INSIGHT ENTERPRISES, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

Purpose

There shall be a committee of the Board of Directors of Insight Enterprises, Inc. (“Insight”) called the Compensation Committee. The Compensation Committee’s purpose shall be to make determinations concerning, and advise the Board with respect to, the compensation of Insight’s executive officers.

Membership

The Compensation Committee shall consist of at least three members, consisting entirely of “outside directors” of the Board, who will be appointed by, and will serve at, the discretion of the Board. For purposes of this Charter, “outside director” means a director who meets the definition of “outside director” under Section 162(m) of the Internal Revenue Code of 1986 and the independence standards of NASDAQ rules.

In addition to the requirement that the Compensation Committee shall consist entirely of “outside directors”, the Compensation Committee shall also consist of at least two “non-employee directors”. For purposes of this Charter, “non-employee director” means a director who meets the definition of “non-employee director” as defined by SEC Rule 16b-3(b)(3).

The Board of Directors must also consider all factors specifically relevant to determining whether a member of the Compensation Committee has a relationship to Insight which is material to that director’s ability to be independent from management in connection with the duties of the Compensation Committee, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Insight to such director; and (ii) whether such director is affiliated with Insight, a subsidiary of Insight or an affiliate of a subsidiary of Insight.

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

Responsibilities

The Compensation Committee’s activities shall include, but not be limited to: consideration and administration of equity compensation plans; establishing or approving performance goals and incentive awards for executive officers; determination of the overall compensation packages for executive officers; approval of appropriate forms of
employment agreements for executive officers, whenever they are used; and discharging
the Board’s responsibilities relating to compensation of Insight’s executive officers.
Specifically, the Compensation Committee will undertake the following:

1) Perform an annual evaluation of the performance and effectiveness of the Chief
   Executive Officer (“CEO”) and report the findings of such evaluation to the full
   Board.

2) Set the compensation, including base salary, annual incentive compensation, long-
   term cash and equity incentive compensation and any other compensation,
   perquisites or special or supplemental benefits, for the CEO.

3) Set the compensation, including base salary, annual incentive compensation, long-
   term cash and equity incentive compensation and any other compensation,
   perquisites or special or supplemental benefits, of Insight’s other executive
   officers, as determined by the Compensation Committee or the Board of
   Directors, with due consideration to the recommendations of the CEO.

4) Develop and recommend to the Board, and review periodically, Insight’s
   principles and policies for determining the form and amount of executive
   compensation, including the risks associated with Insight’s compensation
   principles and policies.

5) Recommend to the Board adoption of or amendments to incentive compensation
   plans and equity-based plans for executive officers that are not made available
   generally to all full-time employees in the United States and discharge the
   responsibilities of the Board under such plans, including the administration,
   review, approval and modification of awards.

6) Review and approve the design of Insight’s benefits policies that are a significant
   factor in executive officer compensation and are not plans made available
   generally to all full-time employees in the United States.

7) Recommend to the Board adoption of or significant changes in the design of
   Insight’s 401(k), pension, profit-sharing and retirement plans.

8) Approve such description of executive compensation as is necessary for filing
   reports with the SEC and other government bodies.

9) The Compensation Committee shall review, administer and recommend to the
   Board all plans that require the approval of non-employee directors pursuant to
   SEC Rule 16b-3.

10) Approve the adoption, amendment or modification of any compensation or
    benefit plans for executive officers of Insight that do not require stockholder
approval and are not plans made available generally to all full-time employees in the United States.

11) Review and recommend to the Board of Directors changes to the compensation of the Board of Directors, including compensation relating to committee membership.

12) Retain in its sole discretion, outside compensation consultants, counsel, experts and other advisers (with funding to be provided by Insight upon approval by the Chair of the Compensation Committee) as the Compensation Committee deems appropriate in the exercise of its authority. The Compensation Committee shall be directly responsible for the appointment, compensation, direction and oversight of such advisers.

13) Prior to engaging or receiving advice from any outside advisers, the Compensation Committee shall take into consideration the independence of any compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house counsel, including, but not limited to, the following factors: (i) the provision of other services to Insight by the employer of the compensation adviser; (ii) the amount of fees received from the employer of the adviser, as a percentage of the total revenue of the employer; (iii) the policies and procedures of the adviser’s employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a member of the Compensation Committee; (v) stock of Insight owned by the adviser; and (vi) any business or personal relationship of the adviser or the adviser’s employer with an executive officer of Insight. The Compensation Committee may review any such consultant’s, counsel’s or adviser’s independence determinations with respect to the foregoing criteria, along with any other information the Compensation Committee deems appropriate in making and evaluating such adviser’s independence under the NASDAQ rules.

14) Review periodically Insight’s talent management and succession planning activities for top management, including reviewing internal succession candidates for the CEO position.

15) At least annually, management will undertake a review of the independence standards set forth in the “Membership” section of this Charter, and may rely in part on responses of the Compensation Committee members to questions in the annual Directors and Officers Questionnaire. At least annually, and more frequently as membership issues may require, the Nominating and Governance Committee will present its findings of independence and eligibility for service on the Compensation Committee.

16) The Compensation Committee will perform an annual evaluation of its own performance and the adequacy of the Charter, including a review of its
compliance with this Charter, and make applicable recommendations to the Board.

17) Administer the company’s equity compensation plans, including the review and grant of equity compensation awards to executive officers.

18) Be authorized to delegate to any one or more members of the Board of Directors or the executive officers, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, equity compensation awards to all eligible employees other than executive officers, provided that such delegation is permitted under applicable laws, rules and regulations.

19) Assess the results of the company’s most recent advisory vote on executive compensation (“Say on Pay”) and any other feedback garnered through the Company’s ongoing shareholder outreach that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay vote outcomes and other shareholder feedback.

20) Review and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.

21) Oversee management of risks related to compensation of the company’s executive officers and the company’s overall compensation program, including the company’s equity compensation plans.

22) Review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements with current or prospective executive officers of the Company, as the Committee determines is appropriate.

23) Review and approve the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to senior executive officers and other employee.

24) Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors.

25) Perform such other activities and functions related to executive compensation as may be assigned from time to time by the Board.

Meetings

The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person telephonically, video conference or similar means of remote communication by means of which all persons participating in the meeting can hear each
other. The Committee shall meet at such times and places as the Committee determines and may also act by written consent in lieu of a meeting. The majority of the members of the Compensation Committee will constitute a quorum for the transaction of business and the affirmative vote of the majority of those present shall be necessary for any action by the Committee. The Chair shall approve the agenda for the Committee’s meetings in consultation with other members of the Committee, and any member may suggest items for the Committee's consideration. The CEO shall not be present during Committee deliberations or voting with respect to his or her compensation.

Minutes

The Committee will maintain written minutes or other records of its meetings and activities. Minutes of each meeting will be distributed to each member of the Committee, and the Secretary of Insight will retain the original signed minutes for filing with the corporate records of Insight.

Reports

The Chair of the Compensation Committee will report regularly to the Board regarding activities of the Compensation Committee. In addition to approving the report in Insight’s proxy statement in accordance with the rules and regulations of the SEC, the Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate, consistent with the Committee’s charter.

Delegation to Subcommittees

The Committee may form and delegate authority to subcommittees as it deems appropriate, provided that such delegation is permitted under applicable laws, rules and regulations. To the extent required, any such subcommittee must consist solely of at least two members of the Committee who are non-employee directors for the purposes of Rule 16b-3 promulgated under the Exchange Act, as in effect from time to time.

Dated: September 13, 2022