

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

Purpose and Responsibilities

The Governance Committee (the "Committee") is intended to assist the Board of Directors in fulfilling its oversight responsibilities under the NASDAQ Stock Market listing standards, the Company's Articles of Incorporation and By-laws and South Carolina law. The Committee shall also oversee and be responsible for implementation of the Company's program for complying with the rules and regulations of the Securities and Exchange Commission and NASDAQ promulgated thereunder or related thereto (in conjunction with the Audit Committee, where necessary or appropriate), as well as other NASDAQ rulemaking initiatives pertaining to corporate governance considerations. As such, the Corporate Governance Committee shall have two primary responsibilities.

First, the Committee shall be responsible for developing and recommending to the Board of Directors a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such policies and guidelines for the purpose of suggesting amendments to them if appropriate.

Second, the Committee shall oversee an annual evaluation of the Board of Directors and Company management, including assurance that each committee is in compliance with their respective charter.

Composition of the Committee

All of the members of the Committee shall be independent directors meeting the requirements of the NASDAQ Stock Market and shall be appointed by the Board of Directors on the recommendation of the Nominating Committee. The Chairman of the Committee shall be designated by the Board of Directors. If the Governance Committee Chairman is not designated or present at a meeting, the members of the Committee may designate an interim Chairman by majority vote of the Committee membership.

The Committee may form and delegate authority to subcommittees when appropriate.

Operations of the Committee

Corporate Governance Functions

The Committee shall periodically evaluate the Company's existing corporate governance structures and procedures, as established in the Company's articles of incorporation, by-laws, and corporate governance guidelines, with the specific goal of improving such procedures where possible. The Committee shall suggest improvements thereto to the full Board of Directors as necessary.

The Committee shall, with the assistance of the Company's general counsel, together with outside counsel as necessary or appropriate, maintain a set of formal, written guidelines for corporate governance, which shall be reviewed annually and changes to which shall be presented to the full Board of Directors for consideration and adoption as necessary.

At least annually, the Committee shall evaluate the Company's management and review a succession plan for the Company's management, and will assure the Board of Directors that such a succession plan is in place at all times.

The Committee shall annually evaluate the performance of the Chairman of the Board of Directors in light of the Company's goals and objectives.

Annual Evaluation Functions

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Board of Directors and the committees thereof.

The Committee shall review and reassess the adequacy of this charter periodically and submit any changes to the charter to the Board of Directors.

The Committee shall have and may exercise all powers and authority of the Board of Directors, as delegated by the Board of Directors, to the extent permitted under Section 33-8-250 of the South Carolina Code of Laws.

Other Activities

The Committee shall perform any other activities consistent with this charter, the Company's Articles of Incorporation and Bylaws and governing law as the Committee or the Board of Directors deems appropriate.

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. Minutes of each of these meetings shall be kept. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors.