

# Nomination Committee Report

**Approved by the Board of Computacenter plc**  
on 17 March 2025

## Nomination Committee report



Members as at 31 December 2024	Role	Attendance record
Pauline Campbell (Chair)	Non-Executive Chair of the Board	7/7
Kelly Kuhn	Non-Executive Director	2/2
René Carayol	Non-Executive Director	7/7
Ljiljana Mitic	Non-Executive Director	7/7
Adam Walker	Senior Independent Director	3/3
<b>Former Committee members in 2024</b>		
Peter Ryan	Former Non-Executive Chair of the Board	2/2
Ros Rivaz	Former Senior Independent Director	4/5

**Board and Executive succession planning**  
See pages 102 to 103

**Board evaluation process**  
See page 098

### Membership and attendance

In 2024, the Committee was composed of the independent Non-Executive Directors and the Chair of the Board.

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

### Activities of the Committee

#### 1. Board succession planning and appointments

Leading the succession planning and appointment processes for a new Chair and three independent Non-Executive Directors between 1 January 2024 and the date of this report.

#### 2. Senior Management succession planning and talent development

Ensuring we have appropriate processes to identify and develop our leaders of the future.

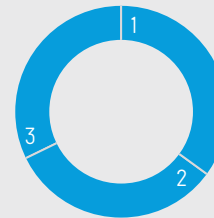
#### 3. Board Effectiveness

Leading the design and implementation of the internally facilitated Board evaluation and reviewing its findings. Advising the Board that it, and each of its Committees, continued to function effectively.

The Committee's full Terms of Reference are available at investors.computacenter.com. The Committee made only minor changes to its terms of reference in 2024.

### How the Nomination Committee spent its time

1. Board composition: **35%**
2. Succession planning: **33%**
3. Board effectiveness: **32%**



## Composition and Succession

### The Committee's main activities in 2024

The Nomination Committee met seven times during 2024, and its work included:

#### Board succession planning and changes

We spent significant time considering Board succession planning and leading Director appointment processes in the year.

The Company has a formal, rigorous and transparent procedure for appointing Directors. The Committee leads the process, which is triggered by identifying a skills gap on the Board. This is usually the result of a Board resignation, changes in the Company's activities or strategic focus, or updated corporate governance requirements.

During the first quarter of 2024, a sub-committee explored internal and external succession options for the Chair of the Board. The sub-committee, which comprised Ros Rivaz (who was Senior Independent Director (SID) at the time), René Carayol (Independent Non-Executive Director) and Mike Norris (CEO), received advice from the search firm Russell Reynolds, which has no other connections to the Company or its Directors. This work resulted in a diverse list of possible succession candidates.

The sub-committee met each of the candidates and also discussed Russell Reynolds' feedback on them, after which a short list was prepared. Shortlisted candidates met the sub-committee members for a second time, and then the rest of the Board. Following this process, and Peter Ryan's notification in March that he would retire from the Board after the 2024 AGM, the Board appointed me as his successor.

Having overseen the Chair succession process, Ros Rivaz informed the Board of her intention to step down as SID by no later than the 2025 AGM, allowing for time to find a replacement. The Committee then led the process to appoint two independent Non-Executive Directors, having identified the need for financial expertise and experience of operations in the US environment. The search firm engaged for these appointments was Korn Ferry, which has no other connections to the Company or its Directors. It provided input to a role specification, which we approved. We then reviewed and interviewed a long list of candidates, agreed a shortlist and invited the remaining candidates to second interviews with Committee and other Board members, including the Executive Directors.

The Board subsequently approved our recommendations to appoint Adam Walker and Kelly Kuhn.

In addition to replacing Board members, following my recommendation, the Committee approved the addition of one more Non-Executive Director. Given the Board agenda and Group priorities, we believed that we would greatly benefit from technology and operations experience. Provision 20 of the Corporate Governance Code states that open advertising and/or an external search consultancy should generally be used for the appointment of the chair and non-executive directors. However, our succession planning may identify an individual with skills and experience that the Board requires. If so, the Company may depart from provision 20 and approach that individual directly, without using a search firm or open advertising, following the recommendation of the Committee and Board approval.

We appointed Simon McNamara early in 2025, having approached him directly. We had considered a broad long list during our recruitment of Kelly, including individuals with a technology background, and decided that another search process was not required. After the approach, Simon indicated his willingness to be put forward for consideration and went through the standard recruitment process described above. The Board approved our recommendation and Simon joined the Board in January 2025.

As a result, for the first time in several years, the Board exceeds the Code's requirement for at least half the Directors, excluding the Chair, to be considered independent. At the date of this report, the Board deems five out of eight directors (excluding me) to be independent. The Board will continue to exceed the requirement following any Executive Director recruitment in 2025, after Chris Jehle's departure as CFO in the fourth quarter of 2024. The Company was temporarily non-compliant with Code provision 11 for three months in 2024, as my appointment as Chair meant I was no longer independent under the Code. After recruiting three independent Non-Executive Directors, the Board does not intend to be non-compliant with this provision again.

The Board and Committee leadership roles are now held by me, as Chair and Chair of the Nomination Committee, Adam Walker, as Senior Independent Director and Audit Committee Chair, and René Carayol, as Remuneration Committee Chair and Workforce Engagement Director.

The Committee also reviewed Board and Committee composition twice during the year, along with each Director's skills, diversity and knowledge. We considered how the Group's leadership needs might change, for example due to its strategy, Service Lines, the operating geographies which are integral to growth, and likely future corporate governance requirements, leading to the appointments above.

We also reviewed and recommended to the Board the mutually agreed terms under which former CFO Chris Jehle left the business in the fourth quarter of 2024.

Following the departure of Chris as an Executive Director and Chief Financial Officer in December, we have been progressing the search process for a new Chief Financial Officer. Until such time as this has been completed, leadership of the finance function is being undertaken by the CEO on a temporary basis. He is being well supported by an extremely experienced Finance Leadership Team, reporting directly to him, who have all been in their positions at Computacenter for well over 10 years, and therefore have a detailed understanding of the business and how the finance function can best support it. We will continue to regularly assess this arrangement on an ongoing basis to ensure that it remains the most effective temporary solution and continues to be in the best interests of the Company's stakeholders whilst the CFO search is ongoing. We expect that search to progress at pace during the second quarter of 2025 and look forward to updating shareholders as and when it has been concluded.

### Senior Management succession planning and talent development

The Board also reviewed Group Executive Management Team succession planning, after feedback from the Committee and a presentation from the CEO and Chief People Officer. This considered the criticality of each role and the availability of internal and external candidates over various time horizons.

The Committee reviewed senior Management succession planning and ensured that diversity was properly considered for the pipeline. We received a full update from the CEO on his Group Executive Management Team to understand succession planning priorities. Following a presentation from the Chief People Officer, we reviewed Management's processes for managing and developing talent, particularly at intermediate levels, which could produce Group Executive Management Team candidates in the medium

term. This included how the Group identifies exceptional talent at the earliest possible stage and ensures it is fully developed, regardless of gender, ethnicity or social background.

### Diversity

The Board recognises the benefits of diverse skills, experience and thought, which we always consider during succession planning and appointments. It also believes that appointments to it must be made primarily on skills and experience. During the year, the Chief People Officer presented to us on the Group's approach to diversity and inclusion. Following this review, we recommended to the Board that a single inclusion policy be approved and implemented across the Group. This helps illustrate the importance of diversity and inclusion to the Group and its leadership bodies, aligns the Group's approach in this area across different countries, and recognises its benefit in mitigating our People Risks, as set out on page 052. Failing to recruit and retain the right talent is a strategic risk for Computacenter and our key mitigations include initiatives relating to gender and ethnicity, among others. See pages 057 to 058 for more details.

The Group Inclusion Policy was approved by the Board, and applies to it and its Committees. It is supported by Computacenter's wider approach in this area, including its five pillars of diversity, which have the following objectives:

- Gender: improving the gender split in a male-dominated industry
- Disability & Accessibility: ensuring that everyone has the support and environment they need to fully participate
- Pride: embracing the diversity of our people's sexual orientation and gender identity
- Generations: embracing the experiences, insights and perspectives of a multigenerational workforce
- Cultures: respecting the diverse cultures, ethnicities, religions and beliefs that make up our international employees

Our Equality and Respect at Work Policy, which also applies throughout the organisation, has the objective of ensuring that everybody representing Computacenter, including the Board and its Committees, promotes equality, diversity and inclusion in their behaviour and communication, and reinforces our zero-tolerance approach towards differential treatment or discrimination.

Our leadership teams comprise the Group Executive Management Team and the people who directly report to them. Female representation in our leadership teams increased from 29% to 32%. For further detail of the progress we have made against our related objectives, please see pages 055 to 059.

We continued to consider the Listing Rules' diversity targets. As at 31 December 2024, the Board complied with the target to have at least one woman in a Board leadership role, with me as Chair, and René Carayol fulfils the target to have at least one member from an ethnic minority background. This remains the case as at the date of this report. Female representation on the Board was 37.5% at the year end, and is now 33.3%, both of which are below the 40% target. During our searches to replace Ros Rivaz as a Director and me as a member of the Audit Committee, we started our searches with a 'female only' request, but then had to broaden the search to replace me to find the right skills and fit, within the time frame of our requirements. We are satisfied that our appointments are right for our business and that having a female Chair, for the first time, visibly shows our commitment to gender diversity.

Our founders Sir Philip Hulme and Sir Peter Ogden, and CEO Mike Norris, have been Directors since 1998. This reflects both the founders' long-term support and the Group's sustained success under Mike. As at the date of this report 50% of the non-founder Non-Executive Directors are female, and one of the three remaining males is from an ethnic minority background and chairs the Remuneration Committee. Notwithstanding this, the Committee aspires to comply with the 40% target, which will remain 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 2024, is set out below in accordance with Listing Rule 9.8.6 (10). The data is obtained through the Group's year-end disclosure questionnaire, which offered individuals the categories listed in the table below and asked them to select how they identified in respect of gender and ethnicity.

	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
<b>Gender</b>					
Male	5	62.5%	2	7	78%
Female	3	37.5%	1	2	22%
Other categories	–	0%	–	–	0%
Not specified/prefer not to say	–	0%	–	–	0%
<b>Ethnicity</b>					
White British or other (including minority-white groups)	7	87.5%	3	8	89%
Mixed/multiple ethnic groups	–	0%	–	–	0%
Asian/Asian British	–	0%	–	1	11%
Black/African/Caribbean/Black British	1	12.5%	–	–	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 2024 performance evaluation for the Board, its Committees and Directors. We concluded there were no reasons for an external evaluation and the evaluation was internally facilitated. The evaluation took place in the first quarter of 2025 and having reviewed the findings and discussed them with the Board, I am satisfied that this Committee continued to function effectively during the year.

**Re-appointment of Directors**

After considering the outcome of the 2024 evaluation exercise, the Committee has recommended that all the Directors are put forward for election or re-election at the AGM in May 2025.

**Pauline Campbell**

Chair of the Nomination Committee

17 March 2025

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 winning together for our people and our planet. 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 20,000 people worldwide.



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