

DXP Enterprises, Inc. – Cybersecurity Committee Charter

DXP Enterprises, Inc. Board of Directors Cybersecurity Committee Charter

I. Purpose

The purpose of the Cybersecurity Committee (the "Committee") of the Board of Directors (the "Board") of DXP Enterprises, Inc. ("DXP") is to assist the Board in its oversight of DXP's cybersecurity program and information security framework, including: (i) strategy and governance; (ii) operations; and (iii) risk management.

II. Membership and Procedures

The Committee shall consist of at least two directors. The members of the Committee shall be appointed by the Board. The entire Committee or any individual Committee member may be removed from office with or without cause by the affirmative vote of a majority of the Board. The Committee's composition will meet any applicable legal or other requirements.

III. Meeting and Procedures

The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, but in no event shall the Committee convene fewer than four times per year. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Committee's business. The Committee shall report regularly to the full Board with respect to its activities. As a matter of practice, the Committee expects to receive reports and updates at meetings from DXP's Chief Information Officer and other executives and cybersecurity specialists.

IV. Roles and Responsibilities

The following shall be the common recurring duties and responsibilities of the Committee:

1. **Review Cybersecurity Strategy and Framework.** The Committee will review DXP's enterprise cybersecurity strategy and framework, including the assessment of cybersecurity threats and risk, data security programs, and DXP's management and mitigation of cybersecurity and information technology risks and potential breach incidents.
2. **Review Cybersecurity Incidents and Response.** The Committee will review any significant cybersecurity incident that has occurred, reports to or from regulators with respect thereto, and steps that have been taken to mitigate against reoccurrence.
3. **Evaluate Cyber Risk Management and Data Security Programs.** The Committee will evaluate the effectiveness of our cyber risk management and data security programs measured against our cybersecurity threat landscape.

4. **Review Data Breach Response Plan.** The Committee will review the effectiveness of our data breach incident response plan and participate with management periodically in “tabletop” exercises to evaluate such plan.
5. **Assess Disaster Recovery Capabilities.** The Committee will review and assess our information technology disaster recovery capabilities.
6. **Review Supply Chain Threats.** The Committee will review DXP’s assessment of cybersecurity threats and risk associated with its supply chain and actions DXP is taking to address such threats and risks.
7. **Review the Charter.** The Committee will review and reassess the adequacy of this Charter on an annual basis.
8. **General.** The Committee will perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.