

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF SCANSOURCE, INC.

I. Committee Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to carry out the responsibilities delegated by the Board of Directors (the “Board”) of ScanSource, Inc. (the “Company”) relating to the Company’s director nominations process and Company’s corporate governance policies, including:

- assisting the Board by identifying individuals qualified to serve on the Board, consistent with criteria approved by the Board, and recommending that the Board select a slate of director nominees for election by the shareholders of the Company at the annual meeting of the shareholders of the Company, in accordance with the Company’s articles of incorporation and by-laws and applicable laws; and
- assisting the Board in fulfilling its oversight responsibilities under the NASDAQ Stock Market (“NASDAQ”) listing standards, the Company’s articles of incorporation and by-laws and South Carolina law and implementing the Company’s programs for complying with the rules and regulations of the Securities and Exchange Commission (“SEC”) and NASDAQ promulgated thereunder or related thereto (in conjunction with the Audit Committee, where necessary or appropriate), as well as other NASDAQ rulemaking initiatives pertaining to corporate governance considerations.

II. Committee Composition and Meetings

The Board will appoint the members of the Committee annually. The Committee will be made up entirely of independent directors meeting the requirements of NASDAQ. The members will serve until their successors are appointed or until their earlier death, resignation, disqualification or removal. Each member of the Committee will serve at the pleasure of the Board and may be removed at any time with or without cause. Vacancies in the membership of the Committee by means of death, resignation, disqualification or removal shall be filled by a majority of the Board. The Board will have the power at any time to change the size and membership of the Committee. The chair of the Committee shall be designated by the Board. In the absence of the chair, the members of the Committee may designate a chair by majority vote. The Committee may form and delegate authority to subcommittees when appropriate. The rules and procedures of the Committee will be governed by the Company’s by-laws and applicable laws and, to the extent not inconsistent with the by-laws and applicable laws, this Charter and the Company’s Corporate Governance Guidelines.

The Committee shall meet at least once per year. Other meetings may be held at the discretion of the chair of the Committee or the chief executive officer. The Committee will record and maintain minutes of each of these meetings. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

III. Committee Responsibilities and Duties

- The Committee shall review the size and composition of the Board, qualification criteria for Board members and, when appropriate, make recommendations to the Board concerning the criteria for membership, the size and composition of the Board and its committees, the Chairman of the Board and its committees, and the Lead Independent Director.
- The Committee is responsible for actively seeking and interviewing qualified director candidates and developing and implementing the screening process necessary to identify qualified director candidates. Any recommendation of director nominees, including nominees to be submitted to a stockholder vote, shall be made by the Committee to the Board. However, in accordance with South Carolina law, the full Board shall have final responsibility for selecting nominees and recommending them for election by the shareholders. As a part of its screening process, the Committee shall:
 - evaluate a candidate's independence under applicable laws, rules and standards, including those of the NASDAQ, the SEC and the Internal Revenue Service; and
 - consider candidates proposed by the chief executive officer, by any director or by any shareholder, in accordance with procedures established by the Committee, the Company's governing documents, and applicable law from time to time.
- The Committee shall recommend to the Board individuals to fill vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board.
- The Committee shall recommend to the Board individuals to be appointed as Chairman of the Board and, if applicable, Lead Independent Director.
- The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the authority to retain, at the Company's expense, and terminate any such search firm or consultant, including authority to approve the fees to be paid to such firm or consultant and all other retention terms.
- On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.
- The Committee shall be responsible for developing and recommending to the Board corporate governance policies and principles applicable to the Company and shall periodically evaluate the Company's existing corporate governance policies and

principles. The Committee shall suggest improvements thereto to the full Board as necessary. As part of this evaluation, the Committee shall evaluate the emergent environmental, social, and governance-related risks and the Company's social and environmental goals and related policies and programs.

- At least annually, the Committee shall evaluate Company's management and review a succession plan for the Company's management.
- The Committee shall, with the assistance of the Company's general counsel, together with outside counsel as necessary or appropriate, maintain a set of formal, written guidelines for corporate governance, which shall be reviewed annually and changes to which shall be presented to the full Board for consideration and adoption as necessary.
- The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Chairman of the Board, the Board, and the committees thereof.
- The Committee shall oversee any director orientation or continuing education programs and periodically review and update them as necessary.
- The Committee shall review and reassess the adequacy of this charter periodically and shall submit the charter to the Board for approval, as necessary.

IV. Other Activities

The Committee shall perform any other activities consistent with this Charter, the Company's articles of incorporation and by-laws and applicable laws as the Committee deems appropriate.

The Committee shall have and may exercise all powers and authority of the Board, as delegated by the Board, to the extent permitted under applicable laws.