

SYNNEX CORPORATION

EXECUTIVE COMMITTEE CHARTER

PURPOSE

The purpose of the Executive Committee (the “Committee”) of the Board of Directors of SYNEX Corporation (“Company”) is as follows:

1. Evaluate strategic opportunities presented by management;
2. Perform the functions of the Board of Directors when there is a critical need for prompt review and action of the Board of Directors and it is not practical to arrange a meeting of the Board of Directors within the time reasonably available; and
3. Represent the full Board of Directors between regularly scheduled meetings and other matters that the Board of Directors may delegate to the Executive Committee from time to time.

MEMBERSHIP AND PROCEDURES

Membership and Appointment

At least one half of the members of the Committee shall be comprised of independent members of the Board of Directors, as shall be determined from time to time by the Board of Directors based on recommendations from the Nominating and Corporate Governance Committee, if any.

Chairperson

A Chairperson of the Committee (the “Chairperson”) may be designated by the Board of Directors based upon the recommendation by the Nominating and Corporate Governance Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the initiation and length of meetings and shall have unlimited access to management and information. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Committee Authority

The Committee has the authority to exercise all or any of the powers of the Board of Directors during the intervals between meetings of the Board of Directors. Notwithstanding the foregoing, the Committee shall not have any power or authority as to the following:

- (i) The submission to stockholders of any action requiring the approval of stockholders.

- (ii) The creation or filling of vacancies in the Board of Directors.
- (iii) The adoption, amendment or repeal of the bylaws.
- (iv) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board of Directors.
- (v) Action on matters committed by the bylaws or resolution of the Board of Directors exclusively to another committee of the Board of Directors.

AMENDMENT

This Charter and any provision contained herein may be amended or repealed by a majority of the Board of Directors.