

## **SED INTERNATIONAL HOLDINGS, INC.**

### **CHARTER FOR THE CHAIRMAN OF THE BOARD**

#### **The Role of the Chairman of the Board (“Chairman”)**

The Chairman’s primary responsibility is for leading SED International Holdings, Inc.’s (the “Company”) Board of Directors (the “Board”) and ensuring its effectiveness.

#### **The Duties and Responsibilities of the Chairman shall consist of:**

- Establishing, in consultation with the President and Chief Executive Officer and the chairmen of the standing committees of the Board, the agendas for regular or special meetings of the Board and materials to be provided to the Board in connection therewith;
- Ensuring that Directors receive accurate, timely and clear information to enable them to take sound decisions, ensuring that sufficient time is allowed for complex or contentious issues, and encouraging active engagement by all members of the Board;
- Presiding at meetings of the Board of Directors and meetings of independent directors (including executive sessions);
- Presiding at annual or special meetings of shareholders;
- Attending and participating (as a non-voting member) in meetings of the committees of the Board, except to the extent any committee desires to meet in executive session with members of such committee only;
- Assigning tasks and other responsibilities to particular committees of the Board, to the extent not otherwise provided for in the committee charters;
- Serving as a facilitator of communications and information flow among Directors; provided, however, this is not intended to in any way limit or restrict free and open communications among individual Board members or Board committees;
- Making such recommendation as the Chairman considers appropriate regarding the engagement of consultants, counsel or other advisors or experts to assist the Board in discharging its duties and responsibilities;
- Serving as a facilitator of communications and information flow between the full Board and management; provided, however, this is not intended to in any way limit or restrict free and open communications between individual Board members or Board committees and any member of management, particularly the Chief Executive Officer and Chief Financial Officer.
- Communicating as appropriate with members of management to gather needed information but not to give direction to them (except as appropriate after consultation with the Board); and conducting exit interviews with departing executive officers, as the Chairman deems appropriate under the circumstances; provided, however, this is not intended to discourage any other director from engaging in such communications to seek needed information.
- Evaluating annually the performance of each Board member as a Director, and ensuring that the performance of the Board as a whole and its Committees is evaluated annually;
- Meeting with other employees or with shareholders at the request of the Chief Executive Officer, or as otherwise appropriate after consultation with the Board.
- In appropriate circumstances and with the approval of either the Chief Executive Officer or the Board, serving as the Company's representative at public or private forums.

- taking the lead in providing a comprehensive, formal and tailored induction program for new Directors, and in addressing the development needs of individual Directors to ensure that they have the skills and knowledge to fulfill their role on the Board and on Board Committees;
- Discharging other responsibilities as are assigned, from time to time, by the Board or which are requested by any committee thereof.

Without the knowledge and written authorization of the President and Chief Executive Officer or, in appropriate circumstances, the Board or the empowered committee thereof, the Chairman is not authorized, on behalf of the Company or any subsidiary or business thereof, to enter into any contracts, commitments or other agreements or binding obligations whatsoever or to sign instruments or stock certificates.