

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

Passed the 16th day of May 2019

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at 100 Blackfriars Road, London SE1 8HL on Thursday, 16th May 2019, the following Special Resolutions were duly passed:-

Special Resolutions

8. THAT, subject to the passing of Resolution 7, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash and/or to sell ordinary shares held by the Company as treasury shares 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 allotment of equity securities pursuant to the preceding Resolution 7 or sale of treasury shares, up to an aggregate nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7⁵/₉ 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 and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.
9. THAT, subject to the passing of Resolution 7, the Directors be given power, in addition to any power granted under Resolution 8, to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by Resolution 7 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment for sale, such authority to be:
 - (a) Limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £431,199.71 representing a maximum of 5,707,055 ordinary shares of 7⁵/₉ pence each; and
 - (b) Used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to this notice,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 and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.
10. THAT, with effect from the end of the AGM, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
11. 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 7⁵/₉ pence each ('ordinary shares') in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 11,414,110;
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is 7⁵/₉ 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 per cent 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; and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as stipulated by the 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 AGM of the Company held in 2020 or, if earlier, 30 June 2020, 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).

12. 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 2020.


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Raymond Gray
Company Secretary