

Tech Data Corporation Compensation Committee Charter

<p><i>I. Scope</i></p>	<p>The Compensation 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 is responsible to the Board for:</p> <ul style="list-style-type: none"> • Establishing the strategy for annual compensation (including all elements thereof), equity incentives, and benefits for executive officers. • Approving the total compensation (including all elements thereof) and grants of equity and benefits for the executive officers. • Recommending to the Board the total compensation (including all elements thereof) and equity incentives of the Chief Executive Officer. • Evaluating the Corporation’s compensation policies and practices for material risks, if any.
<p><i>II. Composition and Leadership</i></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. The activities of the Compensation Committee will be directed by a chairperson, or other designated member.</p>
<p><i>III. Meetings</i></p>	<p>The Committee will meet at least four times 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><i>IV. Responsibilities and Duties</i></p>	<p>The Committee’s primary duties and responsibilities are to:</p> <ol style="list-style-type: none"> 1. At least annually, establish the Corporation’s complete compensation strategy, including base, bonus, other elements, equity incentives and benefits, for executive officers to ensure compensation is appropriate for each executive’s performance and scope of responsibility. 2. Examine at least annually or in connection with material plan or program changes, the Corporation’s overall compensation policies and practices to identify and evaluate material risks, if any. 3. Review the Corporation’s compensation programs, equity incentive plans, and all benefits available to the executive officers for consistency with the Corporation’s compensation strategy. Consider internal equity, external competitive practice, shareholder interests, and the requirements of the appropriate regulatory bodies. 4. Fix the individual elements, set targets, and set and approve equity incentives and benefits to be granted to the executive officers of the Corporation, other than the CEO.

	<ol style="list-style-type: none">5. Recommend to the Board the compensation, equity incentives, and benefits of the CEO. The CEO shall not be present during voting or deliberations on CEO compensation. Consider the performance assessments against agreed upon goals and objectives to set the recommended compensation.6. Certify the attainment of performance objectives related to any performance-based compensation.7. Review and discuss the Compensation Discussion and Analysis proposed for inclusion in the Corporation's Annual Report on Form 10-K and annual proxy statement with management and recommend to the Board whether such section should be so included.8. Assess and recommend to the Board and ultimately to the shareholders all new equity-related incentive plans in which executive officers or directors may participate.9. Recommend to the Board equity ownership guidelines for directors and executive officers and monitor compliance with such guidelines.10. Review and approve retirement and post employment plans, including equity and benefits, applicable to the executive officers and review of succession plans for executive officers other than the CEO.11. Review and approve specific retirement arrangements, severance plans, separation packages and severance benefits of executive officers that are outside the stated plan limits.12. Recommend to the Board the compensation for the Board and its committees.13. Have sole authority to engage and terminate (a) independent outside consultants to assist in determining appropriate compensation and benefit levels for the executive officers and directors, and (b) other advisors to assist the Committee in carrying out its duties and responsibilities, and to set fees and retention arrangements for such consultants and other advisors.14. Evaluate independence and conflicts of interest with respect to advisors in compliance with applicable law and the organization on which the stock of the Corporation is listed.15. Oversee the communication of the Corporation's compensation and equity-related policies and practices, and the reasoning behind such policies and practices, to the shareholders as required by the appropriate regulatory bodies.16. Recommend to the Board say on pay resolutions to be presented to the Corporation's shareholders.17. Recommend to the Board every 6 years a resolution on the frequency of say on pay votes to be presented to the Corporation's shareholders.
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	<ol style="list-style-type: none">18. Consider the results of the vote by the Corporation's shareholders on say on pay and frequency of say on pay when developing the Corporation's compensation philosophy.19. 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.20. Review the charter annually and direct updates where appropriate.21. Other duties and responsibilities as assigned by the Board.22. Report its material actions and any recommendations to the Board after each Committee meeting.
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