

NOMINATING AND GOVERNANCE COMMITTEE CHARTER
Insight Enterprises, Inc.
Adopted September 30, 2003

A. Name

There shall be a committee of the Board of Directors of Insight Enterprises, Inc. (the “Company”) called the Nominating and Governance Committee (the “Committee”).

B. Purpose

The Committee shall identify individuals qualified to become Board members, and recommend that the Board select the director nominees for consideration at the next annual meeting of stockholders. The Committee shall also review current developments in the corporate governance area and periodically update the Board or make recommendations as the Committee deems appropriate.

C. Nominating Committee Membership and Procedure

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the Securities and Exchange Commission and Nasdaq, as they may be amended from time to time. The Board shall appoint the members of the Committee, and shall designate the Chairman of the Committee. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in the Committee, subject to such new member(s) satisfying the independence requirements described above. Except as expressly provided in this Charter, the Bylaws of the Company or any applicable policies of the Company, the Committee shall determine its own rules of procedure.

D. Nominating Authority and Responsibilities

- In addition to any criteria set forth in this Charter, the Committee shall develop qualification criteria for Board members, and when the Committee determines appropriate, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with this Charter. The Committee shall review the Board membership criteria annually and modify them as appropriate.
- The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- The Committee shall make recommendations to the full Board for appointments to committees of the Board.

E. Corporate Governance Authority and Responsibilities

- The Committee shall review current developments in the corporate governance area and periodically update the Board or make recommendations as the Committee deems appropriate.
- The Committee shall lead the Board of Directors in an annual discussion of major corporate governance issues.

F. General Authority and Responsibilities

- The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors employed or engaged by the Company. The Committee shall also have the authority to engage and compensate its own legal, accounting or other advisors.
- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall review its own performance annually.
- The Committee may form and delegate authority to subcommittees when appropriate.
- From time to time, the Committee will adopt and/or modify Guidelines consistent with this Charter. The Committee will follow such Guidelines when carrying out its responsibilities.