



ROLE OF THE SENIOR INDEPENDENT DIRECTOR OF THE BOARD

Approved by the Board of Computacenter Plc on 13 February 2020

Role of Senior Independent Director of the Board

The Senior Independent Director (SID) is responsible for:

1. Chairman/Directors

- Providing a sounding board for the Chairman and serving as a trusted intermediary for the other Directors, when necessary;
- Meeting with the Non-Executive Directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate; and
- Chairing the Nomination Committee when it is considering succession to the role of Chairman of the Board. Should the SID at the time of such search wish to be a candidate for the position of Chairman, another Independent Non-Executive Director would chair the Nomination Committee.

2. The Board

- Providing support for the Chairman in the delivery of his objectives;
- Ensuring the views of the other Directors are conveyed to the Chairman; and
- Ensuring that the Chairman is paying sufficient attention to succession planning.

3. Contact with shareholders

- Being available to shareholders, if they have concerns, where contact through the normal channels of Chairman, CEO or other Executive Director has failed to resolve, or where such contact is inappropriate; and
- Attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

4. Resolving difficulties

- When the Board is undergoing a period of stress, working with the other Directors, Shareholders and/or the Chairman (as appropriate) to resolve issues in order to maintain Board and Company stability including, but not limited to, where:
 - there is a dispute between the Chairman and the CEO;
 - shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chairman or CEO;
 - the strategy being following by the Chairman and CEO is not supported by the full Board;
 - the relationship between the Chairman and CEO is particularly close and decisions are being made without the approval of the full Board; or
 - succession planning for the Directors and Senior Management is not being adequately addressed.

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 17,000 people worldwide.



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

computacenter.com
+44 (0)1707 631000