

TD SYNnex CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TD SYNnex Corporation (the “Company”) is to:

1. Assist the Board in defining and assessing qualifications for Board membership and identify qualified individuals, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and any vacancies occurring between annual meetings of stockholders;
2. Assist the Board in evaluating (a) the Board and (b) management together with the Compensation Committee;
3. Recommend to the Board matters of corporate governance, including corporate governance guidelines applicable to the Company;
4. Assist the Board in organizing itself to discharge its duties and responsibilities properly and effectively;
5. Assist the Board in ensuring proper attention and effective response to shareholder concerns regarding corporate governance; and
6. Perform such other duties and responsibilities related to corporate governance or enumerated in and consistent with this Charter.

MEMBERSHIP AND PROCEDURES

Membership and Appointment

The Committee shall comprise such number of members of the Board, but in no event less than three independent members, as shall be determined from time to time by the Board based on recommendations from the Committee, if any.

The members of the Committee shall be appointed by the Board upon the recommendation of the Committee. The Committee members shall serve for such term(s) as determined by the Board. Committee members may be removed by the Board in its discretion.

The Committee may form subcommittees composed of one or more of its members and may delegate its authority to such subcommittees as the Committee deems appropriate, in each case to the extent permitted by applicable law or any listing standard or rule established by the New York Stock Exchange (“NYSE”).

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. All meetings will be held pursuant to the Company's Bylaws and written minutes of each meeting must be duly filed in the Company's records. Reports of meetings of the Committee will be made to the Board at its next regularly scheduled meeting following the Committee meeting.

Committee Chair

A chair of the Committee (the "Committee Chair") may be designated by the Board based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Committee Chair by majority vote of the full Committee membership. The Committee Chair shall determine the agenda, the frequency and the length of meetings. The Committee Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Independence

Each member shall meet the objective test of "independence" which has been established by the Board or in the absence of such test, the Board shall make an individual determination that such director is independent within the meaning of any applicable law or any listing standard or rule established by the NYSE and applicable to the Committee.

Authority to Retain Advisers and Search Firms

In the course of its duties, the Committee shall have sole authority, at the Company's expense, to engage and terminate advisers and search firms, as the Committee deems advisable, to identify director candidates, including sole authority to approve such advisers' and search firms' fees and other retention terms.

Evaluation

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board. In addition, the Committee, together with the Chair of the Board, shall lead the Board in an annual self-evaluation process, including the self-evaluation of each Board committee, and report its conclusions and any further recommendations to the Board.

DUTIES AND RESPONSIBILITIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. Board and Committee Composition

(a) At least annually, the Committee shall assess the size and composition of the Board in light of the operating requirements of the Company.

(b) The Committee shall develop membership qualifications for the Board and all Board committees, including defining specific criteria for director independence.

(c) The Committee shall monitor compliance with Board and Board committee membership criteria.

(d) Annually, the Committee shall review and recommend directors for continued service as required based on evolving needs of the Company.

(e) The Committee shall coordinate and assist management and the Board in recruiting new members to the Board.

(f) The Committee shall investigate suggestions for candidates for membership on the Board and shall recommend prospective directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board, including shareholder nominations for the Board.

2. The Committee shall identify best practices, including among other things, director orientation and continuing education, and develop and recommend corporate governance guidelines applicable to the Company.

3. The Committee shall review the Company's charter and Bylaws, in light of best practices and developments in the legal and regulatory environment and make recommendations for proposed changes to the Board.

4. The Committee shall assess periodically and recommend Board action with respect to shareholder rights plans or other shareholder protections.

5. The Committee shall recommend Board committee assignments for directors.

6. The Committee shall review and approve director standing for election for outside for-profit boards of directors.

7. Upon a change in a director's principal occupation or business affiliation, or if other changes in a director's circumstances occur that may affect a director's qualifications in relation to board membership criteria, the Committee shall review the appropriateness of the director's continued service on the Board and recommend to the Board the action to be taken, if any.

8. The Committee shall review shareholder proposals and recommend any Board response.

9. The Committee shall assist the Board in its review of the development, oversight, and implementation of the Company's Corporate Citizenship Report and programs ("Corporate Citizenship") policies, programs, and practices.

10. The Committee Chair shall receive interested-party communications directed to non-management directors. The Committee Chair shall also receive and review any communications directed to the chief executive officer and Committee Chair from a director relating to an actual or potential conflict of interest with the Company that exists for such director.

11. The Committee shall review risks related to shareholder relations and communications, Board and committee structures, Board performance, and director succession planning.

AMENDMENT

This Charter and any provision contained herein may be amended or repealed by a majority of the Committee.