

Nomination Committee Report

Approved by the Board of Computacenter plc
on 18 March 2024

Nomination Committee report



“The Committee continued to prioritise succession planning for both the Board and Group Executive Committee, and overseeing the development of a diverse pipeline for succession to both.”

Peter Ryan
Chair of the Nomination Committee

Membership and attendance

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

The Company Secretary is the secretary to the Committee. The Chief Executive Officer and Chief People Officer attend meetings by invitation.

Responsibilities of the Nomination Committee

The Committee’s key responsibilities 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 they can function effectively; and
- review succession planning for the Board and senior Executives, 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.

Committee highlights

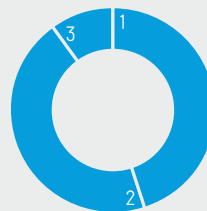
- Reviewing succession planning for each of the Board and Group Executive Committee
- Leading the Board evaluation process, and discussing its results

Board and Executive succession planning – see page 128

Board Evaluation Process – See pages 121 and 129

Current members	Role	Attendance record
Peter Ryan (Chair)	Non-Executive Chair of the Board	3/3
Pauline Campbell	Non-Executive Director	3/3
René Carayol	Non-Executive Director	3/3
Ljiljana Mitic	Non-Executive Director	2/3
Ros Rivaz	Non-Executive Director	3/3

How the Nomination Committee spent its time



1. Board composition

Reviewing the existing composition of the Board, to identify current or future skills gaps on the Board or its Committees.

2. Succession planning

Ensuring that there are appropriate processes in place to develop our leaders of the future.

3. Board effectiveness

Reviewing the results of the internally facilitated Board evaluation process. Concluding to the Board that it continued to function effectively, as did each of its Committees.

Nomination Committee report continued

Composition and Succession

The Committee's main activities in 2023

The Nomination Committee met three times during 2023, and its work included:

Succession planning and Board changes

The Committee spent much of its time considering succession planning for the Board and Group Executive Committee and overseeing the development of a diverse pipeline for succession to both.

To inform its discussions of Board succession, members reviewed its existing composition and that of its Committees, and the skills, diversity and knowledge that each Director brings. This included considering the Board skills matrix set out on page 113, which was updated to show experience in ESG matters, following shareholder engagement in the first half of the year. The Committee considered how the Group's leadership needs may change over time, influenced by factors including its strategy, Services Lines and the operating geographies which are integral to future growth, as well as likely future corporate governance requirements.

In 2023, the Committee's discussions on Board succession planning centred on the Chair and Senior Independent Director (SID) having now both served for more than six years, meaning they are into what is expected to be their final three-year term in office. These are key leadership roles, with the incumbents also chairing the Nomination and Remuneration Committees, and the SID acting as the Workforce Engagement Director.

We continue to plan to ensure that any Board changes are controlled and orderly, especially for leadership positions, so the Board retains an appropriate balance of company knowledge, independence, skills, experience and different elements of diversity, through any period of transition.

The Board's progressive evolution continued during the year, with Chris Jehle joining the Group as an Executive Director and Chief Financial Officer. The Committee described the search process that led to Chris's appointment in its 2022 report to shareholders. Chris's appointment continued to diversify the Board's collective background and experience, and we were delighted to add Executive Director representation from Germany, given the key contribution and ongoing importance of our business there. We welcome Chris to the Board and the freshness of thought and perspective that he is bringing to Board discussions.

The CEO has confirmed to the Board and the Committee that he intends to remain in his role, health and personal circumstances permitting, over a longer time horizon. Nevertheless, it is important that the Committee, in consultation with the Board, continues to closely oversee succession for the CEO. This is a significant priority for our shareholders, given his deep knowledge of the Group and its business, and his almost 30 years in the role. The Committee is particularly focused on emergency or unplanned succession, given Tony Conophy's departure in 2023 after 25 years as CFO, incorporating all of Computacenter's journey as a public company.

The Committee also recognises the importance of effective Non-Executive Director succession planning, given that the Board includes our two founder Non-Executive Directors, Sir Philip Hulme and Sir Peter Ogden. They continue to contribute significantly to Board discussions, particularly on strategy and performance. However, the Board does not consider them to be independent for the purposes of the UK Corporate Governance Code. It is therefore important that the Committee is prepared for unexpected or emergency Non-Executive Director succession, so the Company remains compliant with provision 11 of the Code, which requires at least half of the Directors, excluding the Chair, to be considered independent by the Board. Succession planning for the independent Non-Executive Directors has been consistently successful, with the Board appointing a new Non-Executive Director in four of the previous five years.

Building strength in depth across our leadership team, and developing our leaders of the future, has also remained a focus of our activity. Following a presentation from the Chief People Officer, the Committee reviewed Management's processes for managing, developing and nurturing talent at all levels of the organisation and particularly at the intermediate levels, which could produce Group Executive Committee succession candidates over the medium term. These processes included how the organisation identifies and develops exceptional talent at the earliest possible stage, and ensures this talent is developed to its fullest potential, regardless of gender, ethnicity or social background.

After feedback from the Committee, the Board also reviewed Group Executive Committee succession planning, following a presentation from the Chief Executive Officer and the Chief People Officer. This considered the criticality of each role to the Group's long-term sustainable success, and the relative availability of internal and external candidates for the roles over various time horizons.

Board appointment process

There is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board led by the Committee and 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 Committee appointing an independent search firm, and the creation of a role specification which the Committee then approves. Following further Committee discussion, it then provides input on 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 can vary slightly for Executive Director roles, given that the Committee will consider internal candidates. Only external candidates will be considered for independent Non-Executive Director roles.

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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 the Committee for review.

The Board also believes that appointments to it and to the Group Executive Committee must be made primarily on skills and experience. As such, the Committee does not view it as necessary to have a formal diversity policy specifically for those bodies. However, the Board and its Committees endorse Computacenter's wider approach to diversity, including its five pillars of diversity as follows, which apply to them and their members:

- Gender: Improving the gender split in a male dominated industry
- Disability & Accessibility: Ensuring that everyone has the support and environment they need to fully participate
- PRIDE: Embracing the diversity of our workforce's sexual orientation and gender identity
- Generations: Embracing the experiences, insights and perspectives of a multigenerational workforce
- Cultures: Respecting the diverse culture, ethnicity, religion and beliefs that make up our international workforce

They also endorse Computacenter's policies which cover various aspects of diversity and inclusion, including its Equality and Respect at Work Policy, which applies throughout the organisation, including to the Board, its Committees, and the Group Executive Committee. This is in place to ensure that everybody who represents Computacenter promotes equality, diversity and inclusion in the way they behave and communicates and reinforces our zero tolerance towards differential treatment or discrimination.

In our leadership teams, female representation increased from 29.3% to 31.9%. Our leadership teams are comprised of members of the Group Executive Committee and the senior leaders who are their direct reports. We remain 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 implementing specific diversity projects and initiatives relating to gender and ethnicity, amongst other areas. Further detail on these can be found on pages 020 and 021.

Over the last 18 months, the Committee has considered at some length the new Listing Rule requirements relating to diversity, which apply on a comply or explain basis. The position of SID is held by a woman, Ros Rivaz, and the Board has a member from an ethnic minority background, René Carayol. It therefore complies with these aspects of the Listing Rule. As at 31 December 2023 (and as at the date of this report), female representation on the Board was at 33%, which is below the 40% requirement. The Board notes that of its nine members, the two founder members and the CEO have been Directors since 1998. This continuity reflects both the long-term support of the Group from Sir Philip Hulme and Sir Peter Ogden as major shareholders (with associated Board appointments), and the Group's sustained success under Mike Norris as CEO.

The opportunity for planned succession has therefore mainly been limited to our independent Non-Executive Directors. 75% of the Board's independent Non-Executive Directors (excluding the Chair who was independent on appointment) are female, and the remaining male is from an ethnic minority background. Our female Non-Executive Directors hold most Board leadership positions, including chairing the Remuneration and Audit Committees, as well as the roles of SID and Workforce Engagement Director. Notwithstanding this, the Committee confirms that its aspiration to comply with this requirement will be at the forefront of future Board succession planning, while ensuring that the Board maintains its balance across other areas of diversity, as well as skills and experience.

Board evaluation

The Committee led on approving the process for the 2023 performance evaluation for the Board, its Committees and Directors. It noted that the 2022 evaluation had been externally facilitated and, following discussion, it concluded that there were no reasons to complete an external evaluation for 2023.

Committee performance

The Committee's performance was reviewed as part of the internally facilitated evaluation of the Board, which took place in the first quarter of 2024. Having reviewed the evaluation's findings and discussed them with the other members of the Board, I am satisfied that the Committee continued to function effectively during the year.

Re-appointment of Directors

All Directors put forward for election or re-election at the Company's AGM are nominated on the Committee's recommendation. In deciding whether to recommend the nomination of a Director, the Committee considered the outcome of the 2023 evaluation exercise. Following the Committee's assessment, all Directors in office as at 31 December 2023 will be put forward for election or re-election at the AGM in May 2024.

Peter Ryan

Chair of the Nomination Committee

19 March 2024

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 plc is a public company quoted on the London Stock Exchange [CCC.L] and a member of the FTSE 250. Computacenter employs over 20,000 people worldwide.



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