

Anti-Bribery and Corruption Procedure Guidance Note: Mergers and Acquisitions

Responsibility for implementation: In-Country Head of Legal

This procedure guidance note relates to the legal due diligence required in any merger or acquisition process carried out by Computacenter plc or one of its wholly-owned subsidiary companies (each, a “Subsidiary”).

- As part of any instruction of external legal counsel by any individual (the “Computacenter Individual”) within the Computacenter Group in relation to any future company merger or acquisition process, the Computacenter Individual shall ensure that external legal counsel is requested to complete, as part of its overall legal due diligence procedure, specific anti-bribery and corruption due diligence on the relevant acquisition or merger target (the “Target”);
- The external legal counsel shall additionally be instructed by the Computacenter Individual to liaise with the Computacenter plc Group Head of Legal and Contracting or Group Company Secretary to ensure that an appropriate level of anti-bribery and corruption due diligence is carried out, taking into account the size and previous business activities of the target, and additionally any other factors deemed appropriate;
- The results of the anti-bribery and corruption due diligence carried out by the external legal counsel shall form part of the final acquisition or merger legal due diligence report reviewed by Group Management and/or the Computacenter plc Board of Directors, who shall consider it prior to the final approval and execution of any such transaction taking place.
- The Computacenter Individual shall additionally use their best endeavours to negotiate anti-bribery and corruption warranties from the Target which shall form part of the relevant merger or acquisition contractual documentation.