

**Company No 3110569**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**OF**  
**COMPUTACENTER PLC**

**Passed the 13<sup>th</sup> day of May 2011**

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Computacenter House, 93-101 Blackfriars Road, London SE1 8HL on Friday, 13<sup>th</sup> May 2011, the following Resolutions were duly passed:-

**Ordinary Resolutions**

7. THAT the Directors be given power under Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'), up to a nominal amount of £3,077,756, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2012, save that the Company shall be entitled to make offers or agreements before the expiry of such authority, which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

**Special Resolutions**

8. THAT the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash as if the pre-emption provisions of Section 561 of the said Act do not apply to such allotments. The power shall be limited to the allotments of equity securities specified in preceding Resolution 7, up to an aggregate nominal amount of £461,663 representing a maximum of 7,694,391 Ordinary Shares of 6 pence each, for the period referred to in Resolution 7, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
9. THAT the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of Ordinary Shares of 6p each ("Ordinary Shares") in the capital of the Company provided that:

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 15,388,782;
  - (b) the minimum price which may be paid for each Ordinary Share is 6p;
  - (c) the maximum price (excluding expenses) which may be paid for any Ordinary share is the higher of;
    - (i) an amount equal to 105% of the average of the middle market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or
    - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the London Stock Exchange Trading System (SETS); and
  - (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2012, unless such authority is renewed prior to that time (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).
10. THAT the amendments to the Rules of the Computacenter Performance Share Plan 2005 set out in the draft amended Rules produced to the AGM and signed by the Chairman for identification purposes be and are hereby approved and that the Directors be and are hereby authorised to amend the Rules and to do all other acts and things which may be necessary to carry such amendments into effect.



**Stephen Benade**  
**Company Secretary**