

**CHARTER
OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF SCANSOURCE, INC.**

Purpose and Responsibilities

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ScanSource, Inc. (the “Company”) shall be responsible for discharging the Board’s responsibilities relating to the compensation of executives, as well as equity-based and incentive compensation paid to employees generally, subject to the limitations and requirements of this Charter and applicable laws.

Composition of the Committee

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the director and committee member independence requirements under the rules of The NASDAQ Stock Market, LLC, subject to any permitted exception under such rules. Since all the members shall be independent, they shall be “non-employee directors” (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended) and, if necessary, “outside directors” (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations thereunder).

Each member of the Committee shall be free of any relationship or affiliation that, in the judgment of the Board, would interfere with the exercise of the director’s independent judgment as a member of the Committee. In determining the independence of the members of the Committee, the Board shall consider all factors relevant to whether the member has a relationship with the Company that is material to the member’s ability to be independent from management in connection with Committee duties, including, but not limited to, the following factors: (i) any compensation received by the member from any person or entity (including any consulting, advisory or other compensatory fee paid by the Company to such member) and (ii) the member’s affiliate relationships with the Company, a subsidiary of the Company or an affiliate of the Company.

The Board will appoint the members of the Committee annually. 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 chairman of the Committee shall be designated by the Board. In the absence of the chairman, the members of the Committee may designate a chairman by majority vote. The Board will have the power at any time to change the size and membership of the Committee. 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 bylaws and applicable laws and, to the extent not inconsistent with the bylaws and applicable laws, this Charter and the Company’s Corporate Governance Guidelines.

Operations of the Committee

The Committee shall:

- Review periodically and approve the Company's general philosophy concerning executive compensation and the components of the Company's executive compensation program to align them with the Company's compensation philosophy.
- Annually review and approve all Company corporate, divisional and/or individual goals and objectives relevant to the chief executive officer's compensation (as directed by the Board);
- Annually evaluate the chief executive officer's performance in light of the Company's goals and objectives;
- Annually establish the chief executive officer's base salary, incentive bonus levels and other compensation components based on the evaluation of the chief executive officer's performance relative to the Company's goals and objectives (the chief executive officer may not be present during such voting or deliberations);
- Annually review, evaluate and fix the base salaries, incentive bonus levels and other compensation components of all other executive officers of the Company (the chief executive officer may be present during voting or deliberations regarding the compensation of other executive officers);
- Annually review with management whether the Company's compensation arrangements incentivize unnecessary and excessive risk taking and whether these risks are reasonably likely to have a material adverse effect on the Company.
- Review and discuss with management, prior to filing with the Securities and Exchange Commission, the company's Compensation Discussion and Analysis disclosure and formally recommend to the Board that such Compensation Discussion and Analysis disclosure be included in the Company's annual report on Form 10-K (either directly or by incorporation by reference to the Company's subsequently filed annual proxy statement);
- Prepare the compensation committee report to be included in the Company's annual report on Form 10-K (either directly or by incorporation by reference to the Company's subsequently filed annual proxy statement);
- Make recommendations to the Board with respect to the Company's long-term and short-term incentive compensation plans and equity-based compensation plans;
- Establish and periodically review policies and guidelines for the Company's equity-based and other award grants;
- Develop and adopt one or more policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employees should be recouped or forfeited;

- Meet annually to consider for approval the grant of annual equity awards for the chief executive officer, other officers, and certain other employees and non-employee directors, and approve all equity awards for officers, employees, consultants and non-employee directors pursuant to the Company's equity award policies subject to related guidelines for delegation of authority for equity award grants in effect from time to time. The Committee may delegate to the chief executive officer such responsibility for awards to employees other than executive officers as the Committee deems appropriate;
- Administer (or oversee the administration of) the Company's stock option and other equity-based plans and other employee benefit and incentive plans, to the extent consistent with their respective terms;
- Oversee the Company's other employee benefit plans, programs and practices, including the selection and retention of trustees to maintain custody of plan assets, the selection and retention of asset managers for such plans, and the determination of applicable investment guidelines and portfolio objectives. The Committee may delegate to management such responsibility for the administration of the Company's employee benefit plans, programs and practices as the Committee deems appropriate;
- Review and make recommendations to the Board with respect to employment agreements, severance agreements and change-in-control provisions, plans and agreements, for the chief executive officer and other executive officers, including all amendments to such agreements;
- Recommend to the Board that the Company's shareholders approve, on a non-binding advisory basis, the compensation of the Company's named executive officers ("say on pay vote") as disclosed in the Company's proxy statement;
- Review the results of any say on pay vote and consider whether to make any adjustments to the Company's executive compensation policies and practices;
- In connection with any shareholder advisory vote on the frequency with which the Company will hold a say on pay vote (a "say on pay frequency vote"), review and recommend for approval by the Board, or approve, the frequency that should be recommended to the Company's shareholders;
- Review and recommend for approval by the Board, or approve, the frequency with which the Company will submit to the shareholders a say on pay vote, taking into account the results of any prior say on pay frequency votes;
- Annually review an assessment of any potential conflicts of interest raised by the work of compensation consultants, whether retained by the Committee or by management, that are involved in determining or recommending executive or director compensation;
- Prior to engaging, and annually thereafter, assess the independence (taking into consideration the factors specified in NASDAQ Listing Rule 5605(d)(3)(D)(i)-(vi)) of any consultants or other outside advisors;

- Make regular reports to the Board concerning the activities of the Committee;
- Perform an annual performance evaluation of the Committee;
- Review and reassess the adequacy of this Charter at least annually and submit the Charter to the Board for approval; and
- Perform any other activities consistent with this Charter, the Company's articles of incorporation and bylaws and applicable laws as the Committee or the Board deems appropriate.

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

The Committee will have the right to utilize reasonable amounts of the time of the Company's personnel and also will have the right to retain, in its sole discretion at the Company's expense, independent compensation experts, outside accountants, legal counsel and other advisors as it may deem appropriate to assist and advise it in connection with its responsibilities and to approve related fees and engagement terms. The Committee will have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisors and must review and consider the independence of any such consultant, counsel or other advisor retained by the Committee, the Board or the Company prior to the selection of any of the foregoing. The Committee will keep the Company's chief financial officer advised as to the general range of anticipated expenses for outside consultants and advisors.

Committee Meetings

The Committee shall meet at least two times per year or, as necessary, more frequently. One such meeting shall be held at a time when the Committee can review and recommend for the chief executive officer and other officers' annual base salary and incentive awards as described above. The chairman of the Committee, the chairman of the Board or the chief executive officer may call meetings of the Committee. The Committee will record and maintain minutes of each of these meetings.