

TD SYNnex CORPORATION
COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of TD SYNnex Corporation (the “Company”) is to:

1. Discharge the responsibilities of the Board relating to compensation, including the establishment of the strategy for annual compensation (including all elements thereof based upon Company goals and objectives), equity incentives, and benefits for the Company’s chief executive officer and other executive officers;
2. Approve the total compensation (including all elements thereof) and grants of equity and benefits for the chief executive officer and other executive officers and establish the appropriate incentive compensation and equity-based plans and to administer such plans, and in addition, to approve Board compensation;
3. Evaluate the Company’s compensation and human capital management policies and practices for material risks, if any;
4. Review the performance and succession plan for the Company’s executive officers;
5. Oversee the Company’s strategies, policies and practices relating to human capital management;
6. Produce an annual report on executive officer compensation for inclusion in the Company’s annual proxy statement; and
7. Perform such other duties and responsibilities enumerated in and consistent with this Charter.

MEMBERSHIP AND PROCEDURES

Membership and Appointment

The Committee shall comprise not fewer than three members of the Board, as shall be determined from time to time by the Board based on the independence requirements described below and the recommendations of the Nominating and Corporate Governance Committee. The members of the Committee shall be appointed by the Board considering the recommendation of the Nominating and Corporate Governance 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.

The Committee may request any director, officer or employee of the Company, the Company’s outside counsel or independent auditors or such other persons as it deems appropriate to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

Committee Chair

A chair of the Committee (the “Committee Chair”) may be designated by the Board based upon recommendations by the Nominating and Corporate Governance 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 “independence” standards that may be established from time to time by the NYSE that are applicable to the Committee, and any other applicable laws, rules and regulations, as well as any independence or other qualification standards established by the Board. In addition, each member shall qualify as an “outside director” as such term is defined in Section 162(m) of the Internal Revenue Code of 1986 (as amended) (the “Code”) and the regulations promulgated thereunder or any successor provisions thereto, and as a “non-employee director” as such term is defined in Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations promulgated thereunder, or any successor provisions thereto.

Authority to Retain Advisers

The Committee shall have the resources and appropriate authority, without seeking the approval of the Board, to discharge its responsibilities, including the sole discretionary authority to select, retain or obtain the advice of, terminate and approve, at the Company’s expense, outside compensation, legal, accounting or other consultants or advisors, with appropriate funding provided by the Company for payment of reasonable compensation to such consultants and

advisers and other administrative expenses, and to authorize or conduct investigations into any matters within the scope of its responsibilities and to approve related fees and 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.

DUTIES AND RESPONSIBILITIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its 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, regulation or listing standard.

1. Executive Officer Compensation

The Committee shall:

(a) Review and approve corporate goals and objectives relevant to the compensation of the chief executive officer and other executive officers;

(b) Evaluate the chief executive officer's and other executive officers' performance in light of such goals and objectives at least annually and communicate the results to the chief executive officer and the Board;

(c) Set the chief executive officer's and other executive officers' compensation levels based on the evaluation in (b) above (including annual salary, bonus, stock options and other direct and indirect benefits);

(d) In determining the long-term incentive component of the chief executive officer's and other executive officers' compensation, consider, among other items, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies and the compensation provided to the Company's chief executive officer and other executive officers in the past;

(e) Establish and modify the terms and conditions of employment of executive officers of the Company, by contract or otherwise;

(f) Review new executive officer compensation programs;

(g) Monitor executive officer compensation programs to determine whether they are properly coordinated and achieving their intended purpose;

(h) Establish and periodically review policies for the administration of executive officer compensation programs; and

(i) Modify, as necessary, any executive officer compensation program that yields payments and benefits that are not reasonably related to executive officer and corporate performance or not comparable to programs of peer businesses.

2. Benefit Plans

The Committee shall:

(a) Administer the benefit plans of the Company in which executive officers may participate;

(b) Maintain sole discretionary authority to interpret provisions of the benefit plans in which executive officers may participate;

(c) Establish all rules necessary or appropriate for implementing and conducting such benefit plans;

(d) Determine eligibility for participation in, and the amount and timing of the benefits under any retirement plans;

(e) Determine eligibility for participation in and manner and form of deferral elections under any Company deferred compensation plan;

(f) Select the persons to receive awards under the Company's executive officer/management equity incentive plans, and determine the amount, form and other conditions of such awards;

(g) Administer, as required by law, other compensation or benefit plans that may be adopted from time to time;

(h) Recommend incentive compensation plans and policies and equity-based plans and policies to the Board;

(i) Provide necessary approval to qualify for exemptions as may be established by the Securities and Exchange Commission ("SEC") under Section 16 of the Exchange Act;

(j) Oversee regulatory compliance with respect to compensation matters, including any structuring of compensation programs to preserve tax deductibility for purposes of Section 162(m) of the Code; and

(k) Approve equity compensation plans not subject to stockholder approval under applicable listing standards.

3. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal, accounting or other consultants or advisers retained by the Committee, including compensation consultants.

4. Prior to the retention of any compensation consultant or outside adviser, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such consultant or adviser, taking into consideration all factors relevant to such consultant's or adviser's independence, including the factors specified in the NYSE Listed Company Manual or other applicable rules and regulations. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or NYSE Listed Company Manual related to the foregoing is included in the Company's proxy statement.
5. The Committee shall prepare the Compensation Committee Report as required by rules of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
6. The Committee shall review and discuss with management the Company's Compensation Disclosure and Analysis ("CD&A") and, based on that review and discussion, recommend to the Board whether the Company's CD&A should be included in the Company's annual proxy statement or annual report on Form 10-K. The Committee shall consider the results of shareholder advisory votes on executive officer compensation (say-on-pay) and the frequency of such votes in its review, evaluation and recommendations for the Company's executive officer compensation program.
7. The Committee shall perform such other activities and functions related to executive officer compensation as may be assigned from time to time by the Board, including, but not limited to preparing or causing to be prepared any reports or other disclosure required with respect to the Committee by any applicable proxy or other rules of the SEC or any applicable listing standards.
8. The Committee shall oversee the Company's incentive and equity-based compensation plans, including review and approval of equity awards to eligible individuals and administration of the Company's incentive stock plan and employee stock purchase plan.
9. The Committee shall review succession planning with respect to the Company's senior management positions and review and make recommendations to the Board on succession planning with respect to the chief executive officer.
10. The Committee shall oversee the Company's human capital management strategies, policies and practices, including those relating to senior management compensation, senior management succession planning, diversity, equity and inclusion, and co-worker engagement, and shall discuss with management associated potential risks to the Company.
11. The Committee shall review the potential risk to the Company from its compensation policies and practices, including any incentive plans.
12. The Committee shall review and approve the compensation (including equity compensation) of directors for service on the Board and its committees and make recommendations to the Board regarding director compensation.

AMENDMENT

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