

**INSIGHT ENTERPRISES, INC.**  
**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Purpose**

There shall be a committee of the Board of Directors (the “Board”) of Insight Enterprises, Inc. (“Insight”) called the Nominating and Governance Committee (the “Committee”). The Committee shall identify individuals qualified to become Board members, recommend Board candidates for election by the Board, and recommend that the Board select director nominees for consideration at the next annual meeting of stockholders or, if necessary, special meeting of stockholders. The Committee shall also review current developments in the corporate governance area and periodically update the Board or make recommendations as the Committee deems appropriate, including recommendations regarding Insight’s Corporate Governance Guidelines.

**Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the Securities and Exchange Commission (“SEC”) and NASDAQ, as each may be amended from time to time. The Board shall appoint the members of the Committee and shall designate the Chair of the Committee. The members of the Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in the Committee, subject to such new member(s) satisfying the independence requirements described above.

**Responsibilities**

The Responsibilities of the Committee shall include:

- 1) In addition to the independence criteria set forth in this Charter, the Committee shall review, from time to time, criteria for Board membership and, when necessary or when the Committee determines appropriate, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with this Charter. In carrying out these responsibilities, the Committee shall give due consideration to the composition of the Board at the time, any existing membership criteria and to such considerations as diversity, the breadth of business experiences and skills, prominence and professional reputation, global business perspective, concern for the long-term interests of the stockholders of Insight, personal ethics, integrity and judgment and other areas that are expected to contribute to an effective Board.
- 2) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.

- 3) At least annually, management will undertake a review of the independence standards promulgated by the SEC and NASDAQ applicable to a majority of the members of the Board as well as any enhanced standards applicable to each of the Committees of the Board, and may rely in part on the responses of the individual Board members to questions in the annual Directors and Officers Questionnaire. Based on such review or such other information as the Committee shall deem necessary, at least annually, and more frequently as membership issues may require, the Committee will present its findings of independence and eligibility for service on the various Committees, and will make recommendations to the full Board for appointments to committees of the Board.
- 4) The Committee shall evaluate Board nominees properly recommended by stockholders in light of the membership criteria, if any, in existence at the time the nomination is received and make recommendations regarding such nominees to the full Board in accordance with this Charter.
- 5) The Committee shall establish policies and procedures as it deems appropriate regarding CEO succession in the event of an emergency, vacancy or the retirement of the CEO, taking into account the talent management and succession planning reviews conducted by the Compensation Committee. The Committee shall be responsible for coordinating the recruiting and assessment process to permit the Board of Directors to select and approve a successor to the CEO. With the approval of the Board of Directors, the Committee may retain an outside recruiting firm to assist in the recruiting and assessment of candidates.
- 6) The Committee shall review current developments in the corporate governance area and periodically update the Board or make recommendations as the Committee deems appropriate.
- 7) The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors employed or engaged by the Company. The Committee shall also have the authority to engage and compensate its own legal or other advisors.
- 8) The Committee shall make regular reports to the Board.
- 9) The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.
- 10) The Committee may form, and delegate authority to, subcommittees when appropriate.
- 11) From time to time, the Committee may adopt or modify Corporate Governance Guidelines consistent with this Charter, subject to approval by the Board of Directors. The Committee will follow such Corporate Governance Guidelines when carrying out its responsibilities.
- 12) The Committee shall review director education guidelines.

- 13) The Committee shall supervise the evaluation process for the Board and each of the Committees of the Board and Chair of the Board as well the independent self-evaluations of directors and peer evaluations of directors.

### **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**

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.

Dated: May 2, 2017