

Nomination Committee report

Approved by the Board of Computacenter plc
on 11 February 2026



Nomination Committee report

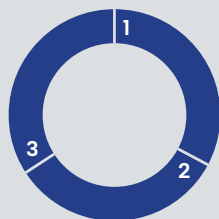


Members at 31 December 2025	Role	Attendance
Pauline Campbell (Chair)	Non-Executive Chair of the Board	4/4
René Carayol	Non-Executive Director	4/4
Ljiljana Mitic	Non-Executive Director	4/4
Adam Walker	Senior Independent Director	3/4
Kelly Kuhn ¹	Non-Executive Director	1/1

1. Kelly Kuhn ceased to be a member of the Nomination Committee with effect from 11 February 2025, as part of a Board Committees restructuring, following the appointment of Simon McNamara and an increase in the number of Company Independent Non-Executive Directors.

How the Nomination Committee spent its time

1. Board composition: **33.0%**
2. Succession planning: **33.0%**
3. Board effectiveness: **34.0%**



Membership and attendance

The Nomination Committee is made up of independent Non-Executive Directors and the Chair of the Board.

The Company Secretary is secretary to the Committee. The Chief Executive Officer and Group Chief People Officer attend meetings by invitation.

Activities

During the year, the Committee’s main activities were:

1. Board succession and appointments

Leading the appointment process for a new Chief Financial Officer.

2. Senior management succession planning and talent development

Ensuring we have appropriate processes to identify and develop a diverse pipeline of future leaders.

3. Diversity and inclusion

Considering diversity at Board and senior management level, and our Group-wide approach and policies.

Terms of Reference

The Committee’s Terms of Reference are available at investors.computacenter.com. The Committee reviewed its Terms of Reference during the year and the Board reapproved them, with no changes.

Board and Executive succession planning
See page 99

Board evaluation process
See page 94

The Committee’s main activities in 2025

The Committee met four times during the year, with the main topics discussed set out below.

Board succession and appointments

There were two appointments to the Board in 2025, with Simon McNamara joining as an independent Non-Executive Director in January 2025 and Keith Mortimer being appointed Chief Financial Officer from 1 September 2025. Information on the process to appoint Simon can be found on page 103 of the 2024 Annual Report and Accounts.

For the CFO recruitment, the Committee discussed and formally agreed the search process at our February 2025 meeting, with the Board approving our proposal. We agreed to appoint Russell Reynolds Associates Limited (RRA) to provide us with a long list, with a request to ensure female candidates were included. RRA has no other connection with the Company or with individual directors.

In the first quarter of the year, the Directors reviewed the internal candidates and agreed to also conduct an external search. The Board received an update at its June meeting and, following a thorough interview process with both internal and external candidates, approved Keith’s appointment in August 2025.

Keith has been with Computacenter for more than 25 years, most recently as Director of Group Commercial Finance. He has played an important part in developing how we manage the business, forecast our financial performance and govern our contracts. He also has significant systems and people experience, acquired through his key role in implementing our ERP systems and Group operating model. His detailed knowledge of the business will be invaluable in helping us achieve our growth ambitions, particularly as we continue to invest in our systems, tools and processes.

The Company Secretary organises a comprehensive induction for new Directors. Simon received an induction pack containing information on:

- the Group’s business, structure and operations;
- Board procedures;
- corporate governance matters, including key policies; and
- details of Directors’ duties and responsibilities.

He also met the Group's senior business and central function leaders, as well as the Group's key advisers.

Keith's knowledge of the business meant he had a more focused induction, including meetings with the Group's banks, insurers, lawyers and corporate brokers, and briefings from the Company Secretary on matters such as our Disclosure Policy and rules on share dealing. The Committee also reviewed and discussed a development plan to support Keith's transition to a Board-level leadership role.

Senior management succession planning and talent development

Both the Committee and the Board devoted sessions to considering succession planning for the CEO and the other members of the Group Executive Management Team. This included a detailed review of the skills and capabilities of the current team members. We noted that the Executive Team was stable and looked at potential succession candidates over the next three to five years. We also recognised the Group's success with filling many senior vacancies through internal promotions.

As part of the Committee's work, we discussed the processes for ensuring the Group has a robust and diverse pipeline for senior roles. This included reviewing the current development tools and leadership programmes, and initiatives focused on diversity in succession, such as the Leading Together and Growing Together programmes for female leaders, as well as the Group's Inclusive Leadership training.

We also considered work being done to enhance succession planning, including identification of critical roles, future skills requirements and creating "Success Profiles" to aid succession planning. The Committee noted that the long average employee tenure reflected people's ability to grow and the opportunities they enjoyed within Computacenter.

Diversity and inclusion

Computacenter is committed to providing a fair and inclusive workplace, where everyone feels they belong and can be themselves. Sustainably improving our gender mix is one of the keys to achieving this and we have made significant progress in recent years, particularly at senior management levels.

At our February 2025 meeting, the Committee reviewed a proposed Group Inclusion Policy and recommended it to the Board, which subsequently approved it. The policy reflects our existing approach and helps to ensure that we act consistently throughout the Group. We recognise that failing to recruit and retain the right talent is a strategic risk for Computacenter and the new policy helps to mitigate this, along with initiatives relating to gender and ethnicity, among others.

Our commitment to diversity applies equally at Board level and we are highly aware of its benefits, as well as the Listing Rules' requirements. We comply with the target to have at least one woman in a Board leadership role, with me as Chair, and independent Non-Executive Director René Carayol fulfils the target to have at least one member from an ethnic minority background.

However, female representation on the Board was at 37.5% at the start of the year and 30% at 31 December 2025, following Simon and Keith's appointments. This is below the 40% target in the Listing Rules. As I explained in detail in last year's Nomination Committee report, our Board composition is the result of:

- our decisions over the last 12 to 18 months to appoint the best available candidates from a diverse list for vacant Board positions; and
- our founders, Sir Philip Hulme and Sir Peter Ogden, and CEO Mike Norris, having been Directors since 1998. This reflects the founders' long-term support and the Group's sustained success under Mike, and means that three of our Board positions have not been vacant and therefore available to diverse candidates during this time.

We have sought diverse candidates for recent appointments, and began our 2024 search for a Non-Executive Director who could chair the Audit & Risk Committee with a 'female candidates only' request. However, we had to broaden our search to find someone with the right skills and fit in a suitable timeframe, which ultimately led to Adam Walker's recruitment. For the CFO role, we also requested female candidates for our long list. However, female CFOs are in great demand among UK listed companies and the availability of suitable candidates reflected this.

Given the high calibre of the Directors we have appointed, we are satisfied that our Board composition is right for our business and therefore in the best interests of shareholders and our other stakeholders. Having our first female Chair in role shows our commitment to gender diversity, and 50% of the non-founder Non-Executive Directors are female.

Notwithstanding this, complying with the 40% target remains part of our succession planning, while ensuring the Board maintains its balance across other areas of diversity, as well as skills and experience.

The gender and ethnicity of our Board and Group Executive Management Team at 31 December 2025 is set out in the following table. The data is obtained through the Group's year-end disclosure questionnaire, which offered individuals the categories listed on page 100 and asked them to select how they identified in respect of gender and ethnicity.

Gender and ethnicity of our Board and Group Executive Management Team

	Number of Board members	% of the Board	Number of Senior Positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	% of Executive Management
Gender					
Male	7	70%	3	7	78%
Female	3	30%	1	2	22%
Other categories	–	0%	–	–	0%
Not specified/prefer not to say	–	0%	–	–	0%
Ethnicity					
White British or other (including minority-white groups)	9	90%	4	8	89%
Mixed/multiple ethnic groups	–	0%	–	–	0%
Asian/Asian British	–	0%	–	1	11%
Black/African/Caribbean/Black British	1	10%	–	–	0%
Other ethnic group including Arab	–	0%	–	–	0%
Not specified/prefer not to say	–	0%	–	–	0%

Board evaluation and Committee performance

The Committee led on approving the process for the 2025 performance evaluation for the Board, its Committees and Directors, which is described on page 94. Having reviewed the findings and discussed them with the Board, I am satisfied that the Committee continued to function effectively during the year.

Re-appointment of Directors

After considering the outcome of the 2025 evaluation exercise, the Committee has recommended that all the Directors are put forward for re-election at the AGM in May 2026.

Pauline Campbell
Chair of the Nomination Committee
 11 March 2026

Computacenter is a leading independent technology and services provider, trusted by large corporate and public sector organisations. We are a responsible business that believes in sustainable long-term value creation. We help our customers to source, transform and manage their technology infrastructure to deliver digital transformation, enabling people and their business. Computacenter plc is a public company quoted on the London Stock Exchange (CCC.L) and a member of the FTSE 250. Computacenter employs over 21,000 people worldwide.



Computacenter plc

Hatfield Avenue, Hatfield, Hertfordshire AL10 9TW, United Kingdom

Tel: +44 (0) 1707 631000

www.computacenter.com

E&OE. All trademarks acknowledged.

© 2026 Computacenter.