

Tech Data Corporation
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Role and Purpose The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors of Tech Data Corporation (the “Company”) is to assist the Board of Directors in ensuring that the Board is appropriately organized to meet its fiduciary duties to the Company and its shareholders, to develop corporate governance principles applicable to the Company, and to select candidates and review nominations for Board of Directors positions.

Composition The Committee shall consist of at least three directors, each of whom shall satisfy any applicable independence requirements established by regulation or the listing organization on which the Company’s shares are traded. Members shall be elected annually by the full Board of Directors and shall hold office until the earlier of:

- (1) the election of their respective successors,
- (2) the end of their service as a director of the Company (whether through resignation, removal, expiration of term, or death), or
- (3) their resignation from the Committee.

The chairperson of the Committee may be selected by the Board of Directors or, if it does not do so, the Committee members may elect a chairperson by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Duties and Responsibilities The Committee’s duties and responsibilities shall be to:

1. Develop and recommend to the Board of Directors corporate governance principles.
2. Review and report on possible candidates for membership on the Board of Directors consistent with criteria established by the Board for selecting new directors.
3. Make recommendations to the Board of Directors on:
 - (1) Nominees to the Board,
 - (2) Board of Director qualifications,
 - (3) Committee member qualifications, and
 - (4) Committee member appointments and removals.
4. Establish policies and/or processes for:
 - (1) the identification, evaluation and selection of nominees to the Board,
 - (2) the Board to evaluate its performance and assess its contribution to the Company,
 - (3) the structure and operations of the Committees (including the authority to delegate to subcommittees),

- (4) shareholders to communicate with the Board, and
- (5) attendance of Board members at the Company's annual meeting.
- 5. Report to the Board of Directors, by means of written or oral reports, submission of minutes of Committee meetings or otherwise, from time to time or whenever it shall be called upon to do so.
- 6. Review this charter and the corporate governance principles annually for possible revision.
- 7. Review the orientation process and the continuing education program for all directors.
- 8. Monitor compliance of the Board of Directors and Section 16 officers of the Company with the Company's Code of Ethics and other applicable policies of the Company.
- 9. Review and approve all related party transactions, as defined by SEC disclosure regulations, other than those involving financial executives of the Corporation that will be reviewed by the Audit Committee.
- 10. Periodically review the management succession plans for key senior management of the Company and recommend to the Board a successor to the chief executive officer when a vacancy occurs.
- 11. Periodically review portions of the Company's crisis management plan that address major adverse events of a non-financial nature.
- 12. Monitor outside opinion and shareholder attitudes toward the Company and the Board related to governance issues.

Resources

The Committee shall have the authority 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. The Committee shall 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.

Interpretations and Determinations

The Committee shall have the power and authority to interpret this Charter and make any determinations as to whether any act taken has been taken in compliance with the terms hereof.