



NOMINATION COMMITTEE REPORT

Approved by the Board of Computacenter plc
on 11 March 2020

NOMINATION COMMITTEE REPORT



We will continue to ensure that diversity and inclusion remain a key input to our succession planning.

Peter Ryan
Chairman of the Nomination Committee

Current members	Role	Attendance record
1. Peter Ryan ¹ (Chairman)	Non-Executive Chairman of the Board	5/5
2. Rene Haas ²	Non-Executive Director	1/1
3. Ljiljana Mitic ³	Non-Executive Director	2/2
4. Minnow Powell	Non-Executive Director	5/5
5. Ros Rivaz	Non-Executive Director	5/5
Former members		
6. Greg Lock ⁴	Non-Executive Chairman of the Board	2/2
7. Regine Stachelhaus ⁵	Non-Executive Director	2/2

1. Peter Ryan was appointed to the position of Chairman of the Company on 16 May 2019 and became Chairman of the Nomination Committee at that time.
2. Rene Haas was appointed to the position of Non-Executive Director of the Company with effect from 20 August 2019 and became a Member of the Nomination Committee at that time.
3. Ljiljana Mitic was appointed to the position of Non-Executive Director of the Company with effect from 16 May 2019 and became a Member of the Nomination Committee at that time.
4. Greg Lock retired from his position of Chairman of the Company and Chairman of the Nomination Committee on 16 May 2019.
5. Regine Stachelhaus retired from her position as a Non-Executive Director on 16 May 2019.

Membership and attendance

The members of the Nomination Committee are the independent Non-Executive Directors and the Chairman of the Board. Further detail on the Committee's membership and attendance at its meetings can be found directly above. However, the Committee seeks input from all the Directors and it involves the Board when performing its key responsibilities.

The Company Secretary is the secretary to the Committee.

Responsibilities of the Nomination Committee

The key responsibilities of the Nomination Committee are to assist the Board with:

- the search and selection process for the appointment of both Executive and Non-Executive Directors, and ensuring that any such process is formal and transparent;
- ensuring that the Board and its Committees have the right balance of skills, knowledge, experience and diversity to enable each to discharge its duties and responsibilities effectively;
- reviewing whether to recommend a Director for re-election at the Company's AGM;
- reviewing whether each Director has sufficient time to discharge his or her duty to the Company and its shareholders;
- succession planning for the Board and Senior Executives of the Group; and
- reviewing the membership of the Board's Committees.

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

Main activities of the Committee in 2019

The Nomination Committee met on five occasions during 2019 and its work included the following:

Board appointment

Prior to the retirements of Greg Lock and Regine Stachelhaus at the 2019 AGM, the Nomination Committee appointed Russell Reynolds Associates ('Russell Reynolds') to search for two Independent Non-Executive Directors to fill the upcoming vacancies. Russell Reynolds is a global leader in assessment, recruitment and succession planning for boards of directors. It has no connection to the Company other than to provide this service and was appointed as it had led the Chairmanship succession review.

In conjunction with the Nomination Committee, Russell Reynolds developed a candidate specification that highlighted the necessary areas of competence to join the Board. The most important of these included a strong commercial track record within our sector including international experience, preferably within either our core continental European markets or our American market. Candidates were also required to demonstrate the communication skills and personal characteristics to ensure a cultural fit for our Company.

Having identified individuals suitable for appointment as Independent Non-Executive Directors from a shortlist of candidates, the Board confirmed the appointment of Ljiljana Mitic to the Board shortly following the 2019 AGM. The appointment of Rene Haas was confirmed at a Board meeting held on 20 August 2019. The Chairman noted that Ljiljana's experience in the Company's core Western European geographies, particularly France and Germany, and Rene's global experience with a US focus complemented the skills and background of the other Board members.

Prior to formally recommending their appointments to the Board, the Committee considered and agreed that both Ljiljana and Rene would be independent in character and judgement, as defined under provision 10 of the 2018 UK Corporate Governance Code. Ljiljana and Rene were also appointed as members of the Company's Remuneration, Nomination and Audit Committees.

Succession planning

Developing future leaders and successor candidates is central to our strategy of creating and maintaining a culture that builds customer relationships. Succession is also one of the Company's principal risks, as disclosed on pages 63 to 68 of this Annual Report and Accounts. The Committee therefore focuses on effective succession planning, to ensure Computacenter's future prosperity. Whilst recognising that internal talent development is primarily Management's responsibility, the Committee has reviewed Management's pipeline of executive talent, both for emergency use and its long-term potential. In response to the evaluation of the Committee during the year (see below), the Committee will also look to extend its oversight of succession planning beneath the Executive level.

Performance of the Committee

During the year, a review of the Committee was independently facilitated by International Audit Limited. The results of this evaluation have been analysed and, in response to some of the observations made, we will look to enhance our understanding of succession planning through the wider management structure beneath the Group Executive Management team. This will include ensuring that appropriate steps are taken to develop internal candidates for CEO and FD succession. We will continue to ensure that diversity and inclusion remain a key input when considering these plans. Further detail on how the Committee evaluation was conducted is disclosed on pages 76 to 77.

Election and re-election of Directors

The Committee reviewed in detail the performance of the Directors who are standing for election or re-election at the Company's 2020 AGM. The results of the Company's most recent Board evaluation process were considered, alongside each individual's contribution.

Following this review, the Committee proposed to put forward Ljiljana Mitic and Rene Haas for election by the Company's shareholders at the 2020 AGM and recommended that each of the other Directors on the Board as at 31 December 2019 be put forward for re-election at the 2020 AGM.

Diversity

The Committee, and the Board as a whole, continue to recognise the benefits that diverse skills, experience and points of view can bring to an organisation, and how diversity may assist the Board's decision-making, thereby increasing its effectiveness. Appointments to the Board have been made primarily based on merit, and the Committee has not therefore previously set any measurable targets in this area. The Committee has assessed this approach during the year and reviewed the composition of the Board and the tenure of its Members, against the background of recent developments including the Sir John Parker review on ethnic diversity and the Hampton-Alexander review on gender diversity. The Committee recognises that improving the diversity of both the Board and senior Management will further align both bodies with the wider representation seen within the Company's workforce.

As at 31 December 2019, the Computacenter Board had two female Non-Executive Directors, Ros Rivaz and Ljiljana Mitic, representing 22.2 per cent of the total Board membership, and no Directors that identified as being from an ethnic minority background. Female representation on the first layer of management below Board level, including the Company Secretary, has risen from none out of 12 at 31 December 2018 to two out of 13 as at 31 December 2019 (15.4 per cent). The number of women directly reporting to the first layer of management below Board level, including the Company Secretary, has risen from 23/88 (26.1 per cent) in 2018 to 24/91 (26.3 per cent) in 2019.

Peter Ryan

Chairman of the Nomination Committee
11 March 2020

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 16,000 people worldwide.



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