
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal advice from your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Computacenter plc, you should forward this document and other documents enclosed as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Computacenter plc

Letter from the Chairman and Notice of Annual General Meeting 2014

Computacenter plc
Registered in England No: 3110569

Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



To Ordinary Shareholders

7 April 2014

Dear Shareholder

Annual General Meeting 15 May 2014

I am pleased to be writing to you with details of our 2014 Annual General Meeting ('AGM'), which will be held on Thursday 15 May 2014 at 11.00am, at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL.

Attached on pages 2 to 5 is the Notice setting out the business to be conducted at this year's AGM. An explanation of the business of the AGM can be found in Appendix 1, starting on page 6.

If you are unable to attend the AGM in person, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM and further information on the required process is detailed under the section on this page entitled 'Action to be taken – Form of Proxy'.

Resolutions 5a to 5h – Election and re-election of Directors

In accordance with the UK Corporate Governance Code, the Board has decided that this year all of the Directors will offer themselves for election or re-election and resolutions 5a to 5h are to elect or re-elect them as Directors. Brief biographies of all of the Directors standing for election or re-election at the forthcoming AGM can be found on pages 38 and 39 of the 2013 Annual Report and Accounts.

The Board and each of its Directors has been subject to a formal evaluation process carried out by an external and independent provider, further details of which can be found within the Corporate Governance statement on pages 40 to 45 of the 2013 Annual Report and Accounts. I am pleased to confirm that the performance of each Director continues to be effective and that all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Action to be taken – Form of Proxy

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the Form of Proxy as soon as possible in accordance with the instructions printed thereon. The Form of Proxy should be returned to Equiniti, the Company's Registrar, as soon as possible and, in any event, so as to be received not later than 48 hours before the time of the AGM.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in notes 6 to 8 to the Notice of AGM on pages 4 to 5. Communications giving voting instructions by electronic means must be received by Equiniti not later than 48 hours before the time of the AGM.

Recommendation

The Directors consider that the proposals being put to the shareholders at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of AGM, as they intend to do in respect of their own interests (both beneficial and non-beneficial) amounting to 60,183,940 Ordinary Shares, representing approximately 43.30 per cent of the Company's issued share capital (as at 31 March 2014).



Greg Lock
Chairman

Notice of Annual General Meeting 2014

Notice is hereby given that the AGM of Computacenter plc will be held at 11.00am on Thursday 15 May 2014 at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL for the following purposes:

Ordinary Business

1. To receive the financial statements for the year ended 31 December 2013, together with the reports of the Directors and Auditor thereon.
2. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Committee report for the year ended 31 December 2013, as set out on pages 57 to 62 of the Annual Report and Accounts 2013.
3. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Remuneration report for the year ended 31 December 2013, as set out on pages 56 and 63 to 70 of the Annual Report and Accounts 2013.
4. To declare and approve a final dividend of 12.3 pence per ordinary share.
5. To elect or re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 5a. A F Conophy, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 5b. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5c. G H Lock, who retires and being eligible, offers himself for re-election as Chairman and a Non-Executive Director of the Company.
 - 5d. B J McBride, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 5e. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 5f. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.

5g. J Ormerod, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.

5h. R Stachelhaus, who being eligible, offers herself for election as a Non-Executive Director of the Company.

6. To re-appoint Ernst & Young LLP as the Company's Auditor to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
7. To authorise the Directors to agree the Auditor's remuneration.

Special Business

To consider and if thought fit, pass the following resolutions:

8. As an Ordinary Resolution: that the Directors be given power under Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'), up to a nominal amount of £3,088,419, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2015, save that the Company shall be entitled to make offers or agreements before the expiry of such authority, which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
9. As a Special Resolution: that, subject to the passing of resolution 8 above, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash as if the pre-emption provisions of Section 561 of the said Act do not apply to such allotments. The power shall be limited to the allotments of equity securities specified in the preceding resolution 8, up to an aggregate nominal amount of £463,263 representing a maximum of 6,948,942 ordinary shares of 6½ pence each, for the period referred to in resolution 8, save that the Company shall be entitled to make offers or agreements before the expiry of such power, which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting 2014 continued

10. As a Special Resolution: that the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of 6 $\frac{2}{3}$ pence each ('ordinary shares') in the capital of the Company provided that:
 - a) the maximum aggregate number of ordinary shares which may be purchased is 13,897,885;
 - b) the minimum price which may be paid for each ordinary share is 6 $\frac{2}{3}$ pence;
 - c) the maximum price (excluding expenses) which may be paid for any ordinary share, is the higher of:
 - i) an amount equal to 105 per cent of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
 - ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System (SETS); and
 - d) this authority shall expire at the conclusion of the AGM of the Company held in 2015, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).
11. As a Special Resolution: that a general meeting (other than an AGM) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the AGM of the Company held in 2015.

Computacenter plc

Registered Office

Hatfield Avenue

Hatfield

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AL10 9TW

By order of the Board



Simon Pereira

Company Secretary

31 March 2014

Notes relating to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the AGM is entitled to appoint another person(s) (a proxy) to exercise all or any of his or her rights to attend, speak and vote instead of him or her. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he or she shall specify the number of shares held by him or her in respect of which each proxy is entitled to exercise his or her rights. Where two or more proxies are received in respect of the same share and the same AGM, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company.
 2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.
 3. A copy of this Notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 ('Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person. However, the Nominated Person may have a right, under an agreement between him or her and the member by whom he or she was nominated, to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person has no such proxy appointment right then he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
 4. To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's Registrar not later than 11.00am on Tuesday 13 May 2014.
 5. Only those shareholders registered in the Register of Members of the Company at 6.00pm on Tuesday 13 May 2014 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time or, if the AGM is adjourned, shareholders must be entered on the Company's Register of Members as at 6.00pm two days prior to the time fixed for the adjourned AGM.
 6. Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and entering their portfolio identification particulars then clicking on the link to vote. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.00am on Tuesday 13 May 2014. Please note that any electronic communication found to contain a computer virus will not be accepted.
 7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and in respect of any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) no later than 11.00am on Tuesday 13 May 2014. For this purpose the time of receipt will be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee(s) through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- Computacenter plc may treat as invalid any CREST Proxy Instruction it receives which falls within the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

8. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chairman's Letter and Form of Proxy) to communicate for any purposes other than those expressly stated.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
10. As at 31 March 2014 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 138,978,851 ordinary shares, carrying one vote each. The Company does not hold any ordinary shares in the capital of the Company in treasury. Therefore, the total voting rights in the Company are 138,978,851.
11. A copy of the Company's Articles of Association, copies of the Directors' service contracts with the Company and the terms and conditions of the Non-Executive Directors are available for inspection at the Registered Office of the Company during usual business hours and will be available for inspection at the place of the AGM from 10.45am on the day of the AGM until the conclusion of the AGM.
12. Under Section 319A of the Companies Act 2006, a shareholder (or their proxy) has the right to ask questions in relation to the business being dealt with at the AGM. However, the Company is not obliged to answer a question raised at the AGM if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
13. Under Section 527 of the Companies Act 2006, shareholders who meet the threshold requirements that are set out in that section have the right to require the Company to publish, on a website, a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous AGM at which the Annual Report and Accounts were laid in accordance with Section 437. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with either Sections 527 or 528. Where the Company is required to place a statement on a website under Section 527, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 to publish on a website.
14. A copy of this Notice together with the other information required by Section 311A of the Companies Act 2006 may be found at www.computacenter.com/investors.

Appendix 1 To The Notice of Annual General Meeting

Explanation of the business of the Annual General Meeting

Ordinary Resolution 1 – Financial statements and reports of the Directors and Auditor thereon

The business of the AGM will start with a resolution to lay before the shareholders, the financial statements for the year ended 31 December 2013 and the reports of the Directors and Auditor thereon. Shareholders who attend the AGM will have the opportunity to ask questions regarding the financial statements and the reports, prior to the resolution being proposed at the AGM.

Ordinary Resolution 2 – Directors' Remuneration Policy

As required following the introduction of the new remuneration reporting regulations which came into force on 1 October 2013, shareholders are now being asked to approve the Directors' Remuneration Policy, as set out on pages 57 to 62 of the Annual Report and Accounts 2013. The Directors' Remuneration Policy sets out the Company's future policy on Directors' remuneration and, once this has been approved, the Company will not be able to make a remuneration payment to a current or former Director, unless it is either consistent with the terms of the Directors' Remuneration Policy or has been approved by way of a shareholder resolution.

Ordinary Resolution 3 – Annual Remuneration report

Pages 63 to 70 of the Annual Report and Accounts 2013 constitute the Annual Remuneration report for the year ended 31 December 2013, which shareholders are now being asked to approve. This is an advisory vote, and will not affect the actual remuneration paid to any individual Director.

Ordinary Resolution 4 - Final dividend

The Board has recommended a final dividend of 12.3 pence per ordinary share, in respect of the year ended 31 December 2013. Members will be asked to approve this payment and if approved, the dividend will be payable on 20 June 2014, to those shareholders on the register of members at the close of business on 23 May 2014.

Ordinary Resolutions 5a to 5h – Election and Re-election of Directors

These resolutions deal with the election and re-election of Directors and the reasons for their election or re-election can be found within the Letter to Shareholders from the Chairman, Greg Lock. Biographies of each of the Directors standing for election and re-election can be found on pages 38 and 39 of the 2013 Annual Report and Accounts. With the exception of himself, the Chairman confirms that the performance of all of the Directors standing for election or re-election continues to be effective. The Non-Executive Directors confirm that the performance of the Chairman continues to be effective.

Ordinary Resolution 6 – Re-appointment of Auditor

Shareholders are being asked to confirm the re-appointment of Ernst & Young LLP as the Company's Auditor, to hold office until the conclusion of the next AGM.

Ordinary Resolution 7 – Auditor's remuneration

This resolution asks shareholders to authorise the Directors to set the Auditor's remuneration.

Ordinary Resolution 8 – Renewal of authority to allot shares

This resolution asks shareholders to renew, by Ordinary Resolution, the Directors' authority under Section 551 of the Companies Act 2006 to allot unissued shares and to grant rights to subscribe for, or to convert any security into, shares in the Company. This resolution, as well as resolutions 9 and 10, are similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2015 or, if earlier, on 30 June 2015, although offers or agreements can be made before the expiry of that period, which might require for shares to be allotted or rights granted after the expiry of that period. In accordance with corporate governance best practice recommendations, the Directors' authority, if approved, will be limited to a maximum nominal amount of £3,088,419, representing a maximum of 46,326,283 Ordinary Shares, equivalent to approximately one-third of the issued share capital of the Company (as at 31 March 2014, being the latest practicable date prior to the publication of this document).

Resolution 10 – Authority to purchase own shares in the market

The authority, under Section 701 of the Companies Act 2006, which will be proposed as a Special Resolution, would permit the Company to purchase, on the London Stock Exchange, up to 13,897,885 ordinary shares, which is equivalent to approximately 10 per cent of the issued share capital of the Company (as at 31 March 2014) at not less than 6½ pence per ordinary share, nor more than the higher of:

- 105 per cent above the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List for the five business days before the purchase is made; or
- An amount equal to the higher of the price of the last independent trade and the highest current independent bid, as derived from the London Stock Exchange Trading System ('SETS').

The Company was given authority at the 2013 AGM to make market purchases of up to 15,393,182 ordinary shares. To date, no shares have been purchased under this authority. As the existing shareholder approval to purchase shares expires at the 2014 AGM, purchases after that date are subject to renewed shareholder approval at the AGM. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders generally.

Any shares bought by the Company under this authority will either be held in treasury, with a view to possible re-issue at a future date, or cancelled. The Directors will decide at the time of purchase whether to cancel the shares immediately or to hold them in treasury. In relation to treasury shares, the Board will also have regard to any investor guidelines, in relation to the purchase of shares intended to be held in treasury or in relation to their holding or resale, which may be in force at the time of any such purchase, holding or resale.

The authority will expire at the conclusion of the Company's AGM in 2015, at which time the Board expects to seek its renewal.

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Special Resolution 11 – 14 days' notice period for General Meetings

Section 307A of the Companies Act 2006 requires the notice period for General Meetings of the Company to be at least 21 days. For General Meetings, other than AGMs, a shorter notice period of not less than 14 days may be given, provided that shareholder approval was given at the most recently held AGM (or at a General Meeting held since the last AGM) to hold such meetings on a shorter notice period.

The shareholders are being asked to authorise the convening of a General Meeting, other than an AGM, on a notice period of not less than 14 days. This authority, if granted, will expire at the conclusion of next year's AGM, when it is intended that a similar resolution will be proposed.

Whilst every effort will be made to give as much notice as possible for General Meetings, the Directors believe that the ability to convene a meeting on not less than 14 days' notice gives a greater degree of flexibility when seeking shareholder approval. The Directors are therefore proposing this resolution, as a Special Resolution, to approve 14 days as the minimum period of notice for all General Meetings of the Company, other than AGMs.



Computacenter
Services & Solutions