

## Tech Data Corporation Governance and Nominating Committee Charter

<p><b><i>I. Scope</i></b></p>	<p>The Governance and Nominating 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:</p> <ul style="list-style-type: none"> <li>• Ensuring that the Board is appropriately organized to meet its fiduciary duties to the Corporation and its shareholders.</li> <li>• Developing corporate governance principles applicable to the Board and Corporation.</li> <li>• Selecting candidates and reviewing nominations for Board positions.</li> <li>• Evaluating the performance of the Board and developing education plans to support board member development.</li> </ul>
<p><b><i>II. Composition</i></b></p>	<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><b><i>III. Meetings</i></b></p>	<p>The Committee will meet at least once per year and as often as necessary to carry out its responsibilities. 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>
<p><b><i>IV. Responsibilities and Duties</i></b></p>	<p>The Committee’s primary duties and responsibilities are to:</p> <ol style="list-style-type: none"> <li>1. Develop and recommend to the Board corporate governance principles.</li> <li>2. Review and report on possible candidates for membership on the Board consistent with criteria established by the Board for selecting new directors.</li> <li>3. Make recommendations to the Board on:             <ol style="list-style-type: none"> <li>(1) Nominees to the Board,</li> <li>(2) Board member qualifications,</li> <li>(3) Member qualifications for all committees, and</li> <li>(4) Member appointments and removals for all committees.</li> </ol> </li> <li>4. Establish policies and/or processes for:             <ol style="list-style-type: none"> <li>(1) the identification, evaluation and selection of nominees to the Board,</li> <li>(2) the Board to evaluate its performance and assess its contribution to the Corporation,</li> <li>(3) communication between shareholders and the Board, and</li> <li>(4) attendance of board members at the Corporation’s annual meeting.</li> </ol> </li> <li>5. Review the Committee’s charter and the Corporate Governance Principles annually and direct updates where appropriate.</li> <li>6. Review the orientation process and the continuing education program for all directors.</li> <li>7. Periodically review and develop management succession plans for executive leadership and recommend to the Board a successor to the</li> </ol>

	<p>chief executive officer when a vacancy occurs.</p> <ol style="list-style-type: none"><li>8. Periodically review portions of the Corporation's crisis management plan that address major adverse events of a non-financial nature.</li><li>9. Monitor outside opinion and shareholder attitudes toward the Corporation and the Board related to governance issues.</li><li>10. Have the authority and funding from the Corporation to obtain advice and seek assistance from outside legal, accounting or other advisors, including search firms, as it determines necessary to carry out its duties.</li><li>11. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.</li><li>12. Monitor director elections and should any director fail to receive the required vote for election in any uncontested election as provided in the Corporation's governance documents, the Committee shall determine whether or not to accept the director's resignation and shall submit its recommendation to the Board for consideration.</li></ol>
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