

INSIGHT ENTERPRISES, INC.

POLICY ON GRANTING EQUITY COMPENSATION AWARDS

Introduction

The Compensation Committee (the “Committee”) of the Board of Directors of Insight Enterprises, Inc. (“Insight”) believes that equity-based compensation plays an important role as a component of Insight’s overall compensation plans. The Committee recognizes however that the granting of equity awards can present significant legal, tax and accounting issues. Therefore, this policy shall be followed in connection with any issuance or grant under Insight’s equity plans, including, but not limited to, the following types of equity awards: stock options; restricted stock; and restricted stock units.

General Policy

It is the policy of the Committee and of Insight that neither the Committee nor any member of Insight’s management (or anyone working at the direction of management) shall backdate or manipulate any equity award, or manipulate the timing of the public release of material information or of any equity award with the intent of benefiting a recipient of the award. Nor shall the Committee or any member of management (or anyone working at the direction of management) manipulate or knowingly permit the manipulation of exercise dates of equity awards. In furtherance of this policy, the Committee has adopted the specific practices described below.

Authority to Grant Awards

Only the Committee may approve grants of equity awards to recipients who are officers of Insight for purposes of Section 16. The Committee may delegate authority to the Chief Executive Officer to grant equity awards to newly-hired employees, newly-promoted individuals and recipients of recognition equity awards other than awards granted in connection with annual incentive programs. This delegation shall apply only to the granting of equity awards to recipients who are not officers of Insight for purposes of Section 16 and only to the extent such equity awards are within any guidelines established by the Committee from time to time. The identity of each recipient and the number of shares or grant date fair value of common stock subject to an award shall be finalized before the Chief Executive Officer approves such grants. There must be documentation of each exercise of this delegated authority, the documentation must be in writing, and the documentation must clearly demonstrate that approval of equity awards under this delegated authority took place on or before the applicable grant date. The Committee shall receive reports of all grants made pursuant to this delegated authority at its regularly scheduled periodic meetings. All other equity awards may be granted only by the Committee (or the Board of Directors).

Procedures for Granting Awards

Annual Grant Date for Existing Employees. The Committee (or the Board of Directors) shall make equity awards to existing employees (other than newly-hired and newly-promoted individuals and non-employee directors) and awards granted in connection with annual incentive programs) on an annual basis on the 20th day of February. However, the Committee (or the Board of Directors) may approve equity awards outside of this annual grant date to select individuals in the event of extraordinary circumstances. The Committee (or the Board of Directors) may also determine to exercise its discretion to change the annual grant date for a given year in the event the Committee (or the Board of Directors) determines that a grant on the scheduled annual grant date when Insight has material nonpublic information may create an unfavorable appearance or otherwise may not be in the best interest of Insight.

Monthly Grant Date for New Hire, Promotion, Recognition and Retention Awards. Equity awards to newly-hired employees and service providers (other than non-employee directors), newly-promoted individuals and recipients of special recognition or retention equity awards (such as Summit Club awards or awards under any similar or successor program) shall be granted on a monthly basis on the 10th day of the month following the month in which the new hire, promotion or special recognition occurs, provided that the awards have been approved in writing by the Chief Executive Officer on or before the 10th day of the month in which the award is to be made (provided, however, that in EMEA and APAC, in consideration of local employment laws, the month in which the award is made may be delayed, but in no case shall such delay exceed seven months) and provided further that this delegation shall not confer on the Chief Executive Officer authority to grant equity awards to recipients who are officers of Insight for purposes of Section 16. However, the Committee (or the Board of Directors) may also grant equity awards outside of this schedule to select individuals in the event of extraordinary circumstances; all such grants must be approved in writing, at a meeting (not by written consent), on or prior to the grant date. The Committee (or the Board of Directors) may also determine to exercise its discretion to change the monthly grant date for a given month in the event the Committee (or the Board of Directors) determines that a grant on the scheduled monthly grant date when Insight has material nonpublic information may create an unfavorable appearance or otherwise may not be in the best interest of Insight. In no event shall an award be made before the first day of employment or commencement of services for any new hire.

Approval Process

Approval Must Occur On or Before Grant Date. The Committee (or Board of Directors) or the Chief Executive Officer acting pursuant to delegated authority, as applicable, must approve each equity award on or before its grant date. Approval for awards (other than awards on the 10th of each month or on February 10th for annual awards) (a) should generally occur no more than one week in advance of the grant date, (b) if the grant date is not intended to be the date on which the equity award is approved, must specify the intended grant date and (c) must specify all other material terms (e.g., vesting, expiration).

Approval Must Be Specific. All equity awards proposed to the Committee (or Board of Directors) or the Chief Executive Officer acting pursuant to delegated authority, as applicable,

must specify each recipient's name, the proposed number of shares or grant date fair value of common stock subject to each award, the vesting terms and any other material term of the equity award that requires specific approval on or before the grant date. To the extent any proposed recipients are officers subject to Section 16 reporting obligations, the list of proposed grants should also be provided in advance of the scheduled meeting or approval date to the General Counsel.

Approval Only at Meetings. Equity awards granted by the Committee (or Board of Directors) must be approved only at a meeting (including a telephonic meeting) and may not occur through action by written consent. The minutes of meetings at which grants of equity awards are approved must include the specific information provided to the Committee (or Board of Directors) with respect to the equity awards approved.

Modifications. Management charged with stock plan administration shall communicate any proposed modification of an equity award to Insight's Chief Financial Officer, and Insight's Chief Financial Officer shall estimate the accounting effect of any proposed modification to any equity award prior to any action to modify the equity award. Only the Committee (or the Board of Directors) may approve modifications to outstanding equity awards (except that, with respect to Insight's Section 16 officers, only the Committee may approve modifications), and modifications may only be approved prospectively.

Exercise Price

The exercise price for any equity awards requiring a price shall be equal to the closing market price of Insight's common stock reported for the grant date, or if no closing price is reported for the grant date, the closing price on the next preceding date for which a closing price was reported.

Promptly Record All Equity Award Grants

Each new equity award granted shall be added to Insight's equity compensation plan records database within 5 – 10 days after the grant date.

Error Correction Process

No additions or changes to the identify of any equity award recipient or to the specific details of equity awards approved by the Committee (or the Board of Directors) or the Chief Executive Officer acting pursuant to delegated authority may be made once such equity awards have been approved, except through the error correction process. In the event that the specific details provided to the Committee or the Chief Executive Officer, as applicable, contain an error or omission, the correction will be made either (i) by including any omitted equity award in the next regularly scheduled monthly grant of equity grants by the Chief Executive Officer or at a future Committee meeting, as appropriate; (ii) if Management believes a grant was made in error, Management may delay the grant until the next regularly scheduled Committee meeting and request a rescission of the grant; or (iii) if any other error or omission occurs, depending on the reason for the error or omission, the Committee may approve an adjustment to the amount by

means of a later grant or to the vesting schedule to compensate for the delayed vesting or change in exercise price from the intended grant date to the actual grant date provided (a) all modifications are properly documented and explained and (b) that the appropriate accounting treatment has been determined by the Chief Financial Officer.

Timing of Public Announcements

Insight shall not purposely accelerate or delay the public release of material information in consideration of a pending equity award in order to allow the recipient to benefit from a more favorable share price. Insight recognizes however that a release of information in close proximity to an equity award could create the appearance of an effort to time the recipient's equity award to the recipient's benefit, even if no such benefit was intended. Accordingly, the Committee and the Board of Directors shall consider, and Insight's management shall so advise the Committee and the Board of Directors, whenever material non-public information is planned to be released to the public in close proximity to the grant of an equity award.

Compliance Review

Compliance with this policy shall be evaluated periodically by the General Counsel and Internal Audit, jointly, and a compliance briefing shall be made to the Committee and to the Audit Committee at least once a year. The annual compliance review shall include a review and reconciliation of data in the stock plan database with grant dates, hire dates, meeting dates, stock prices and written approvals. The Committee shall regularly review whether this policy should be modified in light of developments in best practices generally or developments at Insight.

Training

All personnel responsible for administering Insight's equity compensation plans shall be provided with appropriate training regarding the implementation of this policy and the material accounting, legal, documentation and disclosure issues related to equity compensation. Such personnel shall include, at a minimum, Insight's Senior Human Resources officer, the stock administration department, internal auditors, in-house legal counsel with responsibility for SEC reporting, corporate compliance and labor and employment matters, the principal financial officers, the principal accounting officer, and teammates charged with SEC reporting roles in the accounting and finance departments.

Internal Communication and Publication

This policy shall be made available to all recipients of equity awards and shall be posted on the "Investor Relations" page of Insight's website.

Dated: November 25, 2014

