



NOMINATION COMMITTEE REPORT

Approved by the Board of Computacenter plc
on 16 March 2023

Nomination Committee report



The Board and the Committee recognise the benefits that diverse skills, experience and thought can bring to an organisation, and how it can assist the Board's range of views, decision making and effectiveness.

Peter Ryan
Chair of the Nomination Committee

Current members	Role	Attendance record
1. Peter Ryan (Chair)	Non-Executive Chair of the Board	3/3
2. Pauline Campbell	Non-Executive Director	3/3
3. René Carayol (from 1 November 2022)	Non-Executive Director	–
4. Ljiljana Mitic	Non-Executive Director	3/3
5. Ros Rivaz	Non-Executive Director	3/3
Former member		
6. Rene Haas (until 1 December 2022)	Non-Executive Director	1/3

Membership and attendance

The members of the Nomination Committee are the independent Non-Executive Directors and the Chair of the Board.

Rene Haas stepped down from the Committee and the Board on 1 December 2022. René Carayol joined the Committee on 1 November 2022, immediately upon his appointment as a Non-Executive Director. With much of his recent work and expertise focusing particularly on areas such as diversity and inclusion, inclusive leadership and cultural transformation across large organisations, René will provide valuable insight to the Committee moving forward.

The Company Secretary is the secretary to the Committee, and upon invitation, the meetings are also attended by the Chief Executive Officer and the Chief People Officer. The Chair of the Committee reports to the Board on its activities.

Responsibilities of the Nomination Committee

The key responsibilities of the Nomination Committee are to:

- lead the process for Board appointments;
- ensure that the Board and its Committees have a combination of skills, experience, diversity, knowledge and independence appropriate for leading the Group, given its size and the markets in which it operates;
- review the structure and size of the Board and its Committees to ensure that they are able to function effectively; and
- review succession planning for the Board and senior executives of the Group (including ensuring the development of a diverse pipeline for succession).

The Committee's full terms of reference are available at investors.computacenter.com. No changes have been made to its terms of reference since the Committee's last report to shareholders.

COMPOSITION AND SUCCESSION

Main activities of the Committee in 2022

The Nomination Committee met three times during 2022, and its work included:

Re-appointment of Directors

All Directors put forward for election or re-election at the Company's AGM are nominated by the Board on the recommendation of the Committee. In considering whether to recommend the nomination of a Director, the Committee took into account the outcome of the externally facilitated evaluation of the Board, its Committees and Directors, in 2022. Following the Committee's assessment in early 2023, all Directors in office as at 31 December 2022 will be put forward for election or re-election at the AGM in May 2023.

Succession planning and Board changes

The Committee continued to focus on its responsibility under the 2018 UK Corporate Governance Code (the Code) to ensure that plans are in place for Board and senior Management succession, and to oversee the development of a diverse pipeline for succession. The Committee discussed succession planning for the Executive Director positions which is a significant priority for both our shareholders, who have raised the issue consistently in recent years during the Company's engagement with them, and also the Board, given the incumbents' deep knowledge of the Group and its business, and their length of tenure in role. Given that inadequate succession planning, including for the Executive Directors and the Group Executive Committee, is one of our principal risks, this was also reviewed by the Board, in consultation with the Committee, following a presentation by the Chief Executive Officer and Chief People Officer in the second half of the year. It considered the criticality of each role to the long-term sustainable success of the Group, and the relative availability of internal and external candidates for the roles over various time horizons.

To help it understand succession planning requirements, and to ensure that the Board and its Committees are able to function

effectively on an ongoing basis, the Committee reviewed and discussed the composition of the Board and its Committees, and the skills, diversity and knowledge that each individual Director brings. It considered how the leadership needs of the Group may change over time, influenced by factors including its strategy, plans for growth and likely future corporate governance requirements.

The Committee recognises the particular importance of effective Non-Executive Director succession planning, especially given that the Board includes our two founder Non-Executive Directors, who continue to contribute significantly and appropriately to Board discussions, particularly around strategy and performance. The Board does not consider Sir Philip Hulme and Sir Peter Ogden to be independent for the purposes of the Code. It is therefore important that the Committee is prepared for unexpected or emergency independent Non-Executive Director succession so that the Company is able to remain in compliance with provision 11 of the Code, which requires at least half of the Directors, excluding the Chair, to be considered independent by the Board.

There is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board. It is led by the Committee and is triggered by the identification of a skills gap on the Board and its Committees. This is usually, but not always, the result of a Board resignation, changes in the Company's activities or strategic focus, or updated corporate governance requirements concerning Board or Committee composition. The appointment process for a Board role generally starts with the appointment of an independent search firm by the Committee, and the creation of a role specification which it then approves. Following further Committee discussion, it then inputs into a shortlist of candidates, and is involved in the interview process for all appointments. Generally, candidates are subsequently interviewed by the remaining members of the Board. After taking feedback from these, the Committee recommends the appointment of a candidate to the Board for discussion and approval.

The process varies slightly for Executive Director roles, given that the Committee will, as was the case in 2022, consider internal candidates. Only external candidates will be considered for Non-Executive roles.

Given the nature of the role, the process for the appointment of the CFO-designate was led by a sub-committee of the Nomination Committee, which included the Chair, the Senior Independent Director and the Chair of the Audit Committee. The resulting shortlist of four diverse candidates met with the sub-committee, as well as the Chief Executive Officer. The sub-committee also discussed in some depth the feedback on the candidates following a review process conducted by Russell Reynolds, which was the search firm used by the Company to assist with the

process. Russell Reynolds has no other connections with the Company or its Directors, other than the provision of this type of service.

The sub-committee then reported back to the Nomination Committee, which recommended the appointment of Christian Jehle as CFO-designate late in the year (prior to joining the Company as CFO on 1 June 2023). Christian's career to date has been characterised by leading transformations of finance functions to ensure that they are best in class and fit for purpose for continually expanding and changing businesses. The Committee, working closely with the CEO and the Board, considered the skills and experience he has developed in this area to be important in fulfilling a Board priority that the Group's finance function remains in a position to best support and enable the continued growth of the business, including through the use of technology that simplifies the business, and continues to drive efficiencies including within finance and administration.

Our Non-Executive Director appointment process may also vary where an individual has been specifically identified by the Board and Committee as part of its ongoing succession planning, having matched their skills and experience to those required by the Board. In this event, that individual may, following Board approval on the recommendation of the Committee, be approached directly without the use of a search firm or open advertising for the role.

This was the case for the appointment of René Carayol, who was approached directly by the Company, given his previous experience as an IT systems director (with PepsiCo) and Chief Information Officer (with IPC Magazines), and his recent work and expertise in areas highlighted earlier in this report. Having indicated his willingness to put himself forward for consideration, René then went through our standard Non-Executive Director appointment process, including being interviewed by other members of the Board. Following feedback and discussion, the Committee agreed to recommend his appointment to the Board. The Board approved the recommendation, following which René joined the Company.

Diversity

The Board recognises the benefits that diverse skills, experience and thought can bring to an organisation. The Committee always considers these benefits when reviewing Board succession planning, and during the appointment process. This includes requiring diverse lists of potential candidates to be presented to it for review or selection. The Board is also of the view that appointments to it must be made primarily on skills and experience, with regard to the benefits of diversity. As such, the Committee does not view it as appropriate to have in place a formal diversity policy which applies specifically to the Board and Executive Committee.

The Committee factors into its discussions related corporate governance requirements and suggested best practice in this area, including the Sir John Parker review on ethnic diversity and the Hampton-Alexander review on gender diversity. During the year, the Committee also received an update on the new UK FCA Listing Rule relating to diversity. It will continue to be mindful of these requirements and best practice guidance as it undertakes its review of Board succession for the medium term during 2023.

The Board and the Committee endorse Computacenter's wider approach to diversity, including its six pillars of diversity, as set out in more detail on page 44, and its Equality and Respect at Work policy, which applies throughout the organisation, including to the Board, its Committees and Group Executive Committee. This is in place to ensure that everybody who represents Computacenter promotes equality, diversity and inclusion in the way that they behave, their communications and their day-to-day actions. As set out on pages 124 and 125, at the end of 2022, we were on track to meet our corporate objective of a 25 per cent female mix for our leadership job levels across the Group, and a 30 per cent mix for our whole employee base. We are clear that a failure to recruit and retain the right calibre of talent is a risk to the successful execution of our strategy, and our key mitigation actions include the implementation of specific diversity projects and initiatives relating to gender and ethnicity, amongst other areas. Further detail on these can be found on pages 43 to 45.

Female representation at Board level remained at 33.3 per cent in 2022; at Group Executive Committee level it increased from 20 per cent to 22 per cent, and in our leadership teams it increased from 23 per cent to 29 per cent. Our leadership teams are comprised of members of the Executive Committee and those senior leaders who are direct reports to Executive Committee members (excluding administration and support roles). As regards ethnicity, as at 31 December 2022 one Director identified as an ethnicity other than white. Further detail on the Group's approach to diversity and inclusion, as well as the gender balance of our workforce, can be found on page 44.

Committee performance

The performance of the Committee was reviewed as part of the independent, external evaluation of the Board completed in the fourth quarter of the year. I am satisfied, having reviewed the findings of that evaluation, and discussed it with the other members of the Board, that the Committee continued to function effectively during the year.

Peter Ryan
Chair of the Nomination Committee
6 April 2023

Computacenter is a leading independent technology and services provider, trusted by large corporate and public sector organisations. We are a responsible business that believes in winning together for our people and our planet. We help our customers to Source, Transform and Manage their technology infrastructure to deliver digital transformation, enabling people and their business.

Computacenter

is a public company quoted on the London FTSE 250 [CCC.L] and employs over 20,000 people worldwide.



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