

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

**Passed the 17<sup>th</sup> day of May 2023**

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at 100 Blackfriars Road, London SE1 8HL on Wednesday, 17<sup>th</sup> May 2023, the following Special Resolutions were duly passed:-

**Special Resolutions**

10. That, subject to the passing of Resolution 9, the Directors be given power to allot equity securities (as defined in Section 560 of the Act) 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 allotment or sale. The power shall be limited to the allotment of equity securities pursuant to the preceding Resolution 9 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 7<sup>5</sup>/<sub>9</sub> pence each, for the period referred to in Resolution 9, 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.
11. That, subject to the passing of Resolution 9, the Directors be given power, in addition to any power granted under Resolution 10, to allot equity securities (as defined in Section 560 of the Act) for cash under the authority given by Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or 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 7<sup>5</sup>/<sub>9</sub> pence each; and
  - b. used for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 of AGM for the period referred to in Resolution 9, 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.
12. That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of

ordinary shares of  $7\frac{5}{9}$  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  $7\frac{5}{9}$  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 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 (EU) No 596/2014 (as such legislation forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018); and
  - d. this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2024 or, if earlier, 30 June 2024, 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).
13. That a General Meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice, and that this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2024.
14. That:
- a. with immediate effect, Article 119.2 of the Company's Articles of Association be and hereby is amended by the addition of the words "Unless the ordinary resolution passed in accordance with Article 119.1 directs otherwise," at the beginning of said Article;
  - b. at a time determined by the Directors, being no later than 31 December 2023:
    - i. an amount of up to £55,990,046.00, being the full amount standing to the credit of the merger reserve account of the Company as at 31 December 2022 (being the date of the latest audited accounts of the Company); and
    - ii. an amount of up to £52,963,791.65, being part of the amount standing to the credit of the Company's retained earnings reserve as at 31 December 2022 (being the date of the latest audited accounts of the Company) and attributable to the dividend in specie made to the Company by Computacenter (UK) Limited in December 2020 in respect of shares in Pivot Technology Solutions, Ltd. shall be capitalised (together the 'Capitalised Amount');
  - c. notwithstanding the provisions of Article 119.2 of the Company's Articles of Association, the Capitalised Amount shall be applied in paying up in full and at par the relevant number of New Deferred Shares being up to 10,895,383,765 New Deferred Shares, which New Deferred Shares shall be allotted and issued to a nominee appointed by the Company on behalf of the

holders of ordinary shares entered in the register of members of the Company at the Capitalisation Record Time (in proportion, as nearly as practicable to the aggregate nominal amount of the ordinary shares held by such holders at the Capitalisation Record Time, subject to such adjustments as the Directors see fit to deal with any fractional entitlements);

- d. in accordance with section 551 of the Companies Act 2006, the Directors be and are hereby generally and unconditionally authorised to allot New Deferred Shares up to an aggregate nominal value of £108,953,837.65, in accordance with section c. of this resolution or otherwise, such authority to expire on 1 January 2024, and to be in addition and without prejudice to any authority under the said section 551 previously granted and in force on the date on which this resolution is passed; and
- e. the Directors be and are hereby authorised to do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to such capitalisation, the allotment and issue of the New Deferred Shares and all associated matters, and for the purposes of this resolution, 'Capitalisation Record Time' means 6.30pm on the day before the date of the hearing of the High Court of Justice in England and Wales to confirm the reductions of capital pursuant to Resolution 15 and Resolution 16; and 'New Deferred Shares' means deferred shares of £0.01 each in the capital of the Company, having the following rights and restrictions:
  - i. the holders of the New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive any dividend or other distribution of the Company, and the New Deferred Shares shall confer no right to participate in the profits of the Company;
  - ii. on a return of capital on a winding-up, there shall be paid to the holders of the New Deferred Shares only the nominal capital paid up, or credited as paid up, on such New Deferred Shares, and only after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively together with the sum of £1,000,000 on each ordinary share;
  - iii. the holders of the New Deferred Shares shall not be entitled to any further right of participation in the assets of the Company;
  - iv. the holders of New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive notice of, attend, speak at or vote at any general meeting of the Company;
  - v. the New Deferred Shares shall not be listed or traded on any stock exchange nor shall any share certificates be issued in respect of such shares, and the New Deferred Shares shall be non-transferable except with the written consent of the Directors;
  - vi. the Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the New Deferred Shares, and on such creation, allotment or issue, any such further shares (whether or not ranking in any respect in priority to the New Deferred Shares) shall be treated as being in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the New Deferred Shares;
  - vii. any reduction of the capital paid up on the New Deferred Shares and/or the cancellation of the New Deferred Shares (with or without payment in respect thereof) shall be in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose; and

- viii. without prejudice to paragraphs (vi) and (vii) above, the Company is authorised to reduce or cancel (or purchase shares in) its capital of any class or classes and such reduction or cancellation (or purchase) shall not involve a variation of any rights attaching to the New Deferred Shares for any purpose or require the consent of the holders of the New Deferred Shares
15. That, subject to the passing of Resolution 14, the allotment and issue of the New Deferred Shares in accordance with Resolution 14 and the register of members of the Company having been written up accordingly, the share capital of the Company be reduced by cancelling and extinguishing all of the New Deferred Shares.
16. That the capital redemption reserve of the Company be cancelled.



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**Simon Pereira**  
Company Secretary