

TD SYNnex CORPORATION
TECHNOLOGY COMMITTEE CHARTER

PURPOSE

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

1. Assist the Board in fulfilling its oversight responsibilities by reviewing technology-based issues, including risks related to generative artificial intelligence and other newly emerging technologies, digital platform and ERP system risks, and cybersecurity risks, protection, and mitigation;
2. Assist the Board in evaluating management’s responsibility for the preparation, presentation, and self-assessment of the Company’s information technology (IT) Systems, and the policies and controls governing technology use and investment; and
3. 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 not fewer than three members, as shall be determined from time to time by the Board based on recommendations from the Nominating and Corporate Governance Committee, if any.

The members of the Committee shall be appointed by the Board upon 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.

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.

Authority to Retain Advisers and Consulting Firms

In the course of its duties, the Committee shall have sole authority, at the Company’s expense, to engage and terminate advisers and consultants, as the Committee deems advisable, to assess technology-based issues as well as cybersecurity risks, protection, and mitigation, and the Company’s IT Systems and the policies and controls governing their use.

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 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. The Committee shall meet at least semi-annually with the Company’s Chief Information Officer and the Company’s Chief Information Security Officer to discuss information technology risks, programs, activities, and developments.

The Committee shall review and provide high-level guidance on technology-related issues of importance to the Company, including but not limited to:

1. The Company’s technology landscape, competitive assessment and roadmap for future development.
2. The Company’s use, development and governance of generative artificial intelligence functionality within its operations.
3. The Company’s cybersecurity and other IT risks, controls and procedures, including high-level review of the threat landscape facing the Company and the Company’s strategy to mitigate cybersecurity risks and potential breaches. The Committee shall also review any significant cybersecurity incidents that impacted the Company.

4. The Company's recovery and communication plans for any unplanned outage or security breach.

5. Any statutes, regulations, or significant policies that may impact the Company's cybersecurity compliance obligations.

6. The integrity of the Company's IT Systems' operational controls to ensure legal and regulatory compliance. The Committee shall also periodically review with the Audit Committee and the full Board the IT SOX Scorecard.

7. Data Management Systems & Processes, including security of the Company's data repositories (US and EU), encryption practices, and third-party use of the Company's business partners' data.

The Committee shall review the Company's cybersecurity insurance policies to ensure appropriate coverage and that insurance terms and conditions are being met.

With the assistance of Company management, the Committee shall provide an IT Risk Assessment Report to the Board on an annual basis, including systems and processes relating to cybersecurity.

The Committee shall review the Company's development and training plan for critical IT staff as well as succession planning.

AMENDMENT

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