



2507-037-S

## FORM OF PROXY

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For use at the Annual General Meeting of Electrocomponents plc ('the Company') to be held at the Company's premises, The International Management Centre, 8050 Oxford Business Park North, Oxford OX4 2HW at 12.00 noon on Friday 15 July 2011.

Please read the Notice of the Meeting and the accompanying notes carefully before completing this Form of Proxy.

I/We being (a) holder(s) of ordinary shares of the Company and entitled to vote at the Annual General Meeting hereby appoint the Chairman of the meeting or (see note a) \_\_\_\_\_

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote (see note b) in respect of all my shares/in respect of \_\_\_\_\_ shares (see note c) for me/us on my/our behalf at the Annual General Meeting to be held at 12.00 noon on Friday 15 July 2011 and at any adjournment thereof.

☐ Please indicate with an "X" here if this proxy appointment is one of multiple appointments being made. A separate proxy form must be completed for each proxy. (see note d)

Please indicate with an "X" in the appropriate boxes whether you wish your vote(s) to be cast for or against the resolutions or whether you wish to withhold your vote. (see note e)

**Resolutions****Ordinary business**

1. Annual Report and Accounts;
2. Directors' Remuneration Report;
3. Final dividend;
4. Elect Peter Johnson (i);
5. Re-elect Adrian Auer (ii);
6. Re-elect Paul Hollingworth (iii);
7. Re-elect Rupert Soames (iv);
8. Re-appoint Auditors and authority to agree their remuneration;

**For****Against****Vote  
Withheld**☐  
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☐**Special business**

9. Authority to allot shares;
10. Authority to dis-apply pre-emption rights (v);
11. Authority to purchase own shares (v);
12. Authority to call a general meeting at 14 clear days' notice (v);

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(i) Chairman. (ii) Member of the Audit, Nomination and Remuneration Committees. (iii) Chairman of the Audit Committee and member of the Nomination and Remuneration Committees. (iv) Senior Independent Director, Chairman of the Remuneration Committee and member of the Nomination and Audit Committees. (v) Special resolutions.

Dated \_\_\_\_\_ 2011

Signature \_\_\_\_\_

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**Notes:**

- a) If any other proxy is preferred please strike out the words 'the Chairman of the meeting' and insert the name of the proxy desired in the space provided and initial the alteration. Such other proxy need not be a member of the Company, but must attend the Meeting in person to represent the member who appointed him.
- b) This form of proxy gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words "speak" or "vote" as you feel appropriate.
- c) If you are appointing a single proxy to act in respect of all your shares, please strike out the words "in respect of \_\_\_\_\_ shares". If you are appointing more than one proxy, please strike out the words "in respect of all my shares" and indicate the number of shares in relation to which that proxy is authorised to act.
- d) To appoint more than one proxy you may photocopy this form or (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2158 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary). Lines open 8.30am to 5.30pm, Monday to Friday. If you are calling from overseas, the number to call is +44 121 415 7047. All forms must be signed and should be returned together in the same envelope. Please also indicate by marking an "X" in the box provided if the proxy instruction is one of multiple instructions being given.
- e) If you do not indicate how you wish to vote, the proxy will vote, or abstain from voting on the shares with respect to which he/she has been appointed, as he/she thinks fit on the specified resolution and on any other business (including adjournments and amendments to the resolution) which may properly come before the meeting.
- f) In the case of joint holders, only one need sign because the vote of the senior holder who tenders a vote will alone be counted. For this purpose, seniority will be determined by the order in which the holders' names stand in the Register.
- g) In the case of a corporation, the proxy must be executed under its common seal or under the hand of an officer or attorney or other person duly authorised to do so.

- h) This form of proxy, to be valid must be duly completed and signed and must be lodged at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL **not later than 48 hours before the time of the Meeting** or adjourned meeting, together with the authority (if any) under which it is signed or a notarially certified copy of such authority.
- i) If you complete and return this form of proxy this will not preclude you from attending and voting at the Meeting.
- j) Any alterations made in this form of proxy shall be initialled.
- k) CREST members who wish to appoint one or more proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual.
- l) The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution.
- m) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that:
  - (i) only those shareholders registered on the Register of Members of the Company as at 6.00 pm on 13 July 2011; or
  - (ii) in the case of an adjourned meeting, only those shareholders registered on the Register of Members of the Company as at 6:00pm two days before the time fixed for the adjourned meeting;will be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of Members after the dates provided in (i) or (ii) above will be disregarded in determining the rights of any person to attend or vote at the Meeting.
- n) Full details of the resolutions to be proposed at the Annual General Meeting of the Company, with explanatory notes, are set out in the Notice of Annual General Meeting.

**BUSINESS REPLY SERVICE**  
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Do not affix postage stamps if posted  
in Great Britain, Channel Islands,  
Northern Ireland or the Isle of Man

**Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 6ZL**

