

**COMPENSATION COMMITTEE CHARTER  
OF  
CDW CORPORATION**

**Purpose**

The purpose of the Compensation Committee (the “Committee”) is to represent and assist the Board of Directors (the “Board”) of CDW Corporation (the “Company”) in fulfilling its oversight responsibilities to:

- Discharge the Board’s responsibilities relating to compensation of the Company’s executive officers.
- Review and recommend to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward executive officers and other key coworkers and align their interests with the long-term interests of the Company’s stockholders.
- Review and recommend to the Board incentive compensation and equity-based plans and approve grants and/or awards under such plans.
- Otherwise carry out the duties and responsibilities set forth in this Charter and such other responsibilities and duties that the Board may assign.

**Composition of the Committee**

The Committee will be comprised of two or more directors and will otherwise meet any applicable requirements imposed by The NASDAQ Stock Market (“NASDAQ”). In addition, at least two members of the Committee must (i) meet the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) meet the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.

Committee members (i) shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. If a Committee Chair is not designated, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

## **Meetings**

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements, as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Amended and Restated Certificate of Incorporation or By-Laws of the Company or (iii) the laws of the State of Delaware. The Committee will maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents will be placed in the Company's minute books.

## **External Advisers**

The Committee will have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it deems appropriate to assist with the execution of its duties and responsibilities. The Committee will be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and will receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. To the extent required by applicable NASDAQ rules, the Committee will assess the independence of any Committee Adviser (other than in-house legal counsel) taking into account the factors specified in such rules. It is the Committee's intent that communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take reasonable steps to preserve the privileged nature of those communications.

## **Duties and Responsibilities**

The principal responsibilities and functions of the Committee are as follows:

1. Review and approve on an annual basis the compensation of the Chief Executive Officer ("CEO"), including salary, bonus, incentive and equity compensation, taking into account input from the Nominating and Corporate Governance Committee regarding the CEO's performance. The CEO may not be present during voting or deliberations by the Committee on his or her compensation.
2. Review and approve on an annual basis the compensation of the executive officers other than the CEO, including salary, bonus, incentive and equity compensation.
3. Recommend to the Board employment, severance, consulting and change in control agreements or arrangements for executive officers, when and if appropriate.
4. Review and approve grants and/or awards of equity-based compensation under the Company's incentive compensation and equity-based plans.

5. Periodically review the Company's incentive compensation and equity-based plans, policies and programs and recommend any proposed changes to the Board for approval.
6. Review trends in executive compensation and approve, or recommend to the Board for approval, as applicable, any proposed new executive compensation plans or agreements or changes thereto.
7. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement. Based on such review and discussion, the Committee will make a recommendation to the Board as to whether the Compensation Discussion and Analysis will be included in the proxy statement and will prepare the compensation committee report required to be included in the proxy statement.
8. Review the Company's compensation plans, policies and programs to assess whether they encourage excessive or inappropriate risk-taking.
9. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
10. Determine stock ownership guidelines, if any, for the CEO and other executive officers of the Company and review compliance with such guidelines.
11. Conduct an annual performance evaluation of the Committee and its members.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
14. Perform such other duties and responsibilities, consistent with this Charter, the Amended and Restated Certificate of Incorporation and By-Laws of the Company, governing law, the rules and regulations of NASDAQ, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

*Approved by the Board of Directors on December 19, 2017.*