
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

2016

COMPUTACENTER PLC

Registered in England No: 3110569

REGISTERED OFFICE

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



To ordinary shareholders

13 April 2016

Dear Shareholder,

ANNUAL GENERAL MEETING 19 MAY 2016

I am pleased to be writing to you with details of our 2016 Annual General Meeting ('AGM'). This will be held on Thursday 19 May 2016 at 9.00am, at the offices of the Company's lawyers Linklaters LLP, at One Silk Street, London EC2Y 8HQ.

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 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 3A TO 3H – 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 3a to 3h 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 54 and 55 of the 2015 Annual Report and Accounts.

Since the Company's 2015 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 56 to 61 of the 2015 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.

DIVIDEND

Ahead of changes to dividend taxation which took effect on 6 April 2016, on 11 March 2016 the Company announced a second interim dividend for 2015 (the 'Second Interim Dividend') of 15.0 pence per share, in lieu of a final dividend for 2015. The Second Interim Dividend was paid on 5 April 2016. Following the payment of a first interim dividend for 2015 of 6.4 pence per share on 16 October 2015, the total dividend per share for 2015 was 21.4 pence per share.

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 9.00am on Tuesday 17 May 2016.

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 3. Communications giving voting instructions by electronic means must be received by Equiniti not later than 9.00am on Tuesday 17 May 2016.

RECOMMENDATION

The Directors consider that the proposals being put to 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 53,185,855 Ordinary Shares, representing approximately 43.35 per cent of the Company's issued share capital (as at 24 March 2016).



Greg Lock
Chairman

Notice is hereby given that the AGM of Computacenter plc will be held at 9.00am on Thursday 19 May 2016 at Linklaters LLP, One Silk Street, London EC2Y 8HQ for the following purposes:

ORDINARY BUSINESS

1. To receive the financial statements for the year ended 31 December 2015, 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 2015, as set out on pages 71 and 75 to 84 respectively of the 2015 Annual Report and Accounts.
3. To elect or re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 3a. A F Conophy, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 3b. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 3c. G H Lock, who retires and being eligible, offers himself for re-election as Chairman and a Non-Executive Director of the Company.
 - 3d. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 3e. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 3f. R Stachelhaus, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 3g. T M Powell, who being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 3h. P E Yea, who being eligible, offers himself for election as a Non-Executive Director of the Company.
4. To re-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.
5. To authorise the Directors to agree the Auditor's remuneration.

SPECIAL BUSINESS

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

6. 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 £3,089,919.24, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2017, 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.
7. As a Special Resolution: that, subject to the passing of resolution 6, 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 6, up to an aggregate nominal amount of £463,487.85 representing a maximum of 6,134,398 ordinary shares of 7⁵/₈ pence each, for the period referred to in resolution 6, 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.

8. 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 7⁵/₈ 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 12,268,797;
 - b) the minimum price which may be paid for each ordinary share is 7⁵/₈ 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 stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards to exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
 - d) this authority shall expire at the conclusion of the AGM of the Company held in 2017, 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).
9. 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 2017.

Computacenter plc
Registered Office
 Hatfield Avenue
 Hatfield
 Hertfordshire
 AL10 9TW

By order of the Board



Simon Pereira
 Company Secretary

24 March 2016

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 9.00am on Tuesday 17 May 2016.
5. Only those shareholders registered in the Register of Members of the Company at 6.00pm on Tuesday 17 May 2016 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 9.00am on Tuesday 17 May 2016. 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 9.00am on Tuesday 17 May 2016. 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 24 March 2016 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 122,687,970 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 122,687,970.

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 8.45am 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.

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 2015 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 71 and pages 75 to 84 of the 2015 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 2015, 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 Resolutions 3a to 3h – 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, and in more detail at pages 56 to 61 of the 2015 Annual Report and Accounts. Biographies of each of the Directors standing for election and re-election can be found on pages 54 and 55 of the 2015 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 2015 Annual Report and Accounts, Philip Yea will be standing for election to the Board for the first time. The Non-Executive Directors confirm that the performance of the Chairman continues to be effective.

Ordinary Resolution 4 – Re-appointment of Auditor

Shareholders are being asked to confirm the re-appointment of KPMG LLP as the Company's Auditor, to hold office until the conclusion of the next AGM.

Ordinary Resolution 5 – Auditor's remuneration

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

Ordinary Resolution 6 – 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 7 and 8, are similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2017 or, if earlier, on 30 June 2017, 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 £3,089,919.24, representing a maximum of 40,895,990 Ordinary Shares, equivalent to approximately one-third of the issued share capital of the Company (as at 24 March 2016, 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 7 – 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. The purpose of resolution 7 is to authorise the Directors to allot new shares pursuant to the authority given by resolution 6 up to a nominal value of £463,487.85, equivalent to five per cent of the total issued ordinary share capital of the Company (as at 24 March 2016), without the shares first being offered to existing shareholders in proportion to their existing holdings.

This special resolution will be proposed subject to resolution 6 first being carried by the AGM and the authority sought, if granted, will be for the same period as that granted under resolution 6.

The Board does not intend to allot shares for cash on a non pre-emptive basis pursuant to the authority in resolution 7:

- (i) in excess of an amount equal to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders.

Special Resolution 8 – 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 12,268,797 ordinary shares, which is equivalent to approximately 10 per cent of the issued share capital of the Company (as at 24 March 2016) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

The Company was given authority at the 2015 AGM 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 2017, at which time the Board expects to seek its renewal.

Special Resolution 9 – 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 clear 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 clear 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 clear 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 clear days’ as the minimum period of notice for all General Meetings of the Company, other than AGMs.

