



Corporate Governance Guidelines

The Board of Directors (the "Board") of CDW Corporation (the "Company") has adopted these corporate governance guidelines. The guidelines, in conjunction with the Company's amended and restated certificate of incorporation, bylaws and the charters of the committees of the Board, form the framework of governance of the Company. The governance structure of the Company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Board Composition and Selection; Independent Directors

- Board Size.** The Board believes 8 to 12 directors is an appropriate size based on the Company's present circumstances. The Board periodically evaluates whether a larger or smaller slate of directors would be preferable.
- Selection of Board Members.** The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the full Board for Board membership, taking into consideration the needs of the Board and the qualifications of the candidates. The Nominating and Corporate Governance Committee will consider director nominees recommended by stockholders of the Company if properly submitted pursuant to the procedures to be followed by stockholders recommending director candidates, which procedures are available on the Company's website.
- Board Membership Criteria.** In evaluating the suitability of director candidates, the Nominating and Corporate Governance Committee and the Board considers, among other qualifications that it deems appropriate, the following: (1) the potential candidate's principal employment, occupation or association involving an active leadership role; (2) the potential candidate's qualifications, attributes, skills and/or experience relevant to the Company's business; (3) the potential candidate's ability to bring diversity to the Board, including whether the potential candidate brings complementary skills and viewpoints; (4) the potential candidate's time commitments, particularly the number of other boards on which the potential candidate may serve; (5) the potential candidate's independence and absence of conflicts of interest as determined by the Board's standards and policies, The NASDAQ Stock Market ("NASDAQ") rules and other applicable laws, regulations and rules; (6) the potential candidate's financial literacy and expertise; and (7) the potential candidate's personal qualities including strength of character, maturity of thought process and judgment, values and ability to work collegially.
- Board Composition.** A majority of the Board will be comprised of directors who meet the criteria for independence of NASDAQ. The Board will determine on an annual basis whether each director qualifies as an "independent director" pursuant to NASDAQ listing standards and any other applicable laws and regulations.
- Limitation on Length of Board Service.** Generally, the Board will not renominate a director at the Company's next scheduled annual meeting of stockholders after 12 years of service on the Board, although the Board may determine, in special circumstances, that this policy should not apply with respect to any particular director.
- Director with Significant Change in Personal Circumstances.** The Board believes that any director who experiences a significant change in his or her personal circumstances, including a material change in employment or circumstances that reasonably may have an adverse effect on a director's continued service on the Board or the Company's business or reputation, should promptly tender a written resignation to the Board. The Nominating and Corporate Governance Committee would then evaluate and recommend to the Board whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her changed status.
- Selection of CEO and Chairman.** The Board selects the Company's CEO and Chairman in the manner that it determines to be in the best interests of the Company's stockholders.
- Limitation on Other Board Service.** Directors who are currently serving as the chief executive officer of a public company generally may serve on a total of no more than three public company boards (including the Company's Board). Directors who are not currently serving as a chief executive officer of a public company generally may serve on no more than four public company boards (including the Company's Board). To enable the Nominating and Corporate Governance Committee to assess potential conflicts of interest, if any, or potential interlocking directorships, each director must notify the Chair of the Nominating and Corporate Governance Committee (or the Chief Executive Officer in the event the person providing such notification is the Chair of the Nominating and Corporate Governance Committee) in advance of accepting an invitation to serve as a member on another board of directors. The Nominating and Corporate Governance Committee may determine with respect to a particular director, in special circumstances, that service on additional boards would not impair the ability of such director to effectively serve on the Company's Board.

9. **Conflicts of Interest.** All directors must comply with the applicable provisions of the Conflicts of Interest section of the CDW Way Code. If an actual or potential conflict of interest develops for any reason, including, without limitation, because of a change in the business operations of the Company or a subsidiary, or in a director's circumstances, the director should follow Company reporting and evaluation protocols.

If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from participation in the discussion and not vote on the matter.

Board Meetings; Involvement of Senior Management

10. **Board Meetings – Calendar, Agenda and Materials.** The Chairman establishes the annual Board calendar, establishes agenda items and schedules for each Board meeting and determines the materials and information to be presented to the Board, with input from the Lead Director. Each director is expected to attend meetings of the Board and any Board committee(s) of which he or she is a member and to review all meeting materials circulated prior to each meeting.
11. **Director Access to Management and Independent Advisors.** Directors will have access to senior management of the Company. The Company also maintains an environment that permits senior management to contact directors. The CEO is encouraged, when appropriate, to involve senior management or other coworkers in Board presentations when they can provide expertise and insight regarding the matters being discussed by the Board. Directors are authorized to consult with independent advisors at the Company's expense, as necessary and appropriate, with or without consulting senior management.
12. **Lead Director.** A Lead Director will be elected by the Nominating and Corporate Governance Committee when the Chairman is not independent. The primary roles of the Lead Director are to assist the Chairman in managing the governance of the Board and to serve as a liaison between the Chairman and other directors. The Lead Director will: (1) preside at all meetings of the Board at which the Chairman is not present, including all executive sessions of the non-management and/or independent directors; (2) have the authority to call meetings of the non-management and/or independent directors; and (3) serve as a contact for interested parties who wish to communicate with non-management directors. If the Company does not have a Lead Director, but instead has a Chairman who is an independent director, the responsibilities of the Lead Director set forth above will be performed by the independent Chairman.
13. **Executive Sessions of Independent Directors.** The independent directors of the Company will meet regularly in executive session, *i.e.* with no management directors or management present. These executive session discussions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management and other guests as the independent directors determine.

Performance Evaluations; Succession Planning; Compensation

14. **Annual CEO Evaluation.** The Nominating and Corporate Governance Committee will establish goals and objectives with the CEO and evaluate at least annually the performance of the CEO in light of these goals and objectives. These evaluations will be used by the Nominating and Corporate Governance Committee and the Compensation Committee when considering the compensation of the CEO.
15. **Succession Planning.** The Nominating and Corporate Governance Committee works with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. Succession planning may be reviewed more frequently by the Board as it deems warranted.
16. **Board Self-Evaluation.** The Nominating and Corporate Governance Committee will manage the annual Board and Board committee evaluation process.
17. **Director Compensation.** Company management should report to the Nominating and Corporate Governance Committee or the full Board on a periodic basis as to how the Company's director compensation practices compare with those of comparable public corporations. Based upon such information, the Nominating and Corporate Governance Committee will review and approve director compensation for service on the Board and Board committees. Directors who also are members of management will receive no additional compensation for their service as directors.
18. **Stock Ownership Guidelines.** The Board believes that, in order to more closely align the interests of directors with the interests of the Company's other stockholders, all directors should maintain a minimum level of equity interests in the Company's common stock. The Nominating and Corporate Governance Committee is responsible for periodically reviewing the stock ownership guidelines for directors and making recommendations to the Board. Directors are expected to accumulate equity interests in the Company's common stock equal to at least \$500,000. Until such guideline is met, a director is required to retain 100% of the after-tax value of all vested equity awards earned under the Company's director compensation program.

Committees

19. **Number and Type of Committees.** The Board has three committees - an Audit Committee, a Compensation

Committee and a Nominating and Corporate Governance Committee. The duties and responsibilities of each committee are set forth in a written charter approved by the Board. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities, subject to applicable laws and NASDAQ listing standards.

20. **Composition of Committees; Committee Chairs.** All members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will meet the independence requirements of the NASDAQ listing standards and will otherwise satisfy the applicable requirements for committee service imposed by NASDAQ or the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act"). The Board is responsible for the appointment of committee members and committee chairs pursuant to the recommendation of the Nominating and Corporate Governance Committee and according to criteria that the Board determines to be in the best interest of the Company and its stockholders. The Board considers the rotation of committee members and committee chairs periodically and makes adjustments as it deems necessary or advisable.
21. **Committee Meetings and Agenda.** The chair of each committee is responsible for developing, together with relevant Company managers, the committee's general agenda and objectives and for setting the specific agenda for committee meetings. The chair and committee members will determine the frequency and length of committee meetings consistent with the committee's charter.

Miscellaneous

22. **Orientation for New Directors.** The Nominating and Corporate Governance Committee is responsible for oversight of the orientation process for new directors.
23. **Director Education.** Directors are encouraged to continue educating themselves as to the responsibilities of directors of public companies with respect to various matters.
24. **Annual Meeting of Stockholders.** Unless a director has a conflict in his or her schedule, all directors are expected to attend the annual meeting of stockholders.
25. **Review of Governance Policies and Practices.** The Nominating and Corporate Governance Committee will periodically review the corporate governance policies and practices of the Company, including these guidelines, and make recommendations to the Board.
26. **Board Interaction with Third Parties.** It is the policy of the Board that the CEO and CFO are the primary spokespersons for the Company, although management may, from time to time, request individual directors to meet or otherwise communicate with various constituencies that are involved with the Company.
27. **Confidentiality.** In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each Director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a Director or committee member.

Adopted by the Board of Directors: Effective as of December 19, 2017