MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 Name and Address of Company

Pivot Technology Solutions, Inc. ("**Pivot**")

55 Renfrew Drive, Suite 200
Markham, Ontario
Canada L3R 8H3

Item 2 Date of Material Change

November 2, 2020

Item 3 News Release

Attached as Schedule "A" is a copy of the news release relating to the material change, which was disseminated on November 2, 2020 through Canada NewsWire and subsequently filed on the System for Electronic Document Analysis and Retrieval at www.sedar.com ("**SEDAR**").

Item 4 Summary of Material Change

On November 2, 2020, Pivot completed the previously announced plan of arrangement (the "**Arrangement**") under Section 182 of the *Business Corporations Act* (Ontario) whereby 5038823 Ontario Ltd. (formerly 1264283 B.C. Ltd.) (the "**Purchaser**"), a wholly-owned subsidiary of Computacenter plc ("**Computacenter**"), acquired all of the issued and outstanding common shares of Pivot (the "**Pivot Shares**") for C$2.60 per Pivot Share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On November 2, 2020, Pivot completed the Arrangement whereby the Purchaser, a wholly-owned subsidiary of Computacenter, acquired all of the Pivot Shares for C$2.60 per Pivot Share. In addition, (i) each outstanding option to acquire Pivot Shares (each, an "**Option**") was assigned and transferred to Pivot in exchange for a cash payment equal to the amount (subject to applicable withholdings) by which the consideration issued in respect of a Pivot Share exceeded the exercise price of such Option; and (ii) each outstanding Pivot restricted share unit ("**RSU**") was redeemed in exchange for a cash payment of C$2.60 (subject to applicable withholdings) for each RSU held. The Arrangement was carried out by way of a court-approved plan of arrangement under the provisions of the *Business Corporations Act* (Ontario).

The Arrangement was approved by Pivot shareholders at a special meeting that was held on October 23, 2020 (the "**Meeting**"). At the Meeting, the Arrangement required approval by at least two-thirds (66⅔%) of the votes cast by Pivot shareholders present in person or represented by proxy and entitled to vote at the Meeting. The Arrangement also required minority approval in accordance with Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**Minority Approval**"). Of the votes cast at the Meeting, 98.04% of the votes cast by Pivot Shareholders were in favour of the Arrangement (98.02% after excluding the votes cast by those persons whose votes were required to be excluded in determining Minority Approval for the Arrangement).

The Arrangement was also approved by the Ontario Superior Court of Justice (Commercial List) pursuant to a final order issued on October 29, 2020. Upon receipt of the final order, Pivot and Computacenter requested that Pivot cease to be a reporting issuer in each of the jurisdictions in Canada in which it was a reporting issuer upon completion of the Arrangement.

The Pivot Shares are expected to be delisted from the Toronto Stock Exchange at the close of business on November 4, 2020.

Prior to the completion of the Arrangement, Computacenter did not own or control, directly or indirectly, any Pivot Shares. Upon the completion of the Arrangement, Computacenter acquired and beneficially owns and controls 38,250,118 Pivot Shares representing 100% of the issued and outstanding Pivot Shares. The aggregate consideration paid by Computacenter for the Pivot Shares was approximately C$99,450,306.80. Following the completion of the Arrangement, Pivot became a wholly-owned subsidiary of Computacenter.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

The following executive officer is knowledgeable about the material changes and may be contacted about this report:

David Toews
Chief Financial Officer
(289) 846-3277

Item 9 Date of Report

November 4, 2020

Caution Regarding Forward-Looking Statements

Certain information included in this material change report contains forward-looking statements within the meaning of applicable securities laws. These forward-looking statements include, among others, statements with respect to: the consideration to be paid to Pivot shareholders pursuant to the Arrangement, the delisting of Pivot Shares from the Toronto Stock Exchange and the ceasing of Pivot being subject to applicable Canadian securities laws as a reporting issuer. The words “may,” “will,” “could,” “should,” “would,” “suspect,” “outlook,” “believe,” “plan,” “anticipate,” “estimate,” “expect,” “intend,” “forecast,” “objective” and “continue” (or the negative thereof), and words and expressions of similar import, are intended to identify forward-looking statements.

By their very nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Pivot’s control. Implicit in the forward-looking statements referred to above are assumptions made by the company based on its experience, perception of historical trends, current conditions and other factors it believes are appropriate.

Forward-looking statements are subject to various risks and uncertainties which could cause actual results and experience to differ materially from the anticipated results or expectations expressed in this material change report. The key risks and uncertainties include, but are not limited to: general global economic, market and business conditions; governmental and regulatory requirements and actions by governmental authorities; relationships with employees, customers, business partners and competitors and other risks. As a result of the foregoing, readers are cautioned not to place undue reliance on the forward-looking statements contained in this material change report.

Pivot does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities law. When reviewing Pivot’s forward-looking statements, readers should carefully consider the foregoing factors and other uncertainties and potential events. A comprehensive discussion of other risks that impact Pivot can also be found in Pivot’s public filings which are available under Pivot’s profile on SEDAR.

SCHEDULE "A"

See attached news release.

Pivot Technology Solutions, Inc. Announces Completion of Arrangement with Computacenter plc

TORONTO, Nov. 2, 2020 /CNW/ - Pivot Technology Solutions, Inc. (TSX: PTG) ("**Pivot**"), a full-service information technology provider, is pleased to announce the completion of the plan of arrangement (the "**Arrangement**") with Computacenter plc ("**Computacenter**") and 5038823 Ontario Ltd. (formerly 1264283 B.C. Ltd.) (the "**Purchaser**"), a wholly-owned subsidiary of Computacenter, pursuant to which the Purchaser has acquired all of the outstanding common shares of Pivot ("**Pivot Shares**") for consideration consisting of C$2.60 cash per Pivot Share, for an equity value of approximately C$105.8 million, which was previously announced on September 9, 2020.

Pursuant to the Arrangement, shareholders of Pivot ("**Pivot Shareholders**") are entitled to receive C$2.60 in cash for each Pivot Share held at the effective time of the Arrangement. Registered Pivot Shareholders are reminded that they must properly complete, sign and return the letter of transmittal, along with their share certificate(s), to the depositary for the Arrangement, Computershare Trust Company of Canada in order to receive the cash consideration they are entitled to under the Arrangement. The letter of transmittal is available on SEDAR (www.sedar.com) under Pivot's issuer profile and on Pivot's website at https://www.pivotts.com/investors/special-meeting. Non-registered Pivot Shareholders who hold their Pivot Shares through a broker, financial institution, trustee, custodian or other nominee who holds their Pivot Shares on their behalf or in the name of a clearing agency (an "**Intermediary**") are not required to submit a letter of transmittal. Such Pivot Shareholders should receive the cash consideration they are entitled to under the Arrangement through their Intermediary and should contact their Intermediary with any questions.

The Pivot Shares are expected to be delisted from the Toronto Stock Exchange at the close of business on November 4, 2020 and Pivot will apply to cease to be a reporting issuer under applicable Canadian securities laws.

Prior to the completion of the Arrangement, Computacenter did not own or control, directly or indirectly, any Pivot Shares. Upon the completion of the Arrangement, Computacenter acquired and currently owns and controls 38,250,118 Pivot Shares representing 100% of the issued and outstanding Pivot Shares. The aggregate consideration paid by Computacenter for the Pivot Shares was approximately C$99,450,306.80 Following the completion of the Arrangement, Pivot became a wholly-owned subsidiary of Computacenter.

ABOUT PIVOT TECHNOLOGY SOLUTIONS
Pivot is an industry-leading information technology services and solutions provider to many of the world's most successful companies, including members of the Fortune 1000, as well as governments and educational institutions. By leveraging its extensive OEM partnerships and its own fulfillment, professional, deployment, workforce and managed services, Pivot supports the IT infrastructure needs of its clients. For more information, visit www.pivotts.com.

FORWARD LOOKING STATEMENTS
Information in this release contains forward-looking statements within the meaning of securities legislation. Forward-looking statements are generally identifiable by use of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are based on assumptions of future events that Pivot believes are reasonable based upon information currently available. More particularly, and without limitation, this news release contains forward-looking statements and information concerning the consideration to

be paid to Pivot Shareholders pursuant to the Arrangement, the delisting of Pivot Shares from the Toronto Stock Exchange and the ceasing of Pivot being subject to applicable Canadian securities laws as a reporting issuer. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the uncertainties and risk factors set out in filings made from time to time by Pivot with the Canadian securities regulators, which are available on SEDAR at www.sedar.com. Actual results, developments and timetables could vary significantly from the estimates presented. Readers are cautioned not to put undue reliance on forward-looking statements. Pivot assumes no obligation to update or revise any forward-looking statement, except as required by applicable securities law.

SOURCE Pivot Technology Solutions, Inc

View original content: http://www.newswire.ca/en/releases/archive/November2020/02/c7532.html

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For further information: David Toews, Chief Financial Officer, Pivot Technology Solutions, Inc., investors@pivotts.com

CO: Pivot Technology Solutions, Inc

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