

Tech Data Corporation CyberTech Committee Charter

<i>I. Scope</i>	<p>The CyberTech Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) established pursuant to the Bylaws of Tech Data Corporation (the “Corporation”). The Committee assists the Board in:</p> <ul style="list-style-type: none"> • Overseeing the defined plans and accountability of management regarding the Corporation’s information technology (“IT”) strategy and landscape and cybersecurity preparedness • Assessing the adequacy of strategy, resources and funding to sustain and advance successful IT programs and the cybersecurity environment • Providing advice and recommendations related to enhancing existing and developing future IT strategy and development, cybersecurity, and data privacy initiatives
<i>II. Composition</i>	<p>The members of the Committee will be elected as described in the Bylaws.</p> <p>The Committee will be comprised of two or more directors.</p>
<i>III. Meetings</i>	<p>The Committee will meet at least once per year and as often as necessary to carry out its responsibilities. All meetings will be held pursuant to the Bylaws and written minutes of each meeting must be duly filed in the Corporation’s records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting.</p>
<i>IV. Responsibilities and Duties</i>	<p>The Committee’s primary duties and responsibilities are to:</p> <ol style="list-style-type: none"> 1. Oversee the Corporation's IT strategy and development; cybersecurity plan; and information protection management strategy and related risks to all of these areas. 2. Review IT strategy related to current and future development to support the Corporation’s strategy. 3. Receive periodic reports and coordinate with management on the metrics used to measure, monitor, and manage cyber and IT risks posed to the Corporation and to review periodic reports on selected risk topics as the Committee deems appropriate. 3. Review reports from the Legal Department regarding legal implications of cyber risks posed to the Corporation, including those related to potential data breaches and to maintain awareness of regulatory issues, monitor adherence to legal requirements; and monitor disclosure and reporting activities. 4. Review reports provided by the IT organization regarding the status of and plans for the security of the Corporation’s data stored on internal resources and with third party providers. 5. Review IT action plans, as appropriate, regarding related to responses to data breaches.

	<ol style="list-style-type: none">6. Review the Corporation's technology policies, approach and associated budget and expenditures, and make recommendations regarding significant technology investments in support of the Corporation's strategy.7. Review trends and emerging IT systems that may affect the Corporation's strategy, including monitoring of overall industry trends, and significant technology investments.8. Review and provide guidance on resources and funding issues relating to the establishment and maintenance of adequate cybersecurity controls; information management processes and information management protection risks.9. Review the Corporation's Cyber insurance policies to ensure appropriate coverage.10. Review the Corporation's development and training plan for critical IT staff as well as succession planning.11. Monitor and evaluate the quality and effectiveness of the Corporation's technology security, capabilities for disaster recovery, data protection, cyber threat detection and cyber incident response, and management of technology-related compliance risks.12. Assist the Board in its oversight of the Corporation's technology and cybersecurity initiatives.13. Have the authority and funding from the Corporation to obtain advice and seek assistance from outside cybersecurity and data privacy advisors and consultants as it determines necessary to carry out its duties.14. Carry out such other activities consistent with this Charter, the Bylaws and applicable laws that the Committee or the Board may deem necessary or appropriate from time to time.
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