

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Computacenter plc

Letter from the Chairman and Notice of Annual General Meeting

2009



Computacenter plc
Registered in England No: 3110569
Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

To Ordinary Shareholders

6 April 2009

Dear Shareholder,

Annual General Meeting 15 May 2009

I am pleased to be writing to you with details of our 2009 Annual General Meeting (AGM), which will be held on Friday, 15 May 2009 at 11.00am, at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL.

Attached on pages 3 and 4 is the Notice setting out the business to be conducted at this year's AGM and an explanation of the business of the AGM can be found in Appendix 1 starting on page 6.

If you wish to vote on the Resolutions but are unable to attend the AGM in person, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM and further information on the required process can be found below.

Resolutions 4a to 4d – Re-election of Directors

The Directors retiring from office at the Annual General Meeting are Philip Hulme, Peter Ogden, John Ormerod and myself. Being eligible, we offer ourselves for re-election and Resolutions 4a to 4d are to re-elect us as Directors. Appendix two, which can be found on page 8, provides brief biographies of all of the Directors standing for re-election at the forthcoming AGM.

Each of the Directors standing for re-election have been subject to a formal evaluation process, further details of which can be found within the Corporate Governance Statement on pages 24 to 27 of the 2008 Annual Report and Accounts. I am pleased to confirm that the Board considers that the performance of each of the Directors standing for re-election, continues to be effective and that all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Action to be taken – forms of proxy

You will find enclosed a form of proxy for use at the Meeting. If you will not be attending, please complete, sign and return the form of proxy as soon as possible in accordance with the instructions printed thereon. Forms of proxy should be returned to Equiniti, the Company's registrars, as soon as possible and in any event so as to be received not later than 48 hours before the time of the meeting.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in notes 6 and 7 to the Notice of Meeting on pages 4 and 5. Communications giving voting instructions by electronic means must be received by Equiniti not later than 48 hours before the time of the meeting.

Recommendation

The Directors consider that the proposals being put to the shareholders at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of Meeting, as they intend to do in respect of their own interests (both beneficial and non-beneficial) amounting to 68,276,861 ordinary shares, representing approximately 44% of the Company's issued share capital (as at 19 March 2009).



Greg Lock
Chairman

Notice of Annual General Meeting 2009

Notice is hereby given that the Annual General Meeting of Computacenter plc will be held at 11.00am on Friday, 15 May 2009 at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL for the following purposes:

Ordinary business

1. To receive the financial statements for the year ended 31 December 2008, together with the reports of the Directors and auditors thereon.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2008.
3. To declare and approve a final dividend of 5.5 pence per ordinary share.
4. To re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 4a. PW Hulme, who retires in accordance with the combined code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
 - 4b. GH Lock, who retires in accordance with the combined code having been appointed since the last Annual General Meeting and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
 - 4c. PJ Ogden, who retires in accordance with the combined code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
 - 4d. J Ormerod, by rotation and, being eligible, offers himself for re-election, as a Non-Executive Director of the Company.
5. To re-appoint Ernst & Young LLP as the Company's auditors to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the auditors' remuneration.

Special business

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

7. As an Ordinary Resolution: that the authority to allot relevant securities conferred on the Directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2010 and for such period the Section 80 Amount shall be £3,061,325 representing a maximum of 51,022,080 ordinary shares of 6p each.
8. As a Special Resolution: that, subject to the passing of Resolution 7 above, the power to allot equity securities for cash conferred on the Directors by Article 9.3 of the Company's Articles of Association, be renewed for the period referred to in such resolution, and for such period the Section 89 Amount shall be £459,199 representing a maximum of 7,653,312 ordinary shares of 6p each.
9. As a Special Resolution: that the Company be and is hereby unconditionally and generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of ordinary shares of 6p each ('ordinary shares') in the capital of the Company provided that:
 - a) the maximum aggregate number of ordinary shares which may be purchased is 15,306,624;
 - b) the minimum price which may be paid for each ordinary share is 6p;
 - c) the maximum price (excluding expenses) which may be paid for any ordinary share is the higher of:
 - i) an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
 - ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
 - d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2010, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

10. As a Special Resolution: that a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days notice, and that this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2010.
11. As an Ordinary Resolution: that the limit on individual participation under the Computacenter Performance Share Plan 2005 be increased, so that the initial market value of the shares subject to an award shall not exceed two times the participant's basic annual salary, or in exceptional circumstances three times the participant's basic salary, at the time the award is made.

Computacenter plc
Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

By order of the Board



SJ Benadé
Company Secretary
6 April 2009

Notes relating to the Notice of Annual General Meeting

1. *A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (a proxy) to exercise all or any of his rights to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he shall specify the number of shares held by him in respect of which each proxy is entitled to exercise his rights. Where two or more proxies are received in respect of the same share and the same meeting, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company.*
2. *A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.*
3. *A copy of this notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a Nominated Person). The rights to appoint a proxy cannot be exercised by a Nominated Person, however the Nominated Person may have a right, under an agreement between him and the member by whom he was nominated, to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person has no such proxy appointment right then he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.*
4. *To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's registrars not later than 11.00am on Wednesday, 13 May 2009.*
5. *Only those shareholders registered in the Register of Members of the Company at 6.00pm on Wednesday, 13 May 2009 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their names at that time, or if the meeting is adjourned, shareholders must be entered on the Company's Register of Members as at 6.00pm two days prior to the time fixed for the adjourned meeting.*

6. *Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The personal reference number, card ID and account number printed on the form of proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.00am on Wednesday, 13 May 2009. Please note that any electronic communication found to contain a computer virus will not be accepted.*
7. *CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and in respect of any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.*

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID 7RA01), by no later than 11.00am on Wednesday, 13 May 2009. For this purpose the time of receipt will be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee(s) through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Computacenter plc may treat as invalid any CREST Proxy Instruction it receives which falls within the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

8. *In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i).*
9. *As at 19 March 2009 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 153,066,240 ordinary shares, carrying one vote each. The Company does not hold any ordinary shares in the capital of the Company in Treasury. Therefore, the total voting rights in the Company are 153,066,240.*
10. *A copy of the Company's Articles of Association and copies of the Directors service contracts with the Company and the terms and conditions of the Non-Executive Directors are available for inspection at the Registered Office of the Company during usual business hours and will be available for inspection at the place of the meeting from 10.45am on the day of the meeting until the conclusion of the meeting.*

Appendix 1 to the Notice of Annual General Meeting

Explanation of the business of the Annual General Meeting

Ordinary Resolution 1 – Annual Report and Accounts 2008

The business of the meeting will start with a Resolution to lay before members, the Annual Report and Accounts for the year ending 31 December 2008. Members who attend the AGM will have the opportunity to ask questions, regarding the Report & Accounts prior to the Resolution being proposed at the meeting.

Ordinary Resolution 2 – Directors' Remuneration Report

It is mandatory for all listed companies to put their Directors' Remuneration Report to an advisory vote, by the members. As this vote is advisory it does not effect the actual remuneration paid to any individual Director. The report is set out in full in the Annual Report and Accounts on pages 28 to 32.

Ordinary Resolution 3 – Final dividend

The Board has recommended a final dividend of 5.5 pence per ordinary share, in respect of the year ended 31 December 2008. Members will be asked to approve this payment and if approved the dividend will be payable on 11 June 2009, to those shareholders on the register of members at the close of business on 15 May 2009.

Ordinary Resolution 4a–4d – Re-election of Directors

These Resolutions deal with the re-election of Directors and the reasons for the re-election can be found within the Notice of Annual General Meeting, on page 3. Biographies of each of the Directors standing for re-election can be found in Appendix 2 on page 8. The Board of Directors have confirmed that the performance of all of the Directors standing for re-election, continues to be effective.

Ordinary Resolution 5 – Re-appointment of auditors

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

Ordinary Resolution 6 – Auditors' remuneration

This resolution asks members to authorise the Directors to set the auditors' remuneration.

Ordinary Resolution 7 – Renewal of authority to allot shares

This Resolution asks shareholders to renew, by Ordinary Resolution, the Directors' authority under Section 80 of the Companies Act 1985 ('the Act') to allot unissued shares and other 'relevant securities' as defined in the Act. This renewed authority will, if granted, expire on the date of the Annual General Meeting in 2010. In accordance with corporate governance best practice recommendations, the Directors' authority, if approved, will be limited to a maximum of 51,022,080 shares, equivalent to approximately one third of the issued share capital of the Company (as at 19 March 2009 being the latest practicable date prior to the publication of this document). The aggregate nominal value of this number of shares will, if the Resolution is passed, be the 'Section 80 amount' for the purposes of Article 9.5(c) of the Company's Articles of Association. There are no present plans to allot unissued shares other than in connection with employee share and incentive schemes. The Directors believe that they should have the authority proposed in the resolution in order to enable such allotments to take place to finance business opportunities as they arise.

Special Resolution 8 – Disapplication of pre-emption rights

If the Directors wish to allot unissued shares and other equity securities for cash, Section 89 of the Act requires that these shares are offered first to existing shareholders in proportion to their holdings. This is known as shareholders' pre-emption rights. There may however, be occasions, when the Directors need the flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. Section 95 of the Act allows a limited disapplication of these pre-emption rights in certain circumstances. Therefore, this Resolution, which will be proposed as a Special Resolution, renews the Directors' authority, which was granted at the 2008 AGM, to issue for cash up to 7,653,312 shares, equivalent to approximately 5 per cent of the issued share capital of the Company (as at 19 March 2009), without the shares first being offered to existing shareholders. The aggregate nominal value of this number of shares will, if the Resolution is passed, be the 'Section 89 Amount' for the purposes of Article 9.5(d) of the Company's Articles of Association.

The Resolution also confers authority to allot shares (and other equity securities) in connection with a rights issue or other issues where the securities are offered (subject to any exclusions or other arrangements as a result of legal or technical requirements) on a pre-emptive basis to ordinary shareholders. This Special Resolution will be proposed subject to Resolution 7 (referred to above) first being carried by the meeting and the authority sought, if granted, will be for the same period as that granted under Resolution 7.

Special Resolution 9 – Authority to purchase own shares in the market

The authority, under Section 166 of the Act, which will be proposed as a Special Resolution, would permit the Company to purchase on the London Stock Exchange up to 15,306,624 shares, which is equivalent to approximately 10% of the issued share capital of the Company (as at 19 March 2009) at not less than 6p per ordinary share, nor more than the higher of:

- 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days before the purchase is made; or
- the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003.

The Company was given authority at the 2008 AGM to make market purchases of up to 15,480,242 ordinary shares of 6p. The Company has not purchased any shares in the market, under this authority. However, under the authority granted at the 2007 AGM, a total of 5,318,600 ordinary shares of 6p were purchased for cancellation during 2008.

As the existing shareholder approval to purchase shares expires at the 2009 AGM, purchases after that date are subject to renewed shareholder approval which this Resolution seeks. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders.

The authority will expire at the conclusion of the Company's Annual General Meeting in 2010, at which time the Board expects to seek its renewal.

As at 19 March 2009, there were outstanding options to subscribe for shares, granted under all share option schemes operated by the Company, in respect of a total of 4,873,844 shares of the Company which, if exercised, would represent approximately 3.18% of the issued share capital of the Company. If the authority now being sought together with the existing authority to purchase shares granted at last year's AGM were exercised in full, such options, if exercised, would represent approximately 3.99% of the issued share capital of the Company.

Special Resolution 10 – 14 day notice period for Extraordinary General Meetings

At the 2008 AGM, new Articles of Association were adopted which include a provision allowing general meetings of the Company to be called on the minimum notice period provided for in the Companies Act 2006 ('the 2006 Act'). The minimum notice period is currently 14 days, with the exception of AGMs which must be called on 21 days' notice. The 2006 Act provisions relating to meetings are due to be amended with effect from August 2009, as a result of the UK implementation of the EU Shareholder Rights Directive. The final form regulations making the amendments had not been published, prior to the publication of this document. One of the amendments to be made will, in accordance with the Directive, increase the minimum notice period for listed company general meetings to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for AGMs), provided that two conditions are met. The first condition is that the company offers facilities for shareholders to vote by electronic means. It is not yet clear what this will require and the details will be set out in the final regulations when published. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The Board believes that it should ensure that the minimum period for notice of meetings of the Company can remain at 14 days after August 2009, in order to ensure that the company maintains a greater degree of flexibility, when seeking shareholder approval. The Board is therefore proposing Resolution 10 as a Special Resolution, to approve 14 days as the minimum period of notice for all general meetings of the Company, other than AGMs.

Ordinary Resolution 11 – Amendment of the Computacenter Performance Share Plan 2005

The Performance Share Plan 2005 is a share incentive scheme operated by the Company, and under the current scheme rules, the maximum value of shares that may be awarded under the Plan to an employee in a financial year, is 1 times base salary. This limit can be exceeded in exceptional circumstances, up to an absolute maximum of 2 times base salary. During 2008, the Committee reviewed the Performance Share Plan and considered market practices in relation to the individual limits on levels of awards. To provide additional flexibility, the Committee is seeking approval at the forthcoming Annual General Meeting, to increase the plan limits from 1 times to 2 times base salary, which can be exceeded in exceptional circumstances, to a maximum of 3 times base salary.

Appendix 2 to the Notice of Annual General Meeting

Directors standing for re-election – biographies

Philip Hulme (60)

Non-Executive Director

Philip founded Computacenter with Peter Ogden in 1981 and worked for the Company on a full-time basis until stepping down as Executive Chairman in 2001. He is a Director of Dealogic (Holdings) plc and was previously a Vice President and Director of the Boston Consulting Group.

Greg Lock (61)

Chairman

Greg is the Chairman of Kofax plc and a Non-Executive Director of private technology companies, Liberata and Target Group. He has more than 38 years' experience in the software and computer services industry, including four years as Chairman of SurfControl plc and, from 1998 to 2000, as General Manager of IBM's Global Industrial sector. Greg also served as a member of IBM's Worldwide Management Council and as a governor of the IBM Academy of Technology.

Peter Ogden (61)

Non-Executive Director

Peter founded Computacenter with Philip Hulme in 1981 and was Chairman of the Company until 1998, when he became a Non-Executive Director. He is Chairman of Dealogic (Holdings) plc and a Director of Atlas Capital Group. Prior to founding Computacenter, he was a Managing Director of Morgan Stanley and Co.

John Ormerod (60)

Non-Executive Director

John is the Senior Independent Director and Audit Committee Chairman of Misys plc, a Non-Executive Director of Gemalto NV, where he also chairs the Audit Committee, and a Non-Executive Director of ITV plc. John has held senior positions with Arthur Andersen and with Deloitte, where he was a member of the UK Executive Committee and elected Board. He is also a Director of several private companies.