

Corporate Governance Guidelines

1. Role of the Board of Directors (the “Board”) of ScanSource, Inc. (the “Company”)
 - The Board, acting directly or through its committees, is responsible for providing oversight to the CEO and other senior managers in their conduct of the business with the goal of building long term shareholder value. The Board is responsible for broad corporate policy and overall performance of the Company through oversight of management and stewardship of the Company. The Board has responsibility for overseeing the strategic planning process and annual review of the corporate and business plan.
2. General Board Functions
 - Hold regularly scheduled meetings and special meetings where appropriate.
 - Periodically review management’s performance and the Company’s organizational structure.
 - Regularly review management talent development and review succession planning for the CEO and other senior executives.
 - Provide guidance, review and, when appropriate, approval of corporate strategy.
 - Through the Compensation Committee and with advice from the CEO, determine compensation for executives and approve awards of equity-based compensation.
 - Through the Audit Committee, oversee the accounting and financial-reporting process of the Company, and the audits of the Company’s financial statements.
 - Through the Nominating and Corporate Governance Committee, identify potential candidates for Board membership, with the objective being that all new, non-CEO candidates will be independent, and regularly review Board succession planning.
 - Oversee the Company’s risk management activities.
 - Retain independent advisors on behalf of the Board when appropriate.
3. Size and Composition of Board
 - The current size of the Board is 10, appears effective, and should remain in the range of 8 – 10 members.
 - A majority of the directors at all times will be independent.
 - Independence will be determined in accordance with NASDAQ and United States Securities and Exchange Commission rules, and the Board shall determine each director’s independence. Each independent director shall keep the Board informed of any change in his or her independence status.
 - Selection criteria for directors shall be established by the Nominating and Corporate Governance Committee. In addition to other criteria adopted by the Nominating and Corporate Governance Committee, the Nominating and Corporate Governance Committee and Board shall evaluate a candidate’s ability to contribute to the diversity of experience of the Board, taking into account a candidate’s personal and professional experiences and background, including geographic, age, gender, race, and ethnicity differences, as well as other differentiating characteristics. The Board remains committed to promoting an environment that respects and values diversity and continues to implement programs and positions to further this objective, including in the Board nomination process.

4. Board Tenure

- The Company is committed to the annual election of all directors.
- The Board believes that shareholders benefit from continuity of directors, and does not currently believe that a limitation on the number of terms or a mandatory retirement age is in the best interests of shareholders. The Nominating and Corporate Governance Committee will consider each director's age and length of tenure when considering Board composition and will seek to maintain a balance of experience and continuity, along with fresh perspectives.

5. Service on Other Boards

- A non-executive director may serve on no more than four public boards (including the Company's Board) and no more than three public audit committees.
- The CEO of the Company may serve on no more than two public boards (including the Company's Board).
- An executive officer of the Company may not serve as a director of another company that concurrently employs a director of the Company.

6. Conflict of Interest

- The Board is committed to the Company's upholding the highest level of ethical conduct in all matters.
- The Board periodically will review the Company's code of conduct, and the Company's efforts to create an ethical environment for the conduct of business.
- All related party transactions – i.e., those that would require disclosure under SEC disclosure requirements – must be approved by the Board or an appropriate committee.
- If a director discontinues or significantly changes the employment affiliation held at the time of election as a director, becomes involved in a current or potential conflict of interest or a commercial or other relationship (including relationships of immediate family members) that may impair the director's independence, becomes unable to spend the required time or becomes disabled, that director shall notify the Nominating and Corporate Governance Committee with an explanation of the changed circumstances including, if applicable, the director's future business or professional plans and offer to resign. The Nominating and Corporate Governance Committee shall review the information presented and determine the appropriateness of continued membership.

7. Executive Sessions of Non-Management Directors

- The non-management directors shall meet regularly as a Board and in committees in executive session, without the participation of the CEO or other members of the Company's management.

8. Director Responsibilities

- Directors should be actively engaged in discharging their duties, and informed about the business and operations of the Company.

- Directors should be adequately prepared for all Board and committee meetings.
- Directors are expected to attend all Board meetings and meetings of the committees on which they serve.
- Directors are expected to attend the Annual Meeting of Shareholders.

9. Review of Committee Charters

- Either directly or through the Nominating and Corporate Governance Committee, annually review the charters of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee.
- If necessary, make appropriate changes so as to maintain conformity with NASDAQ and other requirements.

10. Annual Board Self Evaluation

- Either directly or through the Nominating and Corporate Governance Committee, annually assess the performance of the Board and its committees.

11. Director Resignation Policy for Directors in Uncontested Elections

- The Board shall nominate for election or re-election as director only, and fill director vacancies and new directorships only, with candidates who agree to tender, promptly following such person's failure to receive in an uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, an irrevocable resignation that will be effective upon Board acceptance of such resignation.
- If an incumbent director fails to receive the vote for re-election then, at its next regularly scheduled meeting following certification of the shareholder vote, the Nominating and Corporate Governance Committee will act to determine whether to accept the director's resignation and will submit such recommendation for consideration by the Board, and the Board will act on the Committee's recommendation at its next regularly scheduled meeting following the Committee's recommendation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.
- Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If each member of the Nominating and Corporate Governance Committee fails to receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election, then those independent directors who did receive the required vote shall appoint a committee amongst themselves, to consider the resignation offers and recommend to the Board whether to accept them. However, if the only directors who receive in the same uncontested election a greater number of votes "for" his or her election than votes "withheld" from such election constitute three or fewer directors, all directors may participate in the Board action regarding whether to accept the resignation offers.

12. Communication with Directors and Shareholder Engagement.

- The Board recognizes that creating long-term value for shareholders will require consideration of concerns of shareholders and other stakeholder in the industry and communities in which the Company operates.
- Shareholders and other interested persons may send communications to the Board, the Chairman of the Board or the Lead Independent Director (as applicable), or to one or more independent directors through the various methods provided on the Company's website.

13. Anti-Pledging and Anti-Hedging Policy

- The Company prohibits directors, officers and other employees from hedging and pledging of company securities.

14. Committee Composition

- The Nominating and Corporate Governance Committee, Audit Committee and Compensation Committees of the Board will all be comprised of only independent directors, as defined from time to time by the SEC and NASDAQ.

15. Lead Independent Director

- The Board may appoint a Lead Independent Director by and from the independent directors, as defined from time to time by the SEC and NASDAQ, to serve in a lead capacity to coordinate the activities of other independent directors and to perform such other duties and responsibilities as the Board may determine, including:
 - Presiding at meetings of the Board in the absence of, or upon the request of the Chairman;
 - Presiding over all executive meetings of non-employee and independent directors;
 - Serving as a liaison and supplemental channel of communication between the Chairman and the independent directors;
 - Reviewing Board agendas and recommended matters in collaboration with the Chairman and CEO; and
 - If requested by major stockholders, ensuring that he/she is available for consultation and direct communication.