
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

2018

Computacenter plc
Registered in England No: 3110569

Registered Office
Hatfield Avenue
Hatfield
Hertfordshire
AL10 9TW



Letter from the Chairman

TO ORDINARY SHAREHOLDERS

18 April 2018

DEAR SHAREHOLDER,

Annual General Meeting 18 May 2018

I am pleased to be writing to you with details of our 2018 Annual General Meeting ('AGM'). This will be held on Friday 18 May 2018 at 9.00am, at 100 Blackfriars Road, London SE1 8HL.

Attached on pages 3 to 6 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 within the appendices on pages 7 to 12.

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 in this letter entitled 'Action To Be Taken – Form of Proxy'.

Resolutions 4a to 4i – election and re-election of Directors

In accordance with the UK Corporate Governance Code, the Board has decided that all of the Directors (excluding Philip Yea) will offer themselves for election or re-election, and resolutions 4a to 4i 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 60 and 61 of the 2017 Annual Report and Accounts. As announced previously, Philip Yea intends to step down from his position as a Non-Executive Director with effect from 24 April 2018 and will not be seeking re-election at the forthcoming AGM.

Since the Company's 2017 AGM, the Board and each of its Directors have been subject to a formal evaluation process, further details of which can be found within the Corporate Governance Report on page 63 of the 2017 Annual Report and Accounts. I am pleased to confirm that the performance of each Director continues to be effective and that all are able to demonstrate continued commitment to their respective roles as members of the Board and, where relevant, its Committees.

Resolution 7 – the Computacenter 2018 Sharesave Plan

This resolution seeks approval of the Computacenter 2018 Sharesave Plan (the 'Plan') which is to be established as a replacement to the Computacenter Sharesave Plus Scheme 2008 (the 'Scheme'), which expires in 2018. The rules of the Plan mirror those of the Scheme. The principal terms of the Plan are outlined in Appendix 2 to the Notice of Annual General Meeting. The existing scheme has proved popular with employees and the Directors believe that the operation of the Plan benefits both employees and shareholders.

Resolution 8 – French Sub-Plan

The Computacenter Performance Share Plan 2005 (the 'PSP') has been the main vehicle for the granting of long-term share incentives to senior executives since 2005 and, due to its success, was extended in 2015 for a further 10 years.

Due to a recent change in French law, free share award plans which comply with the provisions of the French Commercial Code could benefit from a favourable tax treatment both from an employer and employee perspective. In order to allow our French employees to benefit from such favourable tax treatment, it is intended to implement a legal document (the 'French Sub-Plan') so that conditional awards granted to our French employees under broadly the same terms as the PSP can comply with the provisions of the French Commercial Code. In this context, approval of the French Sub-Plan is being sought at this AGM.

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 Wednesday 16 May 2018.

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 Wednesday 16 May 2018.

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 49,865,792 ordinary shares, representing approximately 43.69 per cent of the Company's issued share capital excluding treasury shares (as at 29 March 2018).



Greg Lock
Chairman

Notice of Annual General Meeting 2018

COMPUTACENTER PLC
NOTICE OF ANNUAL GENERAL MEETING 2018

Notice is hereby given that the AGM of Computacenter plc will be held at 9.00am on Friday 18 May 2018 at 100 Blackfriars Road, London SE1 8HL for the following purposes:

Ordinary Business

1. To receive the Financial Statements for the year ended 31 December 2017, together with the Reports of the Directors and Auditor thereon.
2. To approve the Annual Statement from the Chairman of the Remuneration Committee and the Annual Remuneration Report for the year ended 31 December 2017, as set out on pages 74 and 80 to 89 respectively of the 2017 Annual Report and Accounts.
3. To declare and approve a final dividend of 18.7 pence per ordinary share.
4. To elect or re-elect, by separate resolutions, the following persons as Directors of the Company:
 - 4a. A F Conophy, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 4b. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 4c. G H Lock, who retires and being eligible, offers himself for re-election as Chairman and a Non-Executive Director of the Company.
 - 4d. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
 - 4e. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 4f. T M Powell, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
 - 4g. R Rivaz, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 4h. R Stachelhaus, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
 - 4i. P Ryan, who being eligible, offers himself for election as a Non-Executive Director of the Company.
5. 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.
6. To authorise the Directors to agree the Auditor's remuneration.
To consider and if thought fit, pass the following resolutions:
7. That:
 - 7a. the rules of the Computacenter 2018 Sharesave Plan (the 'Plan'), the principal terms of which are summarised in Appendix 2 to the Notice of Annual General Meeting, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, be and hereby are approved and the Directors be and are hereby authorised to adopt the Plan and to do all acts and things that they consider necessary or expedient to give effect to the Plan; and
 - 7b. the Directors be and are hereby authorised to adopt further plans based on the Plan, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.
8. That the rules of the French Sub-Plan, the principal terms of which are summarised in Appendix 3 to the Notice of Annual General Meeting, in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, be and hereby are approved and the Directors be and are authorised to adopt the French Sub-Plan and to do all acts and things that they consider necessary or expedient to give effect to the French Sub-Plan.

Special Business

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

9. 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 £2,874,664.94, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2019, 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.
10. As a Special Resolution: that, subject to the passing of Resolution 9, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash and/or to sell ordinary shares held by the Company as treasury shares 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 or sale of treasury shares specified in the preceding Resolution 9, up to an aggregate nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7½ pence each, for the period referred to in Resolution 9, 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.
11. As a Special Resolution: that, subject to the passing of Resolution 9, the Directors be given power, in addition to any power granted under Resolution 10 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as Section 561 of the Companies Act 2006 did not apply to any such allotment for sale, such authority to be:
 - a. Limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7½ pence each; and
 - b. Used for the purposes of financing [or refinancing, if the authority is to be used within six months after the original transaction] a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to this notice,for the period referred to in Resolution 9, save that the Company shall be entitled to make offers or agreements before the expiry of such power, which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting 2018

continued

12. 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 7⁵/₉ 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 11,414,110;
 - b. the minimum price which may be paid for each ordinary share is 7⁵/₉ 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 the 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 2019 or, if earlier, 30 June 2019, 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).
13. 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 2019.

Resolutions 1 to 9 [inclusive] will be proposed as ordinary resolutions while resolutions 10 to 13 [inclusive] will be proposed as special resolutions.

Computacenter plc **Registered Office**

Hatfield Avenue, Hatfield, Hertfordshire AL10 9TW

By order of the Board

Raymond Gray
Company Secretary
18 April 2018

Notes relating to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the AGM is entitled to appoint another person(s) (a proxy) to exercise all or any of his or her rights to attend, speak and vote instead of him or her. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a member does appoint more than one proxy, he or she shall specify the number of shares held by him or her in respect of which each proxy is entitled to exercise his or her rights. Where two or more proxies are received in respect of the same share and the same AGM, the proxy which is sent last shall be treated as replacing and revoking the other. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.
3. A copy of this Notice has been sent, for information only, to persons who have been nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 ('Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person. However, the Nominated Person may have a right, under an agreement between him or her and the member by whom he or she was nominated, to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person has no such proxy appointment right, then he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
4. To be effective, the instrument appointing a proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of any such power of attorney or authority) must be deposited at the office of the Company's Registrar not later than 9.00am on Wednesday 16 May 2018.
5. Only those shareholders registered in the Register of Members of the Company at 6.30pm on Wednesday 16 May 2018 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 6.30pm 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 using their user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions. 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 Wednesday 16 May 2018. 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) not later than 9.00am on Wednesday 16 May 2018. 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 29 March 2018 (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, and 8,546,861 of these ordinary shares are held in treasury. Treasury shares do not carry the right to vote. Therefore, the total voting rights in the Company are 114,141,109.

Notes relating to the Notice of Annual General Meeting

continued

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 investors.computacenter.com.
15. The rules of the Computacenter 2018 Sharesave Plan will be available for inspection at the Company's offices at 100 Blackfriars Rd, London SE1 8HL during normal business hours on any weekday (public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before the meeting and during the meeting.
16. The rules of the French Sub-Plan (inclusive of the rules of the PSP as approved by shareholders in 2015 and subsequently amended to include a number of other changes which did not require shareholder approval that were made to bring the PSP into line with current legislation and best practice) will be available for inspection at the Company's offices at 100 Blackfriars Rd, London SE1 8HL during normal business hours on any weekday (public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before the meeting and during the meeting.

EXPLANATION OF THE BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary Resolution 1 – Financial Statements and Reports of the Directors and Auditor thereon

The business of the AGM will start with a resolution to lay before the shareholders, the Financial Statements for the year ended 31 December 2017 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 74 and pages 80 to 89 of the 2017 Annual Report and Accounts constitute the Annual Statement from the Chairman of the Remuneration Committee and the Annual Remuneration Report respectively for the year ended 31 December 2017, which shareholders are now being asked to approve. This is an advisory vote, and will not affect the actual remuneration paid to any individual Director.

Ordinary Resolution 3 – Final dividend

The Board has recommended a final dividend of 18.7 pence per ordinary share, in respect of the year ended 31 December 2017. Members will be asked to approve this payment and if approved, the dividend will be payable on 29 June 2018, to those shareholders on the register of members at the close of business on 1 June 2018.

Ordinary Resolutions 4a to 4i – 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 in more detail at pages 58 to 90 of the 2017 Annual Report and Accounts. Biographies of each of the Directors standing for election and re-election can be found on pages 60 and 61 of the 2017 Annual Report and Accounts. The Chairman confirms that the performance of all of his fellow Directors standing for election or re-election continues to be effective and the Non-Executive Directors confirm that the performance of the Chairman continues to be effective. Please note that, as explained in the Company's 2017 Annual Report and Accounts, Peter Ryan will be standing for election to the Board for the first time.

Copies of the Letters of Appointment between the Company and its Non-Executive Directors and Executive Directors' Service Contracts will be available at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) until the date of the AGM and also at the place of the AGM from 15 minutes prior to the commencement of the meeting until the conclusion thereof.

Ordinary Resolution 5 – 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 6 – Auditor's remuneration

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

Ordinary Resolution 7 – The Computacenter 2018 Sharesave Plan

This resolution seeks approval of the Computacenter 2018 Sharesave Plan (the 'Plan') which is to be established as a replacement to the Computacenter Sharesave Plus Scheme 2008 (the 'Scheme'), which expires in 2018. The rules of the Plan mirror those of the Scheme. The principal terms of the Plan are outlined in Appendix 2 to the Notice of Annual General Meeting.

The existing scheme has proved popular with employees and the Directors believe that the operation of the Plan benefits both employees and shareholders. A copy of the proposed Plan will be available at the Company's offices at 100 Blackfriars Rd, London SE1 8HL during normal business hours on any weekday (public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before the meeting and during the meeting.

Ordinary Resolution 8 – French Sub-Plan

The Computacenter Performance Share Plan 2005 (the 'PSP') has been the main vehicle for the granting of long-term share incentives to senior executives since 2005 and, due to its success, was extended in 2015 for a further 10 years.

Due to a recent change in French law, free share award plans which comply with the provisions of the French Commercial Code could benefit from a favourable tax treatment both from an employer and employee perspective. In order to allow our French employees to benefit from such favourable tax treatment, it is intended to implement a legal document (the 'French Sub-Plan') so that conditional awards granted to our French employees under broadly the same terms as the PSP can comply with the provisions of the French Commercial Code. In this context, approval of the French Sub-Plan is being sought at this AGM.

Notable amendments to the standard operation of the PSP under the French Sub-Plan include:

- awards may only be granted within 76 months of shareholders approving the French Sub-Plan;
- awards will be in the form of free 'conditional awards' only and shall only be settled in shares and not in cash;
- awards cannot vest and the shares underlying the awards cannot be transferred to the employee before the end of a minimum one year period, except in the event of death;
- no dividend can be paid to the employee before vesting, including in the form of a dividend equivalent;
- in the event the shares are delivered to the employee before the end of a two-year period as from the date the award is made (the 'Award Date'), shares cannot be sold until the second anniversary of the Award Date, except in the event of death or disability; and
- once delivered, the shares cannot be cancelled or rescinded and an employee cannot be forced to return the shares (i.e. no clawback provision can be applied).

In addition, other changes are being made to the PSP under the French Sub-Plan for awards granted to French employees to bring the PSP into line with French legislation. The principal terms of the French Sub-Plan are summarised in Appendix 3 to the Notice of Annual General Meeting.

Since 2015, a number of other changes have been made to bring the PSP into line with current legislation and best practice, but these changes do not require shareholder approval.

The rules of the French Sub-Plan (inclusive of the rules of the PSP as approved by shareholders in 2015 and subsequently amended to include a number of other changes which did not require shareholder approval that were made to bring the PSP into line with current legislation and best practice) will be available for inspection at the Company's offices at 100 Blackfriars Road, London SE1 8HL during normal business hours on any weekday (public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes before the meeting and during the meeting.

Ordinary Resolution 9 – 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, is similar to the resolutions passed in previous years. This renewed authority will, if granted, expire at the conclusion of the AGM held in 2019 or, if earlier, on 30 June 2019, 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 £2,874,664.94, representing a maximum of 38,047,036 ordinary shares,

equivalent to approximately one-third of the issued share capital of the Company excluding treasury shares (as at 29 March 2018, 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 10 and 11 – 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 allows a limited disapplication of these pre-emption rights in certain circumstances.

The purpose of Resolution 10 is to authorise the Directors to allot new shares (and sell treasury shares) for cash pursuant to the authority given by Resolution 9 up to a nominal value of £431,199.71, equivalent to five per cent of the total issued ordinary share capital of the Company excluding treasury shares (as at 29 March 2018), without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 11 seeks a separate and additional authority to dis-apply pre-emption rights in respect of an additional five per cent of the total issued ordinary share capital of the Company excluding treasury shares (as at 29 March 2018) for an acquisition or specified capital investment pursuant to guidance from the Pre-Emption Group (PEG). On 12 March 2015, the PEG issued a revised Statement of Principles ('2015 Statement of Principles'). This stated that, in addition to previous standard annual disapplication of pre-emption rights up to a maximum of five per cent, the PEG was supportive of extending the general disapplication authority by an additional five per cent for an acquisition or specified capital investment.

The Directors confirm, in accordance with the 2015 Statement of Principles, that they will only allot shares representing more than five per cent of the issued ordinary share capital of the Company excluding treasury shares for cash pursuant to the authority referred to in Resolution 11, where the allotment is in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. Where the authority granted under Resolution 11 is used, the circumstances that have led to its use and the consultation process undertaken will be disclosed by the Company in its next Annual Report.

Resolution 10 and 11 will be proposed subject to Resolution 9 first being carried by the AGM and the authority sought, if granted, will be for the same period as that granted under Resolution 9.

In addition the Board will not (except in relation to an issue pursuant to Resolution 11 in respect of the additional five per cent referred to above) allot shares for cash on a non-pre-emptive basis pursuant to the authority granted in Resolution 9 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.

The Board has no current intention to allot shares for cash on a non-pre-emptive basis, but the Directors consider that the authority sought is appropriate as it provides the Company with the necessary flexibility to take advantage of business opportunities as they arise.

Resolution 10 and 11 will expire at the conclusion of the Company's AGM in 2019 or, if earlier, 30 June 2019, at which time the Board expects to seek its renewal.

Special Resolution 12 – 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 11,414,110 ordinary shares, which is equivalent to approximately 10 per cent of the issued share capital of the Company excluding treasury shares (as at 29 March 2018) 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 2017 AGM to make market purchases of up to 12,268,797 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.

As at 29 March 2018, there were options outstanding over 6,072,084 ordinary shares, granted under all share options schemes operated by the Company, representing 5.32 per cent of the Company's issued ordinary share capital (excluding shares held in treasury). If the authority given by Resolution 12 were exercised in full, that percentage would increase to 5.91 per cent. There were no warrants outstanding as at 29 March 2018.

The Company was also given authority at a general meeting of the Company held on 12 February 2018 to make market purchases of up to 8,547,008 ordinary shares pursuant to a tender offer for ordinary shares on the terms set out in the circular to the Company's shareholders dated 23 January 2018. Pursuant to this authority, the Company purchased 8,546,861 ordinary shares of 7½ pence each on 14 February 2018, representing approximately 6.97 per cent of the Company's total issued share capital, at a total cost of £99,998,273.70. These 8,546,861 ordinary shares are held in treasury. This authority will expire on 12 July 2018.

The authority under Resolution 12 will expire at the conclusion of the Company's AGM in 2019 or, if earlier, 30 June 2019, at which time the Board expects to seek its renewal.

Special Resolution 13 – 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.

PRINCIPAL TERMS OF THE COMPUTACENTER 2018 SHARES AVE PLAN (THE 'PLAN')

Introduction

The Plan is an all-employee share option plan, under which employees of the Company's group (the 'Group') may be granted options to acquire ordinary shares in the Company ('shares') for a price set before the options are granted. The Plan rules contain a schedule for UK-based participants (the 'UK Schedule') which has been designed to meet HMRC requirements so that UK employees can receive their options (and acquire shares) in a tax-efficient manner. References in this summary to 'HMRC Options' are to options granted under the UK Schedule and references to 'Non-HMRC Options' are to the other options granted under the Plan.

Eligibility

Under the Plan rules, any employee (including an executive director) of the Group can be invited, at the Board's discretion, to apply for an option.

However, each time that the Board decides to grant options under the UK Schedule, all UK resident tax-paying employees and full-time directors of the Company and its subsidiaries participating in the Plan must be offered the opportunity to participate. Employees who are invited to participate in the UK Schedule must have completed a minimum qualifying period of employment (as determined by the Board in line with the relevant legislation governing HMRC Options) before they can participate.

Savings contract

Under the Plan, eligible employees may enter into a linked savings contract to make savings over a period set by the Board (usually three or five years). Monthly savings by an employee under all savings contracts linked to options granted under the Plan and any other savings-related share option plan operated by a member of the Group may not exceed the statutory maximum set by HMRC (currently £500) or, for non-UK based participants, an equivalent amount in their local currency determined by the Board. The Board may set a lower limit in relation to any particular grant.

At the end of the savings contract, employees may either withdraw their savings or use their savings to acquire shares using their option. If, at the end of the savings contract, the savings made by a non-UK based participant in their local currency are insufficient to exercise their Non-HMRC Option in full as a result of currency fluctuations, the Board may allow the participant to 'top up' their savings from their own funds to exercise their Non-HMRC Option in full.

Exercise price

The proceeds of the savings contract can be used to exercise an option to acquire shares at an exercise price per share set at the date of invitation (or such other date as may be specified in the invitation in line with the relevant legislation governing HMRC Options). The exercise price may not be manifestly less than 80 per cent (or such other percentage as may be permitted by the relevant legislation governing HMRC Options) of the market value of a share at the date of invitation. The exercise price will be set using prices taken from the period during the 42 days beginning on: [i] the day on which the Plan was approved by shareholders; [ii] the first dealing day after the announcement of the Company's results for any period; [iii] any day on which the Board determines that exceptional circumstances exist which justify the issue of invitations under the Plan at that time; or to the extent that share dealing restrictions apply in any of the preceding three periods, [iv] the dealing day on which such dealing restrictions are lifted.

Exercise of options

Ordinarily, an option may be exercised within six months of the date on which the savings contract matures (or, for Non-HMRC Options only, such other date as the Board may determine prior to the grant of the option). Options not exercised by the end of this period will lapse.

Cessation of employment

Options will normally lapse immediately upon a participant ceasing to be employed by or hold office with the Group. However, if a participant ceases to hold office or employment because of their injury, disability, redundancy or retirement or the sale of the individual's employing company or business out of the Group or if the participant has held the option for at least three years on the date of cessation and is not dismissed for gross misconduct (all 'Good Leaver Reasons'), their option will not lapse and may be exercised early for a period of up to six months after cessation of office or employment. To facilitate the administration of the Plan, where a participant holding a Non-HMRC Option gives notice or is otherwise expected to leave the Group because of a Good Leaver Reason, the Board may, in its discretion, allow the Non-HMRC Option to be exercised before the participant leaves the Group.

If a participant dies, their option may be exercised for 12 months after their death by their personal representatives.

Corporate events

In the event of a change of control or winding-up of the Company, the options may be exercised early. Alternatively, the Board may permit options to be exchanged for equivalent options over shares in a different company (including the acquiring company). If the change of control is an internal reorganisation of the Group, options will lapse unless the participants agree to exchange their options for equivalent options over shares in the new holding company.

Adjustments

In the event of a variation of the Company's share capital, the Board may adjust the number of shares subject to options and/or the exercise price applicable to options in such manner as it determines. Adjustments may also be made to Non-HMRC Options in the event of a demerger, delisting, special dividend or other event which, in the Board's opinion, may affect the current and future value of shares.

Rights attaching to shares

Shares issued and/or transferred under the Plan will not confer any rights on any participant until the participant in question has received the underlying shares. Any shares allotted will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their issue).

Overall limit

The Plan may operate over new issue shares, treasury shares or shares purchased in the market. The rules of the Plan provide that, in any ten-year rolling period, the number of shares which may be issued under the Plan and any other employee share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time. Shares allocated in respect of awards which were granted prior to or within 42 days of the Company's IPO, were relinquished or lapse will be disregarded for the purposes of this limit.

Shares transferred out of treasury will count towards this limit for so long as this is required under institutional shareholder guidelines.

Amendments

The Board may, at any time, amend the provisions of the Plan in any respect. The prior approval of shareholders at a general meeting of the Company must be obtained in the case of any amendment to the advantage of eligible employees or participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, share awards under the Plan, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval. There are however exceptions from this requirement to obtain shareholder approval for any minor amendment to benefit the administration of the Plan, to take account of the provisions of any legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Appendix 2 to the Notice of Annual General Meeting

continued

Non-transferability

Options are not transferable other than to the participant's personal representatives in the event of his or her death.

General

Benefits received under the Plan are not pensionable.

Overseas plans

The Board may, at any time, establish further plans based on the Plan for overseas territories. Any such plan will be similar to the Plan, but may be modified to take account of local tax, exchange control or securities laws. Any shares made available under such further overseas plans must be treated as counting against the limits on individual and overall participation under the Plan.

Termination

No options may be granted under the Plan more than ten years after the day on which the Plan was approved by shareholders.

PRINCIPAL TERMS OF THE FRENCH SUB-PLAN

Interaction with the rules of the Computacenter Performance Share Plan 2005 (the 'PSP')

The PSP has been the main vehicle for the granting of long-term share incentives to senior executives since 2005. Due to its success, in 2015 shareholders approved extending the operation of the PSP for a further 10 years. The French Sub-Plan operates as a sub-plan to the PSP. This means the terms of the French Sub-Plan largely replicate the terms of the PSP, save where modifications have been made in order to allow awards made under the French Sub-Plan to seek to comply with requirements set out in the French Commercial Code in order to benefit (both from an employer and employee perspective) from the favourable French income tax and social security regime.

Eligibility

Salaried employees and corporate officers of French subsidiaries of the Company are eligible to participate in the French Sub-Plan, provided they do not and may not hold 10% or more of the Company's capital at grant. Individuals will be selected for participation by the Remuneration Committee or its delegate (the 'Committee') at its discretion. The intention is that only individuals who are or may become subject to French taxation will be considered for participation in the French Sub-Plan.

Operation of the French Sub-Plan

Awards under the French Sub-Plan consist of a right (for nil consideration) to receive free shares automatically when the award vests.

If the Committee decides to grant awards of shares under the French Sub-Plan in any year, it will normally do so within 42 days after the announcement of the Company's annual or interim results or its annual general meeting. Awards may not be granted more than 76 months after the 2018 AGM.

Individual limit

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

Clawback

The Committee can reduce or delay payment of unvested awards in certain circumstances such as on a mis-statement of results or a failure of risk management. Where an award has already vested, no clawback is permitted.

Vesting

Awards will normally vest at the end of a period set by the board of Committee at the time of grant. The number of shares in respect of which an award vests may depend on the satisfaction of a performance target, which will also be determined by the Committee at the time the award is granted. Awards may not be settled in cash and may not include dividend equivalent rights prior to vesting.

However, other than in the event of death, awards will not vest and shares will not be delivered within 12 months of the award date.

Sale restrictions

Where an award vests and shares are delivered within 24 months of the award date, the delivered shares cannot normally be sold until the second anniversary of the award date except in the event of death or disability. More generally, the sale of shares delivered to satisfy shares will be subject to the 'closed' disposal periods mandated by the French Commercial Code.

Plan limits

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

Leaving during the performance period

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

However, if he leaves because of ill-health, injury or disability, retirement with the agreement of the Company, the sale of his employer, redundancy, or any other reason at the Committee's discretion, his award will continue in effect but, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that he left early. Alternatively, the Committee may decide that his award will vest on or at any time after leaving, subject to the minimum 12-month vesting requirement, performance conditions and reduced on a pro-rata basis. On death, awards will vest irrespective of the satisfaction of the performance target.

Takeovers and other transactions

Subject to the minimum 12-month vesting requirement, in the event of a reconstruction or takeover of the Company, awards will vest early to the extent that any performance condition is then satisfied. The number of shares vesting will also be reduced to reflect the fact that it is vesting early. Alternatively, the Company and the acquiring company may allow or require awards to be exchanged for equivalent awards over shares in the acquiring company where such exchange is permitted under French law.

Subject to the minimum 12-month vesting requirement, the Committee may allow awards to vest if there is a demerger, special dividend or other transaction which, in the opinion of the Committee would affect the current or future value of any Award. The award will vest on the same basis as it would on a takeover. Alternatively, the Company may require awards to be exchanged for equivalent awards over different shares, such as on a demerger, where such exchange is permitted under French law.

Amendment

The rules governing the French Sub-Plan can be amended by the Committee as it thinks fit. However:

- an amendment that adversely affects a participant's rights requires their prior consent;
- no amendment will be effective that is inconsistent with the French Commercial Code or French law more broadly; and
- the provisions relating to the eligibility of employees, the plan limits, the individual limit for each participant, rights attaching to awards or shares, the adjustment of awards in the event of a variation of share capital and the amendment powers cannot be altered to the advantage of participants without the prior approval of shareholders. However, if the amendments are minor and are designed to benefit the administration of the French Sub-Plan, to comply with legislation, to take account of a change in legislation or to obtain or maintain favourable exchange control, tax or regulatory treatment for participants or for the Company or any group company then shareholder approval is not required.

Subject to the directors' remuneration policy, the Committee can also waive or change a performance condition in accordance with its terms or if anything happens which causes it reasonably to consider it appropriate.

Appendix 3 to the Notice of Annual General Meeting

continued

General

Awards are not pensionable and not transferable (except in the event of death).

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

If there is a variation of share capital (such as a rights issue) the Committee may vary the number of shares comprised in an award as it thinks appropriate in order to protect the rights of the participant and ensure the variation has a neutral impact on awards.