

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Computacenter plc

**Letter from the Chairman and
Notice of Annual General Meeting**

2010



Computacenter plc
Registered in England No: 3110569

Registered Office

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

TO ORDINARY SHAREHOLDERS

8 April 2010

Dear Shareholder

Annual General Meeting 14 May 2010

I am pleased to be writing to you with details of our 2010 Annual General Meeting ('AGM'), which will be held on Friday 14 May 2010 at 11.00am, at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL.

Attached on pages 3 to 5 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 in Appendix 1, starting on page 6.

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

Dividend

This year the Board decided to pay an additional interim dividend of 8.0 pence per share, which was paid to shareholders on 1 April 2010. The additional interim dividend was paid in lieu of a final dividend and therefore, this year, shareholders are not being asked to approve a final dividend.

Resolutions 3a to 3d – Re-election of Directors

The Directors retiring from office at the AGM are Philip Hulme, Ian Lewis, Mike Norris and Peter Ogden. Being eligible, they offer themselves for re-election and Resolutions 3a to 3d are to re-elect them as Directors. Appendix 2, which can be found on page 8, provides brief biographies of all of the Directors standing for re-election at the forthcoming AGM.

Each of the Directors standing for re-election has been subject to a formal evaluation process, further details of which can be found within the Corporate Governance Section on pages 29 to 33 of the 2009 Annual Report and Accounts. I am pleased to confirm that the Board considers that the performance of each of the Directors standing for re-election continues to be effective and that all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Cliff Preddy, an independent Non-Executive Director, is retiring by rotation at the forthcoming AGM, but is not standing for re-election. Cliff has been a Director of the Company for over eight years and during this period has played an important role in the development of the Group. The Board would like to thank Cliff for the contribution he has made to the Group and wish him the very best for the future.

Action to be taken – Form of proxy

You will find enclosed a form of proxy for use at the Meeting. 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 registrars, as soon as possible and in any event so as to be received not later than 48 hours before the time of the meeting.

Alternatively, shareholders may register proxy vote instructions by electronic means. If you wish to register your voting instructions in this way, please refer to the guidance set out in Notes 6 to 8 to the Notice of Meeting on pages 3 to 5. Communications giving voting instructions by electronic means must be received by Equiniti not later than 48 hours before the time of the meeting.

Recommendation

The Directors consider that the proposals being put to the shareholders at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions set out in the attached Notice of Meeting, as they intend to do in respect of their own interests (both beneficial and non-beneficial) amounting to 68,736,222 Ordinary Shares, representing approximately 44.7 per cent of the Company's issued share capital (as at 19 March 2010).



Greg Lock
Chairman

NOTICE OF ANNUAL GENERAL MEETING 2010

Notice is hereby given that the AGM of Computacenter plc will be held at 11.00am on Friday 14 May 2010 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 2009, together with the reports of the Directors and Auditor thereon.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2009.
3. To re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 3a. PW Hulme, who retires in accordance with the Combined Code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 3b. IJ Lewis, who retires by rotation and, being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 3c. MJ Norris, who retires by rotation and, being eligible, offers himself for re-election as an Executive Director of the Company.
 - 3d. PJ Ogden, who retires in accordance with the Combined Code having been in office for a continuous period of more than nine years and, being eligible, offers himself for re-election as a Non-Executive Director of the Company.
4. To re-appoint Ernst & Young 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 £3,076,996, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2011, 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 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 preceding Resolution 6, up to an aggregate nominal amount of £461,549 representing a maximum of 7,692,490 Ordinary Shares of 6 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 6 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 15,384,979;
 - b) the minimum price which may be paid for each Ordinary Share is 6 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 2011, 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).

Notice of Annual General Meeting 2010 continued

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 2011.
10. As an Ordinary Resolution: that 192,307,692 Redeemable B Shares of 39 pence each in the capital of the Company, which have not been taken or agreed to be taken at the date of this resolution, be cancelled so that the authorised share capital of the Company be reduced by £74,999,999.88 to £24,999,999.96.
11. As a Special Resolution: that the Articles of Association as set out in the form produced to the Meeting, and initialled by the Chairman for the purposes of identification, be adopted as the Articles of Association of the Company, in substitution for and to the exclusion of the existing Articles of Association of the Company, as deemed to be altered by Section 28 of the Companies Act 2006.

Computacenter plc Registered Office

Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW

By order of the Board



Stephen Benadé
Company Secretary
19 March 2010

Notes relating to the Notice of Annual General Meeting:

1. *A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (a proxy) to exercise all or any of his rights to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he shall specify the number of shares held by him in respect of which each proxy is entitled to exercise his rights. Where two or more proxies are received in respect of the same share and the same meeting, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company.*
2. *A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.*
3. *A copy of this notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a Nominated Person). The rights to appoint a proxy cannot be exercised by a Nominated Person, however the Nominated Person may have a right, under an agreement between him and the member by whom he was nominated, to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person has no such proxy appointment right then he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.*
4. *To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's registrars not later than 11.00am on Wednesday 12 May 2010.*
5. *Only those shareholders registered in the Register of Members of the Company at 6.00pm on Wednesday 12 May 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their names at that time or, if the meeting is adjourned, shareholders must be entered on the Company's Register of Members as at 6.00pm two days prior to the time fixed for the adjourned meeting.*
6. *Shareholders who prefer to register the appointment of their proxy electronically via the internet may do so through Equiniti's website at www.sharevote.co.uk, where full instructions on the procedure are provided. The personal reference number, card ID and account number printed on the form of proxy will be required to enable a shareholder to use this electronic system or proxy appointment. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, may appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and entering their portfolio identification particulars then clicking on the link to vote under your Computacenter holding details. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received later than 11.00am on Wednesday 12 May 2010. 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. 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 7RA01) by no later than 11.00am on Wednesday 12 May 2010. 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 19 March 2010 (being the latest practicable date before the publication of this document) the Company's issued share capital consists of 153,849,793 Ordinary Shares of 6 pence each, carrying one vote each. The Company does not hold any Ordinary Shares in the capital of the Company in treasury. Therefore, the total voting rights in the Company are 153,849,793.*
11. *A copy of the Company's Articles of Association and copies of the Directors' service contracts with the Company and the terms and conditions of the Non-Executive Directors are available for inspection at the Registered Office of the Company during usual business hours and will be available for inspection at the place of the meeting from 10.45am on the day of the meeting until the conclusion of the meeting.*
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 meeting. However, the Company is not obliged to answer a question raised at the meeting if: (i) to do so would interfere unduly with the preparation for the meeting 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 meeting 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 meeting at which the annual reports 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 Auditors 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.*

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 Auditors thereon

The business of the meeting will start with a resolution to lay before the shareholders, the financial statements for the year ended 31 December 2009 and the reports of the Directors and Auditors 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 meeting.

Ordinary Resolution 2 – Directors' Remuneration Report

It is mandatory for all listed companies to put their Report on Directors' Remuneration to an advisory vote by the shareholders. As this vote is advisory, it does not affect the actual remuneration paid to any individual Director. The report is set out in full on pages 34 to 39 of the Annual Report and Accounts.

Ordinary Resolution 3a to 3d – Re-election of Directors

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

Ordinary Resolution 4 – Re-appointment of Auditor

Shareholders are being asked to confirm the re-appointment of Ernst & Young 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 last year, although the wording in the resolutions has changed to reflect the final parts of the Companies Act 2006 which came into force on 1 October 2009. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2011 or, if earlier, on 30 June 2011, 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 £3,076,996, representing a maximum of 51,283,264 Ordinary Shares of 6 pence each, equivalent to approximately one third of the issued share capital of the Company (as at 19 March 2010, 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. Therefore this resolution, which will be proposed as a Special Resolution, renews the Directors' authority, which was granted at the 2009 AGM, to issue for cash up to 7,692,490 Ordinary Shares of 6 pence each, equivalent to approximately 5 per cent of the issued share capital of the Company (as at 19 March 2010), 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 6 (referred to above) first being carried by the meeting and the authority sought, if granted, will be for the same period as that granted under Resolution 6.

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 15,384,979 Ordinary Shares of 6 pence each, which is equivalent to approximately 10 per cent of the issued share capital of the Company (as at 19 March 2010) at not less than 6 pence per Ordinary Share, nor more than the higher of:

- 5 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 2009 AGM to make market purchases of up to 15,306,624 Ordinary Shares of 6 pence; however, this authority has not been exercised. As the existing shareholder approval to purchase shares expires at the 2010 AGM, purchases after that date are subject to renewed shareholder approval at the AGM. 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 Annual General Meeting in 2011, at which time the Board expects to seek its renewal.

As at 19 March 2010, there were outstanding options to subscribe for shares, granted under all share option schemes operated by the Company, in respect of a total of 4,618,277 shares of the Company which, if exercised, would represent approximately 3 per cent of the issued share capital of the Company. If the authority now being sought together with the existing authority to purchase shares granted at last year's AGM were exercised in full, such options, if exercised, would represent approximately 3.75 per cent of the issued share capital of the Company.

Special Resolution 9 – 14 days' notice period for General Meetings

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, increased the notice period required for General Meetings of the Company to 21 days, unless shareholders approve a shorter notice period of not less than 14 days. AGMs will continue to be held on at least 21 days' notice.

At the 2009 AGM, in contemplation of the Shareholders' Rights Regulations being implemented, a special resolution was passed to authorise the convening of General Meetings, other than AGMs, on a notice period of not less than 14 days. That authority expires at the conclusion of this year's AGM. In order to preserve this ability, the shareholders are being asked to renew the authority, until 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 should be maintained, in order to ensure that the Company has 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.

Ordinary Resolution 10 – Cancellation of the Redeemable B Shares

The Company used to have in issue Redeemable B Shares of 39 pence each, but all of these shares have now been redeemed. However, 192,307,692 unissued Redeemable B Shares form part of the Company's current authorised share capital, which could be issued. This resolution cancels these shares and therefore reduces the Company's authorised share capital accordingly. It should be noted that upon the passing of Resolution 11, to adopt the new Articles of Association, the Company will cease to have an authorised share capital.

Special Resolution 11 – Adoption of new Articles of Association

The Company adopted its current version of its Articles of Association at the AGM held on 16 May 2008. The amendments adopted then were to reflect changes that had already been introduced by the Companies Act 2006 or were due to be introduced on 1 October 2008. As mentioned in the Notice of the 2008 AGM, further amendments would be required to the Articles of Association, with the Companies Act 2006 being fully implemented on 1 October 2009. Therefore the Company proposes to adopt new Articles of Association to reflect both changes that have been made to the Companies Act 2006 (principally by the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009) and those provisions of the Companies Act 2006 that have come into force since 1 October 2008. A copy of the proposed Articles of Association will be available for inspection at the Company's London office, which is located at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL, from the date of this letter up until the AGM. A copy may be downloaded from the Company's website (www.computacenter.com) under the AGM option on the Investors Relations menu. Alternatively, a copy will also be available 15 minutes prior to, and during, the AGM. A summary of the principal changes to the Articles of Association is set out in Appendix 3 to this Notice.

APPENDIX 2 TO THE NOTICE OF ANNUAL GENERAL MEETING

Directors standing for re-election – Biographies

Philip Hulme (61)

Non-Executive Director

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

Ian Lewis (49)

Independent Non-Executive Director

Ian is Director of the University Computing Service at the University of Cambridge. During his career he has held a number of senior positions, including First Vice President and Global Chief Technology Officer of Merrill Lynch's Investment Banking and Sales division and Global CTO at Dresdner Kleinwort Wasserstein Investment Banking.

Mike Norris (48)

Chief Executive Officer

Mike graduated with a degree in computer science and mathematics from East Anglia University in 1983. He joined Computacenter in 1984 as a salesman in the City office. In 1986 he was Computacenter's top national account manager. Following appointments as Regional Manager for London operations in 1988 and General Manager of the Systems Division in 1992, with full national sales and marketing responsibilities, he became Chief Executive in December 1994 with responsibility for all day-to-day activities and reporting channels across Computacenter.

Peter Ogden (62)

Non-Executive Director

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

APPENDIX 3 TO THE NOTICE OF ANNUAL GENERAL MEETING

Adoption of new Articles of Association (the 'New Articles')

The principal changes introduced in the Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 (the '2006 Act'), have not been noted. The Articles showing all the changes to the current Articles of Association are available for inspection, as noted on page 7 of this document.

The Company's Memorandum of Association

The provisions regulating the operation of the Company are currently set out in the Company's Memorandum and Articles of Association. The Memorandum of Association contains, amongst other things, the objects clause which sets out the scope of activities that the Company is authorised to undertake. The objects clause was drafted to give the Company a wide scope in what it is authorised to do. The Memorandum of Association also states the Company's authorised share capital, being the maximum number of shares that the Company can have in issue.

The 2006 Act significantly reduced the constitutional significance of a company's memorandum of association. In particular, the 2006 Act only requires the memorandum of association to record the names of the persons who subscribe to have the company formed and the number of shares that they take on formation. All other provisions that were contained in the memorandum of association, including the objects clause and the authorised share capital, since 1 October 2009, have been deemed to be contained in a company's articles of association, although some of these provisions can be removed by Special Resolution.

The 2006 Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This removes the need for a company to have an objects clause. For this reason, the Company is proposing to remove its objects clause and its authorised share capital which, by virtue of the 2006 Act, have been treated as forming part of the Company's Articles of Association since 1 October 2009. Resolution 11 confirms this removal. However, one effect of this removal is the statement regarding the Company's limited liability, which was also contained in the Company's Memorandum of Association and will also be removed. Therefore, the New Articles include a new statement regarding the limited liability of the Company's shareholders.

Articles which duplicate statutory provisions

Provisions in the Company's current Articles of Association, such as regarding the Company's share capital and powers to allot shares, which replicate provisions contained in the 2006 Act, have been, in the main, removed in the New Articles. This is consistent with the approach taken by other companies and as advocated by the UK government, that statutory provisions should not be duplicated in a company's constitution.

Authorised share capital and unissued shares

The 2006 Act abolished the requirement for a company to have an authorised share capital and the New Articles reflect this. However, the 2006 Act still requires authority to be obtained before the Directors may allot any shares, other than in respect of employee share schemes (see Resolution 6 seeking such authority).

Redeemable shares

Under the 2006 Act, the articles of association need not include the terms on which redeemable shares may be redeemed. Should, in the future, the Directors wish to issue redeemable shares again, the 2006 Act enables the Directors to determine such matters, provided they are so authorised by the articles of association. The New Articles retain such an authorisation, although specific authority to allot redeemable shares would still need to be obtained from the shareholders in the usual way. The Company has no current plans to issue redeemable shares.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company was required to have specific provisions in its articles of association in order to be able to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as the necessary shareholder authority to take such action. Such provisions are contained in the Company's current Articles of Association. However, the 2006 Act no longer requires such provisions to be contained in the articles of association, although shareholder authority is still required to effect such things. The relevant provisions have, therefore, been removed from the New Articles.

Eligibility to attend and vote at General Meetings or to appoint a proxy to attend and vote at such meetings or to revoke their appointment

The 2006 Act permits for part of a day, that is not a working day (i.e. a bank holiday or a day that falls at the weekend), to be excluded from both the 48 hour deadline before a General Meeting to be on the Register of Members to be eligible to attend and vote at the meeting or to appoint a proxy to attend and vote at such a meeting or revoke their appointment. The New Articles now exclude a part of a day, that is not a working day, from the respective 48 hour deadlines.

Closure of Register of Members

The current Articles of Association permit the Company, with the consent of CREST, to suspend the registration of share transfers for up to 30 days in any year. The 2006 Act no longer permits this and requires share transfers to be registered as soon as practicable. Therefore, this provision has been removed from the New Articles.

Appendix 3 to the Notice of Annual General Meeting continued

Multiple locations for General Meetings

It is now possible under the 2006 Act, if the articles of association permit it, for a General Meeting to be held in multiple locations, with such locations connected by electronic means. The New Articles enable such meetings to be held, provided that a shareholder is able to exercise their rights to speak or vote at any such location, including one that is abroad. The quorum for such a meeting held may be formed with the shareholders (or their proxies) being in several locations. Whilst the Company has traditionally held its General Meetings in London and does not have any current plans to hold meetings elsewhere, it may wish, in the future, to facilitate meetings in other locations, should this be cost effective to the Company and convenient for the shareholders.

Adjourned meetings due to a lack of quorum

Should a General Meeting be adjourned, due to there not being a quorum present, the New Articles have been amended to be consistent with the 2006 Act, as amended by the Companies (Shareholders' Rights) Regulations 2009, to require that the adjourned meeting be held at least 10 days after the original meeting and that no new business is to be dealt with at the adjourned meeting, the general nature of which was not stated in the notice of the original meeting.

Voting of shares by proxies and corporate representatives

The Companies (Shareholders' Rights) Regulations 2009 amended the 2006 Act to clarify the position regarding the voting of shares, in particular by proxies and corporate representatives. The New Articles have been revised to be consistent with the amended 2006 Act and, in particular, to clarify the voting position of a proxy, who has been appointed by several shareholders.

In addition, the Regulations introduced the obligation for a proxy to vote in accordance with the instructions of his appointor. Whilst such an obligation is self-apparent, the New Articles contain a provision to clarify that the Company is not obliged to enquire whether such voting instructions have been followed by a proxy or a corporate representative, nor will the failure to follow any given instructions invalidate any vote cast by them.

Chairman's casting vote at a General Meeting

The Companies (Shareholders' Rights) Regulations 2009 removed the ability for a listed company to have a power in its articles of association for the Chairman to have a casting vote in the case of equality of votes on a shareholders' resolution. That power has been removed from the New Articles to be consistent with the new law.

Vacation of office by Directors

The New Articles have been updated with regard to the specified circumstances as to when a Director must vacate his office. Other than the inclusion of a Director requiring to vacate his office where a medical practitioner has written to the Company stating that, due to the Director's physical or mental health, the Director is incapable of carrying out his duties and is likely to remain so for more than three months, there has been no change in substance from the specified circumstances in the current Articles of Association. The changes are purely to follow the approach taken in the Model Articles for public companies, as produced by the Department for Business, Innovation and Skills.

Notice of Board meetings and Directors' resolutions in writing

The Company's current Articles of Association do not require notice of a Board meeting to be given to a Director, or an alternate Director, who are absent from the United Kingdom. This was a hangover from the days when it was not so easy to contact a person whilst abroad. With today's technology, Directors (or their alternates) can easily be contacted wherever they are and so the exclusion is no longer necessary and has been removed from the New Articles.

Alternate Directors

The provisions regarding Alternate Directors have been updated in the New Articles to be clearer and consistent with best practice. Whilst the substance of the provisions has not changed from the current Articles of Association, there have been some minor changes which are:

- a) clarification that an Alternate Director cannot himself appoint an alternate;
- b) an Alternate Director may sign a Directors' resolution in writing where his appointor is not available to sign it himself, whereas the position under the current Articles of Association is that it may only be signed by an Alternate Director where his appointor is absent from the UK or unavailable due to ill health or disability;
- c) the Alternate Director is deemed to be a Director of the Company, whereas the position under the current Articles of Association is that, unless otherwise stated in the Articles of Association, the Alternate Director has no power to act as a Director;
- d) clarification that an Alternate Director is responsible for his own acts and defaults;
- e) the inclusion of the requirement that the Alternate Director is not only subject to the restrictions which apply to him personally, but that he is also subject to the same restrictions that his appointor might have as well; and
- f) the Alternate Director, other than having the right for expenses to be repaid, is not entitled to be remunerated unless the shareholders determine otherwise, whereas the position under the current Articles of Association is that his appointor may direct for part of his own remuneration to be paid directly to his Alternate Director.

Directors' conflicts of interest

When the Company's current Articles of Association were adopted at the 2008 AGM, the Directors were given power to authorise a conflict of a Director, in accordance with Section 175 of the 2006 Act. The New Articles contain an additional provision to this power to clarify the position that any authorisation given to a Director, who has a conflict of interest, may provide that such a Director is excluded from Board meetings, or discussions or from receiving any documents or information, or being able to vote or form part of the quorum of a Board meeting, on matters to which the conflict relates.

Change of name

Under the Companies Act 1985, a company could only change its name by the shareholders passing a special resolution. The 2006 Act permits companies to have, in their articles of association, an alternative method to effect a name change. The New Articles enable the Directors to change the Company's name by passing a Board resolution. However, whilst it is recognised under the New Articles that the Directors will be able to change the Company's name without seeking shareholder approval, there are currently no plans to rebrand the Company or change its name. Any decision to change the Company's name in the future would only be taken upon the completion of a full assessment of the Company's brand and its strategy.

Company seal

The provisions in the New Articles regarding the affixing of the Company's seal to documents (other than share certificates or other securities certificates) have been updated to provide for a wider group of people who may be authorised to affix the seal. Under the current Articles of Association, the affixing of the Company's seal to documents (other than share certificates or other securities certificates) has to be witnessed by two Directors or a Director and the Company Secretary. The New Articles now permit the seal to be affixed by at least one Authorised Person, in the presence of a witness, where an Authorised Person is a Director, the Company Secretary (or his deputy or assistant) or a person authorised by the Directors to affix the seal to such documents.

The provision in the current Articles of Association in relation to authorising execution of deeds without affixing the seal has been deleted, as this provision is a duplication of a provision in the 2006 Act. Likewise, the provision in the current Articles of Association in relation to the Company being authorised to have an official seal for use abroad has also been deleted, as it is no longer necessary under the 2006 Act to have expressed authority in the articles of association to use such a seal.

Auditor's right to attend General Meetings

The provision in the current Articles of Association stating the Auditor's right to attend, be heard at and receive notice of General Meetings, has been deleted in the New Articles, as this is a duplication of a 2006 Act provision.

Provision for employees

The 2006 Act provides that the Directors of a company, may only make provision for a person employed or formerly employed by the company (or any of its subsidiaries) in connection with the cessation or transfer of the whole or part of the undertaking of the company or one of its subsidiaries, if they are so authorised by the articles of association or by the shareholders in general meeting. The New Articles enable the Directors to exercise such a power.

Computacenter plc
Hatfield Avenue, Hatfield,
Hertfordshire AL10 9TW
Telephone +44 (0) 1707 631000
Fax +44 (0) 1707 639966
www.computacenter.com

