

## Corporate Governance Guidelines

### 1. Role of the Board

- Provide oversight to the CEO and other senior managers in their conduct of the business with the goal of building long term shareholder value.

### 2. General Board Functions

- Hold regularly scheduled meetings and special meetings where appropriate.
- Periodically review management's performance and the Company's organizational structure.
- Review succession planning with the CEO on a periodic basis.
- Provide guidance, review and when appropriate approval of corporate strategy.
- Through the compensation committee and with advice from the CEO, determine compensation for officers and approve awards of equity-based compensation.
- Through the Audit Committee, oversee the accounting and financial-reporting process of the Company, and the audits of the Company's financial statements.
- Through the nominating committee, identify potential candidates for board membership, with the objective being that all new, non-CEO candidates will be independent.
- Retain independent advisors on behalf of the board when appropriate.

### 3. Size and Composition of Board

- The current size of the board is eight, appears effective, and should remain in the range of 7 – 9 members.
- A majority of the directors at all times will be independent.
- Independence will be determined in accordance with NASDAQ and United States Securities and Exchange Commission rules, and each independent director shall annually certify in writing that he or she is independent and inform the Board of any change in his or her independence status.
- Selection criteria shall be established by the Nominating Committee. In addition to other criteria adopted by the Nominating Committee, the Nominating Committee shall evaluate a candidate's ability to contribute to the diversity of experience of the Board, taking into account a candidate's personal and professional experiences and background, including geographic, age, gender, race, and ethnicity differences, as well as other differentiating characteristics.

### 4. Board Tenure

- The Company is committed to the annual election of all directors.
- The Board believes that shareholders benefit from continuity of directors, and does not believe that a limitation on the number of terms or a mandatory retirement age is in the best interests of shareholders.

### 5. Service on Other Boards

- A director may serve on no more than five public boards (including the Company's Board) and no more than three public Audit Committees.
- The CEO of the Company may serve on no more than two public boards (including the Company's Board).
- An executive officer of the Company may not serve as a director of another company that concurrently employs a director of the Company.

## 6. Conflict of Interest

- The Board is committed to the Company's upholding the highest level of ethical conduct in all matters.
- The Board periodically will review the Company's code of conduct, and the Company's efforts to create an ethical environment for the conduct of business.
- All related party transactions – i.e., those that would require disclosure under SEC disclosure requirements – must be approved by the Board or an appropriate committee.

## 7. Executive Sessions of Non-Management Directors

- Non-employee directors will meet regularly without management present.

## 8. Director Responsibilities

- Directors should be actively engaged in discharging their duties, and informed about the business and operations of the company.
- Directors should be adequately prepared for all board and committee meetings.
- Directors are expected to attend all board meetings and meetings of the committees on which they serve.
- Directors are expected to attend the Annual Meeting of Shareholders in person.

## 9. Review of Committee Charters

- Either directly or through the Governance Committee, annually review the charters of the Audit Committee, Compensation Committee, Nominating Committee, Governance Committee and Risk Committee.
- If necessary, make appropriate changes so as to maintain conformity with NASDAQ and other requirements.

## 10. Annual Board Self Evaluation

- Either directly or through the Governance Committee assess the performance of the Board and its committees.

## 11. Director Resignation Policy for Directors in Uncontested Elections

- The Board shall nominate for election or re-election as director only, and fill director vacancies and new directorships only, with candidates who agree to tender, promptly following such person's failure to receive in an uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, an irrevocable resignation that will be effective upon Board acceptance of such resignation.

If an incumbent director fails to receive the vote for re-election then, at its next regularly scheduled meeting following certification of the shareholder vote, the Nominating Committee will act to determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will act on the Committee's recommendation at its next regularly scheduled meeting following the Committee's

recommendation. The Nominating Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating Committee fails to receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, then those independent directors who did receive the required vote shall appoint a committee amongst themselves, to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election constitute three or fewer directors, all directors may participate in the Board action regarding whether to accept the resignation offers.

## 12. Anti-Pledging Policy

- Holding Company securities in a margin account or pledging Company securities as collateral for a loan is prohibited. This prohibition does not apply to any broker-assisted "cashless" exercise or settlement of awards granted under any ScanSource equity incentive plan.

## 13. Committee Composition

- The Governance Committee, Nominating Committee, Audit Committee, Compensation and Risk Committees of the Board all be comprised of only independent directors, as defined from time to time by the SEC and Nasdaq.

## 14. Lead Independent Director

- The Board may appoint a lead independent director by and from the independent directors, as defined from time to time by the SEC and Nasdaq, to serve in a lead capacity to coordinate the activities of other independent directors and to perform such other duties and responsibilities as the Board may determine, including:
  - Presiding at meetings of the Board in the absence of, or upon the request of the Chairman;
  - Presiding over all executive meetings of non-employee and independent directors;
  - Serving as a liaison and supplemental channel of communication between the Chairman and the independent directors;
  - Reviewing Board agendas and recommended matters in collaboration with the Chairman and Chief Executive Officer; and
  - If requested by major stockholders, ensuring that he/she is available for consultation and direct communication.