

PRESIDIO, INC.

EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive 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:

- act on behalf of the Board in between meetings of the Board; and
- act on certain matters enumerated herein, from time to time, on behalf of by the Board.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisers or search firms employed by the Committee and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

Composition

The Committee shall be composed of at least three Directors, as determined by the Board. Terms of members shall continue until a successor shall be appointed by the Board. The Board may remove, replace or add new members to the Committee at any time by the affirmative vote of the majority of the Board. The chairperson of the Committee shall be designated by the Board.

Procedures

Meetings of the Committee may be called by or at the request of the Chairman of the Board, the chairperson of the Committee or a majority of the members of the Committee. All Committee members shall be given notice of any meetings. Attendance at a meeting of the Committee shall constitute a waiver of notice of the meeting.

A majority of the members of the Committee shall constitute a quorum for the transaction of the business of the Committee. A meeting of the Committee may be conducted by conference call, video conference, or other similar electronic arrangement allowing for verbal discussion of the matters being considered. Any action by the Committee can be taken at a meeting at which a quorum is present, by the approval of a majority of the Committee members present or, in lieu of a meeting, by written consent signed by all members of the Committee.

Principal Duties and Responsibilities

Unless the Board otherwise resolves, the Executive Committee may exercise all of the powers of the Board of Directors when the Board of Directors is not in session, other than:

1. approving any action that, pursuant to applicable law, would require the submission to stockholders of such action for stockholder approval;

2. the declaration of dividends;
3. the creation or filling of vacancies on the Board;
4. the adoption, amendment or repeal of the amended and restated bylaws (the “Bylaws”) of the Company;
5. the amendment or repeal of any resolution of the Board that by its terms limits amendment or repeal exclusively to the Board;
6. any action where the amended and restated certificate of incorporation, the Bylaws, the listing standards of the NASDAQ or applicable law requires participation by the full Board or another committee of the Board;
7. the issuance of debt or equity securities in excess of \$75 million; and
8. the filing by the Company of a voluntary petition seeking to take advantage of any bankruptcy, reorganization, insolvency, readjustment of debt, dissolution or liquidation law or statute.

Records, Reports and Review

The Committee shall maintain minutes of its meetings and report regularly to the Board. The Committee shall from time to time assess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.