

s172 statement and non-financial information statement

s172 statement

When conducting any activity in his or her role as a Computacenter plc Director, our Board members must act in a way that they consider is most likely to promote the success of the Company for the benefit of its members as a whole, having regard to a number of factors set out in section 172 of the Companies Act 2006. These include the interests of our employees, importance of fostering business relationships with our suppliers and customers, impact of our operations on the community and environment, likely consequences of any decision in the long term, desirability of the Company maintaining a reputation for high standards of business conduct and the need to act fairly between the members of the Company. Each Director considers that they have acted in a manner consistent with his or her section 172 duty throughout the year.

The Board understands that without our key stakeholders, the Company would not be able to successfully implement its strategy, and Our Purpose would be unachievable. Understanding their interests, views and concerns, and considering these when reviewing and discussing matters put before it for review or approval as part of its annual programme, is critical to enabling the Board to make informed decisions, and for each Director to discharge their duty under section 172. In the sections set out in the table opposite, we explain how the Company's programme of engagement with our key stakeholders enabled our Board members to do so.

In some cases, this engagement directly involves the Board or its members, and this is almost exclusively how engagement with our shareholders takes place. Given the size and geographic diversity of our business, the majority of engagement with our customers, technology vendors, people and communities takes place at an operational level across the organisation. Where this was the case, the Board ensured that it had been updated on the nature and outcomes of this engagement during the year.

We have also set out the factors listed under section 172 which the Board considered when reviewing Board-level matters or making decisions during the year. These can be found on pages 94 to 95. The results of the Board's decision-making, and the outcomes produced by each Director discharging their section 172 duty can be found throughout this Annual Report and Accounts. Therefore, the following sections have been incorporated by reference into this section 172 statement and, where necessary, the Strategic Report.

Sections incorporated into section 172 statement

Relevant information	Pages
• Technology Sourcing, Managed Services and Professional Services	14 to 17
• Our approach to the market	18 to 19
• Our business model, our investments and our strategic priorities	20 to 23
• Our performance in 2022	24 to 37
• Sustainability	38 to 53
• TCFD disclosures	54 to 57
• Viability Statement and Going Concern	67 to 68
• Non-financial information statement and stakeholder engagement	69 to 73
• Principal risks and uncertainties	74 to 81
• Board activity in 2022	94 to 95
• Reports of the Board's Committees	98 to 133

Non-financial information statement

Computacenter aims to comply with the Non-Financial Reporting Directive requirements contained in section 414 of the Companies Act 2006. This requires us to set out in our Annual Report and Accounts certain information on the non-financial matters listed below, including related policies, due diligence and outcomes for those matters listed at sections 3-7.

Reporting requirement	Relevant information	Page
1. Business model and non-financial key performance indicators	<ul style="list-style-type: none"> How we build sustainable value Strategic priorities 	18 to 21 22 to 23
2. Principal risks and impact of business activity	<ul style="list-style-type: none"> Viability Statement Principal risks and uncertainties 	67 to 68 74 to 81
3. Employees	<ul style="list-style-type: none"> Sustainability – people Stakeholder engagement – people 	42 to 45 71
4. Social matters	<ul style="list-style-type: none"> Sustainability – people and planet Stakeholder engagement – communities 	42 to 52 73
5. Human rights	<ul style="list-style-type: none"> Sustainability – people and planet 	42 to 52
6. Anti-bribery and corruption	<ul style="list-style-type: none"> Sustainability – planet Sustainability – governance, ethics and compliance 	46 to 52 53
7. Environmental matters	<ul style="list-style-type: none"> Sustainability – planet TCFD reporting 	46 to 52 54 to 57

Our key stakeholders enable Computacenter to create value for them

Our people and technology vendors provide us with expertise and leading digital technology that underpins the competitiveness of our customer offering. Our customers place their trust in us to Source, Transform and Manage their digital technology to help them change the world. Our shareholders provide capital support that allows us to build a sustainable business for the long term, whilst the communities in which we operate support the social, economic and personal interests of our other key stakeholders. Collectively, they are an indispensable part of how we do business. Having their support, and ensuring that we address their views, interests and concerns where we can do so, is of paramount importance to us.



Our customers

Why we engage and what matters to them

Our Winning Together Values are unambiguous: we put our customers first, we keep our promises to them, and we always prioritise the long term in our dealings with them.

Our Purpose is helping our customers change the world. One of our principal risks is that we fail to invest appropriately to maintain our competitiveness. We can only support our customers and mitigate against this risk through a deep understanding of their current and likely future needs and views, including general market trends, ensuring that our offerings and investment decisions are aligned with these.

Our collaboration with customers requires continuous two-way engagement, so we can adapt with them as their digital environments and related technology needs evolve. They expect us to be responsive to their requirements, and flexible, commercial, and creative in how we deal with these, adding value and delivering services to them in a way which reflects agreed terms, and is safe and sustainable.

Our principal forms of engagement with them during the year and how this was fed back to the Board

Day-to-day engagement with our customers takes place through a wide variety of channels, generally covering our levels of customer service and performance, and future commercial opportunities. This engagement often includes face-to-face meetings, customer training and workshops, as well as dialogue through dedicated client directors and account managers, our service support functions and, where necessary, our Country Unit and Group Management teams. Regular meetings also take place between our Chief Executive Officer or Group Executive Committee members and key customers, to discuss their view of Computacenter. Regular customer surveys and other structured mechanisms exist for obtaining feedback on our performance. As part of this, the Board

reviews an external, independent survey of our customers, covering various categories and metrics of performance.

During the year, the Board received presentations covering feedback on these areas from our German and United Kingdom management teams, and through the Chief Executive Officer's performance updates, which included details of significant contract bids and wins, and material customer issues where they arose.

The outcomes of this engagement and how this impacted Board decision making

Key feedback received from customers and discussed by the Board included their demand and investment capacity for IT infrastructure and systems, and how their current and future buying behaviours, both in terms of volume and timing, were likely to be impacted by any concerns around: the macroeconomic outlook across some of our core European countries; IT supply chain issues which were prevalent in the first half of the year, but generally unwound thereafter; and rates of inflation, especially in the United Kingdom. This has allowed the Board to set, on an informed basis, realistic but stretching financial targets for 2023, and to understand how and when the expected build-up of inventory held by the Group was likely to unwind, impacting the Group's net funds position and use of working capital. This enabled the Board to guide the market on this issue in its trading updates during the year.

The Board also reviewed the results of an external, independent customer survey, which showed that Computacenter was perceived to be particularly strong in end-user services, and that it had high levels of customer satisfaction in each of its core countries. This review enhanced the Board's understanding of our target market and competitive positioning, including how existing or potential customers viewed the performance of our competitors across defined segments and geographies.

Customer feedback and analysis was also key in allowing the Board to review and approve Management's recommendations for the Group's three-year strategic plan for 2023-2025, including judgements in which areas Computacenter should develop its customer-value proposition in order to gain competitive advantage and ensure appropriate returns on invested capital, and whether, how and when it should expand its global reach and geographic footprint to support existing and future customer requirements. It also informed the Board's assessment of the level of investment required for Computacenter to be able to grow its customer base, enhance contribution from key customers and grow market share within our target markets.

These judgements, in turn, informed additional Board decision making during 2022, including the approval of acquisitions that align with the Group's strategic objectives, such as the acquisition of BITS in the United States. Understanding areas of customer focus, including information security and sustainability, assisted the Board in identifying areas of investment, such as in our ongoing cyber security programme, IT services management tooling and our IT roadmap project, when approving the 2023 budget. Presentations to the Board concerning two material Managed Services bids which required, and were given, Board approval in 2022, has allowed Directors to understand specific customer priorities, including the balance between pricing, service quality and the allocation of risk under proposed deal terms.

The Board also received a presentation by the Group's Chief Commercial Officer which included analysis on changes in customer buying behaviours driven by Brexit, Covid-19, global shortages and constraints, and inflation, and around the importance of automation to long-term growth and scale within our Integration Centers. As a result, the Board approved a related £3 million investment.



Our people

Why we engage and what matters to them

Our people are at the centre of what we do and are essential for our future growth. They implement and promote our culture, as set by the Board, on a day-to-day basis. Externally, they represent Computacenter when interacting with our other key stakeholders, building relationships, generating long-term trust, and developing knowledge of their requirements and preferred ways of operating.

We want to attract, retain and develop people who understand and promote our strategy, performance, culture, values and Our Purpose. Failure to recruit and retain the right calibre of people to our talent pool is one of our principal risks (as set out on page 81). Clear, consistent and frequent engagement with our people, and the groups that represent them, helps us to mitigate this risk, understand their key challenges and concerns, and what they perceive these to be for the Group.

Our people expect us to provide fair and safe working conditions for them, and to help create an environment where they can get the best out of themselves. Engagement allows us to understand how we can continually strive to do this better.

Our principal forms of engagement with them during the year and how this was fed back to the Board

Our nominated Non-Executive Director for Workforce Engagement, Ros Rivaz, completed a programme of engagement which the Board approved at the beginning of the year. She met with a number of Works Councils and employee representative groups, including from one of our key emerging locations, Computacenter India. Having been in the role since 2017, she brings a balance of independence and knowledge of the Group, as well as expertise and experience in employee-related matters such as remuneration. She presented to the Board on multiple occasions during the year.

Engagement with our employees also takes place through Management meetings with formal employee representative groups, such as our Works Councils in Europe and our 'MyForum' body in the United Kingdom, which involve two-way interaction and feedback, and employee Q&A sessions, driving change through discussion. The Chief Executive Officer's 'This Week' email is sent on a weekly

basis to all employees, covering topics of interest such as business performance and trends, as well as Board and senior Management views on those areas. Employees are given the opportunity to provide their views and feedback to the office of the CEO (via a dedicated email address) on the topics addressed and views given.

Engagement also happens on an ongoing basis at all levels across Computacenter, as a result of the management structure in place, and the supporting activities of Group Human Resources. This ensures that the issues and feedback raised are considered and escalated. The transparent, effective communication that results is further supported by the operation of an independent, external Speak Up hotline, from which relevant reports submitted by employees are reviewed by the Audit Committee on behalf of the Board.

The Group clearly communicates its expectations of our people in how they represent Computacenter and conduct themselves in doing so, through a comprehensive set of policies and training, focused on areas which develop, support and protect them. Group-wide employee surveys are also carried out on a biennial basis, with smaller Group function or geography-specific surveys being completed on an ongoing basis. The results in 2022 were presented to the Board twice by the Chief People Officer.

The outcomes of this engagement and how this impacted Board decision making

Employees had a range of views concerning the importance of office attendance, including on the ability of our people to collaborate and communicate effectively when not in a face-to-face environment, and its impact on the Group's culture and operating performance. This feedback was incorporated into the Board's discussions on the Group's culture, with specific reference to ensuring that it continues to be embedded effectively, especially for new joiners and in office locations geographically distant from our main operating countries. The Board recognised the increasing importance of clarity of Our Purpose, and comprehensive communication of it, for Computacenter to sustain its culture in a hybrid working environment. Having directed Management to review it, the Board approved a refreshed and updated Our Purpose. This can be found on page 7.

Feedback from employees also asked for more effective and frequent communication of the Group's sustainability objectives, and the progress made against these. Following direction from the Board, full details of our environmental commitments and journey are clearly communicated to our people through our Group-wide 'ONE CC' intranet.

Engagement across our core countries has made clear the impact of inflation on our employees in 2022, including the cost of living crisis in the United Kingdom. This was fed back to the Board and Remuneration Committee as part of direct updates from the Chief Executive Officer and the Chief People Officer. Following its discussions, and as proposed by Management, the Board approved an unscheduled one per cent salary increase for all employees with effect from 1 April 2022 (except for the Executive Directors and Group Executive Committee members). Scheduled Group salary reviews were carried out at the end of the year, resulting in an average uplift of salary for employees across the Group during the year of approximately 6.1 per cent. The Board considered this an appropriate balance between helping to mitigate the impact on employees, whilst ensuring a sustainable cost base for the business moving forward.

Further feedback from employees provided to the Board included requests for: increased clarity and transparency of career pathways; more effective communication in advance of significant change programmes; and education of our people at more junior levels on the Group's strategy. The Board directed Management to respond to each of these areas.

Our shareholders

Why we engage and what matters to them

Our shareholders want an appropriate return from their investment in Computacenter. To help them achieve this, and make effective investment decisions, they want to understand our strategy, our current or projected operational or financial performance, and our approach to environmental, social and governance (ESG) matters. Shareholders have different risk appetites, and different preferences for capital or income-based returns and the time horizon for delivering those returns.

Two-way engagement helps Management and the Board to understand shareholders' range of views on specific issues and allows current and potential shareholders to make informed decisions concerning investment in Computacenter.

Our principal forms of engagement with them during the year and how this was fed back to the Board

The Chair and the Company Secretary undertake a governance roadshow with significant shareholders following the release of the Annual Report. The Executive Directors hold shareholder meetings and roadshows during the year, following the release of the Group's full-year and half-year results, for which they also give presentations to sell-side analysts and institutional shareholders. Following these meetings, the Group's brokers conduct follow-up interviews with shareholders and analysts and produce reports which are reviewed by the Board at its following meeting. These reports include existing and potential shareholders' articulation of the investment case in Computacenter plc shares, including attractions or barriers to investing, as well as their view on the Group's recent performance, and perceived opportunities and challenges.

Computacenter also offers shareholders the opportunity to meet the Directors and ask questions at the Company's AGM. In 2022, the Company consulted with major shareholders to get their views on the Group's Directors' Remuneration Policy, with a view to incorporating these in the revised Directors' Remuneration Policy being put to shareholders at the AGM in May 2023. Further details on the consultation process, and its outcomes, are available in the Directors' Remuneration Report on page 110.

The Company also communicates with its shareholders through its regulatory announcements, and our Annual Report updating them on strategy, performance and governance. The Company Secretary receives ad hoc queries and comments from shareholders during the year, and these are discussed with the Chair and, where appropriate, included within updates to the Board.

The outcomes of this engagement and how this impacted Board decision making

Feedback from our institutional shareholders focused on a number of areas. These included significant interest in the opportunity, strategy and prospects for growth in the United States business, and the pace of integration of recent United States acquisitions. Board discussion, which incorporated this feedback, concluded that whilst the United States business continued to grow organically, Computacenter would take additional acquisition opportunities to improve its positioning where they represented a compelling strategic and cultural fit with the Group.

This resulted in the identification and acquisition of BITS during the year, which will give Computacenter a much stronger presence in the Mid-West of the United States, bringing with it a high calibre of people and leadership.

As in previous years, there was focus on the Company's share price against its peers across relevant geographies and sectors. As a result, the Board directed that representatives of our broker present to it on this, to enhance its understanding of factors that drive the share price. This enabled the Board to assess and consider these factors in its decision making during the year, whilst balancing these against its risk appetite.

Shareholders also showed interest in the Group's priorities for its use of cash, including a range of views around the attractiveness of share buybacks, and further acquisitions in the United States. These were reflected in Board discussions and decision making concerning: the quantum of dividend declarations (which the Board considered, and balanced against other stakeholder interests concerning our balance sheet strength, investment capacity and long-term viability of the Group), resulting in a 2021 final dividend of 49.4 per share and a 2022 interim dividend of 22.1 per share; approval of the

Company's dividend policy, which the Board decided to leave unchanged; the refinancing approved by the Board of its revolving credit facility completed during the second half of the year; and the Company's retention of its Treasury Shares.

There was also particular interest in the Group's succession planning for the Executive Directors, which is discussed frequently at Board and Committee level. This priority is shared by the Board which, primarily through the work of the Nomination Committee, has been focused during the year of succession planning for the Group Finance Director. Its preparations assisted in the identification and approval of the role specification and subsequent appointment process, which resulted in the appointment of Christian Jehle as Chief Financial Officer with effect from June 2023.

Performance-related areas of interest from shareholders included the United Kingdom business performance, how Services margins would be impacted by the unwinding of Covid-19-related benefits, and over what timeframe the increased levels of inventory held by the Group, due to supply chain shortages in the IT industry, would normalise. The Board has ensured that these issues were addressed in the Group's performance updates to the market during the course of the year.

Through periodic updates from the Remuneration Committee Chair, the Board was also made aware of the views of shareholders responding to the Company's consultation exercise over its proposed approach to the revised Directors' Remuneration Policy. The positive feedback received from shareholders concerning the appropriateness of the existing Policy assisted the Board in approving, on the recommendation of the Remuneration Committee, that the revised policy should not contain any material changes and that Computacenter's executive remuneration framework should be left largely unchanged.



Our technology vendors

Why we engage and what matters to them

Our technology vendors are critical for us, and we invest time and effort in ensuring that our relationships with them remain robust and healthy, for mutual benefit. We aspire to be their preferred route to market for our chosen customer target market, and they benefit from our customer intimacy, which comes from our focus on long-term, multi-level strategic relationships.

Through engagement with our customer teams and by working in partnership, we add value and drive customer satisfaction with our technology vendors' products. To facilitate that and enable us to grow together, we need to maintain strong and sustainable working relationships, on both a day-to-day and strategic level, covering operational, engagement and commercial support.

Our principal forms of engagement with them during the year and how this was fed back to the Board

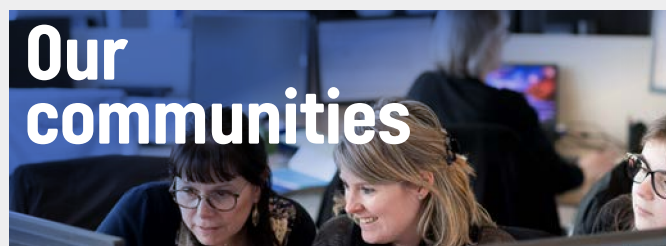
Our technology vendors' customer-aligned sales and technical personnel and our sales, technical and services teams engage regularly to ensure strong working partnerships, on a customer-by-customer basis. The Group Technology Sourcing team formally engages with our technology vendors on a day-to-day basis, as well as at management and executive level, to maintain strong partnerships and to continue to deliver operationally and strategically. Technology vendors share product and strategy information at multiple formal and informal events during the year, to enable us to fully support our customers' initiatives and business planning.

This requires both technical and commercial engagement across Computacenter and includes inviting representatives of our technology vendors to speak at our Group-wide annual sales event, at which the Board is present, where they communicate their latest technical innovations, their view of how our organisations can most effectively work together and their areas of focus for the year. The Board received updates from the Chief Executive Officer, Chief Commercial Officer, and other members of the senior Management team on the views of our technology vendors and reviewed the Group's Technology Sourcing strategy and tooling capabilities.

The outcomes of this engagement and how this impacted Board decision making

A focus of engagement with technology vendors has been to understand their latest views on the supply chain issues impacting the IT industry, which were particularly prevalent during the first three quarters of the year. Engagement helped to give early visibility of particularly acute supply chain issues within specific technology vendors or by lines of business, including networking, data center and workplace, and also allowed Management to form a view and update the Board on the likely duration of the issues, and importantly when the constraints were likely to ease. It also allowed the Board and Management to assess the resulting challenges and space issues within the Group's Integration Centers as a result of increased inventory.

This engagement helped to inform the Board's discussions around the Group's cash position, and its approval of related statements made by the Group in its performance updates during the year. Understanding the global supply chain issues in detail was part of the Board's assessment, given increased levels of inventory and parts, in approving a £3 million automation solution for our Integration Centers. For further detail on how the Board considered the interests of our technology vendors during the year, please see pages 94 to 95.



Our communities

Why we engage and what matters to them

We seek to build long-term trust with our stakeholders. These include the communities in which we, and our other stakeholders, live and work. Our local communities support our ability to do business and supporting them in return is our responsibility. By doing so, we aim to inspire our people, to illustrate more widely our commitment to understanding people matter (one of our core values), and to maintain and enhance our corporate reputation. Our local communities are interested in ensuring that our operations are sustainable and safe, so that the positive economic and social impact that Computacenter has on them is protected over the long term and increases over time. They expect us to engage with them on social and environmental issues that matter to them, including areas such as diversity and inclusion, and the sustainable use of resources within our operations. They also expect us to act ethically, to treat our stakeholders fairly and, where possible, to support them financially or with our time.

Our principal forms of engagement with them during the year and how this was fed back to the Board

Our engagement is primarily focused on school, community and university outreach programmes, with a focus on encouraging young people to take up science, technology, engineering and mathematics (STEM) careers, thereby addressing skills shortages, increasing diversity across STEM, improving social mobility and raising aspirations. Over 140 employee volunteers supported our educational outreach programme, Bright Futures, during 2022, reaching over 34,000 students and young adults. The Bright Futures' mission is to support the next generation of young people by inspiring them to follow a career in technology. For further information on our engagement with our local communities, please see pages 38 to 52. The Board received frequent updates from the Group Development Director on our activities to engage with and support our local communities, and our commitments and reporting relating to the environment and climate change.

The outcomes of this engagement and how this impacted Board decision making

Our engagement in schools and universities makes clear the importance that many within those environments place on preventing climate change, including through the reduction of carbon emissions, as well as encouraging and increasing diversity across all areas of society. As explained in more detail on pages 38 to 52, the two areas are central pillars of the Group's approach to ESG which is periodically reviewed and approved by the Board – our 'People, Planet and Solutions' approach. Feedback from engagement, along with the wider views, interests and expectations of our local and national communities, are considered by the Board when setting the Group's environmental targets and commitments, such as being Net Zero by 2040, and in its direction that the Group be carbon neutral in 2022. The environmental and social objectives set for the Executive Directors, as part of their 2022 annual bonus targets, by the Remuneration Committee on behalf of the Board included a corporate objective to increase gender diversity across the organisation, as well as the continued development of climate change initiatives by the Company. Whilst not specifically related to feedback from our communities, the Board also considered their interests and expectations when reviewing the Group's Modern Slavery Act statement and Gender Pay Gap reporting during the year.