ROLE OF THE CHAIR OF THE BOARD

Approved by the Board of Computacenter Plc on 8 February 2023

Role of the Chair
of the Board

A. The Chair is responsible for:

1. The Board
- Leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda;
- Promoting a culture of openness and debate by facilitating the effective contribution of Non-Executive Directors and encouraging effective engagement by all members of the Board;
- Ensuring constructive relations between the Executive and Non-Executive Directors;
- Ensuring that meetings of the Non-Executives Directors are held to review the performance of the Executive Directors, without the Executive Directors being present;
- Ensuring that all new Directors receive a full, formal induction programme tailored to their background and previous experience, facilitated by the Company Secretary;
- Identifying the development needs of the Board and with the Company Secretary, ensuring that these are met. The Directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its committees;
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team; and
- Ensuring that the performance of the Board, its Committees and individual Directors is evaluated annually, and acting on the results of the evaluation by recognising the strengths and addressing the weaknesses of the Board and, where appropriate, through the Nomination Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

2. Strategy
- Setting and overseeing the process by which the Group's strategy (as proposed by the CEO) is reviewed and approved by the Board;
- Ensuring that an appropriate process is in place to periodically review progress made by the Group's Senior Management team in executing the Group's strategy as approved by the Board; and
- Ensuring that there are in place relevant and appropriate processes and Group Key Performance Indicators to measure the (financial and non-financial) performance of the Group.

3. Meetings
- Chairing Board and general meetings and those of the Nomination Committee;
- Setting the Board agenda, whilst ensuring that this addresses the concerns of all Board members. The agenda should be forward looking, concentrating on strategic matters;
- Ensuring that there is appropriate delegation of authority from the Board to the Group Senior Management team;
- Ensuring that the regularity and frequency of Board meetings is sufficient for the Board to operate effectively;
- With the support of the Company Secretary, ensuring that the Directors receive accurate, timely and clear information including that on the Company's current performance, that enables the Board to make sound decisions, monitor and discharge their duties effectively to promote the success of the Company; and
- Managing the Board to allow enough time for discussion of complex or contentious issues. The Chair should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

4. Corporate Governance and Relationship with Shareholders
- With the Company Secretary, promoting high standards of Corporate Governance;
- Ensuring that where the Company is not in compliance with the UK Corporate Governance Code, such compliance is agreed by the Board and fully explained to shareholders within the Company's Annual Report and Accounts;
- Ensuring effective communication with shareholders, and ensuring that the views and concerns of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views;
- Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them; and
- Making recommendations to the Remuneration Committee regarding the remuneration to be paid to the CEO.

5. AGM
- Arranging for the Chair of Board Committees to be available to answer questions at the AGM and for all Directors to attend.

B. In addition, the Chair should:
- Uphold the highest standards of integrity and probity;
- Set the agenda, style and tone of board discussions to promote effective decision making and constructive debate;
- Ensure that they are fully informed about all issues on which the Board will have to make a decision, through briefings with the CEO, the Company Secretary and members of the Senior Management team as appropriate;
- Ensure clear structure for, and the effective running of, Board committees;
- Ensure effective implementation of Board decisions;
- Promote effective relationships and open communication between Executive and Non-Executive Directors both inside and outside the Boardroom, ensuring an appropriate balance of skills and personalities;
- Build an effective and complementary Board, and with the Nomination Committee, initiate change and plan succession in Board appointments (except that of a successor as Chair) subject to the Board and shareholder approval;
- Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community);
- Ensure the long term sustainability of the business;
- Ensure the continual improvement in quality and calibre of the Executives;
- Establish a close relationship of trust with the CEO and Group Finance Director providing support and advice whilst respecting Executive responsibility; and
- Provide coherent leadership of the Company, including, in conjunction with the CEO, representing the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.

Computacenter is a leading independent technology and services provider, trusted by large corporate and public sector organisations. We help our customers to Source, Transform and Manage their IT 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.