

# Role of the Senior Independent Director of the board

**Approved by the Board of Computacenter plc**  
on 5 February 2024

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# Role of Senior Independent Director of the Board

## The Senior Independent Director (SID) is responsible for:

### 1. Chair/Directors

- Providing a sounding board for the Chair and serving as a trusted intermediary for the other Directors, when necessary;
- Meeting with the Non-Executive Directors at least once a year to appraise the Chair's performance and on such other occasions as are deemed appropriate; and
- Chairing the Nomination Committee when it is considering succession to the role of Chair of the Board. Should the SID at the time of such search wish to be a candidate for the position of Chair, another Independent Non-Executive Director would chair the Nomination Committee.

### 2. The Board

- Providing support for the Chair in the delivery of his/her objectives;
- Ensuring the views of the other Directors are conveyed to the Chair; and
- Ensuring that the Chair is paying sufficient attention to succession planning.

### 3. Contact with shareholders

- Being available to shareholders, if they have concerns, where contact through the normal channels of Chair, CEO or other Executive Director has failed to resolve, or where such contact is inappropriate; and
- Attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

### 4. Resolving difficulties

- When the Board is undergoing a period of stress, working with the other Directors, Shareholders and/or the Chair (as appropriate) to resolve issues in order to maintain Board and Company stability including, but not limited to, where:
  - there is a dispute between the Chair and the CEO;
  - shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chair or CEO;
  - the strategy being following by the Chair and CEO is not supported by the full Board;
  - the relationship between the Chair and CEO is particularly close and decisions are being made without the approval of the full Board; or
  - succession planning for the Directors and Senior Management is not being adequately addressed.

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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