

**NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER  
OF  
CDW CORPORATION**

**Purpose**

The purpose of the Nominating and Corporate Governance 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:

- Discharge the Board’s responsibilities relating to the Company’s director nominations process.
- Develop and maintain the Company’s corporate governance practices and policies.
- Lead the Board’s annual review of the performance of the Company’s Chief Executive Officer (“CEO”).
- Oversee CEO and executive officer succession planning.
- Otherwise carry out the duties and responsibilities set forth in this Charter and such other responsibilities and duties that the Board may assign.

**Composition of the Committee**

The Committee shall be comprised of all of the directors who meet the independence requirements of The NASDAQ Stock Market (“NASDAQ”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members (i) shall be appointed by the Board on the recommendation of the 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, 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 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 books.

### **External Advisers**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain and terminate any search firm to be used to identify director candidates, with sole authority to approve the search firm's fees and other retention terms, and to retain outside counsel or other experts or consultants, as it deems appropriate 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:

#### **Board Composition and Director Nominations**

1. Review the size and composition of the Board and its committees and recommend any proposed changes to the Board for approval.
2. Establish, subject to approval by the Board, the Board's criteria for selecting new directors (the "Board Membership Criteria").
3. Identify and consider potential nominees for director (including incumbent directors) consistent with the Board Membership Criteria.
4. Recommend to the Board potential nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders or to fill any vacancy on the Board, subject to approval by the Board.
5. Consider and evaluate potential nominees for director that a stockholder of the Company recommends. The Committee will maintain procedures for the submission of recommendations for director nominees by a stockholder.
6. Consider and make an annual recommendation to the Board as to the independence of each director.
7. Recommend directors for appointment to Board committees, including committee chairs.
8. Appoint a Lead Director when the Chairman of the Board is not independent under NASDAQ rules.
9. Consider and make recommendations to the Board concerning any resignation submitted by a director pursuant to the Company's Corporate Governance Guidelines.

10. Periodically review Board compensation levels, plans and policies and approve any changes thereto, and to the full extent permitted by the rules of NASDAQ and applicable laws, regulations and rules, exercise the authority of the Board to adopt, administer and amend compensation plans for directors and recommend such plans to stockholders, as appropriate and required.

#### Corporate Governance Policies and Practices

11. Periodically review the Company's corporate governance policies and practices and recommend any proposed changes to the Board for approval.
12. Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, monitor compliance with such Guidelines and periodically review such Guidelines and recommend any proposed changes to the Board for approval.
13. Review compliance by the Company and its executive officers and directors, as applicable, with the principles and procedures set forth in the CDW Way Code, including the Financial Integrity Code of Ethics and policies relating to conflicts of interest. The Committee shall consider and make recommendations to the Board regarding any waivers of the CDW Way Code requested by any of the Company's executive officers or directors.
14. Periodically review the Company's policies applicable to executive officers and directors regarding trading and hedging involving Company securities.
15. Periodically review the stock ownership guidelines applicable to members of the Board and recommend any proposed changes to the Board for approval. Review compliance with such guidelines by members of the Board.
16. Manage the annual Board and Board committee evaluation process.

#### Review of CEO Performance and Oversight of Succession Planning

17. Establish goals and objectives with the CEO and evaluate at least annually the performance of the CEO in light of these goals and objectives.
18. Make recommendations on an annual basis to the Compensation Committee regarding the CEO's performance.
19. Oversee CEO and executive officer succession planning.

#### Other Responsibilities

20. Periodically review the Company's programs for the orientation of new directors and the continuing education of directors.
21. Conduct an annual performance evaluation of the Committee and its members.

22. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
23. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
24. 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 19, 2017.*