



UK CORPORATE GOVERNANCE CODE

Approved by the Board of Computacenter plc on 5 March 2020

UK Corporate Governance Code (the “2018 Code”)

Main Principles - Compliance

1 BOARD LEADERSHIP AND COMPANY PURPOSE

A A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society.

- The Board meets regularly to discuss the financial and operational performance of Computacenter plc (the “Company”), to define and develop the Company’s strategy and to monitor progress made against the Company’s defined strategic objectives.
- There is a clear schedule of Matters Reserved for the Board set out on the Computacenter Group website, which includes matters such as approving the Group’s strategy, major transactions (such as mergers and acquisitions) and other significant capital expenditure.
- On appointment, all directors are individually briefed by the Company Secretary on the duties they owe as directors of the Company. Our governance framework includes the statutory duties set out in the Companies Act 2006.
- In accordance with the duty in Section 172, directors act in good faith and in a way most likely to promote the success of the Company for the benefit of its members as a whole. In fulfilling this duty, directors have regard to (amongst other matters) the likely consequences of any decision in the long term; the interests of employees; the need to foster business relationships with suppliers, customers and others; the impact on the community and the environment; the desirability of maintaining a reputation for high standards of business conduct; and the need to act fairly between members of the Company.

B The board should establish the company’s purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.

- The Strategic Report in the Company’s 2019 Annual Report and Accounts (the “Annual Report and Accounts”) clearly sets out the Company’s purpose and strategic objectives.
- Our ‘winning together’ values are essential in sustaining the business and securing its long-term future. Our values are at the core of our culture, and the Board assesses and monitors the Company culture to ensure that this remains aligned with our purpose, values and strategy.

C The board should ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.

- One of the Board’s key accountabilities is to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed. Effective risk management is critical to the Board’s achievement of its strategic objectives and the long-term sustainable growth of our business.
- The Board has confirmed on page 80 of the Company’s Annual Report and Accounts that it has carried out a robust assessment of the principal risks facing the company, including those that could threaten its values, reputation, business model, future performance, solvency and liquidity. Descriptions of those risks and how they are mitigated are set out on pages 63 to 68. On behalf of the Board, the Audit Committee reviews the effectiveness of the risk management process.

D In order for the company to meet its responsibilities to shareholders and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.

- The Board recognises and values the importance of meeting the Company’s shareholders to obtain their views, and has established a programme to communicate with shareholders, based on its financial reporting calendar.
- Meetings are held with major shareholders following both the full-year and half-year results. Normally, these meetings are with the Chief Executive and the Finance Director. The whole Board is briefed on the outcome of these meetings and any issues raised are discussed.
- In addition, once a year, the Company’s top 15 shareholders are invited to meet individually with the Chairman, Company Secretary and Remuneration Committee Chair to provide feedback on the Company’s management and raise any other comments.
- The Chairman and the Senior Independent Director are contactable at the Company’s registered office address to answer any queries that both institutional and individual shareholders may have.
- All of the Directors aim to attend the AGM and value the opportunity of welcoming individual shareholders and other investors to communicate directly and address their questions.
- In addition to the mandatory information required, a full, fair and balanced explanation of the business of all general meetings is sent in advance to shareholders.
- On pages 31 to 33 of the Company’s Annual Report and Accounts, we have further set out how we have engaged with our key stakeholders and how the Board has considered their interests during the year

E The board should ensure that workforce policies and practices are consistent with the company’s values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

- Dr Ros Rivaz, the Senior Independent Director, is the designated Non-Executive Director responsible for gathering workforce feedback, a key requirement of the 2018 Code which requires that the Board engage with the wider workforce. As part of this, Ros will engage with employee representative groups throughout the year to hear directly from employees on the issues that concern them.

- Further information on how the Board engages, considers and responds to Company stakeholder groups can be found on pages 26, 31 to 33, and 109 of the Annual Report and Accounts.
- The Board, through the Audit Committee, reviews the 'whistleblowing' procedures including the reporting and follow-up of any concerns by employees regarding improprieties in financial reporting, other fraud-related matters and bribery. The Group Business Ethics Policy (a copy of which is available on our website) outlines the behaviours that Computacenter expects of its employees and advises them to report any concerns or suspected wrongdoing by the Company, colleagues or others involved with the Company, by reporting it to a manager, calling a confidential employee helpline or reporting it to the Company Secretary, who will inform the Chief Executive and the Audit Committee Chair of any serious issues as a matter of urgency.

2 DIVISION OF RESPONSIBILITIES

F The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.

- With support from the Company Secretary, and input from the Chief Executive Officer, the Chairman has full responsibility for setting the Board's agenda.
- The Chairman sets the meeting timetable, actively encourages contribution from all Directors in Board meetings, and is responsible for ensuring that constructive interaction is ongoing between the individual members of the Board.
- The Chairman, with the assistance of the Company Secretary, ensures that the Directors receive accurate, timely and clear information. From this information, the Board reviews the performance of the Executive Directors and Senior Management, in addition to that of the Group.
- All Directors receive appropriate documentation in advance of each Board and Committee meeting, including detailed briefings on all matters, in order to discharge their duties effectively in considering a matter and reaching a decision on it.
- In addition, the Directors receive regular reports on the Group's performance and matters of importance. Senior Management of the Group regularly present on the results and strategies of their respective business units to the Board, and all Directors are encouraged to meet with the Senior Management team, thereby enabling the Board to remain familiar with the business, current activities and Management of the Group.

G The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company's business.

- The roles of Chairman of the Board and Chief Executive are not exercised by the same individual.
- The division of responsibilities between the two roles is set out in writing and is reviewed by the Board annually to ensure that it remains relevant and accurate.
- The Chairman's role is to lead and manage the Board, and to play a role in facilitating the discussion of the Company's strategy by the Board.
- The Chief Executive is responsible for the day-to-day management of the Company's operational activities, and of the Company's strategy by the Board.
- There is no dominant individual or group of individuals on the Board unduly influencing its collective decision-making ability.

H Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.

- The time commitment required from each Director is stipulated within his/her letter of appointment and discussed openly between the Chairman and the relevant Director prior to appointment.
- As indicated on page 76 of the Company's Annual Report and Accounts, the Chairman evaluates the commitment of each Board member on an ongoing basis and, as at 31 December 2019, was satisfied that those members, in particular the Non-Executive Directors, have sufficient time to undertake their roles at Board and Committee level.
- The Chairman and Non-Executive Directors meet twice during the year without the Executive Directors being present, in order to scrutinise the performance of Executive Management and for any significant issues or problems arising to be discussed.
- Any challenge from the Non-Executive Directors is fully recorded within the minutes of meetings of the Board and each of its Committees.
- Each Non-Executive Director attends a Board 'Strategy Day', which is held on an annual basis, at which they are given a full opportunity and are expected to, challenge and develop proposals made by Executive Management in relation to strategy.
- The Chairman encourages an open environment in Board meetings and ensures that Non-Executive Directors are provided with adequate time and opportunity in such meetings to give their views.
- The Senior Independent Director acts as an intermediary between the Chairman and the other Directors.

I The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

- Upon joining the Board, each Director receives a comprehensive induction programme from the Company Secretary, tailored to his or her specific background and requirements. New directors receive an induction pack which contains information on the Group's business, its structure and operations, Board procedures, corporate governance related matters and details regarding Directors' duties and responsibilities. All new Directors are introduced to the Group's Senior Management team.

- There is an established procedure whereby the Board or any its Committees may take independent professional advice when appropriate. Any individual director, wishing to do so in the furtherance of their duties, may take independent professional advice through the Company Secretary at the Company's expense.
- The Company Secretary plays a key role in the promotion of good governance and is responsible for ensuring that board procedures are complied with, therefore the appointment or removal of this person is a matter for the Board as a whole. All directors have access to the advice and services of the Company Secretary.

3 COMPOSITION, SUCCESSION AND EVALUATION

J Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

- The appointment of New Directors to the Board is led by the Nomination Committee.
- Further detail on the work of that Committee, and the procedures for the appointment of new Directors to the Board, can be found on pages 74 to 77 and 78 to 79 of the Company's Annual Report and Accounts.
- The Company's Articles of Association require a Director to be subject to election at the first Annual General Meeting ('AGM') following his or her appointment and thereafter every third year.
- However, in accordance with the 2018 Code, all Directors were subject to shareholder election or re-election at the AGM in 2019 and will again stand for election and re-election by shareholders at the 2020 AGM. Directors' biographies are given on pages 72 and 73 of the Company's Annual Report and Accounts and can be viewed on our corporate website, enabling shareholders to take an informed decision when determining their (re)-election.

K The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.

- The Board is pleased to note that membership of the Computacenter plc Board was, at 31 December 2019 compliant with provision 11 of the 2018 Code, which requires at least half of the Board, excluding the Chair, to be independent Non-Executive Directors.
- The founders of the Company, Philip Hulme and Peter Ogden, are Founder Non-Executive Directors, but are not considered independent under the 2018 Code, due to their long tenure, substantial shareholding in the Company and their previously held executive positions within the Company. However, in part due to their continuity of service and in-depth knowledge of the Company, the contribution that each makes as a Non-Executive Director is highly valued by other Board members.
- The composition of the Board is regularly reviewed by the Nomination Committee to ensure that it has the appropriate balance of skills, experience and knowledge.

L Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

- The Board and its Committees are subject to annual performance reviews, which are led by the Chairman, in the case of the Board, and the relevant Chair for each Committee. Each Chair, assisted by the Company Secretary, decides the scope and format of the review.
- Each year the Board, as required by the 2018 Code, carries out an evaluation of its own effectiveness. During the period from November 2019 to January 2020, an external evaluation of the Board and each of its Committee's performance was carried out by an external evaluation specialist from Independent Audit Limited, neither of which had any connection to the Company, for the financial period. The results were presented to the Board in February 2020 and an action plan drawn up against which progress will be monitored regularly.

4 AUDIT, RISK AND INTERNAL CONTROL

M The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.

- Whilst the Board sets the Group's risk appetite, it reviews the operation and effectiveness of the Group's risk management activities through the Audit and Group Risk Committee, which undertake the day-to-day oversight of the risk management framework on behalf of the Board. The Chairman of the Audit Committee provides an update on the work carried out by the Audit Committee, at each subsequent Board meeting.
- Further detail of the work undertaken by the Audit Committee in discharging its responsibilities during the year can be found in the Audit Committee Report on pages 82 to 87 of the Company's Annual Report and Accounts.
- The Audit Committee ensures that the Internal Audit department is adequately resourced and continues to have appropriate standing within the Group, and to keep its members' independence and objectivity under review. The Audit Committee is responsible for leading the Group's relationship with the external auditor.

N The board should present a fair, balanced and understandable assessment of the company's position and prospects.

- The Directors' Report is set out in full in the Company's Annual Report and Accounts. This report includes an explanation concerning the Directors' responsibility for preparing the Annual Report and Accounts, and a statement that the Directors' consider the Annual Report and Accounts, taken as a

whole, to be fair, balanced and understandable and that it provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

- The Annual Report and Accounts also includes an explanation, on pages 6 to 11 and 14 to 24, of the strategy for delivering the objectives of the Company, and additionally, in the Business Model on pages 12 to 13, of the basis on which the Company generates or preserves value over the longer term.

O The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

- As is set out within the Principal Risks and Uncertainties on pages 63 to 68 of the Company's Annual Report and Accounts, the Board sets the Company's risk appetite. The activities of the Audit and Group Risk Committees are also set out within the Annual Report and Accounts.
- The Board has overall responsibility for maintaining and reviewing the Group's systems of internal control and ensuring that the controls are robust and effective in enabling risks to be appropriately assessed and managed.
- The Board conducts an annual review of the effectiveness of the systems of internal control including financial, operational and compliance controls and risk management systems.

5 REMUNERATION

P Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.

- The Board delegates responsibility for setting appropriate levels of remuneration for its Executive Directors to the Remuneration Committee.
- As is explained within the Annual Statement by the Chair of the Remuneration Committee in the Company's Annual Report and Accounts, ensuring an appropriate alignment of interests between Executive Directors and shareholders through remuneration is a key goal of the Remuneration Committee, and an underlying principle for its decision-making. Performance-related remuneration for the Executive Directors consists of an annual bonus, which is based on performance over a twelve-month period, and Performance Share Plan awards, which have a vesting period of three years. The performance criteria for the annual bonus, and the level of achievement against these, are set out in the Company's Directors' Remuneration Report in the Annual Report and Accounts. Full details of the criteria which need to be achieved in order for the Performance Share Plan awards to vest for the Executive Directors is set out in the Company's Directors' Remuneration Report on pages 88 to 108 of the Annual Report and Accounts.

Q A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.

- The Company's Directors' Remuneration Policy was amended and included in the Annual Report and Accounts for review, and for approval, by shareholders at the Company's 2020 Annual General Meeting.
- Subject always to the considerations and limitations set out in the Company's Directors' Remuneration Policy, the process for approval of remuneration, which ensures that no Director is involved in deciding his or her own remuneration, is as follows:
 - The Company's Chairman, CEO and CFO set and approve the Non-Executive Base Director Fee;
 - The Board approves the fee for the Chairmanship of each of its Committees (with each relevant Committee Chairman excluded from discussion and approval of the fee payable for his/her position); and
 - The Remuneration Committee sets and approves all Executive Director remuneration; and
 - The Remuneration Committee sets and approves the single Chairman's fee (with the Chairman of the Board excluded from discussion and approval of the fee payable to him/her).

R Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

- The Remuneration Committee seeks independent external advice as necessary. Deloitte provide independent commentary on matters under consideration and updates on legislative requirements, best practice and market practice. The Committee also seeks internal support from the Company Secretary and Chief People Officer, who may attend the Committee meetings by invitation but who are not present for any discussions that relate directly to their own remuneration. The Committee also reviews external data produced through several surveys and bespoke benchmarking data.

Computacenter is a leading independent technology partner, trusted by large corporate and public sector organisations. We help our customers to source, transform and manage their IT infrastructure to deliver digital transformation, enabling users and their business. Computacenter is a public company quoted on the London FTSE 250 (CCC.L) and employs over 16,000 people worldwide.



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