

Anti-Bribery and Corruption Procedure Guidance Note: Sales

Responsibility for implementation: **In-country Head of Sales (or equivalent) and In-country Managing Director (or equivalent)**

This procedure guidance note relates to appropriate Anti-bribery and Corruption procedures and controls being implemented in respect of the sales of goods and services by, or on behalf of, Computacenter plc (the “Company”) or any of its wholly-owned subsidiaries (each, a “Subsidiary”) to any third party.

Use of sales agents

The use of third parties to sell for, or on behalf of a Subsidiary, is permitted subject to the following controls being put in place:

1. The contracting of any third party (a “Sales Agent”) to sell goods or services on behalf of a Subsidiary shall require the written approval of the Managing Director (or equivalent) of that Subsidiary.
2. The Subsidiary shall ensure that the Sales Agent shall be provided with, acknowledge receipt of and agree to abide by the terms of the Anti-Bribery and Corruption Policy *prior to* commencing any work on behalf of the Subsidiary. The Subsidiary shall ensure that representatives of all Sales Agents have undertaken its training on Anti-Bribery and Corruption, before it provides services to the Subsidiary.
3. The Subsidiary shall ensure that the final form contract through which the Sales Agent is contracted to perform services for the Subsidiary contains appropriate Anti-Bribery and Corruption commitments and obligations as set out in the Company’s ‘Anti-Bribery and Corruption Procedure Guidance Note: Contractual Documentation’.
4. The Subsidiary shall specifically highlight to the Sales Agent the rules contained within its Anti-Bribery and Corruption Policy relating to the giving or receipt of Gifts, Entertainment and Hospitality on the Subsidiary’s behalf by any third party.
5. The remuneration structure for each Sales Agent must be approved by the Subsidiary Head of Compliance (or equivalent). The Head of Compliance should confirm that the remuneration paid to each Sales Agent is appropriate and justifiable and that, where remuneration is contingent on volume or margin of sales made that (i) such agents are made fully aware of the Subsidiary’s zero-tolerance approach to Bribery and Corruption and (ii) that all payments made by the Subsidiary to the Sales Agent are specifically reviewed on a six-monthly basis to ensure that they are made only in accordance with the terms on which the Sales Agent has been contracted to provide services to the company.

6. A central list of all Sales Agents used throughout the Computacenter Group shall be kept by the Group Company Secretary. The Head of Sales (or a nominated deputy) within each Subsidiary shall provide, to the Group Company Secretary, the updated list of Sales Agents for that Subsidiary on 1 April, and 1 October of each year. The central register of Sales Agents used by the Group will be kept at the Computacenter plc Registered Office.

Approval of sales incentives

7. Each Subsidiary will establish a formal Committee required to approve the provision of all sales incentive schemes provided by third parties and available to employees of the Subsidiary. This Committee should include, amongst others, the Head of Sales (or equivalent) in each Subsidiary.