

Tech Data Corporation Audit Committee Charter

I. Scope	<p>The Audit Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) established pursuant to the Bylaws of Tech Data Corporation (the “Corporation”). The Committee assists the Board in fulfilling its oversight responsibilities for the reliability and integrity of:</p> <ul style="list-style-type: none"> • The financial reports and other financial information provided by the Corporation to the public, its shareholders, and others. • Compliance with legal and regulatory requirements. • The Corporation’s systems of disclosure controls and internal controls over its accounting and financial reporting processes. • The auditing process. • The risk review and management process.
II. Composition	<p>The members of the Committee will be elected as described in the Bylaws.</p> <p>The Committee will be comprised of three or more directors. All members must be independent as defined by applicable laws and by the organization on which the stock of the Corporation is listed.</p> <p>All members must possess a reasonable level of financial sophistication so as to be able to read, understand, and analyze financial statements of the Corporation.</p> <p>At least one member must be a financial expert, as defined by the SEC, as determined by the Board in accordance with all applicable laws, regulations, and rules.</p>
III. Meetings	<p>The Committee will meet at least four times annually, and prior to each earnings release and as often as necessary to carry out its responsibilities. The Committee will meet at least quarterly with management, internal audit, and the independent public accountants to discuss any matters that the Committee or each of these groups believes should be discussed.</p> <p>At the request of a member of the Committee, management, the independent public accountants, or the internal auditor, the Committee may meet and confer with such officers and employees of the Corporation as the Committee deems appropriate in connection with carrying out the Committee’s responsibilities, including any significant difficulties encountered during the course of the audit and any restrictions on the scope of work or access to required information.</p> <p>All meetings will be held pursuant to the Bylaws and written minutes of each meeting must be duly filed in the Corporation records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting.</p>
IV. Responsibilities and Duties	<p>The Committee’s primary duties and responsibilities are to:</p> <p>Document/Reports Review</p> <ol style="list-style-type: none"> 1. Review the Corporation’s quarterly and annual financial statements and, at the discretion of any member of the Committee, any press releases, financial reports or other financial information to be submitted to any governmental body or the public, including any certification, report, opinion, or review rendered by the independent public accountants prior to their filing or release.

2. Review internal reports to management prepared by the Internal Audit Department and management's response to these reports.
3. Review and receive reports of concerns or complaints regarding accounting, ethics, internal control or auditing matters from employees or others and oversee the investigation of such matters.
4. Review and discuss with financial management and independent public accountants the significant public filings related to financial assessment or reporting by the Corporation prior to their filing.
5. Receive reports from the independent accounting firm. Reports include critical accounting policies, alternative treatments of financial information considered and material written communications with the Corporation.
6. Review correspondence between the independent public accountants and the Corporation as it relates to issues with the financial statements or other matters within the scope of the Committee's responsibilities.
7. Review reports from the Disclosure Committee and for the Identity Theft Protection Program.
8. Review and approve all related party transactions, as defined by SEC disclosure regulations.
9. Review and discuss earnings press releases, as well as financial information and guidance provided to analysts and rating agencies.
10. Report to the Board the activities of the Committee on a regular basis.
11. Review the charter annually and direct updates where appropriate.
12. Conduct an evaluation of the Committee's performance on a regular basis.

Risk assessment and controls

13. Discuss the Corporation's policies and process with respect to risk assessment and risk management. The Committee approves the Enterprise Risk Committee Charter and should discuss the steps management takes to monitor and control risks and exposures. The Committee will review those risks assigned to the Committee by the Board.
14. Review legal, compliance and code of conduct matters and the compliance process and program.

Independent Public Accountants

15. Annually select and, where appropriate, replace the independent public accountants, and arrange for shareholder ratification of the Committee's selection.
16. Establish that the independent public accountants are responsible to the Board and report to the Committee.
17. Provide for the rotation of the lead audit partner and the reviewing partner at least every five (5) years and the second audit partner every seven (7) years.
18. Approve the compensation of the independent public accountants.

19. Oversee performance of the independent public accountants.
20. Discuss with the independent public accountants the overall scope and plans for their respective audits, including adequacy of staffing and budget or compensation.
21. Annually review and discuss with the independent public accountants and management all significant relationships the independent public accountants have with the Corporation to determine their independence.
22. Annually review and discuss independence with independent public accountants and management.
23. Pre-approve any audit and non-audit related services to be provided by the independent public accountants. The authority to grant preapprovals may be delegated to the Chairman, whose decisions will be presented to the Committee at its next regularly scheduled meeting.

Interaction with Management

24. Provide an open avenue of communication among the independent public accountants, financial and senior management, the Internal Audit Department, and the Board.
25. Meet jointly and/or separately with the chief financial officer and the independent public accountants before commencement of the annual financial statement audit to: (a) discuss the evaluation by management and the independent public accountants of the adequacy and effectiveness of the accounting procedures and internal controls of the Corporation and its subsidiaries, (b) approve the overall scope of the audit and the fees to be charged, (c) inquire and discuss recent Financial Accounting Standards Board, Securities and Exchange Commission, Public Company Accounting Oversight Board or other regulatory agency pronouncements, if any, which might affect the Corporation's financial statements.
26. Meet jointly and/or separately with the chief financial officer and the independent public accountants at the conclusion of the audit to (a) review the audited financial statements of the Corporation, (b) discuss the result of the audit, (c) discuss any significant recommendations by the independent public accountants for improvement of accounting systems and controls of the Corporation, and (d) discuss the quality and depth of staffing in the accounting and financial departments of the Corporation.
27. Investigate any matters brought to its attention and resolve disagreements between the independent accounting firm and the Corporation.
28. Have the authority and funding from the Corporation to obtain advice from experts and advisors outside of the Corporation, such as legal and accounting experts.
29. Discuss with management the process for performing reviews and certifications supporting the quarterly certification by the CEO and CFO of the financial statements and the evaluation of the effectiveness of disclosure controls.
30. Monitor compliance with the Corporation's Code of Conduct and other applicable conduct policies of the Corporation.

Internal Audit / Ethics & Compliance

- 31. Oversee the independence and objectivity of the internal auditors.
- 32. Review activities, budget, organizational structure, staffing, charter, qualifications, and compensation of the Internal Audit function.
- 33. Review and concur in the appointment, performance, compensation, replacement, reassignment, or dismissal of the leader of the Internal Audit function and Chief Ethics and Compliance Officer.
- 34. Periodically discuss with the leader of Internal Audit any significant difficulties, disagreements with management, or scope restrictions encountered in the course of Internal Audit work.
- 35. Discuss with management the process for assessing the effectiveness of internal controls over financial reporting, including any material weaknesses or significant deficiencies identified.
- 36. Annually review performance of the leader of Internal Audit and the internal audit function.
- 37. Annually review performance of the Chief Ethics and Compliance Officer and the ethics and compliance function.

Financial Reporting Process

- 38. Serve as an independent and objective party to monitor the Corporation's financial reporting process, disclosure controls and internal control system.
- 39. Discuss with the independent public accountants and the internal auditors the integrity of the financial reporting processes.
- 40. Consider the independent public accountants judgment about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- 41. Consider and approve, if appropriate, major changes to the Corporation's accounting principles and practices as suggested by the independent public accountants, management, or the Internal Audit Department.
- 42. Review any reportable events required by auditing standards including any disagreements among management and the independent public accountants or the Internal Audit Department in connection with the preparation of the financial statements.
- 43. Establish procedures for employees and others outside the Corporation to report concerns or make complaints concerning the Corporation's accounting or auditing matters and the ethics and compliance of the Corporation's financial officers.

Investigative Authority

- 44. The Committee is empowered to investigate any matter, within the scope of its responsibility, brought to its attention with full access to all books, records, and personnel of the Corporation using such counsel, including special counsel or outside experts, as it may determine to be appropriate.

