

## Tech Data Corporation Compensation Committee Charter

<p><b><i>I. Scope of Compensation Committee Responsibilities and Activities:</i></b></p>	<p>The Compensation Committee (the “Committee”) is a committee of the Board of Directors established pursuant to the Bylaws of Tech Data Corporation. The Committee is responsible to the Board of Directors for:</p> <ul style="list-style-type: none"> <li>• Review and approval of the strategy for annual compensation of executive officers of the Corporation.</li> <li>• Oversight and approval of the total compensation, including equity-related incentives plans and benefits, for the CEO and executive officers of the Corporation. Such activities will be performed in a manner consistent with the stated compensation strategy of the Corporation, internal equity considerations, external competitive practice, shareholder interests, and the requirements of the appropriate regulatory bodies.</li> <li>• Review, approve, and communicate the Corporation’s compensation and equity-related policies and the reasons behind such policies to the shareholders and other stakeholders as required by the appropriate regulatory bodies.</li> <li>• Establishment and periodic review of company policies relating to benefits for the CEO and executive officers of the Corporation.</li> </ul>
<p><b><i>II. Composition</i></b></p>	<p>The members of the Committee shall be elected as described in the Bylaws.</p> <p>The Committee shall be comprised of three or more directors. The Chairman of the Committee and all members must be independent directors 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 shall be held pursuant to the Bylaws and written minutes of each meeting shall be duly filed in the Corporation records. Reports of meetings of the Committee shall be made to the Board of Directors 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. Review annually the Corporation’s compensation strategy and equity-related incentives for executive officers to ensure compensation is appropriate for each executive’s performance and scope of responsibility. The strategy should be linked to long-term performance goals of the Corporation.</li> <li>2. Review annually the individual elements of total compensation for the executive officers of the Corporation.</li> <li>3. Recommend to the Board the compensation of the CEO. The Committee will consider the Board of Directors’ assessment of the CEO’s performance versus agreed upon goals and objectives to set the compensation level of the CEO.</li> </ol>

	<ol style="list-style-type: none"><li>4. Fix the compensation of the executive officers of the Corporation, other than the CEO.</li><li>5. Review the Corporation's Executive Annual Incentive Compensation Program, to determine whether it is administered in a manner consistent with the Corporation's compensation strategy as to participation, target annual incentive awards, corporate financial goals, and actual awards paid to executive officers.</li><li>6. Review and approve severance plans and approve any specific separation packages and severance benefits to executive officers that are outside the stated plan limits.</li><li>7. Review and recommend to the Board the annual retainer and meeting fees for Board of Directors and associated committees.</li><li>8. Have sole authority to engage and terminate outside consultants to assist in determining appropriate compensation and benefit levels including equity-related incentive plans for the CEO and other executive officers, and to set fees and retention arrangements for such consultants.</li><li>9. Produce and communicate the Corporation's compensation and equity-related policies and the reasoning behind such policies to the shareholders and other stakeholders as required by the appropriate regulatory bodies.</li><li>10. Review and make recommendations to the Board and ultimately to the shareholders of all new equity-related incentive plans for executive officers of the Corporation.</li><li>11. Approve the compensation package for those executive officers appointed by the CEO as provided for in the Bylaws of the Corporation and adopt guidelines for the CEO to make such appointments on an interim basis prior to the Committee's ratification.</li><li>12. Review the charter annually and make updates where appropriate.</li><li>13. Other duties and responsibilities as assigned by the Board of Directors.</li></ol>
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