



Powerful Solutions. Proven Results.

Distribution Solutions Group, Inc. Disclosure Committee Charter

This Disclosure Committee Charter (the “**Charter**”) has been adopted by the Chief Executive Officer and Chief Financial Officer (the “**Senior Officers**”) of Distribution Solutions Group, Inc. (“DSG”). The Disclosure Committee (the “**Committee**”) shall review and reassess this Charter annually and recommend any proposed changes to the Senior Officers for approval.

I. Purpose

It is DSG’s policy that all disclosures and forward-looking statements made by DSG to its security holders or the investment community should be accurate and complete, and all disclosures should fairly present DSG’s financial condition and results of operations in all material respects, and should be made on a timely basis, as required by applicable laws and stock exchange requirements.

II. Organization

The membership of the Committee shall consist of the following individuals:

| Area | Title | Name |
|-------------|--|-----------------|
| Executive | Chief Executive Officer – Lawson Products, Inc. | Cesar Lanuza |
| Executive | Chief Executive Officer – Gexpro | Robert Connors |
| Executive | Chief Executive Officer – TestEquity | Russ Frazee |
| Executive | Chief Financial Officer – Lawson Products, Inc. | Ronald Knutson |
| Executive | Chief Financial Officer – Gexpro | Craig Schilling |
| Executive | Chief Financial Officer - TestEquity | Nick Hawtrey |
| Legal | SVP, Secretary, General Counsel & Chief Compliance Officer | Rick Pufpaf |
| IT | VP, Information Technology & Chief Information Officer | Kevin Hoople |
| Finance | Director, Tax | Tom Stock |
| Finance | VP, Controller and Chief Accounting Officer | David Lambert |
| Finance | Sr. Manager, Accounting and Financial Reporting | Scott Forbes |
| Finance | Senior Financial Analyst | Jim Nickas |

Note, such members may be replaced, or new members added, at any time and from time to time by the Senior Officers.

One member of the Committee shall be appointed by the Senior Officers as Secretary. The Secretary shall be responsible for scheduling and presiding over meetings, and preparing agendas and meeting minutes. Any question of interpretation of this Charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence, the Secretary.

The Committee shall meet as frequently as circumstances dictate to execute its responsibilities under this Charter, taking into account developments since the most recent meeting, including changes in DSG's organization and business performance and any change in economic, regulatory or industry conditions.

The Committee will meet at least four times per year to review quarterly/ annual Periodic Reports and earnings releases. Agendas will be developed for each meeting, and minutes will be maintained.

It is expected that all meetings will occur in person; however, in certain circumstances one or more members of the Committee may participate by telephone conference, with the same effect as though they were personally present.

A majority of the Committee shall constitute a quorum for the transaction of business. A majority of the members present shall decide any question brought before the Committee.

III. Responsibilities

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by DSG by having responsibility for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Review and approve DSG's Annual Report on Form 10-K and each Quarterly Report on Form 10-Q;
- Review Press Releases related to quarterly or annual earnings results;
- Assess the materiality of specific events, developments or risks to DSG as it pertains to financial reporting;
- Review financial reporting issues that are significant to DSG and/or other potential reporting matters involving significant accounting or business-related judgments;
- Discuss other matters as the Committee deems appropriate surrounding any matters which may require disclosure; and
- Discuss with the Senior Officers all relevant information with respect to the Committee's proceedings (or provide the minutes thereof).

The Committee will encourage open communication among its members, and DSG's external auditors, internal auditors and management. In discharging its duties, the Committee shall have full access to DSG's books, records, facilities and personnel.

IV. Other Responsibilities

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.

V. Timetable for the Preparation of Annual and Quarterly Reports

The Senior Financial Analyst and Chief Financial Officer shall publish and maintain a timetable for the preparation of annual and quarterly reports by DSG.

VI. Appointment of Principal Draft Person

The Senior Financial Analyst shall serve as the principal draft person of DSG's annual and quarterly reports (the "Principal Draft Person"). The Principal Draft Person shall be responsible for: preparing and filing each report, coordinating meetings between the Certifying Officers and the Committee; working with counsel and outside auditors; coordinating the receipt of comments and implementation of changes suggested by all persons involved in the review of each report; and ensuring that the timetable for preparation of each report (as set forth in the timetable discussed in Section V.) is followed.

VII. Amendments

The Committee shall review and reassess the adequacy of the Committee's Charter at least annually. If the Committee deems it necessary or appropriate to revise the Charter, it may submit proposed revisions to DSG's Chief Financial Officer and Chief Executive Officer for review and approval. This Charter may be amended upon written direction or approval from the Chief Executive Officer and Chief Financial Officer of DSG.

Chief Executive Officer

Chief Financial Officer

Effective _____