

INSIGHT ENTERPRISES, INC.

COMPENSATION COMMITTEE CHARTER

Effective April 14, 2004

1. Members

There shall be a committee of the Board of Directors of Insight Enterprises, Inc. (the "Company") called the Compensation Committee. The members and Chair of the Committee shall be recommended to the Board by the Nominating and Governance Committee. The Board shall appoint the members and Chair of the Committee. The Compensation Committee shall consist of at least three members, consisting entirely of "outside directors" of the Board. For purposes of this Charter, "outside director" means a director who meets the definition of "outside director" under the Internal Revenue Code of 1986, the definition of "independent director" under the Nasdaq rules and the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

2. Purposes, Duties and Responsibilities

The Compensation Committee's purposes shall be to make determinations concerning and advise the Board with respect to the compensation of the Company's executive officers. The Committee's activities shall include, but not be limited to: consideration of stock plans; performance goals and incentive awards; determination of the overall compensation packages for executive officers; approval of appropriate forms of employment agreements, whenever they are used, for executive officers; and discharging the Board's responsibilities relating to compensation of the Company's executive officers. Specifically, the Compensation Committee will:

- Set the compensation, including base salary, annual incentive compensation, long-term incentive compensation (including stock options and restricted stock) and any other compensation, perquisites or special or supplemental benefits, for the Chairman of the Board and Chief Executive Officer ("CEO");
- Set the compensation, including base salary, annual incentive compensation, long-term incentive compensation (including stock options and restricted stock) and any other compensation, perquisites or special or supplemental benefits, of the Company's other executive officers, as determined by the Committee or the Board of Directors, with due consideration to the recommendations of the CEO;
- Develop and recommend to the Board, and review periodically, the Company's principles and policies for determining the form and amount of executive compensation;

- Recommend to the Board adoption of or amendments to incentive compensation plans and equity-based plans for executive officers that are not made available generally to all full-time employees in the United States and discharge the responsibilities of the Board under such plans, including the administration, review, approval and modification of awards;
- Review and approve the design of the Company's benefits policies that are a significant factor in executive officer compensation and are not plans made available generally to all full-time employees in the United States;
- Recommend to the Board adoption of or significant changes in the design of the Company's 401(k), pension, profit-sharing and retirement plans;
- Approve such description of executive compensation as are necessary for filing reports with the SEC and other government bodies;
- Review, recommend to the Board and administer all plans that require the approval of non-employee directors pursuant to Rule 16b-3 under the Exchange Act;
- Approve the adoption, amendment or modification of any compensation or benefit plans for executive officers of the Company that do not require shareholder approval and are not plans made available generally to all full-time employees in the United States;
- Review and recommend to the Board of Directors changes to the compensation for outside directors; and
- Retain outside consultants and obtain assistance from members of management of the Company as the Committee deems appropriate in the exercise of its authority.

3. Meetings

The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines and may also act by written consent. The majority of the members of the Compensation Committee will constitute a quorum. The Chair of the Compensation Committee will report regularly to the Board regarding activities of the Compensation Committee. The Compensation Committee will perform an annual evaluation of its own performance, including a review of its compliance with this Charter.