

## PRESIDIO, INC.

### COMPENSATION COMMITTEE CHARTER

#### Purpose

The Compensation Committee (the “Committee”) is appointed by and acts on behalf of the Board of Directors (the “Board”) of Presidio, Inc. (the “Company”). The purpose of the Committee is to:

- discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other executive officers (collectively, the “Executive Officers”), including by designing (in consultation with management or the Board), establishing and evaluating the compensation plans, policies and programs of the Company; and
- produce an annual report on executive compensation required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement or annual report on Form 10-K.

The Compensation Committee shall have the resources and authority, in its sole discretion, to retain and terminate (or obtain the advice of) any compensation consultant, legal counsel or other adviser to assist in the performance of its duties, including the evaluation of Executive Officer compensation. Before retaining or obtaining advice from any compensation consultant, legal counsel or other advisor, the Compensation Committee must take into consideration factors relevant to the consultant, counsel or adviser’s independence from management specified in NASDAQ Listing Rule 5605(d)(3) (or any successor rule). The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee, and shall have sole authority approve the consultant, counsel or adviser’s fees and the other terms and conditions of the retention. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Compensation Committee.

The Committee shall be composed of at least two members of the Board (“Directors”), as determined by the Board. The Board shall appoint the members of the Committee annually, considering the recommendation of the Nominating and Corporate Governance Committee of the Board. The Board has the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new member(s) satisfying the requirements described in this Charter.

Except to the extent the Company qualifies as a “controlled company” for purposes of the listing standards of the NASDAQ, each member of the Committee must be an independent director as determined under the applicable rules of the NASDAQ. Further, if deemed appropriate from time to time by the Board, each member of the Committee will be required to meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as

amended, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

Each member of the Committee shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation, retirement, death or removal by the Board.

#### Procedures

The Committee holds regular meetings, at least twice annually and additionally as often as the Committee deems appropriate.

Except as expressly provided in this Charter, the bylaws of the Company or the Corporate Governance Guidelines of the Company, or as otherwise provided by law or the rules of the NASDAQ, the Committee may fix its own rules of procedure.

The Committee may delegate any of its responsibilities to any member or members of the Committees, or to another committee of the Board, unless prohibited by law, regulation or NASDAQ listing standard. The Committee may delegate its responsibilities with respect to the administration of Benefit Plans (as defined herein) and Compensation Plans (as defined herein) for employees of the Company other than Executive Officers to management of the Company.

#### Principal Duties and Responsibilities

The Committee shall:

1. Periodically review and, if necessary, revise the compensation philosophy of the Company.
2. At least annually, review and approve corporate goals and objectives relating to the compensation of the CEO, evaluate the performance of the CEO in light of these goals and objectives and establish the compensation of the CEO based on such evaluation.
3. Consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act in evaluating and determining the compensation of the Executive Officers.
4. Review and approve corporate goals and objectives relating to the compensation of the Executive Officers, evaluate the performance of the Executive Officers in light of these goals and objectives and establish the compensation of the Executive Officers based on such evaluation.
5. Establish, administer and, as determined to be appropriate by the Committee, amend or terminate, and otherwise act for and on behalf of the Board with respect to, the employee benefit plans of the Company and its subsidiaries other than Compensation Plans, including without limitation welfare plans, defined benefit or contribution pension plans, severance plans and change in control plans.

6. Establish, administer and, as determined to be appropriate by the Committee, amend or terminate, and otherwise act for and on behalf of the Board with respect to, compensation, bonus, other incentive compensation and deferred compensation plans and programs of the Company and its subsidiaries, and all stock option, restricted stock and other equity-based incentive plans of the Company and its subsidiaries..
7. Review employment agreements, separation agreements, post-employment consulting agreements and any other supplemental benefits for Executive Officers of the Company, and approve the same.
8. Establish and periodically review policies concerning perquisite benefits and expense accounts.
9. Review and recommend to the Board periodically the compensation and reimbursement policies for non-employee Directors.
10. Determine the Company's policy with respect to the Code, including the application of Section 162(m) of the Code.
11. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual proxy statement or annual report on Form 10-K and produce the compensation committee report on executive officer compensation required to be included in the Company's annual proxy statement or annual report on Form 10-K.
12. Review the Company's compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
13. Oversee the management continuity planning process. Review and evaluate the succession plans relating to the Chief Executive Officer and other Executive Officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
14. Perform any other activities consistent with this Charter or as the Committee or the Board deems necessary or appropriate.

#### Records, Reports and Review

The Committee shall maintain minutes of its meetings and report regularly to the Board. The Committee shall evaluate its own performance on an annual basis in such manner as it deems appropriate. The Committee shall review and assess the adequacy of this Charter at least annually and submit any recommended changes to the Board for its consideration.