COMPUTACENTER'S REMUNERATION POLICY REPORT

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

It is intended that the Policy will be put before shareholders for approval by way of a binding vote at the Company's EGM on 12 February 2018. If approved by shareholders, the Policy will have effect immediately thereafter. Prior to that date, the Company's existing remuneration policy will continue to apply.

The only change made compared to the remuneration policy approved at the 2017 AGM on 4 May 2017 has been to include the benefits section of the policy table that was, due to an administrative error, omitted from the version approved at the 2017 AGM.

Policy Table

Base salary	
Purpose and link to strategy	Supports the recruitment and retention of executives of the calibre required to deliver the Group's strategy.
Operation	Base salaries are paid in cash and reflect an individual's responsibilities, performance, skills and experience. Normally reviewed annually with any changes effective on 1 January, taking into account the level of pay settlements across Computacenter Group, the performance of the business and general market conditions. Salary levels at other organisations of a similar size, complexity and business orientation will be reviewed for guidance. A review may not necessarily result in an increase in base salary. An exceptional review may take place to reflect a change in the scale or scope of a Director's role, for example: a major acquisition. Salary levels for the current Executive Directors for the 2017 financial year are: Group Chief Executive Officer: £525,000 Group Finance Director: £340,000
Maximum opportunity	There is no prescribed maximum base salary or maximum annual increase. Ordinarily any salary increase will reflect our standard approach to increases for other employees in the Group. Higher increases may be considered in certain circumstances as required, for example, to reflect: • an increase in scope of role or responsibility; • performance in role; or • an Executive Director being moved to appropriate market positioning over time.
Performance measures	Individual and business performance is taken into consideration when deciding salary levels.

Annual bonus	
Purpose and link to strategy	To incentivise the delivery of annual, short-term, stretching financial and non-financial objectives. To align pay costs to affordability and the value delivered to shareholders.
Operation	Performance measures and targets are set at the beginning of each financial year. Performance is normally assessed over one financial year. For the bonus paid in respect of 2017 onwards 50 per cent will be paid in cash and 50 per cent will be deferred into Computacenter shares, with half the shares payable after one year and the remaining half after two years. Deferred awards will include the right to receive dividend equivalents. Malus and clawback provisions will apply, as set out in the notes to this table. The Committee has discretion to vary bonus payments downwards or upwards if it considers the outcome would not be a fair and complete reflection of the performance achieved by the Group and/or the Executive Director(s). To the extent that this discretion is exercised, this will be disclosed in the relevant Directors' Remuneration Report and may be the subject of shareholder consultation if deemed appropriate.
Maximum opportunity	The maximum annual bonus opportunity is 150 per cent of base salary. In 2017 the maximum bonus opportunity will be 125 per cent of salary for the CEO, Mike Norris and 100 per cent of salary for the FD, Tony Conophy. Increases above the current opportunities, up to the maximum limit may be made to take account of individual circumstances, which may include an increase in the size or scope of role or responsibility.

Performance measures	Financial measures will normally be used to calculate at least a majority of bonus achievement and the remainder of annual bonus will normally be attributed to non-financial measures. Financial measures may include profitability, cost management, cash management and other appropriate measures. Non-financial targets will be stretching targets set by the Committee linked to the delivery of our strategy and the Executive Directors' personal objectives for the year. Targets are reviewed and approved annually by the Committee to ensure that they are stretching and adequately reflect the strategic aims of the Group. The Committee determines the threshold and target payout levels each year taking into account the level of stretch in the targets set. The level of award which is payable for threshold performance will not normally exceed 40 per cent of the maximum opportunity.

Performance Share Plan (PSP)	
Purpose and link to strategy	To align the interests of Executive Directors and shareholders. To incentivise the achievement of longer-term profitability and returns to shareholders, and growth of earnings in a stable and sustainable manner.
Operation	Awards of nil-cost options (or equivalent) which are granted on a discretionary basis and will normally vest subject to performance and continued employment at the end of a performance period of at least three years. PSP shares will normally be subject to a two-year holding period following vesting. The shares held during the holding period will include the right to receive dividend equivalents. The Committee reviews the performance criteria, targets and weightings prior to each grant in line with business priorities to ensure they are challenging and fair. The Committee has discretion to vary the percentage of awards vesting downwards or upwards if it considers that the outcome would otherwise not be a fair and complete reflection of performance over the plan cycle. Awards are subject to a malus and clawback provision as set out in the notes to this table.
Maximum opportunity	The maximum opportunity under the plan is 200 per cent of annual base salary or 400 per cent of annual base salary in exceptional circumstances. The maximum face value of annual awards granted in 2017 will be 200 per cent of salary for the CEO and 175 per cent of salary for the FD. For achievement of a threshold performance level (which is the minimum level of performance that results in any part of an award vesting), no more than 25 per cent of the award will vest.
Performance measures	Earnings per share is currently the primary measure for our Performance Share Plan, but the Committee may exercise its discretion to introduce additional or alternative measures which are aligned to the delivery of the business strategy. Details of the performance conditions applied to awards granted in the year under review and to be granted in the forthcoming year are set out in the Annual Remuneration Report for the relevant year.

Retirement benefits	
Purpose and link to strategy	To provide an income for retirement.
Operation	No special arrangements are made for Executive Directors who are entitled to become members of the Group's defined contribution pension scheme, which is open to all UK employees or the pension plan relevant to the country where they are employed if different. If the Executive Director so chooses, he/she may take some or all of the pension contribution as a cash alternative, which will be the same percentage of salary as the pension contribution foregone.
Maximum opportunity	Pension contributions or allowances will not exceed 15 per cent of base salary.
Performance measures	N/A

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

Chairman and Non-Executive Director fees	
Purpose and link to strategy	To ensure that the Group is able to attract and retain experienced and skilled Non-Executive Directors.
Operation	Fee levels are determined with reference to those paid by other companies of similar size and complexity and taking into account the scope of responsibilities and the amount of time that is expected to be devoted during the year. No individual is involved in the process of setting his/her own remuneration. Fee levels are normally reviewed every two years and are next due for review in 2018. They may also be increased on an ongoing or temporary basis to take into account changes in the working of the Board. The Chairman of the Board receives a fixed fee. Other Non-Executive Directors receive a basic fee and additional fees are payable for the Chairmanship of Board Committees and for the additional responsibility of being the Senior Independent Director. Fees are normally paid in cash. Travel expenses and hotel costs, including any tax due, are also paid where necessary. 2017 fee levels for the incumbents are as follows: Non-Executive Chairman: £195,000 Non-Executive Director base fee: £50,000 Supplementary fees: Senior Independent Director: £6,000 Audit Committee Chair: £16,000 Remuneration Committee Chair: £10,000
Maximum opportunity	Non-Executive Directors do not participate in any of the Group's incentive arrangements or share schemes and are not eligible for pension or other benefits. Maximum in line with the Company's Articles of Association.
Performance measures	The Chairman of the Board will review individual contributions annually and every three years an independent Board Effectiveness review will be conducted.

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

Malus and clawback
Malus and clawback provisions apply to the annual bonus and performance share plan as follows:

Annual bonus
- Malus and/or clawback may apply for two years in the event of a material misstatement of the Group's accounts for the relevant bonus year or in cases of gross misconduct.

Performance Share Plan
Malus may apply prior to vesting in the event of:
- a material misstatement of results; or
- poor risk management resulting in a material reduction in profit; or
- some other substantial reason that the Committee deems appropriate.

Clawback may apply at any time prior to the fifth anniversary of grant in the event of:
- an overpayment to the participant; or
- if the participant leaves in circumstances which, had all the facts been known, would have resulted in the award lapsing.

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

The Committee reviews potential performance criteria and targets for the annual bonus and PSP annually, resulting in the performance criteria structure outlined in the Policy.

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

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

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

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

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

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

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

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

The Group consulted with its major shareholders during the second half of the year on the proposed Remuneration Policy.

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

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

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

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

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

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

Service contracts
The Directors' service contracts and letters of appointment are available for inspection at our registered office during normal hours of business and will also be available at our AGM to be held on 4 May 2017.

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

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

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

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

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

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

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

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

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

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

In the event of a takeover or winding-up of Computacenter which is not part of an internal reorganisation of the Group, awards may also vest to the extent determined by the Committee taking into account the period that has elapsed since the awards were granted, and the performance achieved by the Executive Director against any applicable performance targets. Early vesting may also be permitted in the event of a demerger or other transaction which in the Committee's opinion would affect the value of awards. Where the Executive Director participates in one or more of the Company's all-employee share schemes, awards may vest upon termination in accordance with applicable scheme rules.

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

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

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

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

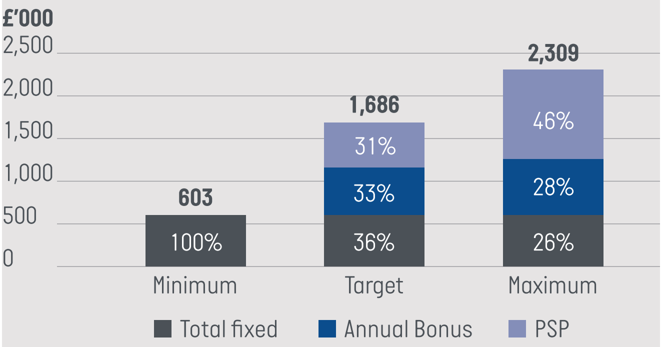
Notwithstanding the restrictions laid out in the Policy, where the Company has made a commitment to a Director which:
- was in accordance with the then prevailing remuneration policy at the time that the commitment was made; and/or
- was made before the Director became a Director; and/or
- was made before the rules on binding votes on remuneration policies came into effect,

the Company will continue to give effect to it, even if it is inconsistent with the Remuneration Policy of the Company which is in effect at that time.

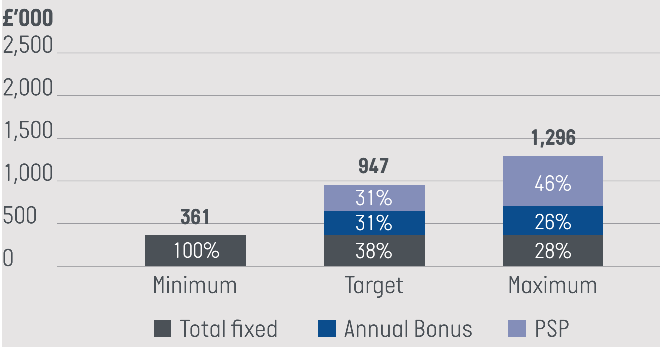
Earlier remuneration policies of the Company will continue to apply in relation to awards granted under any company PSP and options granted under the Company's all-employee Sharesave Scheme, prior to the approval of the Policy, as these may be granted under one policy and vest or be exercised under a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

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

Group CEO – Mike Norris
Total Remuneration (£)



Group FD – Tony Conophy
Total Remuneration (£)



The charts above show the level of remuneration that is projected to be received by the Directors above in accordance with the Directors' Remuneration Policy in the year 2017. The charts above show three outcome scenarios: (a) Minimum receivable pay (b) In line with performance expectations, and (c) Maximum remuneration achievable.

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

Minimum pay receivable
- Only total fixed pay is received (i.e. base salary, benefits and pension), and there is no vesting of any of Computacenter's variable pay schemes;
- Benefits are those projected to be received by the Executive Director in 2017; and
- Pension is measured by applying a cash in lieu rate against salary in 2017.

On-target
This is based on what an Executive Director would receive if performance was in line with the Company's expectations, which would result in the following scenario:
- Fixed pay is received;
- Annual bonus pays out at 85 per cent of total potential bonus award for performance in line with expectations; and
- PSP award pays out at 50 per cent of maximum.

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

It should be noted that, as required by the regulations, performance share plan awards are set out at face value, with no share price growth assumptions.