



NOMINATION COMMITTEE REPORT

Approved by the Board of Computacenter plc
on 8 March 2022

Nomination committee report



Peter Ryan
Chair of the
Nomination
Committee

During the year, the Committee continued to focus on ensuring that there are plans in place for Board and senior Management succession.

Peter Ryan
Non-Executive Chair

Current members	Role	Attendance record
1. Peter Ryan (Chair)	Non-Executive Chair of the Board	3/3
2. Pauline Campbell	Non-Executive Director	1/1
3. Rene Haas	Non-Executive Director	3/3
4. Ljiljana Mitic	Non-Executive Director	3/3
5. Ros Rivaz	Non-Executive Director	3/3
Former member		
5. Minnow Powell (until 30 September 2021)	Non-Executive Director	2/2

Membership and attendance

The members of the Nomination Committee are the independent Non-Executive Directors and the Chair of the Board.

Minnow Powell stepped down from the Committee and the Board on 30 September 2021, having attended the Committee's two meetings held during the year prior to his departure. Pauline Campbell joined the Committee on 16 August 2021, immediately upon her appointment as a Non-Executive Director. Further detail on the Committee's membership and attendance at its meetings can be found directly above.

The Company Secretary is the secretary to the Committee, and upon invitation, the meetings are also attended by the Chief Executive Officer and the Chief People Officer.

The Chair of the Committee reports to the Board on its activities.

Responsibilities of the Nomination Committee

The key responsibilities of the Nomination Committee are to:

- lead the process for Board appointments;
- ensure the Board and its Committees have a combinations of skills, experience, diversity and knowledge appropriate for leading the Group, given its size and the markets in which it operates;
- review the structure, size and membership of the Board and its Committees to ensure that they are able to function effectively;
- review succession planning for the Board and Senior Executives of the Group; and
- review whether each Director has sufficient time to discharge his or her duties to the Company.

The Committee's full terms of reference are available on the Company's website at investors.computacenter.com.

COMPOSITION AND SUCCESSION

Main activities of the Committee in 2021

The Nomination Committee met three times during 2021 and its work included:

Succession planning

The Committee continued to focus on its responsibility under the 2018 UK Corporate Governance Code (the Code) to ensure that

plans are in place for Board and senior Management succession, and to oversee the development of a diverse pipeline for that succession. To inform its work in this area, the Committee received an update from the Chief People Officer, during which it reviewed the processes in place for succession planning and talent management throughout the organisation, including defined managerial responsibilities for implementation.

The Committee reviewed succession options for the Executive Directors and other members of the Group Executive Committee, which included understanding the criticality of each role to the long-term sustainable success of the Group, and the relative availability of internal and external candidates for the roles over various time horizons.

Succession planning for Group Executive positions, including the Executive Directors, was presented to the Board by the Chief Executive Officer and the Chief People Officer later in the year.

To help it understand succession planning requirements, and to ensure that the Board and its Committees are able to function effectively on an ongoing basis, the Committee reviewed and discussed the composition of the Board and its Committees, and the skills, diversity and knowledge that each individual Director brings. It considered how the leadership needs of the Group may change over time, influenced by factors including its strategy, plans for growth and geographic footprint, and likely future corporate governance requirements.

The Committee also recognises the importance of effective Non-Executive Director succession planning, given that the Board currently includes our two founder Non-Executive Directors, who continue to contribute significantly and appropriately to Board discussions, particularly around strategy and performance. The Board does not consider Sir Philip Hulme and Sir Peter Ogden to be independent for the purposes of the Code.

It is therefore important that the Committee is prepared for unexpected or emergency independent Non-Executive Director succession so that the Company is able

to remain in compliance with Provision 11 of the Code, which requires at least half of the Directors, excluding the Chair, to be considered independent by the Board, with reference to the factors set out in the 2018 Code.

The Committee also recognises that Non-Executive Director succession planning needs to continually be re-assessed against updated corporate governance requirements and best practice, and also the guidelines of proxy advisors, and our largest institutional shareholders, many of whom now have individual requirements as part of their own investment stewardship programmes. As a result, a significant part of the Committee's agenda involved independent Non-Executive Director succession planning, including the impact of the Board changes that took place during the year.

To facilitate the Committee's planning, the Chair had regular conversations with Board members as to their future intentions regarding tenure, closely reviewed the results of the Board and Committee evaluations, and consulted with the Company Secretary to ensure that relevant governance considerations were taken into account.

Following the completion of its review processes during the year, the Committee confirms it is satisfied that plans are in place for the orderly succession to both Board and senior Management positions, and that these are based on merit and objective criteria.

Following the departure of Minnow Powell from the Board during the year, and the appointment of Pauline Campbell, the average tenure of our Chair and independent Non-Executive Directors is now less than three years.

Process for Board appointments

There is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. It is led by the Committee, and is triggered by the identification of a skills gap on the Board and its Committees. This is usually, but not always, the result of a Board resignation, changes in the Company's activities or strategic focus, or updated corporate governance requirements concerning Board or Committee composition.

The appointment process for a Board role starts with the appointment of an independent search firm by the Committee, and the creation of a role specification which it then approves. This highlights necessary skills and areas of competence required.

Following further Committee discussion, a shortlist of candidates is produced, all of whom are interviewed by Board members. Following consideration of feedback provided from those interviews, the Committee then identifies its preferred candidate for Board approval. The process varies slightly for

Executive Director roles, given that the Committee will also consider internal candidates, with whom it is already familiar, given its role in succession planning. Only external candidates will be considered for Non-Executive roles.

Board changes

There were two changes to the Board during the year, with Minnow Powell retiring from the Board after just over six years of service, and Pauline Campbell joining the Board as a Non-Executive Director, and taking over as Audit Committee Chair effective from the date of Minnow's departure. The full process by which Pauline was appointed was set out in this Committee's 2020 report. We are grateful to Minnow for his period of excellent service, and are delighted to have appointed somebody of Pauline's calibre. As set out in our 2020 Annual Report and Accounts, the Company used Russell Reynolds to assist with the search for this position. Russell Reynolds has no other connection with the Company, other than the provision of this type of service.

Performance of the Committee

During the year, the Company Secretary facilitated an internal review of the Committee, in accordance with its Terms of Reference. The review concluded that the Committee continued to function effectively during the year, but will continue to further increase its focus in 2022 on Management's plans to ensure that the Group has a diverse pipeline for succession to senior Management positions.

The Committee has responded to observations made on its performance in recent years, and has increased its oversight of succession planning during the year, including over the pipeline of internal candidates for Executive Director succession.

Further detail on how the Committee evaluation was conducted is disclosed on page 98.

Election and re-election of Directors

In accordance with the provisions of the Code, and as recommended by the Committee, all Directors in office as at 31 December 2021 will be put forward for election or re-election at the AGM to be held in May 2022. Pauline Campbell is being put forward for election by shareholders for the first time. The Committee made its recommendation following its review of Board and Committee composition and the 2021 evaluations.

Diversity

The Board recognises the benefits that diverse skills, experience and thought can bring to an organisation, and how it can assist the Board's decision-making and effectiveness. The Committee always considers these benefits when reviewing Board succession planning, and during the

appointment process. This includes requiring diverse lists of potential candidates to be presented to it for selection.

The Board is also of the view that appointments to it must be made primarily on merit, with regard to the benefits of diversity. As such, the Committee does not view it as appropriate to have in place a formal diversity policy which specifically applies to the Board and Group Executive Committee.

The Committee is aware of related corporate governance requirements and suggested best practice in this area, including the Sir John Parker review on ethnic diversity and the Hampton-Alexander review on gender diversity. As at 31 December 2021, the Board was compliant with the Hampton-Alexander recommendations with one-third female representation, and it is currently anticipated that it will be compliant with the Sir John Parker recommendations by 2024.

The Board and the Committee endorse Computacenter's wider approach to diversity, including its six pillars of diversity, as set out in more detail on page 46, and its Equality and Respect at Work Policy, which applies throughout the organisation, including to the Board, its Committees and the Group Executive Committee. This is in place to ensure that everybody who represents Computacenter promotes equality, diversity and inclusion in the way they behave, their communication and in their day-to-day actions.

The Group will further enhance its commitment and approach to diversity and inclusion in 2022, with the creation of a Group Inclusion Statement, which will be reviewed by the Committee. This inclusion statement will be published on our website and will underpin our country-specific inclusion policies.

Further detail on the Group's approach to diversity and inclusion can be found on page 46.

Female representation at Board level has increased from 22.2 per cent in 2020 to 33.3 per cent in 2021. Female representation in our Group leadership has improved from 20.5 per cent in 2020 to 22.8 per cent in 2021. Leadership teams are comprised of members of the Executive Committee and those senior leaders who are direct reports to Executive Committee members (excluding administration and support roles).

Peter Ryan

Chair of the Nomination Committee
23 March 2022

About Computacenter

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 18,000 people worldwide.



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