

**TECH DATA CORPORATION**  
**CORPORATE GOVERNANCE PRINCIPLES**

The principles set forth below have been approved by the Board of Directors of Tech Data Corporation and, together with the Committee Charters and key procedures of the Board Committees, constitute the primary structure for the governance of Tech Data Corporation. These principles and other governance concepts of Tech Data are subject to periodic review and possible change by the Board in its effort to meet evolving regulatory, stakeholder, business and other requirements in the interest of the shareholders of the Company.

1. **Role:** The Board of Directors provides oversight to the CEO and other senior management in their conduct of business with the goal of building long-term shareholder value. The Board of Directors and management recognize the importance of Tech Data's relationships with other stakeholders such as employees, customers, vendors and other parties and have expressed this through [Tech Data's Business Values](#).
2. **Board Functions:** The Board of Directors holds regularly scheduled meetings at least quarterly and otherwise as appropriate to consider corporate decisions requiring its attention and action. It is the responsibility of each director to attend all scheduled board and committee meetings, including the annual shareholders' meeting and all special meetings of these bodies, when possible in person, or by telephone or videoconference.

The Board of Directors, assisted by the work of its committees, performs a variety of functions including: evaluation, compensation and, when appropriate, selection of the Chairman and CEO; working with the CEO on succession planning and the selection, compensation and development of senior management; providing guidance, review and, when appropriate, approval of corporate strategy and key business decisions; assessing key risks and risk mitigation steps available to Tech Data; and establishing and maintaining processes to preserve the integrity of the Company in its relations with shareholders and other stakeholder groups.

3. **Director Qualifications:** Qualities sought in directors include: (i) high ethical standards, (ii) sound integrity, (iii) an inquisitive nature, (iv) a strong commitment to make decisions and take actions guarding the long term interests of shareholders, (v) seasoned judgment, (vi) a record of outstanding skills and accomplishments in their personal careers, and (vii) the ability and desire to communicate and participate actively in board and committee sessions. The Board seeks in its members a broad range of diverse skills including: business analysis, strategic planning, marketing, management of financial reporting and internal controls, corporate financings, acquisitions and divestitures, information technology, global business trend assessment, and other skills relevant to Tech Data's business. Directors must be willing to devote the time necessary to learn and remain current on the Company's business and trends affecting its activities and to prepare for and actively participate in board and committee sessions. A Director will submit a letter of resignation for consideration by the Chairman of the Board and remaining Board members upon a material change in the Director's employment responsibilities or change in employer. Without the prior approval of the Board, no Director may serve on more than four boards of companies, other than the Corporation, that are publicly-traded on any US stock exchange.

4. **Independence of Board Members; Size of Board**: At least two-thirds majority of the members of the Board of Directors should be independent, as “independence” is defined by applicable regulations, including the SEC and NASDAQ. It is permissible for the Company to have management representatives on the Board. The Board of Directors does not believe term limits are appropriate for its members. The Board does evaluate its members as a basis for determining continuation of Board membership. The Board believes that the arrangement of staggered three-year terms of office for directors is in the shareholders’ best interest for continuity of strategic direction and critical decision-making. The Governance and Nominating Committee considers nominees to the Board to be voted on by the Board and Tech Data’s shareholders. Directors will not be nominated for terms beginning after their 68<sup>th</sup> birthday.
5. **Board Committees; Independence of Committee Members**: The Board has an Audit Committee, a Compensation Committee and a Governance and Nominating Committee, each of which have a written charter that has been approved by the Board. These committees meet regularly. The committee chairs keep the Board informed of committee activities. Assisted by recommendations of the Governance and Nominating Committee, the Board annually appoints committee chairs and members.
6. **Meetings of Independent Directors** At each regular board meeting, and when otherwise determined by the independent directors, the Board holds a session at which only independent directors are present. The chairman of the Governance and Nominating Committee presides at these meetings, which have no set agenda, but which covers topics of current concern to the independent members of the Board. Topics may include direction of corporate strategy, management performance and succession, agenda requests for Board meetings, and other subjects of relevance to the directors.
7. **Board Self-Evaluation**: The Board performs a self-evaluation including a separate evaluation of the Chairman of the Board on a regular basis.
8. **Board Agenda**: The Board is responsible for the agenda of its meetings with input from senior members of management. Independent directors are encouraged to request and suggest agenda topics and material to be covered at board or committee meetings as appropriate.
9. **Ethics; Confidentiality; Conflicts of Interests**: The Board, executives and employees of Tech Data will act ethically at all times and Board members will adhere to the Company’s Code of Ethics, including the Company’s standards on protection of confidential information. If an actual or potential conflict of interest with Tech Data is determined to exist for any director, including as a result of any relationship the director may have with an entity that the director knows to be a supplier, vendor, competitor or consultant to Tech Data, the director will inform the CEO and the Governance and Nominating Committee Chair in writing. At a minimum, such conflicted directors will recuse themselves from any Board decisions relative to the conflict, pending resolution of such conflict.
10. **Reporting of Ethics Concerns**: Any person with a good faith belief that a violation of Tech Data’s Code of Ethics has occurred may report such concern either to the Company’s Internal Auditor, the Compliance Officer, the Chairman of the Audit Committee or the Chairman of the Governance and Nominating Committee. Such

reports will be treated confidentially. Anonymous reports may also be submitted through the [Tech Data Ethics Reporting Hotline](#). Depending on the nature of the alleged violation, such reports will be considered by the appropriate board committee chair to determine the appropriate investigation and action. The Company's Code of Ethics proscribes any retaliatory action by any employee, executive or board member against any person reporting in good faith alleged violations.

11. **Compensation Matters**: The Compensation Committee annually approves the goals and objectives for compensating the CEO and determines the compensation structure for the CEO. The CEO's performance is evaluated in light of: these goals, similar compensation practices of comparable companies, and other relevant factors before approving the CEO's bonus and other incentive compensation. This committee also approves the compensation structure of the Company's senior officers and evaluates the performance of the senior executives before approving their bonus and other incentive compensation. The Committee studies and recommends to the Board compensation for non-employee directors based on such factors as the work required of particular roles, legal considerations, similar practices of comparable companies and other relevant factors.
12. **Succession Planning**: The independent directors and the CEO will conduct a continuing dialogue concerning succession plans for the CEO, President of Worldwide Operations, CFO and other senior executives.
13. **Access to Management and Advisors**: Independent directors and all board committees are encouraged to conduct discussions concerning Tech Data's business with senior executives and other key management without the CEO or his direct reports present. Informal meetings of the Board with senior executives are held periodically to facilitate such communications. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.
14. **Director Orientation and Continuing Education**: The CEO, President of Worldwide Operations, CFO and General Counsel are responsible for providing orientation meetings for new and existing independent directors and for providing appropriate material and briefing sessions for all directors on key aspects of the Company, its markets, competition and other major topics pertinent to the independent director's execution of their duties. Complementary to such management involvement, the Governance and Nominating Committee is responsible for planning and implementing a continuing education program for all directors. This program includes: coordination of management orientation meetings, identification of written materials, seminars, educational programs and other information and activities to assist directors in performing their roles.
15. **Shareholder Communications with Board**: Shareholders that wish to communicate with a member of the Board may do so by utilizing the [Tech Data Ethics Reporting Hotline](#). All calls to the Hotline are received by a third party provider, who will prepare a report and direct those identified for the attention of a Board member to the General Counsel and Director, Internal Audit. The report will promptly be routed to the appropriate Board or Committee member(s).

16. **Equity ownership by Directors and Executive Officers:** The Board of Directors believes that it is important for members of the Board of Directors and the Executive Officers of Tech Data Corporation to be committed to the long term retention and creation of value for shareholders. In order to support this commitment to shareholder value, during their tenure as a member of the Board of Directors or Executive Officer of the Corporation, Directors and Executive Officers are encouraged to own common stock in Tech Data. The Board of Directors has adopted certain equity ownership requirements related to the independent members of the Board of Directors and certain Executive Officers. Under the policy, independent members of the Board of Directors have a target equity ownership goal of two times the annual base retainer paid for board membership. The covered executive officers have target equity ownership of between two times base compensation and one-half base compensation depending on the level of the executive. Until such time as this target equity ownership is attained, independent directors and the covered executive officers shall retain 50 percent of the net shares generated, after tax, from any exercise of equity incentive grants issued after fiscal year 2005. The covered executive officers shall also retain 50 percent of the net shares generated, after tax, from any exercise of the restricted stock grants from March 2004. The target equity ownership is determined based upon the stock price and base compensation set in fiscal year 2006 and will be recalculated every 5 years there after.