Wayside Technology Group, Inc.

Nominating and Corporate Governance Committee Charter

The Nominating and Corporate Governance Committee (the "Committee") is a committee of, and reports to, the Board of Directors (the "Board") of Wayside Technology Group, Inc. (the "Company"). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies and any related matters required by the federal securities laws.

Authority

The Committee shall be given the resources and assistance necessary to discharge its responsibilities. The Committee shall also have the authority, in consultation with the Chairman of the Board, to engage outside advisers as it deems necessary or appropriate. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including authority to approve the search firm's fees and other retention terms.

Membership

The Committee shall consist of three or more members of the Board. The members of the Committee shall be appointed by the Board and shall serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as its chair. Each member of the Committee member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market.

Meetings

The committee shall hold at least two regular meetings each year, and such special meetings as may be required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. Minutes of the Committee's meetings shall be kept. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be

provided to Committee members prior to each meeting to allow time for review. The results of the meeting shall be reported to the full Board.

Responsibilities

The Committee's authority and responsibilities shall be:

- to prepare and supervise the implementation of the Board's annual review of director independence and the Board's and its committees' performance;

- to identify, review and evaluate candidates for election as Directors and to recommend to the Board of Directors nominees for any election of directors to the Board;

- to identify, review and evaluate candidates to fill any vacancy on the Board either by election by stockholders or appointment by the Board;

- to oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework;

- to ensure the Board has a formal succession plan for executive management to include the Chief Executive Officer and Chief Financial Officer;

- to recommend to the Board compensation policies for outside directors; and

- to carry our such other tasks as the Board may from time to time delegate to the Committee.

Annual Performance Review

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.