DIRECTOR'S REMUNERATION REPORT

Approved by the Board of Computacenter plc
on 11 March 2020

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Ros Rivaz
Chair of the Remuneration Committee

ANNUAL STATEMENT FROM THE CHAIR OF THE REMUNERATION COMMITTEE

Dear Shareholder,

On behalf of the Board, I am pleased to present the Directors' Remuneration Report for the financial year ended 31 December 2019.

The report is split into three sections:
- this Annual Statement;
- the revised Directors' Remuneration Policy (the 'Policy') on pages 91 to 98, which will be subject to a binding vote by shareholders at the Company's AGM to be held on 14 May 2020; and
- the Annual Report on Remuneration on pages 99 to 108, which includes information concerning the amount paid to the Executive and Non-Executive Directors in respect of 2019 and details of how the Policy will be implemented in 2020, which will be subject to an advisory vote by shareholders at the Company's 2020 AGM.

The Committee believes that the amount paid to the Executive Directors should be clearly linked to their performance and the value delivered to shareholders. Remuneration for the Group Chief Executive Officer (CEO) and Group Finance Director (FD) is heavily weighted towards variable pay, principally based on the achievement of stretching financial targets set by the Committee. This variability of award outcomes is set out on page 107 (CEO pay history). The Committee monitors closely the link between the amount paid to the Executive Directors, their performance and the value delivered to shareholders and how this relates to the broader workforce. The Committee considers that the remuneration arrangements promote the Company's long-term success within a suitable risk framework, are suitably aligned to shareholder interests and that the actual remuneration earned by the Executive Directors continues to be a fair reflection of their individual and the Group's overall performance. The Committee is therefore comfortable that the Policy has operated as intended. The Board remains committed to retaining a remuneration framework which is simple, transparent and can be understood by all of the Group's stakeholders.

Share ownership by Executive Directors is considered to be a key principle to support shareholder alignment. The CEO and FD both have a significant interest in Computacenter shares, with holdings equivalent to approximately 37 and 92 times salary respectively, which is significantly above our minimum shareholding policy. This ensures that there is a material alignment of interests between the Executive Directors and shareholders. As set out later on in this letter, we are also introducing a post-cessation of employment shareholding policy.

The year under review

During the reporting period, the Group has performed very well in all its core geographical markets and has seen promising recent progress from the significant acquisition in the USA made in the fourth quarter of 2018. We have again seen strong growth and improving margins in Germany, driven by the Public Sector in Technology Sourcing and a Professional Services business operating at full capacity. The continued performance in France in particular is pleasing and the French business has returned its best-ever year as part of the Group. The UK margins have improved materially, contributing to an increase in profit, albeit with flat revenue. Overall, Group adjusted[1] profit before tax increased by 23.8 per cent during 2019, our adjusted net funds[3] significantly increased, and we have made additional cost savings during the year. Our shareholders have enjoyed significant returns when compared to the wider market.

During 2019, shareholders have seen a return of circa 81 per cent on the value of their investment through share price appreciation and dividends, and shareholder value has doubled over the three-year period from 2017 to 2019. Further details can be found on page 106.

The Committee has been mindful of Corporate Governance and best practice developments and, supported by external advisors, has kept these areas under review during the year. The Committee has completed its implementation of changes required by the 2018 Code into both its Terms of Reference, available at investors.computacenter.com, and the proposed Policy, as discussed further below. We were already well placed in a number of areas, for example, the Committee's remit already covered the Group Executive senior Management team and the pension rates for Executive Directors were already in line with those available to the wider workforce. During the year, the Committee reviewed information on broader workforce pay and practices, as well as the Company's gender pay gap reporting. This information provided valuable context for the Policy review. I have acted as the designated Non-Executive Workforce Engagement Director since my appointment to this role by the Board on 9 November 2017.

During the year, a review of the Committee was independently facilitated. The results of this evaluation have been analysed and, in response to some of the observations made, we will continue to discuss and review the executive remuneration strategy to ensure that it remains current over the three-year life of the Directors' Remuneration Policy and fit for purpose against an ever-evolving regulatory and competitive environment, taking into account the views of our broader stakeholders.

Remuneration outcomes
The Committee reviewed performance against the conditions set for the potential bonus opportunity in 2019. These performance conditions included profit, Services contribution growth, Group cash, cost savings and personal objectives. Financial performance is measured on a constant currency[2] basis. Performance against profit, Services contribution growth and cash in each case exceeded the maximum target set by the Committee, resulting in a full payout for these elements. The cost savings and personal objectives measures partially paid out.

As a result of this performance, the CEO received 92.5 per cent and the FD 92 per cent respectively of their total potential bonus for the year. Fifty per cent of the bonus will be deferred into Computacenter shares, with half of this payable after one year in 2021 and the remainder payable after two years in 2022. Of the Computacenter Performance Share Plan (PSP) awards granted in March 2017, 80.78 per cent will vest in March 2020, and will be paid out to the Executive Directors. The conditions for the vesting of these awards are calculated by reference to the growth in the Company's adjusted[1] diluted EPS and growth in Group Services revenue for the three financial years ended 31 December 2019. The payout reflects the significant value creation enjoyed by shareholders during this period and no discretion was exercised to adjust the amount.

Revisions to Remuneration Policy and shareholder engagement
Over the past few months the Committee has undertaken a comprehensive review of the Policy for our Executive Directors, taking into account the Company's strategy and values, evolving shareholder expectations and the new provisions introduced as part of the UK Corporate Governance Code.

The Committee is of the view that the current remuneration framework continues to support the Group's strategic ambitions, is aligned with shareholders' interests and promotes the attraction, motivation and retention of the Executives required to successfully drive our strategy. As a result, we are not proposing to make any changes in the overall reward opportunity or structures at this time.

We are proposing a number of minor revisions to the Policy, primarily to reflect the Code, including formalising the Committee's ability to apply discretion to the formulaic outcomes of incentive plans, the extension of the malus and clawback terms and the introduction of a post-cessation of employment shareholding policy.
The Committee sought feedback from the Group's major shareholders in respect of Executive remuneration and the planned renewal of the Policy and are grateful for the feedback received.

The key strengths of the current arrangements, detailed in the proposed Policy, include:
- Simple structure – fixed pay, bonus (with deferral into shares) and performance shares (with a two-year holding period).
- Strategically aligned – our incentive arrangements are aligned to the strategy of the business and our stated priorities of long-term EPS growth, prudent cash generation and increased Services revenue.
- Performance aligned – we have a track record over a number of years of paying overall levels of remuneration that track the performance of the business, with variability of reward outcomes.
- Significant shareholdings – the CEO and FD continue to have very significant shareholdings which currently exceed 37 and 92 times salary respectively.

Therefore, the Committee recommends the proposed Policy set out on pages 91 to 98 for approval at the Group's forthcoming AGM.

The year ahead
The Committee believes that the Policy approved by shareholders continues to provide an appropriate framework by which to incentivise and reward our Executive Directors and no changes in incentive opportunity or performance measures are being considered.

The Committee has decided that the basic salary of the CEO and FD will be increased by two per cent for 2020, consistent with the average increase for the wider UK workforce.

In line with last year, any bonus paid in 2020 will have 50 per cent deferred into Computacenter shares, with half the shares payable after one year and the remaining half after two years and the PSP awards to be granted to the Executive Directors in 2020 will be subject to a two-year holding period. Further details on how our Directors' Remuneration Policy will be applied for the 2020 financial year are set out on page 108.

The Committee's role is to ensure that the remuneration paid out to Executive Directors reflects and underpins the Group's performance. I hope that, having read this report, shareholders will be satisfied that the Committee has discharged its duties appropriately and in line with your interests. The Committee and I would welcome any comments you may have on the contents of this report.

Ros Rivaz
Chair of the Remuneration Committee
11 March 2020

In approving the Policy, the Committee has considered the factors below.

UK Corporate Governance Code – Provision 40	Consideration of how this is addressed for Computacenter
Clarity – remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.	• Executive Director remuneration arrangements are designed to support the financial objectives and Strategic Priorities of the Company, as publicly stated and communicated to employees. • The Board is committed to effective engagement with employees and has appointed a Designated Non-Executive Director to be responsible for feeding back the views of the workforce to the Board. • The Committee actively engaged with shareholders as part of the development of the new Policy.
Simplicity – remuneration structures should avoid complexity and their rationale and operation should be easy to understand.	• The remuneration framework at Computacenter is simple and comprised of three main elements: i) fixed pay (base salary, benefits and pension); ii) annual bonus; and iii) Performance Share Plan awards. • The performance measures used to determine variable pay awards are drawn from the Company's business plans. • The operation including: form of awards, time horizons, and performance measures, is designed in such a way to avoid complexity and is fully disclosed in the Directors' Remuneration Report.
Risk – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.	• Initial incentive awards are capped and are not considered excessive. • The Committee follows a robust process when setting performance targets, taking into account a number of reference points, to ensure that targets are sufficiently stretching and balanced so as not to distort individual behaviours. • In line with the Code, when determining variable pay outcomes the Committee will look at performance in the round, including from a risk perspective, to ensure that pay-outs are reflective of overall performance and the shareholder experience. • Part of the annual bonus is subject to deferral, and PSP awards are subject to a holding period following vesting. All variable pay awards are subject to malus and clawback.
Predictability – the range of possible values of rewards to individual Directors and any other limits or discretions should be identified and explained at the time of approving the Policy.	• The range of possible values are set out in the performance scenario charts in the Remuneration Policy. • Limits and ability to exercise discretion are also set out in the Policy.
Proportionality – the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance.	• A balanced scorecard of different performance measures linked to company strategy are used as part of the annual bonus and PSP, measuring performance over both the short and long term. • The performance targets are considered stretching and the Committee has the flexibility to exercise discretion to avoid rewards for poor performance.
Alignment to culture – incentive schemes should drive behaviours consistent with Company purpose, values and strategy.	• The variable incentive schemes, including quantum, time horizons, form of award and performance measures are all designed with the Company's purpose, values and strategy in mind. • The pay arrangements for the Executive Directors are aligned with those of the broader workforce and senior team.

Computacenter's Remuneration Policy report

This section is the Group's Remuneration Policy (the 'Policy'), as reviewed and approved by the Board. As required, it complies with Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

It is intended that the Policy will be put before shareholders for approval by way of a binding vote at the Company's AGM on 14 May 2020. If approved by shareholders, the Policy will have effect immediately thereafter. Prior to that date, the Company's existing Remuneration Policy will continue to apply.

Summary of decision-making process and changes to policy

The Policy has been updated to reflect the new UK Corporate Governance Code, as well as recent developments in best practice. In determining the new Remuneration Policy, the Committee followed a robust process which included discussions on the content of the Policy at four Remuneration Committee meetings. The Committee considered input from Management and our independent advisors, and sought the views of Computacenter's major shareholders. The Committee also assessed the Policy against the principles of clarity, simplicity, risk management, predictability, proportionality and alignment to culture. Further information on the Committee's decision-making process is set out in the Annual Remuneration Report. A summary of the differences between the Company's current Directors' Remuneration Policy and the proposed Policy is set out below.

- Retirement benefits – Our practice has always been that the pension benefits for Executive Directors be aligned with those of the broader workforce. In order to align the Policy with our practice, the maximum potential pension contribution in the Policy for Executive Directors will be reduced to be in line with that available to the wider workforce.
- Post-cessation of employment shareholding policy – In line with the new UK Corporate Governance Code, a post-cessation shareholding policy has been introduced for Executive Directors.
- Malus and clawback provisions – Malus and clawback provisions have been extended under both the annual bonus and the Performance Share Plan.
- Other minor changes to the Policy have been made to clarify its intentions and to align with updated investor guidance and market practice.

Policy table

Base salary	
Purpose and link to strategy	Supports the recruitment and retention of Executives of the calibre required to deliver the Group's strategy.
Operation	Base salaries are paid in cash and reflect an individual's responsibilities, performance, skills and experience. Normally reviewed annually with any changes effective on 1 January, taking into account the level of pay settlements across Computacenter Group, the performance of the business and general market conditions. Salary levels at other organisations of a similar size, complexity and business orientation will be reviewed for guidance. A review may not necessarily result in an increase in base salary. An exceptional review may take place to reflect a change in the scale or scope of a Director's role, for example: a major acquisition. Salary levels for the current Executive Directors for the 2020 financial year are: Group Chief Executive Officer: £562,000 Group Finance Director: £364,000
Maximum opportunity	There is no prescribed maximum base salary or maximum annual increase. Ordinarily any salary increase will reflect our standard approach to increases for other employees in the Group. Higher increases may be considered in certain circumstances as required, for example, to reflect: • an increase in scope of role or responsibility; • performance in role; or • an Executive Director being moved to appropriate market positioning over time.
Performance measures	Individual and business performance are taken into consideration when deciding salary levels.

Annual bonus	
Purpose and link to strategy	To incentivise the delivery of annual, short-term, stretching financial and non-financial objectives. To align pay costs to affordability and the value delivered to shareholders.
Operation	Performance measures and targets are set at the beginning of each financial year. Performance is normally assessed over one financial year. 50 per cent will be paid in cash and 50 per cent will be deferred into Computacenter shares, with half the shares payable after one year and the remaining half after two years. Deferred awards will include the right to receive dividend equivalents in respect of dividends paid over the period from grant of the award to the date on which the Executive Director is first able to acquire shares pursuant to the award, calculated on such basis as the Committee determines. Malus and clawback provisions will apply, as set out in the notes to this table. The Committee has discretion to vary bonus payments downwards or upwards in appropriate circumstances, including if it considers the outcome would not be a fair and complete reflection of the performance achieved by the Group and/or the Executive Director(s). To the extent that this discretion is exercised, this will be disclosed in the relevant Directors' Remuneration Report and may be the subject of shareholder consultation if deemed appropriate.
Maximum opportunity	The maximum annual bonus opportunity in respect of any financial year is 150 per cent of base salary. In respect of 2020, the maximum bonus opportunity will be 125 per cent of salary for the CEO, Mike Norris and 100 per cent of salary for the FD, Tony Conophy. Increases above the current opportunities, up to the maximum limit, may be made to take account of individual circumstances, which may include an increase in the size or scope of role or responsibility.
Performance measures	Financial measures will normally be used to calculate at least a majority of bonus achievement and the remainder of the annual bonus will normally be attributed to non-financial measures. Financial measures may include profitability, cost management, cash management and other appropriate measures. Non-financial targets will be stretching targets set by the Committee, linked to the delivery of our strategy and the Executive Directors' personal objectives for the year. Targets are reviewed and approved annually by the Committee, to ensure that they are stretching and adequately reflect the strategic aims of the Group. The Committee determines the threshold and target payout levels each year, taking into account the level of stretch in the targets set. The level of overall bonus award which is payable for threshold performance will not normally exceed 30 per cent of the maximum opportunity.

Performance Share Plan (PSP)	
Purpose and link to strategy	To align the interests of Executive Directors and shareholders. To incentivise the achievement of longer-term profitability and returns to shareholders, and growth of earnings in a stable and sustainable manner.
Operation	Awards of nil-cost options (or equivalent) which are granted on a discretionary basis and will normally vest subject to performance and continued employment at the end of a performance period of at least three years. PSP shares will normally be subject to a two-year holding period following vesting. The shares held during the holding period will include the right to receive dividend equivalents in respect of dividends paid over the period from the end of the performance period to the date on which the Executive Director is first able to acquire shares pursuant to the award, calculated on such basis as the Committee determines. The Committee reviews the performance criteria, targets and weightings prior to each grant in line with business priorities, to ensure they are challenging and fair. The Committee has discretion to vary the percentage of awards vesting downwards or upwards in appropriate circumstances, including if it considers that the outcome would otherwise not be a fair and complete reflection of performance over the plan cycle. Awards are subject to malus and clawback provisions, as set out in the notes to this table.

Maximum opportunity	The maximum opportunity under the plan in respect of any financial year is 200 per cent of annual base salary or 400 per cent of annual base salary in exceptional circumstances. The maximum face value of annual awards granted in respect of 2020 will be 200 per cent of salary for the CEO and 175 per cent of salary for the FD. For achievement of a threshold performance level (which is the minimum level of performance that results in any part of an award vesting), no more than 25 per cent of the award will vest.
Performance measures	Earnings per share is currently the primary measure for our Performance Share Plan, but the Committee may exercise its discretion to introduce additional or alternative measures which are aligned to the delivery of the business strategy. Details of the performance conditions applied to awards granted in the year under review and to be granted in the forthcoming year are set out in the Annual Remuneration Report for the relevant year.

Retirement benefits	
Purpose and link to strategy	To provide an income for retirement.
Operation	No special arrangements are made for Executive Directors, who are entitled to become members of the Group's defined contribution pension scheme, which is open to all UK employees, or the pension plan relevant to the country where they are employed if different. If the Executive Director so chooses, he/she may take some or all of the pension contribution as a cash alternative, which will be the same percentage of salary as the pension contribution foregone.
Maximum opportunity	The maximum pension contribution or allowance for Executive Directors will be in line with that available to UK employees or to participants in the pension plan relevant to the country where they are employed, if different. For UK employees this is currently 5.0 per cent of salary.
Performance measures	N/A

Other benefits	
Purpose and link to strategy	To provide a competitive level of employment benefits.
Operation	No special arrangements are generally made for Executive Directors. Benefits currently include: • a car benefit appropriate for the role performed; • participation in the Company's private health and long-term sickness schemes; • life insurance and income continuance schemes; and • participation in all-employee share plans, on the same basis as other eligible employees. If new benefits are introduced for a wider employee group, the Executive Directors shall be entitled to participate on the same basis as other eligible employees. If, in the opinion of the Committee, a Director must relocate to undertake and properly fulfil his/her executive duties, relocation benefits may be provided, which may include a cash payment to cover reasonable expenses.
Maximum opportunity	There is no maximum level of benefits provided to an individual Executive Director, as the cost of benefits is dependent upon costs in the relevant market. Benefits will be set at levels which are competitive, but not excessive. Participation by Executive Directors in any all-employee share plan operated by the Company, is limited to the maximum award levels permitted by the plan rules from time to time and, in the case of any UK tax qualifying plan, the limits prescribed by the relevant tax legislation.
Performance measures	N/A

Chairman and Non-Executive Director fees	
Purpose and link to strategy	To ensure that the Group is able to attract and retain experienced and skilled Non-Executive Directors.
Operation	Fee levels are determined with reference to those paid by other companies of similar size and complexity and taking into account the scope of responsibilities and the amount of time that is expected to be devoted during the year. No individual is involved in the process of setting his/her own remuneration. Fee levels may be reviewed annually. They may also be increased on an ongoing or temporary basis, to take into account changes in the working of the Board. The Chairman of the Board receives a fixed fee. Other Non-Executive Directors receive a basic fee and additional fees are payable for the Chairmanship of Board Committees and for the additional responsibility of being the Senior Independent Director and may also be paid to reflect additional time commitments and responsibilities. Fees are normally paid in cash. Travel expenses, hotel costs and other benefits related to the performance of the role, including any tax due, are also paid where necessary. 2020 fee levels for the incumbents are as follows: Non-Executive Chairman: £210,000 Non-Executive Director base fee: £55,000 Founder Non-Executive Director base fee: £50,000 Supplementary fees: Senior Independent Director: £8,000 Audit Committee Chair: £18,000 Remuneration Committee Chair: £10,000
Maximum opportunity	Non-Executive Directors do not participate in any of the Group's incentive arrangements or share schemes and are not eligible for pension or other benefits. Maximum in line with the Company's Articles of Association.
Performance measures	N/A

Share ownership guidelines	
Purpose and link to strategy	To strengthen alignment between Executives and shareholders.
Operation	Levels are set in relation to annual base salary, and are normally required to be built over a five-year period. The Committee retains discretion to extend this period on an individual basis, if it believes that it is fair and reasonable to do so. Options which have vested unconditionally, but are as yet unexercised, and shares subject to deferred bonus awards and PSP awards which are in the holding period but which are no longer subject to performance conditions, will be included on a net of tax basis, for the purposes of calculating shareholdings, as will shares held by an Executive's spouse or dependents. Post-cessation of employment, Executive Directors are also expected to remain aligned with the interests of shareholders for an extended period after leaving the Company, other than in exceptional circumstances. Details of the application of this policy are set out in the Annual Report on Remuneration. The Committee will regularly review the minimum shareholding guidelines.
Maximum opportunity	There is no maximum, but minimum levels have been set at 200 per cent of base salary for both the current CEO and FD. Non-Executive Directors are not required to hold shares in the Company. Executive Directors who have not yet met their shareholding requirement will be expected to retain at least 50 per cent of any deferred bonus awards and PSP awards which vest (net of tax) until such time as this level of holding is met.
Performance measures	N/A

Malus and clawback

Malus and clawback provisions apply to the annual bonus and Performance Share Plan. For awards paid or granted in respect of 2020 onwards, the provisions are set out below.

Malus and/or clawback may apply to annual bonus awards, including deferred awards for a period of two years and to Performance Share Plan awards in the period up to the fifth anniversary of grant, in the event of:

- a material misstatement of results;
- gross or serious misconduct;
- an error or misstatement which has resulted in a material overpayment to the participants;
- a significant failure of risk management within the Company or any Group Member;
- significant reputational damage to the Company or any Group Member;
- the participant leaving in circumstances which, had all the facts been known, would have resulted in the award lapsing; or
- any other circumstances that the Committee, in its discretion, considers to be similar in nature or effect to those above.

The malus and clawback provisions that apply to awards prior to the dates set out above are in line with the relevant policy in force at the time the awards were made.

Explanation of performance measures

The performance measures in respect of variable remuneration outlined within the Policy are based on a combination of financial and strategic measures, with an emphasis on the financial performance of the Group, and therefore to the value that the business delivers to its shareholders. The Company is committed to long-term earnings per share growth through increased profitability and prudent use of cash generation, with a services-led strategy. This commitment is reflected in the measures used to motivate and incentivise our management team through the annual bonus and PSP.

The Committee reviews potential performance criteria and targets for the annual bonus and PSP annually, resulting in the performance criteria structure outlined in the Policy. The measures for 2020 are outlined on page 108.

Performance conditions applying to any award may be amended or substituted by the Committee if an event occurs which causes the Committee to determine an amended or substituted performance condition would be more appropriate and not materially less difficult to satisfy.

Remuneration arrangements across the Group

When setting Executive remuneration, consideration is given to pay policies and employment conditions of employees of the Company and elsewhere in the Group.

The remuneration of employees across the Group is based on three fundamental principles. First, that it allows the Group to retain the level of talent necessary to implement the strategy as set by the CEO and Board. Second, that levels of remuneration should be sufficient to achieve this aim, but should never be higher than is necessary to do so. Finally, with limited exceptions, the more significant the ability of an employee to influence the Company's financial results through their individual performance, the higher the proportion of their remuneration should be performance based.

The level and design of variable pay takes into account the need to avoid incentivising the Group's employees to act in a manner that is inconsistent with the Group's risk appetite, as set by the Board.

Consistent with the policy for Executive Directors, where annual bonuses are in place across the Group, they are linked to business performance with a focus on underlying Group or divisional profit and other relevant metrics.

Whilst only Executive Directors and senior executives participate in the PSP, other employees can participate in the Company's all-employee share schemes, which are designed to incentivise participants to build a shareholding in the Company, thus aligning their interests with those of the Group's shareholders. This plan is not subject to performance conditions, but requires the employee to remain employed at the end of the term of the scheme which they have joined.

In line with local country practices, all employees are encouraged to contribute appropriate savings toward their retirement. In the UK, the Company operates pension arrangements within the Occupational and Personal Pension Schemes (Automatic Enrolment) Regulations 2010.

Whilst the Company does not feel it appropriate to consult directly with employees when drawing up the Directors' Remuneration Policy, the Committee has considered any feedback received via employee engagement surveys and from the regular meetings the CEO and Chief People Officer conduct with staff representative bodies in each of our major geographies.

The Remuneration Committee Chair, Ros Rivaz, was appointed as the Designated Non-Executive Director on 9 November 2017 to facilitate engagement with the wider workforce, to assist the Board in understanding the views of Computacenter's employees. During 2019, this involved attending Works Council meetings and other employee events, and feeding back the views raised by employees to the Board. Whilst Executive pay has not been a specific topic in these discussions, these events have provided a valuable opportunity for employees to share their views freely on a range of topics and Ros welcomed questions on a broad range of topics including Executive remuneration and how the Company measures success. Further information on the role and the activities of the Designated Non-Executive Director is on page 26.

Statement of consideration of shareholders' views

The Remuneration Committee takes very seriously the view of shareholders when making any changes to Executive remuneration arrangements. It continues to welcome shareholders' views on Executive remuneration.

The Group consulted with its major shareholders during the second half of 2019 on the proposed Policy and welcomed the feedback received.

Approach to recruitment remuneration

When hiring a new Executive Director or promoting to the Board from within the Group, the Committee will offer a package that is sufficient to attract, retain and motivate the right talent, whilst at all times aiming to pay no more than is necessary. Each component will be subject to the limits as specified in the Policy table above.

In determining an appropriate remuneration package, the Committee will take into consideration all relevant factors including, but not limited to, the candidate's location, skills and experience, external market influences and internal pay relativities.

Salary would be provided at such a level as required to attract the most appropriate candidate and may be set initially at below market level, on the basis that it may progress towards the market level once expertise and performance have been proven and sustained.

In order to facilitate recruitment, the Committee may offer additional cash and/or share-based elements in respect of any incentive or deferred pay awards forfeited by an Executive Director as a result of terminating prior employment to join the Company, including utilising Listing Rule 9.4.2 if necessary. The Committee would seek to ensure, where possible, that these awards would be consistent with awards forfeited in terms of form of award, time horizons, value and performance conditions. For an internal Executive Director appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its terms. In addition, any other ongoing remuneration obligations existing prior to appointment may continue. For external and internal appointments, the Committee may agree that certain incidental expenses will be met as appropriate.

Where a newly appointed Executive Director is required to relocate, the Group may pay the costs of relocation including housing, travel, taxation advice, shipping costs and education for dependents. Additionally, any Executive Director based outside of the UK will be eligible to participate in insurance and other benefits, in line with local practice.

Any awards made on recruitment will be subject to such malus and clawback provisions that the Remuneration Committee deems to be appropriate.

Service contracts

The Directors' service contracts and letters of appointment are available for inspection at our registered office during normal hours of business and will also be available at our AGM to be held on 14 May 2020. Details of the duration of the Directors' service contracts are set out on page 106.

Executive Directors

The current Executive Directors each have a service contract with the Company which provides for a notice period of up to 12 months from either party. It is intended that this policy would also apply to new appointments of Executive Directors.

With the consent of the Board, where an appointment can enhance an individual Executive Director's experience and add value to the Company, Executive Directors are able to accept non-executive appointments outside the Company. Retention of any fees received by the Executive Director is at the discretion of the Committee.

Non-Executive Directors

Non-Executive Directors are appointed pursuant to a letter of appointment for an initial period of three years, which may be subject to renewal thereafter. Appointments may be terminated by either the Company or the Non-Executive Director giving three months' notice. Save in respect of retirement by rotation, a Non-Executive Director being removed from office may receive an amount equal to the fee during any remaining notice period.

Loss of office payments

We are committed to ensuring a consistent approach, so that we do not pay more than is necessary in circumstances leading to loss of office. In the event of an early termination of a contract, the policy is to seek to minimise any liability. If an Executive Director's employment is terminated, any compensation arrangements will not normally be beyond those set out in their service contract and the rules of the relevant incentive plans.

When managing such situations, the Committee takes a range of factors into account, including contractual obligations, shareholder interests, organisational stability and the need to ensure an effective handover.

In the normal course of events, an Executive Director will work their contractual notice period and receive usual salary payments and benefits during this time. In the event of a termination where Computacenter requests that the Executive Director ceases work immediately, a payment in lieu of notice may be made that is equal to fixed pay, pension entitlements and other benefits. Payments may be made on a phased basis. Alternatively, an Executive Director may be placed on garden leave for the duration of some or all of their notice period. Where an Executive Director leaves during a financial year, an annual bonus may be payable with respect to the period of the financial year worked, although it will be pro-rated for time and normally paid at the normal payment date(s).

In the event of termination for cause (e.g. gross misconduct or negligence), neither notice nor a payment in lieu of notice would be given and the Executive Director would cease to perform services immediately.

Any share-based entitlements granted to an Executive Director under our share plans will be determined based on the relevant plan rules. The default treatment is that any unvested awards lapse on cessation of employment during the relevant performance or deferral period. However, in certain prescribed circumstances, such as ill-health, injury, disability, redundancy, retirement (for all Deferred Bonus Plan (DBP) awards and for PSP awards made prior to March 2019), sale of the employing company or business outside the Group or any other circumstances at the discretion of the Committee, 'good leaver' status may be applied. For good leavers, awards will normally vest on their normal vesting date, and for awards made under the PSP, be subject to the satisfaction of the relevant performance conditions at that time and reduced pro-rata to reflect the proportion of the performance period actually served. The Committee may allow awards to vest at the time of cessation on the basis outlined above. PSP awards will typically remain subject to the holding period and will be released at the end of it, although the Committee has discretion to release the awards at the date of cessation or at some other time after cessation but before the end of the holding period.

PSP awards which are subject only to the holding period following vesting will lapse in the event of cessation of employment for cause (e.g. gross misconduct or negligence).

In the event of the death of an Executive Director, awards vest at cessation with no performance assessment. In such circumstances, unless the Committee determines otherwise, awards will be reduced pro-rata to reflect the proportion of the performance period actually served.

In the event of a takeover or winding-up of Computacenter which is not part of an internal reorganisation of the Group, awards may also vest to the extent determined by the Committee taking into account the period that has elapsed since the awards were granted, and the performance achieved against any applicable performance targets. Early vesting may also be permitted in the event of a demerger or other transaction which, in the Committee's opinion, would affect the value of awards. Share plan awards may be adjusted in the event of any variation of the Company's share capital or any demerger, delisting, special dividend or other event that may affect the Company's share price.

Where the Executive Director participates in one or more of the Company's all-employee share schemes, awards may vest upon termination or in the event of a takeover or other relevant event, in accordance with applicable scheme rules.

As is consistent with market practice, we may pay a contribution towards an Executive Director's legal fees for entering into a statutory agreement and may pay a contribution towards fees for outplacement services or repatriation, as part of a negotiated settlement.

There are no agreements currently in place between the Company and any of its Directors providing for additional compensation for loss of office or employment, other than as disclosed in this report.

In any event, the Committee will not sanction rewards for failure and will seek to mitigate any termination payments where possible.

Exceptions to the Policy

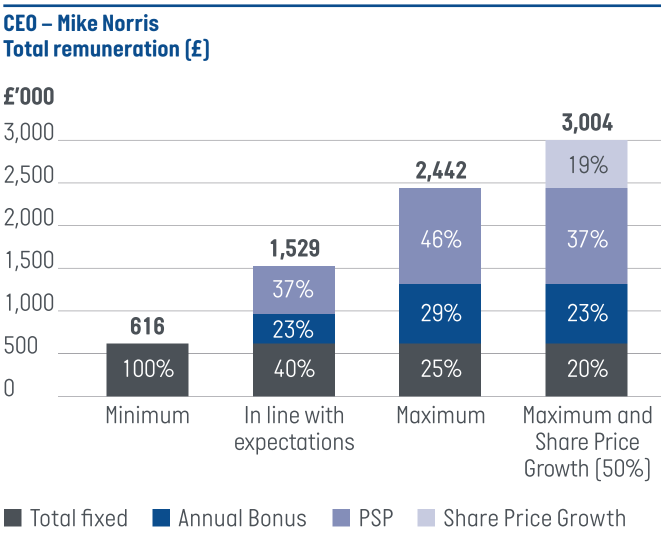
The Policy, as set out in this report, comprises the full suite of possible components for the remuneration of Directors at Computacenter.

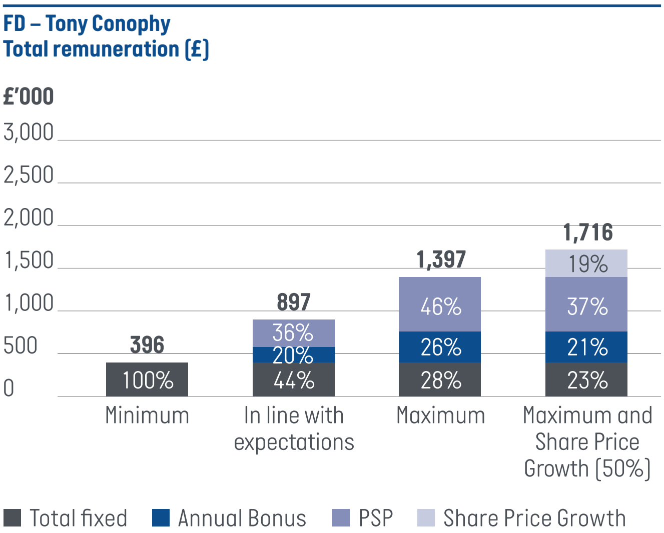
Notwithstanding the restrictions laid out in the Policy, where the Company has made a commitment to a Director which:

- was in accordance with the prevailing remuneration policy at the time that the commitment was made; and/or
- was made before the Director became a Director and, in the opinion of the Committee, the commitment was not in consideration for the individual becoming a Director of Computacenter; and/or
- was made before 15 May 2014 (the date on which the Company's first binding Directors' Remuneration Policy took effect), the Company will continue to give effect to it, even if it is inconsistent with the Remuneration Policy of the Company which is in effect at that time.

Earlier Remuneration Policies of the Company will continue to apply in relation to awards granted under any company PSP and options granted under the Company's all-employee Sharesave Scheme, prior to the approval of the Policy, as these may be granted under one policy and vest or be exercised under a later one. Details of these previous commitments are included within previous Computacenter Annual Reports which are available at investors.computacenter.com

The Committee may make minor amendments to the Policy set out above for regulatory, exchange control, tax, or administrative purposes, or to take account of a change in legislation without obtaining shareholder approval for such amendments.





The charts above show the level of remuneration that is projected to be received by the Directors above in accordance with the Policy in 2020. The charts above show four outcome scenarios: (a) Minimum receivable pay; (b) Remuneration for performance in line with expectations; (c) Maximum remuneration achievable; and (d) Maximum remuneration achievable with, in the case of the PSP, the additional impact of share price appreciation of 50 per cent over the three-year performance period.

In developing the scenarios, the following assumptions have been made:

Minimum pay receivable

- Only total fixed pay is received (i.e. base salary, benefits and pension), and there is no vesting of any of Computacenter's variable pay schemes;
- Salary is the salary that applies in 2020;
- Benefits are those projected to be received by the Executive Director in 2020; and
- Pension is measured by applying a cash in lieu rate against salary in 2020.

In line with expectations

This is based on what an Executive Director would receive if performance was in line with the Company's expectations, which would result in the following scenario:

- Fixed pay is received;
- Annual bonus pays out at 50 per cent of total potential bonus award for performance in line with expectations; and
- PSP award pays out at 50 per cent of maximum.

Maximum

This is based on what an Executive Director would receive assuming that the variable pay awards set out above pay out in full (i.e. a bonus of 125 per cent of base salary and a PSP award with a face value of 200 per cent of base salary for the CEO; and a bonus of 100 per cent of base salary and a PSP award with a face value of 175 per cent of base salary for the FD).

Maximum with additional share price appreciation impact

This is based on the same assumptions as the 'Maximum' scenario, with the additional impact of share price appreciation of 50 per cent over the three-year performance period applied to the PSP awards.

The impact of share price appreciation has not been taken into account in any of the other three scenarios.

ANNUAL REMUNERATION REPORT

Responsibilities of the Remuneration Committee

The key responsibilities of the Remuneration Committee are to determine on behalf of the Board:

- the Company's general policy on Executive remuneration; and
- the specific remuneration packages of the Executive Directors, the Chairman of the Board and senior Executives of the Group including, but not limited to, base salary, pension, annual performance-related bonuses and PSP awards.

The fees of the Non-Executive Directors are determined by the Chairman and the Executive Directors. All Directors are subject to the overriding principle that no person shall be involved in the process of determining his or her own remuneration.

The full responsibilities of the Committee are contained within its Terms of Reference, which are available on our website at investors.computacenter.com.

Membership and attendance

The Remuneration Committee is made up of the Independent Non-Executive Directors and the Chairman of the Board, who was considered to be independent on appointment. Details of the membership of the Committee and attendance of the members at Committee meetings during the year, are provided below.

Current members	Role	Attendance record
1. Ros Rivaz	Senior Independent Director	6/6
2. Peter Ryan	Non-Executive Chairman of the Board (from 16 May 2019)	6/6
3. Rene Haas[1]	Non-Executive Director	2/2
4. Ljiljana Mitic[2]	Non-Executive Director	3/3
5. Minnow Powell	Non-Executive Director	6/6
Former members		
6. Greg Lock[3]	Non-Executive Chairman of the Board (until 16 May 2019)	3/3
7. Regine Stachelhaus[4]	Non-Executive Director (until 16 May 2019)	3/3

1. Rene Haas was appointed to the Board and the Committee on 20 August 2019.
2. Ljiljana Mitic was appointed to the Board and the Committee on 16 May 2019.
3. Greg Lock stepped down as Chairman and a Non-Executive Director of the Company on 16 May 2019.
4. Regine Stachelhaus stepped down as a Non-Executive Director of the Company on 16 May 2019.

The CEO attends meetings by invitation, as does the Chief People Officer. The Company Secretary is the secretary to the Committee.

The principal advisor to the Committee is Deloitte LLP (Deloitte), which was selected by the Committee in September 2016 by way of a tender process. Minnow Powell receives a pension from Deloitte and, as such, recused himself from all discussions relating to the appointment of Deloitte.

The total fees paid to Deloitte in relation to advice to the Committee in 2019 were £68,900 (2018: £50,900). The Committee considers the advice that it receives from Deloitte LLP to be independent. During the year, Deloitte also provided tax and share plan advice to the Company. Deloitte is a founding member of the Remuneration Consultants Group and, as such, voluntarily adheres to its Code of Conduct.

Audited information

The audited tables and related notes are identified within this report, using an A key.

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Single Figure of Total Remuneration

The total amount paid by the Company to each of the Directors, in respect of the financial years ended 31 December 2019 and 2018, is set out in the table below:

	Salary or fees £'000		Benefits £'000		Annual bonus £'000		PSP awards £'000		Pension £'000		Total £'000	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Executive												
Mike Norris	**550.8**	540.0	**29.4**[1]	36.5[1]	**636.9**	557.8	**1,672.1**[3]	923.7[4]	**24.2**	23.7	**2,913.4**	2,081.7
Tony Conophy	**357.0**	350.0	**16.7**[2]	16.7[2]	**328.4**	306.7	**947.5**[3]	525.3[4]	**15.7**	15.4[5]	**1,665.3**	1,214.1
Non-Executive												
Peter Ryan[6]	**150.3**	44.2	**–**	–	**–**	–	**–**	–	**–**	–	**150.3**	44.2
Rene Haas[7]	**20.2**	–	**–**	–	**–**	–	**–**	–	**–**	–	**20.2**	–
Philip Hulme	**50.0**	50.0	**–**	–	**–**	–	**–**	–	**–**	–	**50.0**	50.0
Greg Lock[8]	**73.5**	195.0	**–**	–	**–**	–	**–**	–	**–**	–	**73.5**	195.0
Ljiljana Mitic[9]	**34.5**	–	**–**	–	**–**	–	**–**	–	**–**	–	**34.5**	–
Peter Ogden	**50.0**	50.0	**–**	–	**–**	–	**–**	–	**–**	–	**50.0**	50.0
Minnow Powell	**70.4**	66.0	**–**	–	**–**	–	**–**	–	**–**	–	**70.4**	66.0
Ros Rivaz[10]	**70.4**	61.0	**–**	–	**–**	–	**–**	–	**–**	–	**70.4**	61.0
Regine Stachelhaus[11]	**18.8**	50.0	**–**	–	**–**	–	**–**	–	**–**	–	**18.8**	50.0
Philip Yea[12]	**–**	22.0	**–**	–	**–**	–	**–**	–	**–**	–	**–**	22.0
Total (£'000)	**1,445.9**	1,428.2	**46.1**	53.2	**965.3**	864.5	**2,619.6**	1,449.0	**39.9**	39.1	**5,116.8**	3,834.0

1. The benefits figure represents the taxable benefit arising from the provision of a driver service and other travel-related benefits for Mike Norris.
2. The benefits figure represents the taxable benefit arising from cash allowances paid in lieu of the provision of company car and other travel-related benefits for Tony Conophy. The benefit figure for 2018 (nil in the 2018 report) has been restated on this basis having previously been excluded. This change has also been reflected in the 2018 total figure.
3. This relates to the 2017 PSP awards which will be paid out in March 2020 and had a performance period of 1 January 2017 to 31 December 2019. The relevant performance criteria were partially achieved and therefore 80.78 per cent of the award vested for each of the Executive Directors. This calculation is based upon the average value of Computacenter plc shares over the last quarter of 2019 being £14.52. The PSP value attributable to share price growth since the awards were granted is £824,000 and £467,000 for the CEO and FD respectively. The Committee did not exercise its discretion to change the value of awards vesting based on the share price appreciation or depreciation during the period.
4. The value of the 2016 PSP awards have been updated to reflect the actual share price at vesting on 21 March 2019 of £11.89.
5. The pension figure for Tony Conophy in the 2018 Annual Report, £41,500, included pension contributions in respect of 2017 that were paid during 2018, and has been restated to reflect the pension contributions in respect of 2018.
6. Peter Ryan was appointed to the Board on 13 February 2018 and was further appointed to the role of Chairman on 16 May 2019.
7. Rene Haas was appointed to the Board on 20 August 2019.
8. Greg Lock stepped down from the Board on 16 May 2019.
9. Ljiljana Mitic was appointed to the Board on 16 May 2019.
10. Ros Rivaz was appointed to the role of Senior Independent Director and Chair of the Remuneration Committee on 24 April 2018.
11. Regine Stachelhaus stepped down from the Board on 16 May 2019 and was paid in euros prior to that date.
12. Philip Yea stepped down from the Board on 24 April 2018.

Remuneration paid in 2019: Executive Directors

2019 base salary

The annual salaries of the Executive Directors were increased by 2.0 per cent in 2019 to £550,800 for the CEO and £357,000 for the FD.

2019 annual bonus

The maximum bonus opportunity in 2019 was 125 per cent of base salary for the CEO and 100 per cent of base salary for the FD. Half of the bonus will be deferred into Computacenter shares, with half payable after one year and half payable after two years. Bonus payments are also subject to clawback for two years, in the event that the Group materially misstates its financial results for the reporting period or in the event of misconduct by the Executive Director.

The 2019 annual bonus opportunity was driven by the financial performance of the business and individual targets for each Director. For the year ended 31 December 2019, 80 per cent of this award was conditional on the achievement of criteria linked to the financial performance of the Group. These targets were set by the Committee with reference to the Group's strategic and financial plans, as approved by the Board of Directors. The non-financial personal objectives set for the Executive Directors were based principally on delivery against the Group's Strategic Priorities, integration of acquisitions and certain people-related objectives, including progress on diversity and inclusion.

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The table below sets out details of the annual bonus criteria which applied for the Executive Directors for 2019 and performance delivered:

Measure	As a percentage of Maximum Bonus Opportunity	Performance required: Threshold	Target	Stretch	Maximum	Actual % achieved: CEO	FD	Payout £'000: CEO	FD
Financial criteria									
Profit before tax (£m)	**50%**	125.4	131.3	137.1	144.0	**148.5**[1]		**344.3**	**178.4**
Percentage payout		10%	20%	35%	50%	**50%**			
Services contribution growth (£m)	**10%**	247.1	260.8	274.6	274.6	**280.5**		**68.8**	**35.7**
Percentage payout		5%	7.5%	10%	10%	**10%**			
Cash balance (£m)	**10%**	107.7	125.6	143.6	143.6	**146.9**		**68.8**	**35.7**
Percentage payout		5%	7.5%	10%	10%	**10%**			
Costs (£m)		(324.5)	(322.0)	(319.5)	(319.5)	**(324.5)**			
Percentage payout	**10%**	5%	7.5%	10%	10%	**5%**		**34.4**	**17.9**
Non-financial criteria									
Personal objectives	**20%**	0%	7.5%	15%	20%	**17.5%**	**17%**	**120.4**	**60.7**
Total	**100%**	25.0%	50%	80.0%	100%	**92.5%**	**92%**	**636.9**	**328.4**

1. Profit before tax represents Group adjusted[1] profit before tax on a currency adjusted basis, excluding both the results of the entities acquired during the year and the 2019 net adjusted[1] profit before tax impact of IFRS 16, under which the targets were not formulated.

The personal objectives for the Executive Directors are subject to a profit performance underpin and are related to the following:

Objectives	Progress in the year
CEO	
Build and integrate the new Management team.	In late 2018 and early 2019 there were a number of promotions and external hires made to the Executive team. The team is now well established and working well together to resolve Company challenges and deliver on opportunities.
Increase the competitiveness of our service offerings.	Services revenues and the Contract Base grew in 2019. The percentage of work delivered by lower cost locations increased, assisting with a reduction in cost to serve. In addition, there was a promising take up of new service offering such as Windows 10 Evergreen and TechCenters during the year.
Integrate, maintain the value and develop our acquisition of FusionStorm.	The integration of FusionStorm progressed well in 2019, with key personnel retained and the brand change completed successfully. The second half of the year produced strong results after a disappointing first half. Investment in offices in New York and Boston as well as the new Integration Center in California, scheduled for Q1 2020, builds out our US footprint and capability.
Increase gender and international diversity of the senior team.	Two women were appointed to the Group Executive team in 2019, which was previously all male. In addition, our Group international diversity and gender diversity figures improved for the Executive Team's direct reports.
Continue the Board's strategy education programme.	The Board's strategy education continued apace throughout 2019 with key topics covered by the Executive team at each Board meeting to enable better insight and input to Group operations and strategy.

Objectives	Progress in the year
FD	
Continue to develop the long-term plan of reducing working capital especially in the Services business by improving systems and processes as well as developing the controls for our acquired US business.	In Europe, performance is good and predictable and in the US working capital cycles and our working capital position are now well understood and better controlled. The cash position for 2019 is a good reflection of this.
Ensure the appropriate level of governance for the bid management process to control without disempowering the front end of the business.	The new comprehensive governance system implemented in 2018 to improve our bid management and sales processes has enabled us to serve our customers better. Its success is demonstrated by our 2018 difficult contracts that have substantially improved during the year and we have had no significant new difficult contracts in 2019. At the same time we have seen growth and new contracts won.
Drive SG&A efficiency.	Our focus has been to ensure that we retain more of our gross profit as operating profit. SG&A as a percentage of gross profit has reduced during 2019 (excluding acquisitions).
Integrate the newly acquired companies in the US and the Netherlands into the management reporting systems of Computacenter.	Work has been undertaken in both the USA and the Netherlands during 2019 to ensure that the Group has good reporting and operational oversight of our acquired businesses. In order to fully integrate, it is necessary to underpin this activity with deployment of our core systems. The Netherlands successfully went live with ERP in November 2019 and the US is on track to go live in Q1 2021.
Continue to expand the leasing operations across our geographies.	The team has been expanded successfully in the UK, Germany and France with a shared approach. Progress within the past 12 months has been better than expected with good business growth.

PSP

The PSP awards granted to Executive Directors with a performance period ending on 31 December 2019 paid out at 80.78 per cent, pursuant to the 2017 PSP Scheme, as the relevant performance criteria threshold was partially achieved.

Vesting of these awards to each Executive Director was dependent upon the achievement of the following performance measures over a three-year period:

The compound annual growth rate of the Group's adjusted[1] diluted earnings per share (EPS) – 70 per cent weighting	
Performance level*	**Adjusted[1] diluted EPS growth CAGR**
Maximum (100 per cent vesting)	12.5%
In line with expectations (50 per cent vesting)	8.33%
Threshold (10 per cent vesting)	5%

* Vesting occurs on a straight-line basis in between these thresholds.

The growth in adjusted[1] diluted EPS during the period 1 January 2017 to 31 December 2019 was 19.65 per cent per annum. This resulted in 100 per cent of this element vesting. The EPS number used for the base year of this award (i.e. EPS in 2016) is consistent with the EPS number that was used to calculate the vesting of the 2014–2016 PSP.

Services revenue growth – 30 per cent weighting (measured on a constant currency[2] basis)	
Performance level*	**Services revenue growth CAGR**
Maximum (100 per cent vesting)	7.5%
In line with expectations (50 per cent vesting)	5.5%
Threshold (25 per cent vesting)	3.5%

* Vesting occurs on a straight-line basis in between these thresholds.

The Services revenue growth was 4.37 per cent, resulting in 35.92 per cent of this element vesting.

Remuneration awards granted in 2019: Executive Directors

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Share scheme interests awarded during the year

The table below details awards made during 2019 under the PSP scheme. The performance conditions for these awards are set out in more detail below. Any awards that vest will be subject to a two-year holding period.

	Scheme/type of award	Number of shares	Face value at time of grant	Performance conditions applied	Amount vesting related to threshold of performance: Threshold performance (% of face value)	Amount vesting related to threshold of performance: Maximum performance (% of face value)	Performance period set
CEO	PSP – nil cost option	90,604	£1,080,000[1]	Compound growth of Company EPS (70%)	10%	100%	Three financial years from 1 January 2019
				Compound growth of Services revenue (30%)	25%	100%	
FD	PSP – nil cost option	51,384	£612,497[1]	Compound growth of Company EPS (70%)	10%	100%	Three financial years from 1 January 2019
				Compound growth of Services revenue (30%)	25%	100%	

1. This is based on the average mid-market share price of Computacenter plc on the three immediately preceding business days from grant, being £11.92.

Vesting of these awards to each Executive Director will be dependent upon the achievement of the performance measures over a three-year period, as follows:

The compound annual growth rate of the Group's adjusted[1] diluted earnings per share (EPS) (70 per cent weighting)

Performance level*	Adjusted[1] diluted EPS growth CAGR
Maximum	12.5%
In-line with expectations	8.33%
Threshold	5.0%

* Vesting occurs on a straight-line basis in between these thresholds.

The compound annual growth rate of the Group's Services Revenue (GSR) (30 per cent weighting) measured on a constant currency[2] basis

Performance level*	Services revenue growth CAGR
Maximum	7.5%
In-line with expectations	5.5%
Threshold	3.5%

* Vesting occurs on a straight-line basis in between these thresholds.

The table below details awards made during 2019 under the Deferred Bonus Plan (DBP) scheme.

	Scheme/type of award	Number of shares	Face value	Vesting date
CEO	DBP[2] – Conditional Share	23,396	£278,880[1]	50% – 21 March 2020 50% – 21 March 2021
FD	DBP[2] – Conditional Share	12,865	£153,351[1]	50% – 21 March 2020 50% – 21 March 2021

1. This is based on the average mid-market share price of Computacenter plc on the three immediately preceding business days from grant, being £11.92.
2. These are not subject to any other performance conditions.

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Executive Director outstanding Share Awards as at 31 December 2019
Directors' interests in Share Schemes (audited)

	Schemes	Note	Exercise/ share price	Exercise period	At 1 January 2019	Granted during the year	Exercised during the year	Lapsed during the year	At 31 December 2019
Mike Norris	Sharesave*	1	524.0p	01/12/19 – 31/05/20	**5,782**	–	–	–	**5,782**
	Sharesave*	1	1011.0p	01/12/24 – 31/05/25	**–**	2,967	–	–	**2,967**
	PSP	2	Nil	22/03/19 – 21/03/26	**118,305**	–	77,703	40,602	**–**
	PSP	3	Nil	22/03/20 – 21/03/27	**142,566**	–	–	–	**142,566**
	PSP	4	Nil	22/03/23 – 21/03/28	**88,782**	–	–	–	**88,782**
	PSP	5	Nil	21/03/24 – 20/03/29	**–**	90,604	–	–	**90,604**
	DBP	6	Nil	21/03/19 – 21/03/20	**25,622**	–	12,811	–	**12,811**
	DBP	6	Nil	21/03/20 – 21/03/21	**–**	23,396	–	–	**23,396**
Tony Conophy	Sharesave*	1	1054.0p	01/12/23 – 31/05/24	**2,846**	–	–	–	**2,846**
	PSP	2	Nil	22/03/19 – 21/03/26	**67,286**	–	44,193	23,093	**–**
	PSP	3	Nil	22/03/20 – 21/03/27	**80,788**	–	–	–	**80,788**
	PSP	4	Nil	22/03/23 – 21/03/28	**50,310**	–	–	–	**50,310**
	PSP	5	Nil	21/03/24 – 20/03/29	**–**	51,384	–	–	**51,384**
	DBP	6	Nil	21/03/19 – 21/03/20	**13,059**	–	6,529	–	**6,530**
	DBP	6	Nil	21/03/20 – 21/03/21	**–**	12,865	–	–	**12,865**

1. Issued under the Rules of the Computacenter 2018 Sharesave Plan, which is available to employees and full-time Executive Directors of the Computacenter Group. Eligible employees can save between £5 and £500 a month to purchase options in shares in Computacenter plc at a price fixed at the beginning of the scheme term. There are no conditions relating to the performance of the Company for this scheme. On 23 October 2019, the Company granted 2,967 options to acquire ordinary shares pursuant to the Rules of the Computacenter 2019 Sharesave Plan at an Option Price of £10.11 to Mike Norris.
2. Issued under the terms of the Computacenter Performance Share Plan 2005, as amended at the AGM held on 19 May 2015. These awards vested during the year at 65.68 per cent, and accordingly 34.32 per cent of the shares under award lapsed.
   (a) In respect of 70 per cent of the total award: 10 per cent of this portion of the award will vest if the compound annual EPS growth over the Performance Period equals 5 per cent per annum. If the compound annual EPS growth rate over the Performance Period is between 5 per cent and 8.33 per cent, this portion of the award will vest on a straight-line basis up to one-half. This portion of the award will vest in full if the compound annual EPS growth equals or exceeds 12.5 per cent per annum, with straight-line vesting between 50 per cent and 100 per cent.
   (b) In respect of 30 per cent of the total award: the award will start to vest if the compound annual Services revenue growth rate over the Performance Period equals 3.5 per cent. If the compound annual Services revenue growth rate over the Performance Period is 7.5 per cent, this portion of the award will vest in full. If the compound annual Services revenue growth rate over the period is between 3.5 per cent and 7.5 per cent, then this portion of the award will vest on a straight-line basis between 25 per cent and 100 per cent.
3. Issued under the terms of the Computacenter Performance Share Plan 2005, as amended at the AGM held on 19 May 2015.
   (a) In respect of 70 per cent of the total award: 10 per cent of this portion of the award will vest if the compound annual EPS growth over the Performance Period equals 5 per cent per annum. If the compound annual EPS growth rate over the Performance Period is between 5 per cent and 8.33 per cent, this portion of the award will vest on a straight-line basis up to one-half. This portion of the award will vest in full if the compound annual EPS growth equals or exceeds 12.5 per cent per annum, with straight-line vesting between 50 per cent and 100 per cent.
   (b) In respect of 30 per cent of the total award: the award will start to vest if the compound annual Services revenue growth rate over the Performance Period equals 3.5 per cent. If the compound annual Services revenue growth rate over the Performance Period is 7.5 per cent, this portion of the award will vest in full. If the compound annual Services revenue growth rate over the period is between 3.5 per cent and 7.5 per cent, then this portion of the award will vest on a straight-line basis between 25 per cent and 100 per cent.
4. Issued under the terms of the Computacenter Performance Share Plan 2005, as amended at the AGM held on 19 May 2015.
   (a) In respect of 70 per cent of the total award: 10 per cent of this portion of the award will vest if the compound annual EPS growth over the Performance Period equals 5 per cent per annum. If the compound annual EPS growth rate over the Performance Period is between 5 per cent and 8.33 per cent, this portion of the award will vest on a straight-line basis up to one-half. This portion of the award will vest in full if the compound annual EPS growth equals or exceeds 12.5 per cent per annum, with straight-line vesting between 50 per cent and 100 per cent.
   (b) In respect of 30 per cent of the total award: the award will start to vest if the compound annual Services revenue growth rate over the Performance Period equals 3.5 per cent. If the compound annual Services revenue growth rate over the Performance Period is 7.5 per cent, this portion of the award will vest in full. If the compound annual Services revenue growth rate over the period is between 3.5 per cent and 7.5 per cent, then this portion of the award will vest on a straight-line basis between 25 per cent and 100 per cent.
   Any awards vesting are subject to a two-year holding period following the end of the performance period.
5. Issued under the terms of the Computacenter Performance Share Plan 2005, as amended at the AGM held on 19 May 2015.
   (a) In respect of 70 per cent of the total award: 10 per cent of this portion of the award will vest if the compound annual EPS growth over the Performance Period equals 5 per cent per annum. If the compound annual EPS growth rate over the Performance Period is between 5 per cent and 8.33 per cent, this portion of the award will vest on a straight-line basis up to one-half. This portion of the award will vest in full if the compound annual EPS growth equals or exceeds 12.5 per cent per annum, with straight-line vesting between 50 per cent and 100 per cent.
   (b) In respect of 30 per cent of the total award: the award will start to vest if the compound annual Services revenue growth rate over the Performance Period equals 3.5 per cent. If the compound annual Services revenue growth rate over the Performance Period is 7.5 per cent, this portion of the award will vest in full. If the compound annual Services revenue growth rate over the period is between 3.5 per cent and 7.5 per cent, then this portion of the award will vest on a straight-line basis between 25 per cent and 100 per cent.
   Any awards vesting are subject to a two-year holding period following the end of the performance period.
6. Conditional shares issued under the terms of the Computacenter 2017 Deferred Bonus Plan. Awards vest in equal tranches on the first and second anniversary of the grant date.

* The Sharesave scheme only requires that an employee remains employed by the Group at the end of the term of the scheme. There are no performance conditions attached.

Director gains
PSP

Director	Date of vesting	Scheme	Number of shares	Exercise price	Market price at exercise	Notional gain made
Mike Norris	21/03/2019	PSP	77,703	Nil	£11.89	£923,699
Tony Conophy	21/03/2019	PSP	44,193	Nil	£11.89	£525,347

The closing market price of ordinary shares at 31 December 2019 (being the last trading day of 2019) was £17.73 (31 December 2018: £10.06).

The highest price during the year was £18.29 and the lowest was £9.65.

Minimum shareholding requirements

In accordance with the Group's minimum shareholding guidelines, the CEO is required to build up a shareholding that is equal to 200 per cent of his/her gross salary. In respect of the FD, the threshold that is expected to be achieved is 200 per cent of his/her gross salary. It is also expected that the Executive Director will achieve these levels within five years of appointment. For the purposes of these requirements, deferred bonuses, shares subjected to the holding period and options which have vested unconditionally, but are as yet unexercised, will be included on a net basis, for the purposes of calculating shareholdings, as will shares held by an Executive's spouse or dependants. There is no requirement for the Non-Executive Directors of the Company to hold shares.

In addition, when an Executive Director steps down from the Board they will be expected to retain an interest in Computacenter shares based on their in-employment share ownership guideline (or actual shareholding at the date of stepping down from the Board if lower) for a period of two years. This policy will be supported by the use of nominee accounts.

The Committee has the discretion to disapply or reduce this requirement in extenuating circumstances, for example in compassionate circumstances.

Both the CEO and the FD substantially exceed their shareholding requirement.

A

Directors' shareholdings

The beneficial interest of each of the Directors in the shares of the Company, as at 31 December 2019, is as follows:

Current Directors	Number of shares in the Company as at 31 December 2019	Percentage of requirement achieved	Interests in shares			
			SAYE	PSP	DBP	Total
Mike Norris	**1,145,630**	1,844%[3]	8,749[1,4]	321,952[2]	36,207[1]	1,512,538
Tony Conophy	**1,851,961**	4,599%[3]	2,846[1]	182,482[2]	19,395[1]	2,056,684
Peter Ryan	**900**	n/a	–	–	–	900
Rene Haas	**–**	n/a	–	–	–	–
Philip Hulme	**9,411,695**	n/a	–	–	–	9,411,695
Ljiljana Mitic	**–**	n/a	–	–	–	–
Peter Ogden	**18,699,389**	n/a	–	–	–	18,699,389
Minnow Powell	**1,340**	n/a	–	–	–	1,340
Ros Rivaz	**1,382**	n/a	–	–	–	1,382
Greg Lock	**700,000**[5]	n/a	–	–	–	700,000
Regine Stachelhaus	**–**[5]	n/a	–	–	–	–

Note: There has been no grant of, or trading in, shares of the Company between 1 January 2020 and 11 March 2020.

1. There are no conditions relating to the performance of the Company or individual for the vesting of this scheme.
2. There are performance conditions for this scheme as set out below the table on page 104.
3. Based on the Company's closing share price as at 31 December 2019, being £17.73.
4. On 23 October 2019, the Company granted 2,967 options to acquire ordinary shares pursuant to the Rules of the Computacenter 2019 Sharesave Plan at an Option Price of £10.11 to Mike Norris.
5. Represents shareholding as at 16 May 2019, at which point Greg Lock and Regine Stachelhaus ceased to be Directors.

Dilution limits

Computacenter uses a mixture of both new issue and market purchase shares to satisfy the vesting of awards made under its PSP, DBP and Sharesave schemes. In line with best practice, the use of new or treasury shares to satisfy awards made under all share schemes is restricted to 10 per cent in any 10-year rolling period, with a further restriction for discretionary schemes of 5.0 per cent in the same period. The Company's current position against its dilution limit is under each of these thresholds. The Company regularly reviews its position against the dilution guidelines and, should there be insufficient headroom within which to grant new awards which could be satisfied by issuing new shares, the Company intends to continue its current practice of satisfying new awards with shares purchased on the market.

Payments to past Directors and payments for loss of office

There were no payments made to past Directors and no payments made for loss of office during the period.

Executive service contracts

A summary of the Executive Directors' contracts of employment is given in the table below:

Director	Start date	Expiry date	Unexpired term	Notice period (months)
Mike Norris	23/04/1998	n/a	None specified	12
Tony Conophy	23/04/1998	n/a	None specified	12

All Executive Directors have a rolling 12-month service contract with the Company, which is subject to 12 months' written notice by either the Company or the Director.

External appointments for Executive Directors

Executive Directors are permitted to hold outside directorships, subject to approval by the Chairman of the Board, and any such Executive Director is permitted to retain any fees paid for such services. During 2019, neither Executive Director held any outside fee-paying directorships.

Non-Executive Directors' letters of appointment

The Non-Executive Directors have not entered into service contracts with the Company. They each operate under a letter of appointment which sets out their terms, duties and responsibilities. Non-Executive Directors are appointed for an initial term, which runs to the conclusion of the third AGM following their appointment, and which may be renewed at that point. The letters of appointment provide that should a Non-Executive Director not be re-elected at an AGM before he or she is due to retire, then his or her appointment will terminate. The Board has agreed that all Directors will be subject to re-election at the AGM on 14 May 2020.

The terms and conditions of appointment of the Non-Executive Directors are available for inspection by shareholders at the Company's registered office. The appointments continue until the expiry dates set out below, unless terminated for cause or on the period of notice stated below:

Director	Date of latest letter of appointment	Expiry date	Notice period
Peter Ryan	16 May 2019	Close of the Company's Annual General Meeting in 2022	3 months
Rene Haas	20 August 2019	Close of the Company's Annual General Meeting in 2022	3 months
Philip Hulme	4 May 2019	Close of the Company's Annual General Meeting in 2022	3 months
Ljiljana Mitic	16 May 2019	Close of the Company's Annual General Meeting in 2022	3 months
Peter Ogden	4 May 2019	Close of the Company's Annual General Meeting in 2022	3 months
Minnow Powell	14 December 2017	14 December 2020	3 months
Ros Rivaz	11 November 2019	Close of the Company's Annual General Meeting in 2022	3 months

In 2020, the Chairman will be paid a single consolidated fee of £210,000, an increase of 2.0 per cent on 2019, a rise consistent with average increases made within the wider UK workforce. The Non-Executive Directors are paid a basic fee, plus additional fees for Chairmanship of Board Committees or Senior Independent Director duties.

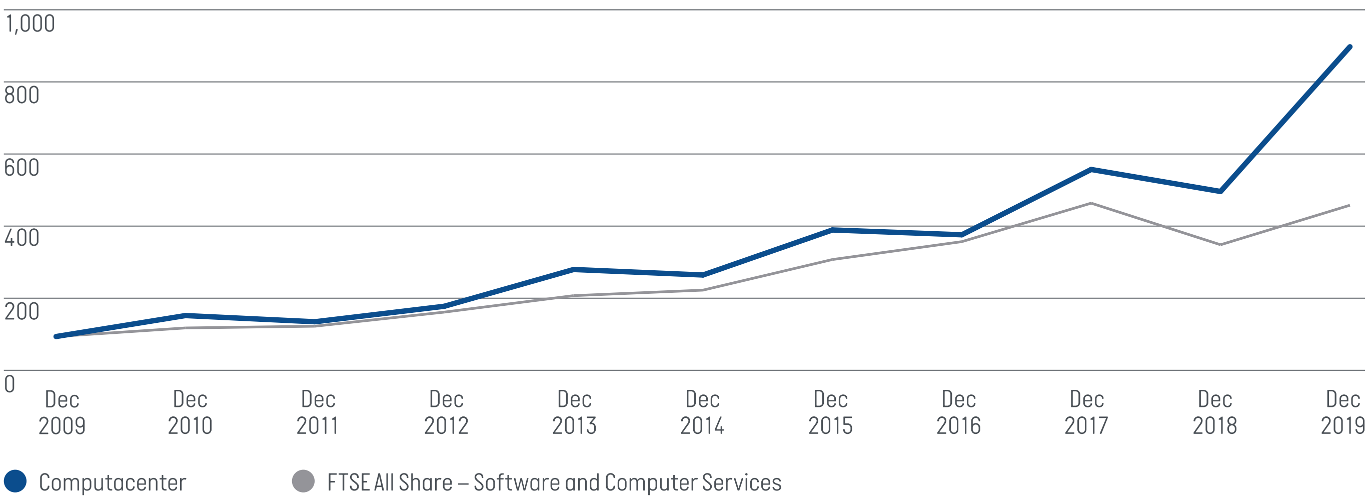
Non-Executive Directors' fees were last benchmarked in December 2018. No changes are proposed to the Non-Executive Directors' annual fees, which are set out in the table below:

Position	2019 Annual fees (£)	2020 Annual fees (£)
Independent Non-Executive Directors	55,000	55,000
Founder Non-Executive Directors	50,000	50,000
Additional fee for the Chairmanship of the Audit Committee	18,000	18,000
Additional fee for the Chairmanship of the Remuneration Committee	10,000	10,000
Additional fee for the position of Senior Independent Director	8,000	8,000

Performance of the Company

Total shareholder return performance

(Computacenter versus FTSE Software and Computer Services sector)



In this graph, TSR performance shows the value, in December 2019, of £100 invested in the Company's shares in December 2009, assuming that all dividends received between December 2009 and December 2019 were reinvested in the Company's shares (source: Datastream).

CEO pay history

The table below shows the total remuneration figure for the CEO over the previous ten financial years. The total remuneration figure includes the annual bonus and PSP awards which vested based on performance in those years. The annual bonus and PSP percentages show the payout for each year as a percentage of the maximum.

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
CEO single figure of remuneration	1,910,675	1,878,675	1,085,300	937,300	1,506,300	2,763,900	1,807,600	2,291,500	2,081,700	**2,913,398**
Annual bonus payout (as a % of maximum opportunity)	98.5%	63.7%	26.8%	61.2%	69.39%	84.54%	49.12%	92.35%	82.63%	**92.5%**
Annual bonus	467,875	350,350	161,000	367,000	451,035	803,200	319,280	606,047	557,753	**636,863**
PSP vesting (as a % of maximum opportunity)	100%	100%	58.5%	0%	35.34%	71.5%	85.13%	68.01%	65.68%	**80.78%**
PSP vesting	938,201	997,351	385,355	–	478,679	1,384,500	891,800	1,101,400	923,699	**1,672,109**

Percentage change in remuneration of CEO and employees

The table below sets out the percentage change in the salary, benefits and annual bonus of the CEO compared to the average amount paid to Computacenter employees in the UK, between the year ended 31 December 2018 and 31 December 2019.

	Salary	Benefits	Annual bonus
CEO	2.0%	(19.45)%	14.18%
Computacenter UK-based employees	1.8%	(6.35)%	22.0%

The comparator group of Computacenter UK-based employees was chosen as the Committee believes it provides a sufficiently large comparator group based on a similar incentive structure to the CEO and reduces any distortion arising from currency and cost of living differences in other geographies in which the Group operates. Note that this group excludes a number of UK employees whose pay review is processed outside of the normal annual pay award cycle.

CEO pay ratio

The CEO pay ratio table shows the ratio of pay between the CEO of Computacenter and Computacenter's UK employees. The ratio compares the total remuneration of the CEO against the total remuneration of the median UK employee and those who sit at the 25th and 75th percentiles (lower and upper quartiles).

Computacenter's CEO pay ratios have been calculated using Option B, based on the availability of data at the time the Annual Report was published. This uses the most recent gender pay data to identify the three employees that represent our 25th, 50th and 75th percentile employees. The total remuneration for these individuals has then been calculated based on all components of pay for 2019, including base salary, performance-based pay, pension and benefits. The Committee considers that this provides an outcome that is representative of the employees at these pay levels.

Where an identified employee was part-time, their figures have been converted to a full-time equivalent. No other adjustments were necessary and no elements of employee remuneration have been excluded from the pay ratio calculation.

The day by reference to which the Company determined the 25th, 50th and 75th percentile employees was 20 December 2019.

Computacenter's employer pension contributions, Company-paid benefits and voluntary benefit scheme options are consistent for all UK employees, including the CEO. In addition, the CEO is eligible to participate in the Company's annual bonus and Performance Share Plan, in line with other members of the senior Management team. The value of these variable pay awards is affected by performance delivered and, in the case of the Performance Share Plan, share price movement over three years.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2019	Option B	93:1	62:1	43:1

Employees	25th percentile	Median	75th percentile
Total pay and benefits	£31,435	£47,335	£67,083
Salary	£26,839	£39,166	£60,835

Relative importance of spend on pay

The charts below show the relative expenditure of the Group on the pay of its employees, against certain other key financial indicators of the Group:

Expenditure on Group employees' pay	
2019	£779.5m
2018	£735.2m

Shareholder distributions	
2019	£35.8m
2018	£30.9m

Group adjusted[1] profit before tax*	
2019	£146.3m
2018	£118.2m

* As well as information prescribed by current remuneration reporting regulations, Group adjusted[1] profit before tax has also been included as this is deemed to be a key performance indicator of the Group which is linked to the delivery of value to our shareholders.

Statement of implementation of remuneration policy in the following financial year

Executive Director Remuneration for 2020 will be in accordance with the terms of our Directors' Remuneration Policy table, as set out on pages 91 to 98 of this report.

2020 base salaries

The base salary of the CEO and the FD will increase by 2.0 per cent to £562,000 and £364,000 respectively from 1 January 2020.

2020 annual bonus

The performance measures and weightings for the 2020 annual bonus will be as follows:

Mike Norris – CEO
(2020)

1. Group adjusted[1] profit before tax (up to 50%)
2. Services contribution growth (up to 10%)
3. Cash balance (up to 10%)
4. Cost savings (up to 10%)
5. Personal objectives (up to 20%)

Tony Conophy – FD
(2020)

1. Group adjusted[1] profit before tax (up to 50%)
2. Services contribution growth (up to 10%)
3. Cash balance (up to 10%)
4. Cost savings (up to 10%)
5. Personal objectives (up to 20%)

The measures for 2020 have been set to be challenging relative to our 2020 business plan. The targets themselves, as they relate to the 2020 financial year, are deemed by the Committee to be commercially sensitive and therefore have not been disclosed. They will be disclosed at such time as the Committee no longer deems them to be so, and it currently anticipates including these in the Company's 2020 Annual Report and Accounts.

The maximum bonus opportunity for the Executive Directors in 2020 will be 125 per cent of base salary for the CEO and 100 per cent of base salary for the FD. These awards will be subject to deferral in line with our Policy on page 92.

2020 PSP

The award levels for the Executive Directors in the 2020 financial year are 200 per cent of salary for the CEO and 175 per cent of salary for the FD. The 2020 financial year PSP awards will be subject to the same performance measures and targets as for the 2019 PSP awards as set out above. The 2020 financial year PSP awards will be subject to a two-year holding period.

Statement of voting

The results of voting on the Directors' Remuneration Report at the Company's 2019 AGM are outlined in the table below:

Votes cast in favour/discretionary		Votes cast against		Total votes cast	Votes withheld/abstentions
97,425,913	99.7%	302,615	0.3%	97,728,528	4,976

The results of voting on the Remuneration Policy at the Company's 2018 General Meeting are outlined in the table below:

Votes cast in favour/discretionary		Votes cast against		Total votes cast	Votes withheld/abstentions
85,365,677	99.6%	317,191	0.4%	85,682,868	10,968

The Committee is grateful for the continuing support of shareholders. To ensure that this continues, the Committee will consult with shareholders on major issues where it is appropriate to do so. It will also continue to adhere to its underlying principle of decision making that Executive Directors' pay must be linked to performance and the sustainable delivery of value to our shareholders.

This Annual Remuneration Report has been approved by the Board of Directors and signed on its behalf by:

Ros Rivaz
Chair of the Remuneration 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.

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

www.computacenter.com
+44 (0)1707 631000