

CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF SCANSOURCE, INC.

Purpose and Responsibilities

The purpose of the Nominating 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, including assisting the Board by identifying individuals qualified to serve on the Board of Directors, 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 bylaws and applicable laws.

Composition of the Committee

The Board will appoint the members of the Committee annually. The Committee will be made up entirely of independent directors, or a majority of the independent directors of the Board of Directors meeting the requirements of the NASDAQ Stock Market, LLC. 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 chairman of the Committee shall be designated by the Board of Directors. In the absence of the chairman, the members of the Committee may designate a chairman 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.

Operations of the Committee

The Committee shall review the size and composition of the Board and 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 chairmanship of the Board and its committees, and the Lead Independent Director. Any recommendation of director nominees to the Board shall be made by the Committee. However, in accordance with South Carolina law, the full Board of Directors shall have final responsibility for selecting nominees and recommending them for election by the shareholders. 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. 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 Stock Market, LLC, the Securities and Exchange Commission 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 Lead Independent Director to fill vacancies occurring from time to time in those positions.
- 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 Company 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 conduct an annual evaluation of its performance.
- The Committee shall review and reassess the adequacy of this charter periodically and shall submit the charter to the Board for approval, as necessary.

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.

Committee Meetings

The Committee shall meet at least once per year. Other meetings may be held at the discretion of the chairman of the Committee or the chief executive officer. The Committee will record and maintain minutes of each of these meetings.