Corporate Governance Principles

Proposed March 2013

TECH DATA CORPORATION
CORPORATE GOVERNANCE PRINCIPLES

The principles set forth below have been approved by the Board of Directors (the "Board") of Tech Data Corporation ("Tech Data" or the "Corporation") and, together with the committee charters and key procedures of the Board committees, constitute the primary structure for the governance of Tech Data. These principles and other governance concepts of Tech Data are subject to periodic review and possible change by the Board in its effort to meet evolving regulatory, stakeholder, business and other requirements in the interest of the shareholders of the Corporation.

1. **Role:** The Board provides oversight to the CEO and other senior management in their conduct of business with the goal of building long-term shareholder value. The Board and management recognize the importance of Tech Data's relationships with other stakeholders such as employees, customers, vendors and other parties and have expressed this through Tech Data's Business Values.
2. **Board Functions:** The Board holds regularly scheduled meetings at least quarterly and otherwise as appropriate to consider corporate decisions requiring its attention and action. It is the responsibility of each director to attend all scheduled board and committee meetings, including the annual shareholders' meeting and all special meetings of these bodies, when possible in person, or by telephone or videoconference.

   The Board, assisted by the work of its committees, performs a variety of functions including: evaluation, compensation and, when appropriate, selection of the Chairman and CEO; working with the CEO on succession planning and the selection, compensation and development of senior management; providing guidance, review and, when appropriate, approval of corporate strategy and key business decisions; assessing key risks and risk mitigation steps available to Tech Data; and establishing and maintaining processes to preserve the integrity of the Corporation in its relations with shareholders and other stakeholder groups.
3. **Director Qualifications:** Qualities sought in directors include: (i) high ethical standards, (ii) sound integrity, (iii) an inquisitive nature, (iv) a strong commitment to make decisions and take actions guarding the long-term interests of shareholders, (v) seasoned judgment, (vi) a record of outstanding skills and accomplishments in their personal careers, and (vii) the ability and desire to communicate and participate actively in board and committee sessions. The Board seeks in its members a broad range of diverse backgrounds, experiences and skills including: business analysis; international; gender, racial, ethnic and cultural diversity; strategic planning; marketing; management of financial reporting and internal controls; corporate financings; acquisitions and divestitures; information technology; global business trend assessment and other backgrounds, experiences and skills relevant to Tech Data's business. Directors must be willing to devote the time necessary to learn and remain current on the Corporation's business and trends affecting its activities and to prepare for and actively participate in board and committee sessions. A director will submit a letter of resignation for consideration by the Chairman of the Board and remaining board members upon a material change in the director's employment responsibilities or change in employer. Without the prior approval of the Board, no director may serve on more than four boards of companies, other than the Corporation, that are publicly-traded on any U.S. stock exchange.
4. **Independence of Board Members; Size of Board; Accountability:** At least a two-thirds majority of the members of the Board should be independent, as "independence" is defined by applicable regulations, including the SEC and NASDAQ rules. If an independent director of the Board becomes non-independent for any reason, resigns, is terminated, dies or becomes unable to serve for any other reason, the Board may continue to operate without a two-thirds independent majority for a period of time necessary to achieve the independence percentage requirement, which period shall not exceed nine months from the date of the change in board membership. It is permissible for the Corporation to have management representatives on the Board. The Board does not believe term limits are appropriate for its members. The Board does evaluate its members as a basis for determining continuation of board membership. The Governance and Nominating Committee considers nominees to the Board to be voted on by the Board and Tech Data's shareholders. Directors will retire from the Board of Directors at the next Annual Shareholders Meeting of the Corporation following their becoming 72 years of age.
5. **Board Committees; Independence of Committee Members:** The Board has an Audit Committee, a Compensation Committee and a Governance and Nominating Committee, each of which has a written charter that has been approved by the Board. These committees meet regularly. Assisted by recommendations of the Governance and Nominating

Committee, the Board annually appoints committee chairs and members who comply with independence and skills established by NASDAQ rules.

6. **Meetings of Independent Directors:** At each regular board meeting, and when otherwise determined by the independent directors, the Board holds a session at which only independent directors are present. The Governance and Nominating Committee shall designate an independent director as Lead Director, who shall act as chair at these meetings, which have no set agenda, but which cover topics of current concern to the independent members of the Board. Topics may include direction of corporate strategy, management performance and succession, agenda requests for Board meetings, and other subjects of relevance to the Directors.
7. **Board Self-Evaluation:** The Board performs a self-evaluation including a separate evaluation of the Chairman of the Board on a regular basis.
8. **Board Agenda:** The Board is responsible for the agenda of its meetings with input from senior members of management. Independent directors are encouraged to request and suggest agenda topics and material to be covered at board or committee meetings as appropriate.
9. **Ethics; Confidentiality; Conflicts of Interests:** The Board, executives and employees of Tech Data will act ethically at all times and board members will adhere to the Corporation's Code of Conduct, including the Corporation's standards on protection of confidential information. If an actual or potential conflict of interest with Tech Data is determined to exist for any director, including as a result of any relationship the director may have with an entity that the director knows to be a supplier, vendor, competitor or consultant to Tech Data, the director will inform the CEO and the Governance and Nominating Committee Chair in writing. At a minimum, such conflicted directors will recuse themselves from any Board decisions relative to the conflict, pending resolution of such conflict.
10. **Reporting of Ethics Concerns:** Any person with a good faith belief that a violation of Tech Data's Code of Conduct has occurred may report such concern either to the Corporation's head of internal audit, the General Counsel, or the Chairman of the Audit Committee. Such reports will be treated confidentially. Anonymous reports may also be submitted through the Tech Data Ethics Line. Depending on the nature of the alleged violation, such reports will be considered by the Audit Committee Chair to determine the appropriate investigation and action. The Corporation's Code of Conduct proscribes any retaliatory action by any employee, executive or board member against any person reporting, in good faith, alleged violations.
11. **Compensation Matters:** The Board, based upon recommendations from the Compensation Committee, annually approves the goals and objectives for compensating the CEO and determines the compensation structure for the CEO. The CEO's performance is evaluated in light of: these goals, similar compensation practices of comparable companies, and other relevant factors before approving the CEO's bonus and other incentive compensation. The Compensation Committee approves the compensation structure of the Corporation's officers and evaluates the performance of the executives before approving their bonus and other incentive compensation. The Compensation Committee studies and recommends to the Board compensation for non-employee directors based on such factors as the work required of particular roles, legal considerations, similar practices of comparable companies and other relevant factors.

    The Board values the input of shareholders regarding the compensation practices of the Company. Each year, the Board will approve a proxy that gives shareholders the opportunity to vote, on a non-binding, advisory basis, to ratify the compensation of the Company's named executive officers as shown in the summary compensation table and related notes contained in the proxy.
12. **Succession Planning:** The independent directors and the CEO conduct a continuing dialogue concerning succession plans for the CEO, regional presidents, CFO and other senior executives.
13. **Access to Management and Advisors:** Independent directors and all board committees are encouraged to conduct discussions concerning Tech Data's business with senior executives and other key management without the CEO or his direct reports present. Informal meetings of the Board with senior executives are held periodically to facilitate such communications. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.
14. **Director Orientation and Continuing Education:** The CEO, CFO and General Counsel are responsible for providing orientation meetings for new and existing independent directors and for providing appropriate material and briefing sessions for all directors on key aspects of the Corporation, its markets, competition and other major topics pertinent to the independent director's execution of their duties. Complementary to such management involvement, the Governance and Nominating Committee is responsible for planning and implementing a continuing education program for all directors. This program includes: coordination of management orientation meetings, identification of written materials, seminars, educational programs and other information and activities to assist directors in performing their roles.
15. **Shareholder Communications with Board:** Shareholders that wish to communicate with a member of the Board may do so by utilizing the Tech Data Ethics Line. All calls to the Ethics line are received by a third party provider, who will prepare a report and direct those identified for the attention of a Board member to the General Counsel and Vice President, Internal Audit. The report will promptly be routed to the appropriate Board or committee member(s).
16. **Equity ownership by Directors and Executive Officers:** The Board believes that it is important for the Board and the executive officers to be committed to the long-term retention and creation of value for shareholders. In order to support this commitment to shareholder value, the Board has adopted a policy setting forth equity ownership requirements. Under the policy, independent members of the Board have an equity ownership requirement of four times the annual base retainer paid for board membership, and each independent director must satisfy this requirement by the fourth anniversary of such director's initial election. Covered executive officers have target equity ownership of between two times base compensation and one-half base compensation depending on the level of the executive. The target equity ownership is determined based upon the stock price set in fiscal year 2009 and will be recalculated every 5 years

thereafter, with adjustments made as base retainers and compensation change. Until such time as the targets are attained, independent directors and covered executive officers shall retain certain percentages of the net shares generated after tax from specified grants.

17. **Prohibitions on Hedging and Pledging of Corporation Securities:** Directors and executive officers may not enter into hedging or monetization transactions or similar arrangements with respect to Corporation securities, and may not pledge Corporation securities as collateral (including by holding such securities in a margin account).
18. **Consideration of Director Resignations:** An incumbent director standing for re-election by the Corporation's shareholders who does not receive an affirmative majority vote of the shares voting on his or her re-election in an uncontested election must offer to tender his or her resignation, which is subject to acceptance or rejection by the Board. A director offering to tender a resignation in such a circumstance may not participate in the decision. The Governance and Nominating Committee will make a recommendation to the Board within sixty (60) days following certification of the election results. If the membership of the Governing and Nominating Committee is affected, a majority of the remaining Committee members will make the recommendation or the majority of the remaining Board members shall appoint a special committee. The Committee may recommend to accept the resignation, to delay acceptance until a suitable candidate to replace the director is recruited and elected, or to reject the resignation and address the underlying reason for the director's failure to receive an affirmative majority vote. In considering the resignation, the Committee may consider those factors it deems relevant, including but not limited to the underlying reasons for the vote, the director's tenure, qualifications, performance and contributions to the Board, the overall composition of the Board, and whether the result of the resignation will impact the Corporation's compliance with applicable laws, listing standards or regulations. The Board will act on the Committee's recommendation within thirty (30) days of receiving the recommendation and will publicly disclose the decision.