



# ROLE OF THE CEO OF THE BOARD

Approved by the Board of Computacenter Plc on 8 February 2023

# Role of the CEO of the Board

The Chief Executive is accountable and reports to the Board and is responsible for running the Group's business.

**The Chief Executive is responsible for the following, within the authority limits delegated to him by the Board:**

## **1. Group business strategy, performance and management**

- Developing and regularly reviewing the Group's objectives and strategy having regard to the Group's responsibilities to its shareholders, customers, employees and other stakeholders;
- The successful achievement of objectives and execution of that strategy following presentation to, and approval by, the Board;
- Ensuring effective communication on Board decisions;
- Providing leadership to the Group Senior Management team in the day to day running of the Group's business;
- Formalising the roles and responsibilities, including clear delegation of authorities and setting Group HR policies, including management development and succession planning for the Group Senior Management team and approving the appointment and termination of employment of members of that team;
- Chairing the Group Executive Committee and communicating its decisions/recommendations to the Board;
- Developing and recommending to the Board an annual budget and 3 year financial plan and ensuring their achievement following Board approval; and
- Optimising as far as is reasonably possible, the use and adequacy of the Group's resources.

## **2. Investment and financing**

- Examining all trade investments and major capital expenditure proposed by subsidiary companies and the recommendation to the Board of those which, in a Group context, are material either by nature or cost;
- Identifying and executing acquisitions and disposals, approving major proposals or bids;
- Leading geographic diversification initiatives; and
- Identifying and executing new business opportunities outside of the current core activities.

## **3. Risk management and controls**

- Ensuring that appropriate internal controls are in place throughout the Group;
- Setting the right 'Tone from the Top' by establishing the Group's guiding values in developing and maintaining the ethical integrity of the business;
- Developing Group policies for Board approval and then implementing them for HR, Ethics & Business Practices, Health & Safety, Employee Diversity & Inclusion, Communications, Investor Relations, Corporate Social Responsibility and Charitable donations and ensuring that these Group Policies and procedures are followed and conform to the highest standards; and
- Managing the Group's risk profile, including the Health and Safety performance of the business, in line with the extent and categories of risk identified as acceptable by the Board of Directors.

## **4. Board Committees**

- Making recommendations to the Remuneration Committee concerning the Group's general remuneration policy, Senior Management remuneration and the terms of employment for the Group's Senior Management team; and
- Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors.

## **5. Communication**

- Providing a means for timely and accurate disclosure of information, including an escalation route for issues;
- Ensuring effective communication with shareholders; and
- Keeping the Chair informed on all important matters.

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