
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Computacenter plc

Letter from the Chairman

and Notice of Annual General Meeting

2015

Computacenter plc

Registered in England No: 3110569

Registered Office

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



Computacenter
Enabling Users

To Ordinary Shareholders

9 April 2015

Dear Shareholder

Annual General Meeting 19 May 2015

I am pleased to be writing to you with details of our 2015 Annual General Meeting ('AGM'), which will be held on Tuesday 19 May 2015 at 11.00am, at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL.

Attached on pages 2 to 4 is the Notice setting out the business to be conducted at this year's AGM. An explanation of the business of the AGM can be found at Appendix 1 and Appendix 2, starting on page 5.

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

Resolutions 4a to 4g – Election and re-election of Directors

In accordance with the UK Corporate Governance Code, the Board has decided that all of the Directors will offer themselves for election or re-election, and resolutions 4a to 4g are to elect or re-elect them as Directors. Brief biographies of all of the Directors standing for election or re-election at the forthcoming AGM can be found on pages 46 and 47 of the 2014 Annual Report and Accounts.

Since the Company's 2014 AGM, the Board and each of its Directors has been subject to a formal evaluation process, further details of which can be found within the Corporate Governance report on pages 48 to 53 of the 2014 Annual Report and Accounts. I am pleased to confirm that the performance of each Director continues to be effective and that all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Resolution 7 – Extension of the Computacenter Performance Share Plan 2005

The Computacenter Performance Share Plan 2005 (the 'PSP') has been the main vehicle for the grant of long-term share incentives to senior executives since 2005 and has been very successful. However, it is due to expire and so approval is being sought at the AGM for the extension of that plan, subject to some changes, for a further 10 years.

The main change to the PSP is that the Remuneration Committee will now be able to reduce or delay payment of unvested awards or claim repayment of awards already paid out in certain circumstances such as on a mis-statement of results or a failure of risk management. A number of other changes are being made to bring the plan into line with current legislation or market practice, but these changes do not require shareholder approval. The key terms of the PSP, amended as proposed, are summarised in Appendix 2 to the Notice of Annual General Meeting.

Action to be taken – Form of Proxy

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the Form of Proxy as soon as possible in accordance with the instructions printed thereon. The Form of Proxy should be returned to Equiniti, the Company's Registrar, as soon as possible and, in any event, so as to be received not later than 11.00am on Friday 15 May 2015.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in notes 6 to 8 to the Notice of AGM on page 4. Communications giving voting instructions by electronic means must be received by Equiniti not later than 11.00am on Friday 15 May 2015.

Recommendation

The Directors consider that the proposals being put to the shareholders at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of AGM, as they intend to do in respect of their own interests (both beneficial and non-beneficial) amounting to 53,063,611 Ordinary Shares, representing approximately 43.26 per cent of the Company's issued share capital (as at 25 March 2015).



Greg Lock
Chairman

Notice of Annual General Meeting 2015

Notice is hereby given that the AGM of Computacenter plc will be held at 11.00am on Tuesday 19 May 2015 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 2014, together with the reports of the Directors and Auditor thereon.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Remuneration report for the year ended 31 December 2014, as set out on pages 63 and 67 to 74 respectively of the Annual Report and Accounts 2014.
3. To declare and approve a final dividend of 13.1 pence per ordinary share.
4. To elect or re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 4a. A F Conophy, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 4b. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 4c. G H Lock, who retires and being eligible, offers himself for re-election as Chairman and a Non-Executive Director of the Company.
 - 4d. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 4e. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 4f. R Stachelhaus, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 4g. T M Powell, who being eligible, offers himself for election as a Non-Executive Director of the Company.
5. To appoint KPMG LLP as the Company's Auditor to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
6. To authorise the Directors to agree the Auditor's remuneration.
7. To approve the extension of the Computacenter Performance Share Plan 2005, referred to in the Chairman's Letter, for a further 10 years from the date of the AGM, and the amendments to the rules of that plan summarised in Appendix 2 to the Notice of AGM and produced in draft to this Meeting and (for the purposes of identification) initialled by the Chairman, and to approve that the directors be authorised to establish further plans for the benefit of employees outside the UK based on that plan subject to such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation or overall participation in the main plan.

Special Business

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

8. As an Ordinary Resolution: that the Directors be given power under Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'), up to a nominal amount of £3,089,163.69, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2016, save that the Company shall be entitled to make offers or agreements before the expiry of such authority, which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
9. As a Special Resolution: that, subject to the passing of resolution 8 above, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash as if the pre-emption provisions of Section 561 of the said Act do not apply to such allotments. The power shall be limited to the allotments of equity securities specified in the preceding resolution 8, up to an aggregate nominal amount of £463,374.59 representing a maximum of 6,132,899 ordinary shares of 7½ pence each, for the period referred to in resolution 8, save that the Company shall be entitled to make offers or agreements before the expiry of such power, which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting 2015 continued

10. As a Special Resolution: that the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of 7½ pence each ('ordinary shares') in the capital of the Company provided that:
- a) the maximum aggregate number of ordinary shares which may be purchased is 12,265,797;
 - b) the minimum price which may be paid for each ordinary share is 7½ pence;
 - c) the maximum price (excluding expenses) which may be paid for any ordinary share, is the higher of:
 - i) an amount equal to 105 per cent of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
 - ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System (SETS); and
 - d) this authority shall expire at the conclusion of the AGM of the Company held in 2016, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

11. As a Special Resolution: that a general meeting (other than an AGM) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the AGM of the Company held in 2016.

**Computacenter plc
Registered Office**

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

By order of the Board



Simon Pereira
Company Secretary

25 March 2015

Notes relating to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the AGM is entitled to appoint another person(s) (a proxy) to exercise all or any of his or her rights to attend, speak and vote instead of him or her. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he or she shall specify the number of shares held by him or her in respect of which each proxy is entitled to exercise his or her rights. Where two or more proxies are received in respect of the same share and the same AGM, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.
3. A copy of this Notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 ('Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person. However, the Nominated Person may have a right, under an agreement between him or her and the member by whom he or she was nominated, to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person has no such proxy appointment right then he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
4. To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's Registrar not later than 11.00am on Friday 15 May 2015.
5. Only those shareholders registered in the Register of Members of the Company at 6.00pm on Friday 15 May 2015 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time or, if the AGM is adjourned, shareholders must be entered on the Company's Register of Members as at 6.00pm two business days prior to the time fixed for the adjourned AGM.
6. Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and entering their portfolio identification particulars then clicking on the link to vote. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.00am on Friday 15 May 2015. Please note that any electronic communication found to contain a computer virus will not be accepted.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and in respect of any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) no later than 11.00am on Friday 15 May 2015. For this purpose the time of receipt will be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee(s) through other means.
CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
Computacenter plc may treat as invalid any CREST Proxy Instruction it receives which falls within the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
8. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chairman's Letter and Form of Proxy) to communicate for any purposes other than those expressly stated.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
10. As at 25 March 2015 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 122,657,970 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 122,657,970.
11. A copy of the Company's Articles of Association, copies of the Directors' service contracts with the Company and the terms and conditions of the Non-Executive Directors are available for inspection at the Registered Office of the Company during usual business hours and will be available for inspection at the place of the AGM from 10.45am on the day of the AGM until the conclusion of the AGM.
12. Under Section 319A of the Companies Act 2006, a shareholder (or their proxy) has the right to ask questions in relation to the business being dealt with at the AGM. However, the Company is not obliged to answer a question raised at the AGM if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
13. Under Section 527 of the Companies Act 2006, shareholders who meet the threshold requirements that are set out in that section have the right to require the Company to publish, on a website, a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous AGM at which the Annual Report and Accounts were laid in accordance with Section 437. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with either Sections 527 or 528. Where the Company is required to place a statement on a website under Section 527, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 to publish on a website.
14. A copy of this Notice together with the other information required by Section 311A of the Companies Act 2006 may be found at www.computacenter.com/investors.

Appendix 1 To The Notice of Annual General Meeting

Explanation of the business of the Annual General Meeting

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

The business of the AGM will start with a resolution to lay before the shareholders, the financial statements for the year ended 31 December 2014 and the reports of the Directors and Auditor thereon. Shareholders who attend the AGM will have the opportunity to ask questions regarding the financial statements and the reports, prior to the resolution being proposed at the AGM.

Ordinary Resolution 2 – Annual Statement by the Chairman of the Remuneration Committee and Annual Remuneration report

Page 63 and pages 67 to 74 of the 2014 Annual Report and Accounts constitute the Annual Statement by the Chairman of the Remuneration Committee and the Annual Remuneration report respectively for the year ended 31 December 2014, which shareholders are now being asked to approve. This is an advisory vote, and will not affect the actual remuneration paid to any individual Director.

Ordinary Resolution 3 – Final dividend

The Board has recommended a final dividend of 13.1 pence per ordinary share, in respect of the year ended 31 December 2014. Members will be asked to approve this payment and if approved, the dividend will be payable on 19 June 2015, to those shareholders on the register of members at the close of business on 22 May 2015.

Ordinary Resolutions 4a to 4g – Election and Re-election of Directors

These resolutions deal with the election and re-election of Directors and the reasons for their election or re-election can be found within the Letter to Shareholders from the Chairman, Greg Lock. Biographies of each of the Directors standing for election and re-election can be found on pages 46 and 47 of the 2014 Annual Report and Accounts. With the exception of himself, the Chairman confirms that the performance of all of the Directors standing for election or re-election continues to be effective. Please note that as explained in the Company's 2014 Annual Report and Accounts, Minnow Powell will be standing for election to the Board for the first time, whilst Brian McBride and John Ormerod will have stepped down from the Board by the time of the AGM. The Non-Executive Directors confirm that the performance of the Chairman continues to be effective.

Ordinary Resolution 5 – Appointment of Auditor

Shareholders are being asked to confirm the appointment of KPMG LLP as the Company's Auditor, to hold office until the conclusion of the next AGM. This proposed change of Auditor was announced by the Company on 28 July 2014.

Ordinary Resolution 6 – Auditor's remuneration

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

Ordinary Resolution 7 – Extension of the Computacenter Performance Share Plan 2005

The Computacenter Performance Share Plan 2005 (the 'PSP') has been the main vehicle for the grant of long-term share incentives to senior executives since 2005 and has been very successful. However, it is due to expire and so approval is being sought at the AGM for the extension of that plan, subject to some changes, for a further 10 years.

The main change to the PSP is that the Remuneration Committee will now be able to reduce or delay payment of unvested awards or claim repayment of awards already paid out in certain circumstances such as on a mis-statement of results or a failure of risk management. A number of other changes are being made to bring the plan into line with current legislation or market practice but these changes do not require shareholder approval. The key terms of the PSP, amended as proposed, are summarised in Appendix 2 to the Notice of Annual General Meeting.

Copies of the rules of the PSP may be inspected at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ during usual business hours on weekdays (Saturdays and public holidays excluded) until the date of the meeting and also at the place of the general meeting for at least 15 minutes prior to, and during, the meeting.

Ordinary Resolution 8 – Renewal of authority to allot shares

This resolution asks shareholders to renew, by Ordinary Resolution, the Directors' authority under Section 551 of the Companies Act 2006 to allot unissued shares and to grant rights to subscribe for, or to convert any security into, shares in the Company. This resolution, as well as resolutions 9 and 10, are similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2016 or, if earlier, on 30 June 2016, although offers or agreements can be made before the expiry of that period, which might require for shares to be allotted or rights granted after the expiry of that period. In accordance with corporate governance best practice recommendations, the Directors' authority, if approved, will be limited to a maximum nominal amount of £3,089,163.69, representing a maximum of 40,885,990 Ordinary Shares, equivalent to approximately one-third of the issued share capital of the Company (as at

25 March 2015, being the latest practicable date prior to the publication of this document). 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 to enable such allotments to take place to finance business opportunities as they arise.

Special Resolution 9 – Disapplication of pre-emption rights

If the Directors wish to allot unissued shares and other equity securities for cash, Section 561 of the Companies Act 2006 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 be occasions, however, when the Directors need the flexibility to finance business opportunities as they arise without offering securities on a pre-emptive basis. The Companies Act 2006 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 2015 EGM, to issue for cash up to 6,132,899 ordinary shares, equivalent to approximately 5 per cent of the issued share capital of the Company (as at 25 March 2015), without the shares first being offered to existing shareholders. The Directors do not intend to issue more than 7.5 per cent of the issued ordinary shares on a non pre-emptive basis in any three year period.

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 8 (referred to above) first being carried by the AGM and the authority sought, if granted, will be for the same period as that granted under resolution 8.

Special Resolution 10 – Authority to purchase own shares in the market

The authority, under Section 701 of the Companies Act 2006, which will be proposed as a Special Resolution, would permit the Company to purchase, on the London Stock Exchange, up to 12,265,797 ordinary shares, which is equivalent to approximately 10 per cent of the issued share capital of the Company (as at 25 March 2015) at not less than 7⁵/₉ pence per ordinary share, nor more than the higher of:

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

The Company was given authority at the 2015 EGM to make market purchases of up to 12,265,797 ordinary shares. To date, no shares have been purchased under this authority. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders generally.

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

The authority will expire at the conclusion of the Company's AGM in 2016, at which time the Board expects to seek its renewal.

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

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

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

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

Appendix 2 To The Notice of Annual General Meeting

The Computacenter Performance Share Plan 2005

The principal terms of the Computacenter Performance Share Plan 2005 (the "Plan") are as follows:

Eligibility

All employees and executive directors of the Company (and any subsidiaries and designated associated companies) are eligible to participate in the Plan. Individuals will be selected for participation by the Remuneration Committee or its delegate (the "Committee") at its discretion.

Operation of the Plan

Awards under the Plan consist of a right to receive free shares automatically when the award vests or an option to acquire shares for an exercise price set by the Committee on grant (which may be nil).

If the Committee decides to grant awards of shares under the Plan in any year, it will normally do so within 42 days after the announcement of the Company's annual or interim results or its annual general meeting. Awards may not be granted after the tenth anniversary of the 2015 AGM.

Individual Limit

The maximum value of shares subject to awards under the Plan to an employee in a financial year will be twice base salary for that year. This limit may be exceeded in exceptional circumstances up to a maximum of four times base salary.

Clawback

The Committee can reduce or delay payment of unvested awards or claim repayment of awards already paid out in certain circumstances such as on a mis-statement of results or a failure of risk management.

Vesting

Awards will normally vest at the end of a period set by the board of Committee at the time of grant. The number of shares in respect of which an award vests may depend on the satisfaction of a performance target, which will also be determined by the Committee at the time the award is granted.

Options will be exercisable, to the extent they vest, for seven years from the date of vesting, after which they will lapse.

Plan Limits

In any ten year period, not more than 10% of the issued ordinary share capital of the Company may be issued or issuable under the Plan and all other employee share plans operated by the Company. In addition, in any ten year period, not more than 5% of the issued ordinary share capital in the Company may be issued or issuable under all discretionary share plans adopted by the Company. Awards which have lapsed do not count towards these limits and, for so long as the Committee regards it as best practice, shares transferred from treasury will be treated as newly issued for these purposes.

Leaving during the performance period

Generally, if a participant leaves Computacenter before his award has vested, he will not receive any shares and his award will lapse on leaving.

However, if he leaves because of ill-health, injury or disability, retirement with the agreement of the Company, the sale of his employer, redundancy, or any other reason at the Committee's discretion, his award will continue in effect but, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that he left early. Alternatively, the Committee may decide that his award will vest on or at any time after leaving, subject to performance conditions and reduced on a pro-rata basis.

On death, awards will vest irrespective of the satisfaction of the performance target but normally will be pro rated for time.

Takeovers and other transactions

In the event of a reconstruction or takeover of the Company, awards will vest early to the extent that any performance condition is then satisfied. The number of shares vesting will also be reduced to reflect the fact that it is vesting early.

Alternatively, the Company and the acquiring company may allow or require awards to be exchanged for equivalent awards over shares in the acquiring company.

The Committee may allow awards to vest if there is a demerger, special dividend or other transaction which, in the opinion of the Committee would affect the current or future value of any Award. The award will vest on the same basis as it would on a takeover.

Amendment

The rules governing the Plan can be amended by the Committee as it thinks fit. However, the provisions relating to the eligibility of employees, the plan limits, the individual limit for each participant, rights attaching to awards or shares, the adjustment of awards in the event of a variation of share capital and the amendment powers cannot be altered to the advantage of participants without the prior approval of shareholders.

However, if the amendments are minor and are designed to benefit the administration of the Plan, to comply with legislation, to take account of a change in legislation or to obtain or maintain favourable exchange control, tax or regulatory treatment for participants or for the Company or any group company then shareholder approval is not required. Subject to the directors' remuneration policy, the Committee can also waive or change a performance condition in accordance with its terms or if anything happens which causes it reasonably to consider it appropriate.

The Committee may amend the rules of the Plan to take account of or to mitigate or to comply with overseas taxation, securities laws, exchange control laws or other laws.

General

Awards are not pensionable and not transferable.

Any shares issued under the Plan rank equally with shares of the same class.

If there is a rights issue, demerger or other variation in the share capital of the Company, or any other corporate event which affects awards, the Committee may vary the number or type of shares comprised in an award and/or the exercise price of an option as it thinks appropriate.

Computacenter plc
Registered in England No: 3110569

Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

