

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTION
of
ELECTROCOMPONENTS PLC
Passed 17 July 2019

At an Annual General Meeting of the above-named Company, duly convened and held on 17 July 2019 at Linklaters LLP, One Silk Street, London EC2Y 8HQ, the following resolutions were duly passed:

ORDINARY RESOLUTION (RESOLUTION 17)

Directors' authority to allot shares

17. To authorise the Directors generally and unconditionally in accordance with section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares of the Company:
- (i) up to a nominal amount of £14,795,702 (such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) below);
 - (ii) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a nominal amount of £29,591,405 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue:
 - a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b) to holders of other equity securities as required by the rights of those securities or, as Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter, such authorities to apply until the end of the next AGM or at close of business on 30 September 2020, whichever is earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after the authority expires and the Directors may allot shares (and sell treasury shares) or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired;
 - (iii) that, subject to paragraph (iv), all existing authorities given to the Directors pursuant to section 551 of the 2006 Act be revoked by this Resolution; and
 - (iv) that paragraph (iii) shall be without prejudice to the continuing authority of the Directors to allot shares and to grant rights to subscribe for or convert any security into shares (or relevant securities), pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTION (RESOLUTIONS 18 AND 19)

Directors' authority to disapply pre-emption rights

18. Subject to the passing of Resolution 17 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that Resolution and / or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:
- (i) to allotments for rights issues and other pre-emptive issues; and
 - (ii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £2,219,355, such authority to expire at the end of the next AGM of the Company or at the close of business on 30 September 2020 whichever is earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
19. Subject to the passing of Resolution 17 above and in addition to any authority granted under Resolution 18 above, to authorise the Directors to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that Resolution and / or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:
- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,219,355; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the end of the next AGM or on 30 September 2020, whichever is the earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION (RESOLUTION 20)

Authority to purchase own shares

20. To generally and unconditionally authorise the Company for the purposes of section 701 of the 2006 Act to make market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares of 10p each in the Company (ordinary shares) provided that:
- (i) the maximum number of ordinary shares which may be purchased is 44,387,107, representing less than 10% of the Company's issued ordinary share capital as at 20 May 2019;
 - (ii) the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to article 5(6) of the Market Abuse Regulation; the minimum price which may be paid for each ordinary share is 10p, in both cases exclusive of expenses;
 - (iii) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or on 30 September 2020, whichever is earlier, unless such authority is renewed prior to such a time; and
 - (iv) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of such contract.

SPECIAL RESOLUTION (RESOLUTION 21)

Notice period for general meetings other than AGM

21. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

ORDINARY RESOLUTION (RESOLUTION 22)

Approval of UK Share Incentive Plan 2019

22. To approve:
- (i) the rules of the Electrocomponents plc UK Share Incentive Plan 2019 (UK SIP) (the principal features of which are summarised on pages 9 to 11 of the Notice of Meeting) and that the Directors be authorised to make such modifications to the UK SIP as they may consider necessary to maintain its tax advantaged status and to take account of best practice and to adopt the UK SIP as so modified;
 - (ii) the Directors to be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the UK SIP; and
 - (iii) the Directors to be authorised to establish such further plans for the benefit of employees overseas based on the UK SIP subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such plans are treated as counting against any limits on individual participation or overall participation in the UK SIP.

ORDINARY RESOLUTION (RESOLUTION 23)

Approval of Global Share Purchase Plan 2019

23. To approve:
- (i) Rules of the Electrocomponents plc Global Share Purchase Plan 2019 (GSPP) (the principal features of which are summarised on pages 11 and 12 of the Notice of Meeting) and that the Directors be authorised to make such modifications to the GSPP as they may consider necessary and to take account of best practice and to adopt the GSPP as so modified;
 - (ii) the Directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the GSPP; and
 - (iii) the Directors to be authorised to establish such further plans for the benefit of employees overseas based on the GSPP subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such plans are treated as counting against any limits on individual participation or overall participation in the GSPP.

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Company Secretary