



Audit Committee Charter

Purpose

The purpose of the Audit Committee (the "Committee") is to represent and assist the Board of Directors (the "Board") of CDW Corporation (the "Company") in fulfilling its oversight responsibilities to:

- 1 Monitor the integrity of the Company's accounting and financial reporting processes and systems of internal controls regarding finance, accounting and legal compliance.
- 1 Monitor the independence and performance of the Company's independent auditor (the "Independent Auditor") and oversee the audit process.
- 1 Direct the scope and monitor the performance of the Company's Business Process Assurance (the "BPA") function (internal audit).
- 1 Provide an avenue of communication among the Independent Auditor, management, the coworker or third party provider responsible for leading the BPA function (the "BPA Lead"), the coworker responsible for leading the ethics and compliance function (the "E&C Lead"), the coworker responsible for leading the enterprise risk management function (the "ERM Lead") and the Board of Directors.
- 1 Otherwise carry out the duties and responsibilities set forth in this Charter and such other responsibilities and duties that the Board may assign.

While the Committee has been given certain duties and responsibilities pursuant to this Charter, the Committee is not responsible for guaranteeing the accuracy of the Company's financial statements or the quality of the Company's accounting practices and internal controls. The fundamental responsibility for the Company's financial statements and disclosures rests with management. The Independent Auditor is responsible for auditing the Company's financial statements and disclosures. To the extent that procedures included in this Charter go beyond what is required of an audit committee by existing law and regulation, such procedures are meant to serve as guidelines rather than inflexible rules and the Committee is encouraged to adopt such different or additional procedures as it deems necessary from time to time.

Composition of the Committee

The Committee will be comprised of three or more directors, each of whom (i) meets the independence requirements of The NASDAQ Stock Market ("NASDAQ") and (ii) otherwise satisfies the applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act"), and NASDAQ, taking into consideration any exemption or grace period from such requirements available to the Company under NASDAQ listing standards and the Exchange Act.

At least one member of the Committee will be an "audit committee financial expert" in accordance with the rules of the Securities and Exchange Commission. The designation or determination by the Board of a person as an audit committee financial expert will not impose on such person individually, on the Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. In addition, each member of the Committee must be financially literate.

No Committee member may have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years. Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.

Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

Meetings

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements, as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Amended and Restated Certificate of Incorporation or By-Laws of the Company or (iii) the laws of the State of Delaware. The Committee will maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents will be placed in the Company's minute book.

The Committee shall hold at least four regularly scheduled quarterly meetings and meet more frequently as circumstances dictate. The Committee should meet regularly in executive session with management, the BPA Lead, the Independent Auditor, and as a Committee to discuss any matters that the Committee or each of these groups believes should be discussed.

External Advisers

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the Independent Auditor as well as anyone in the organization. The Committee will have the sole authority to obtain, at the Company's expense but at funding levels determined by the Committee, advice and assistance from outside legal, accounting or other advisers to assist with the execution of its duties and responsibilities. It is the Committee's intent that communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take reasonable steps to preserve the privileged nature of those communications.

Duties and Responsibilities

The principal responsibilities and functions of the Committee are as follows:

Review Procedures

1. Review and discuss the annual audited financial statements and quarterly financial statements with management and the Independent Auditor prior to filing. The Committee shall make a recommendation to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
2. Review and discuss earnings press releases with management and the Independent Auditor prior to their release to the public.
3. In consultation with management, the Independent Auditor, and the BPA Lead, review the integrity of the Company's financial reporting processes and controls.
4. Review with the Independent Auditor, BPA Lead, and management the extent to which any previously approved changes or improvements in financial or accounting practices and internal controls have been implemented.

Independent Auditor

5. Appoint, determine funding for, oversee the work of, and, if necessary or advisable, replace the Independent Auditor. The Committee shall be responsible for the resolution of disagreements between management and the Independent Auditor regarding financial reporting. The Independent Auditor shall report directly to the Committee. The Committee shall be responsible for evaluating the competence, performance and independence of the Independent Auditor. As part of this evaluation, the Committee shall discuss with management its view as to the competence, performance and independence of the Independent Auditor.
6. Preapprove all audit services and permissible non-audit services to be provided to the Company by the Independent Auditor, subject to any exceptions provided in the Exchange Act. The Committee may delegate to one or more of its members the authority to grant such preapprovals, provided that any decisions of such member or members to grant preapprovals must be presented to the full Committee at its next scheduled meeting.
7. Obtain and review annually in connection with the Independent Auditor's annual audit of the Company's year-end financial statements (the "Annual Audit"), a report from the Independent Auditor, describing (a) all critical accounting policies and practices to be used in the Annual Audit, (b) all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor, and (c) other material written communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences. Discuss with the Independent Auditor any material issues raised in such report.
8. At least annually, obtain a written report from the Independent Auditor describing: (a) the Independent Auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality-control review or peer review of the Independent Auditor, or by any inquiry or investigation by government or professional authorities

within the past five years respecting one or more audits carried out by the Independent Auditor and any steps taken to deal with these issues, and (c) all relationships between the Independent Auditor and the Company. Discuss with the Independent Auditor any issues or relationships disclosed in such report that, in the judgment of the Committee, may have an impact on the objectivity and independence of the Independent Auditor. Take, or recommend that the full Board take, appropriate action to oversee the independence of the Independent Auditor.

9. Review and approve the Independent Auditor's audit plan and engagement letter – discuss scope, staffing, locations and reliance upon management.
10. Review and evaluate the lead audit partner of the Independent Auditor and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the Annual Audit, to the extent required by law.
11. Discuss with the Independent Auditor, the Independent Auditor's judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.
12. Review with the Independent Auditor any audit problems or difficulties and management's response thereto.

Business Process Assurance Function and Legal Compliance

13. Review and approve the BPA audit plan, including estimated hours and fees of the BPA function. The BPA function shall have a direct reporting responsibility to the Board through the Committee with administrative reporting to the Chief Financial Officer.
14. Review the appointment and performance of the BPA Lead.
15. Review significant reports prepared by the BPA Lead together with management's response and follow-up to these reports.
16. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by coworkers of the Company of concerns regarding questionable accounting or auditing matters. Review periodically with management and the E&C Lead these procedures and any significant complaints received.
17. Periodically review with management and the E&C Lead the implementation and effectiveness of the Company's compliance and ethics program.
18. Periodically review with management and the ERM Lead the Company's enterprise risk management program and policies. Periodically review with management, including the Chief Information Officer, risk assessments from management with regard to cybersecurity, including assessments of the overall threat landscape and strategies and infrastructure investments to monitor and mitigate such threats. Report to the entire Board, at least annually, with respect to enterprise risks and risk management.

Other Responsibilities

19. Periodically meet separately with management, with the BPA Lead (or other Company personnel responsible for the BPA function) and with the Independent Auditor.
20. Prepare the report of the Committee required to be included in the Company's proxy statement.
21. Report regularly to the Board, both with respect to the activities of the Committee generally and with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the Independent Auditor and the performance of the BPA Lead.
22. Review and approve or ratify all related-party transactions, as such term is defined in applicable regulations of the SEC.
23. Conduct an annual performance evaluation of the Committee and its members.
24. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
25. Perform such other duties and responsibilities, consistent with this Charter, the Amended and Restated Certificate of Incorporation and By-Laws of the Company, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

Approved by the Board of Directors on December 15, 2015