's accounting reference date; and

[o] matters reserved for the Board

- approve or amend the schedule of matters reserved for the Board.

[2] The following matters are additionally and exclusively reserved for the Board:

- making any determination as to the independence of any Non-Executive Director in light of their character, judgement and relationships;
- consider the balance of interests between generating value for shareholders, employees, customers and contributing to wider society;
- review the Group's overall corporate governance arrangements;
- meet its responsibilities to the Company's shareholders and stakeholders by ensuring effective engagement with and encouraging participation from, these parties and to ensure that the views of these parties are communicated to the Board as a whole;
- authorise conflicts of interest where permitted by the Company's articles of association;
- ensure that employee policies and practices are consistent with the Company's values and support its long-term sustainable success and approve these policies including; Code of Conduct; Share Dealing; Whistleblowing; Health and Safety; Environment and Sustainability; Human Resources; Communications (including procedures for the release of price-sensitive information); and Corporate Social Responsibility;
- approval of the appointment of the Group's principal professional advisers;
- any decision likely to have a material impact on the Company or Group from any perspective, including, but not limited to, financial, operational, strategic or reputational;
- the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the provisions of the law and their service contract;
- approval of membership and chairmanship of, and the terms of reference for, Board Committees and receiving reports on their activities;
- the division of responsibility between the Chairman and the Chief Executive and any changes to the authorities so delegated, and approval of the terms of reference for the Senior Independent Director;
- approval of the broad policy for the remuneration of the Chairman, Executive Directors and Non-Executive Directors of the Company, which will, at all times, ensure that no director is involved in any decision relating to his or her own remuneration; and
- undertake a formal and rigorous annual review of the Board to consider its composition, diversity, how effectively members work together to achieve objectives, it's own performance, that of its committees, demonstrating whether each director continues to contribute effectively and the divisions of responsibilities.

Those matters which the Board considers suitable for delegation are contained in the Terms of Reference of its Committees. This document was approved by the Board on 17 December 2019.

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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