

Company No 3110569

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

Passed the 12th day of February 2018

At the GENERAL MEETING of the above-named Company duly convened and held at 100 Blackfriars Road, London SE1 8HL on Monday 12 February 2018, the following resolutions were duly passed:-

Special Resolution

1. **THAT**, in addition to the authority for the purpose of section 701 of the Companies Act 2006 which was approved by special resolution passed at the annual general meeting of the Company held on 4 May 2017 which authority shall remain in place, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its own ordinary shares of 7 ⁵/₉ pence each in the capital of the Company ("**Ordinary Shares**") pursuant to, for the purposes of, or in connection with, a tender offer for Ordinary Shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company's shareholders dated 23 January 2018 (the "**Circular**") (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting), provided that:
 - (A) the maximum number of Ordinary Shares hereby authorised to be purchased is 8,547,008;
 - (B) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1170 pence;
 - (C) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is 1260 pence; and
 - (D) the authority conferred by this resolution shall expire on 12 July 2018, save that the Company may before the expiry of such authority make a contract to purchase Ordinary Shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such Ordinary Shares after such expiry pursuant to such contract.

Ordinary Resolution

2. **THAT**, the revised Directors' Remuneration Policy, containing the additional text set out in Part VI of this document and the full text of which is available on the Company's website, be and is hereby approved.



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Raymond Gray

Company Secretary