

**INSIGHT ENTERPRISES, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

Purpose

There shall be a committee of the Board of Directors of Insight Enterprises, Inc. (“Insight”) called the Compensation Committee. The Compensation Committee’s purpose shall be to make determinations concerning, and advise the Board with respect to, the compensation of Insight’s executive officers.

Membership

The Compensation Committee shall consist of at least three members, consisting entirely of “outside directors” of the Board, who will be appointed by, and will serve at, the discretion of the Board. For purposes of this Charter, “outside director” means a director who meets the definition of “outside director” under Section 162(m) of the Internal Revenue Code of 1986 and the independence standards of NASDAQ rules.

In addition to the requirement that the Compensation Committee shall consist entirely of “outside directors”, the Compensation Committee shall also consist of at least two “non-employee directors”. For purposes of this Charter, “non-employee director” means a director who meets the definition of “non-employee director” as defined by SEC Rule 16b-3(b)(3).

The Board of Directors must also consider all factors specifically relevant to determining whether a member of the Compensation Committee has a relationship to Insight which is material to that director’s ability to be independent from management in connection with the duties of the Compensation Committee, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Insight to such director; and (ii) whether such director is affiliated with Insight, a subsidiary of Insight or an affiliate of a subsidiary of Insight.

Responsibilities

The Compensation Committee’s activities shall include, but not be limited to: consideration and administration of equity compensation plans; establishing or approving performance goals and incentive awards for executive officers; determination of the overall compensation packages for executive officers; approval of appropriate forms of employment agreements for executive officers, whenever they are used; and discharging the Board’s responsibilities relating to compensation of Insight’s executive officers. Specifically, the Compensation Committee will undertake the following:

- 1) Perform an annual evaluation of the performance and effectiveness of the Chief Executive Officer (“CEO”) and report the findings of such evaluation to the full Board.
- 2) Set the compensation, including base salary, annual incentive compensation, long-term incentive compensation (including stock options, restricted stock units and similar equity awards) and any other compensation, perquisites or special or supplemental benefits, for the CEO.
- 3) Set the compensation, including base salary, annual incentive compensation, long-term incentive compensation (including stock options, restricted stock units and similar equity awards) and any other compensation, perquisites or special or supplemental benefits, of Insight’s other executive officers, as determined by the Compensation Committee or the Board of Directors, with due consideration to the recommendations of the CEO.
- 4) Develop and recommend to the Board, and review periodically, Insight’s principles and policies for determining the form and amount of executive compensation, including the risks associated with Insight’s compensation principles and policies.
- 5) Recommend to the Board adoption of or amendments to incentive compensation plans and equity-based plans for executive officers that are not made available generally to all full-time employees in the United States and discharge the responsibilities of the Board under such plans, including the administration, review, approval and modification of awards.
- 6) Review and approve the design of Insight’s benefits policies that are a significant factor in executive officer compensation and are not plans made available generally to all full-time employees in the United States.
- 7) Recommend to the Board adoption of or significant changes in the design of Insight’s 401(k), pension, profit-sharing and retirement plans.
- 8) Approve such description of executive compensation as is necessary for filing reports with the SEC and other government bodies.
- 9) The Compensation Committee shall review, administer and recommend to the Board all plans that require the approval of non-employee directors pursuant to SEC Rule 16b-3.
- 10) Approve the adoption, amendment or modification of any compensation or benefit plans for executive officers of Insight that do not require stockholder approval and are not plans made available generally to all full-time employees in the United States.

- 11) Review and recommend to the Board of Directors changes to the compensation of the Board of Directors, including compensation relating to committee membership.
- 12) Retain in its sole discretion, outside compensation consultants, counsel, experts and other advisers (with funding to be provided by Insight upon approval by the Chair of the Compensation Committee) as the Compensation Committee deems appropriate in the exercise of its authority. The Compensation Committee shall be directly responsible for the appointment, compensation, direction and oversight of such advisers.
- 13) In engaging and reviewing any outside advisers, the Compensation Committee shall take into consideration the independence of any compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house counsel, including, but not limited to, the following factors: (i) the provision of other services to Insight by the employer of the compensation adviser; (ii) the amount of fees received from the employer of the adviser, as a percentage of the total revenue of the employer; (iii) the policies and procedures of the adviser's employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a member of the Compensation Committee; (v) stock of Insight owned by the adviser; and (vi) any business or personal relationship of the adviser or the adviser's employer with an executive officer of Insight. The Compensation Committee may review any such consultant's, counsel's or adviser's independence determinations with respect to the foregoing criteria, along with any other information the Compensation Committee deems appropriate in making and evaluating such adviser's independence under the NASDAQ rules.
- 14) Review periodically Insight's talent management and succession planning activities for top management, including reviewing internal succession candidates for the CEO position.
- 15) At least annually, management will undertake a review of the independence standards set forth in the "Membership" section of this Charter, and may rely in part on responses of the Compensation Committee members to questions in the annual Directors and Officers Questionnaire. At least annually, and more frequently as membership issues may require, the Nominating and Governance Committee will present its findings of independence and eligibility for service on the Compensation Committee.
- 16) The Compensation Committee will perform an annual evaluation of its own performance and the adequacy of the Charter, including a review of its compliance with this Charter.
- 17) Administer the company's equity compensation plans, including the review and grant of equity compensation awards to executive officers.

- 18) Be authorized to delegate to any one or more members of the Board of Directors or the executive officers, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, equity compensation awards to all eligible employees other than executive officers.
- 19) Assess the results of the company's most recent advisory vote on executive compensation.
- 20) Review and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.
- 21) Oversee management of risks related to compensation of the company's executive officers and the company's overall compensation program, including the company's equity compensation plans.

Meetings

The Compensation Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines and may also act by written consent. The majority of the members of the Compensation Committee will constitute a quorum. The Chair of the Compensation Committee will report regularly to the Board regarding activities of the Compensation Committee.

Minutes

The Committee will maintain written minutes or other records of its meetings and activities. Minutes of each meeting will be distributed to each member of the Committee, and the Secretary of Insight will retain the original signed minutes for filing with the corporate records of Insight.

Reports

In addition to approving the report in Insight's proxy statement in accordance with the rules and regulations of the SEC, the Committee will summarize its examinations and recommendations to the Board from time to time as may be appropriate, consistent with the Committee's charter.

Dated: May 2, 2017