

**INSIGHT ENTERPRISES, INC.
CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose

As provided in the Bylaws, the Executive Committee of the Board of Directors may exercise the powers and authority of the Board of Directors and the management of the business and affairs of the Corporation, except as otherwise provided below or in the Bylaws, during intervals between meetings of the Board (to the extent it is impossible or impracticable to convene a quorum for a meeting of the Board of Directors).

Membership

As set forth in the Bylaws, the membership of the Executive Committee shall consist of at least three members of the Board of Directors elected by the whole Board. Members of the Executive Committee shall serve at the pleasure of the Board of Directors, and each member of the Executive Committee may be removed with or without cause at any time by the Board of Directors. Vacancies shall be filled by the Board of Directors.

Responsibilities

In carrying out its duties under this Charter, the Executive Committee will meet on the call of the Chair of the Executive Committee to exercise the powers and authority of the Board of Directors during intervals between meetings of the Board except that the Executive Committee shall not exercise:

- 1) powers delegated to other committees of the Board; and
- 2) powers which under the Delaware General Corporation law may not be delegated to a committee. These powers include (but are not limited to) (i) the power to amend the By-Laws or to recommend to stockholders an amendment to the certificate of incorporation, a merger, a sale of all or substantially all of the Corporation's assets or a dissolution of the Corporation, and (ii) unless a resolution of the Board expressly so empowers the Committee, the power to declare a dividend, authorize the issuance of stock, fix preferences or rights of certain classes of stock or approve a certificate of ownership in a short-form merger of a 90 percent owned subsidiary.

Meetings

Meetings of the Executive Committee shall occur on the call of the Chair of the Executive Committee after a written determination by the Chair that after reasonable effort, convening a quorum of the Board of Directors is not possible within the time frame required given the circumstances, and a majority of the members of the Executive

Committee shall constitute a quorum. The Chair will report to the Board of Directors regarding activities of the Executive Committee, in writing if not at a special meeting of the Board of Directors, within three (3) business days of any meeting of the Executive Committee.

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.

Dated: May 19, 2010