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**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 CHAIR**

## **AND NOTICE OF ANNUAL GENERAL MEETING**

## **2024**

**Computacenter plc**  
Registered in England No: 3110569

**Registered Office**  
Hatfield Avenue  
Hatfield  
Hertfordshire  
AL10 9TW





## TO ORDINARY SHAREHOLDERS

11 April 2024

### DEAR SHAREHOLDER,

#### Annual General Meeting 14 May 2024

I am pleased to be writing to you with details of our 2024 Annual General Meeting ('AGM') of Computacenter plc (the 'Company' and together with its subsidiaries, the 'Group'). This will be held at 11.30am on Tuesday 14 May 2024, at 100 Blackfriars Road, London SE1 8HL.

Attached on pages 2 to 3 is the notice setting out the business to be conducted at this year's AGM ('Notice of AGM'). An explanation of the business of the AGM can be found within the appendices on pages 6 to 8.

If you are unable to attend the AGM in person or if you do not wish to do so, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM. Further information on the required process is detailed under the section in this letter entitled 'Action To Be Taken – Form of Proxy'.

#### Dividend

Your Board has recommended a final dividend for 2023 of 47.4 pence per ordinary share. Subject to approval by shareholders, the dividend will be paid on Friday 5 July 2024 to shareholders appearing on the register of members at the close of business on Friday 7 June 2024.

#### Election and re-election of Directors

As previously announced by the Company, I will not be seeking re-election at the forthcoming AGM, and will therefore retire from the Board, and step down as Non-Executive Chair of the Company, with effect from the conclusion of the meeting.

In accordance with the UK Corporate Governance Code, the Board has decided that all other Directors on the Board as at 31 December 2023 will offer themselves for election or re-election, and resolutions 4a to 4h are to elect or re-elect each of them as Directors. Christian Jehle joined the Board in June 2023, and he will be seeking election by shareholders for the first time at this AGM.

Since the Company's 2023 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 121 of the 2023 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.

Brief biographies of all of the Directors standing for election and re-election at the forthcoming AGM can be found on pages 116 and 117 of the 2023 Annual Report and Accounts.

#### Change of Chair

I am delighted that our current Audit Committee Chair, Pauline Campbell, who has been on the Board since August 2021, will assume the position of Chair of the Company as my successor, subject to her re-election by shareholders at the meeting. I am confident that the Company is well positioned to continue to thrive and wish Pauline much success in her new role.

It has been my privilege to chair the Board of Computacenter for the past five years. I have nothing but admiration for the outstanding people, values and culture which have been the key ingredients in Computacenter's enduring success. A recruitment process for a new independent Non-Executive Director to replace me, and who will take up the role of Audit Committee Chair, is now underway.

#### 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 11.30am on Friday 10 May 2024.

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 1 to 9 to the Notice of AGM on page 4. Communications giving voting instructions by electronic means must be received by Equiniti not later than 11.30am on Friday 10 May 2024.

#### 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 48,270,037 ordinary shares, representing approximately 42.29 per cent of the Company's issued share capital excluding treasury shares (as at 27 March 2024).

#### Peter Ryan

Chair

# Notice of Annual General Meeting 2024

Notice is hereby given that the Annual General Meeting of Computacenter plc will be held at 11.30am on Tuesday 14 May 2024 at 100 Blackfriars Road, London, SE1 8HL for the following purposes:

## Ordinary Resolutions

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

1. To receive the Financial Statements of the Company and the Group for the year ended 31 December 2023, together with the Reports of the Directors and Auditor thereon.
2. To approve the Annual Statement from the Chair of the Remuneration Committee and the Annual Remuneration Report for the year ended 31 December 2023, as set out on pages 136 to 138 and 145 to 158 respectively of the 2023 Annual Report and Accounts.
3. To declare and approve a final dividend of 47.4 pence per ordinary share.
4. To elect and re-elect, by separate resolutions, the following persons as Directors of the Company:
  - 4a. P Campbell, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
  - 4b. R Carayal, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
  - 4c. P W Hulme, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
  - 4d. M C Jehle, who being eligible, offers himself for election as an Executive Director of the Company.
  - 4e. L Mitic, who retires and being eligible, offers herself for re-election as a Non-Executive Director of the Company.
  - 4f. M J Norris, who retires and being eligible, offers himself for re-election as an Executive Director of the Company.
  - 4g. P J Ogden, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
  - 4h. R Rivaz, who retires and being eligible, offers himself for re-election as a Non-Executive Director of the Company.
5. To re-appoint Grant Thornton UK 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.
7. That the Directors be generally and unconditionally authorised 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 2025, 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. All unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

## Special Resolutions

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

8. That, subject to the passing of Resolution 7, 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 allotment or sale. The power shall be limited to the allotment of equity securities pursuant to the preceding Resolution 7 or sale of treasury shares, up to an aggregate nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7<sup>5</sup>/<sub>9</sub> pence each, for the period referred to in Resolution 7, 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 and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.
9. That, subject to the passing of Resolution 7, the Directors be given power, in addition to any power granted under Resolution 8, to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by Resolution 7 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or 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 7<sup>5</sup>/<sub>9</sub> pence each; and
  - b. used for the purposes of financing (or refinancing, if the authority is to be used within 12-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 7, 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 and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.

10. 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 7<sup>5</sup>/<sub>9</sub> 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 (excluding expenses) which may be paid for each ordinary share is 7<sup>5</sup>/<sub>9</sub> 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; and
    - 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 (EU) No 596/2014 (as such legislation forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018); and
  - d. this authority shall expire at the conclusion of the AGM of the Company held in 2025 or, if earlier, 30 June 2025, 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).
11. 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 2025.

Resolutions 1 to 7 [inclusive] will be proposed as ordinary resolutions while resolutions 8 to 11 [inclusive] will be proposed as special resolutions.

**Computacenter plc**  
**Registered Office**  
Hatfield Avenue, Hatfield, Hertfordshire AL10 9TW

By order of the Board

**Simon Pereira**  
Company Secretary  
11 April 2024

## 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, however, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chair of the AGM as their proxy.
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 11.30am on Friday 10 May 2024.
5. Only those shareholders registered in the Register of Members of the Company at 6.30pm on Friday 10 May 2024 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. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the on-screen instructions. You will need your Shareholder Reference Number shown on the Form of Proxy enclosed. 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](http://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 11.30am on Friday 10 May 2024. 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](http://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 11.30am on Friday 10 May 2024. 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 Chair'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 27 March 2024 (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.

11. 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.
12. 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.
13. A copy of this Notice together with the other information required by Section 311A of the Companies Act 2006 may be found at <https://investors.computacenter.com/shareholder-centre/agm>.

# Appendix 1 to the Notice of Annual General Meeting

Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 8 to 11 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## 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 2023 and the reports of the Directors and Auditor thereon.

## Ordinary Resolution 2 – Annual Statement by the Chair of the Remuneration Committee and Annual Remuneration Report

Pages 136 to 138 and pages 145 to 158 of the 2023 Annual Report and Accounts constitute the Annual Statement from the Chair of the Remuneration Committee and the Annual Remuneration Report respectively for the year ended 31 December 2023, 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 47.4 pence per ordinary share, in respect of the year ended 31 December 2023. Members will be asked to approve this payment and if approved, the dividend will be payable on Friday 5 July 2024, to those shareholders on the register of members at the close of business on Friday 7 June 2024.

## Ordinary Resolutions 4a to 4h – Election and re-election of Directors

The Board has adopted a policy, in line with the UK Corporate Governance Code, whereby all Directors are required to seek election or re-election by shareholders on an annual basis. Accordingly, all Directors (apart from Peter Ryan, who will be retiring from the Board with effect from the conclusion of the meeting, and Christian Jehle, who will be seeking election for the first time) will retire and offer themselves for re-election. All the Directors seeking election and re-election have been subject to a performance evaluation, as described in the Governance Report in the 2023 Annual Report and Accounts. Based on that evaluation, it is considered that each Director continues to be effective, and their contribution supports the long-term sustainable success of the Company. Each Director demonstrates the level of commitment required in connection with their role and the needs of the business (including making sufficient time available for Board and Committee meetings and other duties).

The skills and experience of each Director, which can be found below and on pages 116 and 117 of the 2023 Annual Report and Accounts, demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

Biographical details in support of each Director's election and re-election are provided opposite and overleaf. In addition, the Committees on which each of the independent Non-Executive Directors serves are shown on pages 116 and 117 of the 2023 Annual Report and Accounts.

## Pauline Campbell

Non-Executive Director, Chair of the Audit Committee and Chair Designate. Appointed August 2021.

### Skills and Experience:

Pauline is a recently retired PricewaterhouseCoopers ("PwC") Partner who brings over 30 years of experience in the audit profession. She has worked internationally across a broad range of sectors including IT services and support services amongst many others. Pauline also served on the Governance Board of the PwC UK firm, including the Public Interest Body and the equivalent body at PwC's Global Network, so brings a wealth of experience.

### External Appointments

Former Non-Executive Director of Micro Focus International plc.

Pauline is recommended for re-election.

## Mike Norris

Chief Executive Officer. Appointed December 1994.

### Skills and Experience:

Mike graduated with a degree in Computer Science and Mathematics from East Anglia University in 1983. He joined Computacenter in 1984 as a salesman in the City Office. Following appointments in senior roles, he became Chief Executive in December 1994, with responsibility for all day to day activities and reporting channels across Computacenter. Mike also led the Company through flotation on the London stock Exchange in 1998. Mike was awarded an honorary Doctorate of Science from the University of Hertfordshire in 2010.

### External Appointments

None

Mike is recommended for re-election.

## Chris Jehle

Chief Financial Officer. Appointed June 2023.

### Skills and Experience:

Chris graduated with a degree from Augsburg University and holds a dual MBA from Mannheim Business School in Germany and ESSEC in France. He was previously at Experian where he was CFO for the UK&I region and the Global Software Business. Chris has more than 25 years' experience in the IT and Software industry in Europe, Japan, Singapore, US and the UK, and has held various senior Finance and Consulting positions in Fujitsu-Siemens, Accenture and SAP.

### External Appointments

None

Chris is recommended for election.

## Philip Hulme

Founder Non-Executive Director. Appointed 1998.

### Skills and Experience:

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

### External Appointments

None

Philip is recommended for re-election.

**Peter Ogden**

Founder Non-Executive Director. Appointed 1998.

**Skills and Experience:**

Peter founded Computacenter with Philip Hulme in 1981 and was Chairman of the Company until 1998, when he became a Non-Executive Director. Prior to founding Computacenter, he was a Managing Director of Morgan Stanley and Co.

**External Appointments**

None

Peter is recommended for re-election.

**Ros Rivaz**

Senior Independent Non-Executive Director, Chair of the Remuneration Committee and Workforce Engagement Director. Appointed November 2016.

**Skills and Experience:**

Ros is the Senior Independent Director at Victrex plc, Lead Independent Director at Aperam SA and Chair of Anglian Water. She is a Board Committee Chair or member at each of her current portfolio companies, including membership of two ESG Committees. Ros's prior roles include Chair of the Nuclear Decommissioning Authority, Non-Executive Director of the Ministry of Defence – Defence Equipment and Support Board, ConvaTec Group PLC, RPC Group plc, CEVA Logistics AG and Rexam plc, and Deputy Chair of the Council of the University of Southampton. Ros was previously Chief Operating Officer for Smith & Nephew plc and held senior management positions in global companies including Exxon, Diageo, ICI and Tate & Lyle Group.

**External Appointments**

Senior Independent Non-Executive Director at Victrex plc since May 2020.  
Lead Independent Director at Luxembourg based Aperam SA since May 2020.  
Non-Executive Chair at Anglian Water since January 2024.

Ros is recommended for re-election.

**Ljiljana Mitic**

Independent Non-Executive Director. Appointed May 2019.

**Skills and Experience:**

Ljiljana has more than 25 years' experience in the IT industry. She was a global Head of financial services and a member of the executive committee at Atos SE, following its takeover of Siemens IT Solutions and Services GmbH where she headed the worldwide banking and insurance sales business. Ljiljana has also held senior roles at Hewlett-Packard and WestLBAG. Since 2016, she has focused on technology start-ups as a Senior Partner of Impact51 AG. Ljiljana is a Non-Executive Director of Grenke AG, a global financing partner for small and medium-sized companies. She is also a Non-Executive Chair of Grenke Bank AG.

**External Appointments**

Non-Executive Director at Grenke AG since May 2019.  
Non-Executive Chair at Grenke Bank AG since January 2023.

Ljiljana is recommended for re-election.

**René Carayol**

Independent Non-Executive Director. Appointed November 2022.

**Skills and Experience:**

After leaving University, René joined Marks & Spencer where he worked for 10 years, including as a Senior IT Manager, before moving to join PepsiCo as IT Systems Director. He subsequently moved to IPC Magazines as CIO, staying with the business until it was sold to AOL Time Warner. René is now an experienced Executive Leadership Coach and broadcaster, with much of his recent work focusing particularly on areas such as diversity and inclusion, inclusive leadership and cultural transformation across large organisations.

**External Appointments**

None

René is recommended for re-election.

**Ordinary Resolution 5 – Re-appointment of Auditor**

Shareholders are being asked to confirm the re-appointment of Grant Thornton UK 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 – 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 2025 or, if earlier, on 30 June 2025, 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 27 March 2024, being the latest practicable date prior to the publication of this document). As at 27 March 2024 (being the latest practicable date before the publication of this document), the Company held 8,546,861 treasury shares which represented 7.49% of the total ordinary issued share capital, excluding treasury shares, at that date. 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.

## Appendix 1 to the Notice of Annual General Meeting

### Special Resolution 8 and 9 – Disapplication of pre-emption rights

If the Directors wish to allot 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 8 is to authorise the Directors to allot new shares (and sell treasury shares) for cash pursuant to the authority given by Resolution 7 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 27 March 2024), without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 9 seeks a separate and additional authority to disapply 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 27 March 2024) for an acquisition or specified capital investment.

These resolutions are in line with those passed by the Company in previous years, and are aligned with guidance provided by the Pre Emption Group (PEG) in their Statement of Principles. The 2015 PEG Statement of Principles supported a general disapplication of pre-emption rights in respect of 5 per cent of issued share capital, plus an additional 5 per cent for acquisitions and specified capital reinvestment. Whilst the PEG Statement of Principles was updated in November 2022, at the AGM the Company is seeking a disapplication of pre-emption rights in the same manner as it has in previous years (i.e. 5 per cent plus an additional 5 per cent for acquisitions and specified capital investment), and will keep this under review in future years.

The Company confirms that it intends to use the authority referred to in Resolution 9, only in connection with an acquisition or specified capital investment, which is announced contemporaneously with the allotment or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. Where the authority granted under Resolution 9 is used, the circumstances that have led to its use and details of its use will be disclosed by the Company in its next Annual Report. Resolutions 8 and 9 will be proposed subject to Resolution 7 first being carried by the AGM and the authorities sought, if granted, will be for the same period as that granted under Resolution 7, such period being in line with the Statement of Principles. The Company expects to seek the renewal of such authorities at the next annual general meeting.

The Board does not intend to allot shares for cash on a non-pre-emptive basis under the power granted by resolution 8 in excess of an amount equal to 7.5% 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 8 and 9 will expire at the conclusion of the Company's AGM in 2025 or, if earlier, 30 June 2025, at which time the Board expects to seek its renewal.

### Special Resolution 10 – 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 27 March 2024) 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 2023 AGM to make market purchases of up to 11,414,110 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 reissue 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 27 March 2024, there were options outstanding over 4,844,844 ordinary shares, granted under all share options schemes operated by the Company, representing 4.24 per cent of the Company's issued ordinary share capital (excluding shares held in treasury). If the authority given by Resolution 10 were exercised in full, that percentage would increase to 4.72 per cent. There were no warrants outstanding as at 27 March 2024.

The authority under Resolution 10 will expire at the conclusion of the Company's AGM in 2025 or, if earlier, 30 June 2025, at which time the Board expects to seek its renewal.

### Special Resolution 11 – 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.



