

Company No 3110569

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

Passed the 19th day of May 2016

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at One Silk Street, London EC2Y 8HQ on Thursday, 19th May 2016, the following Resolutions were duly passed:-

Ordinary Resolution

6. 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 £3,089,919.24, provided that this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2017, 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

7. THAT, subject to the passing of resolution 6 above, 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 6, up to an aggregate nominal amount of £463,487.85 representing a maximum of 6,134,398 Ordinary Shares of 7 ⁵/₉ pence each, for the period referred to in Resolution 6, 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.
8. 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 7 ⁵/₉p each ("Ordinary Shares") in the capital of the Company provided that:

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 12,268,797;
 - (b) the minimum price which may be paid for each Ordinary Share is 7 ⁵/₉ pence;
 - (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 stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards to exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003) or, from 3 July 2016, Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation; and
 - (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2017, 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).
9. THAT a general meeting (other than an AGM) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the AGM of the Company held in 2017.


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Simon Pereira
Company Secretary