

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately seek your own advice from a stockbroker, solicitor, accountant, or other professional advisor, authorised under the Financial Services and Markets Act 2000.



If you have recently sold or otherwise transferred all of your shares in Electrocomponents plc, please pass this document together with the accompanying documents (except for any personalised forms) at once to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

**Electrocomponents plc**

(Incorporated and registered in England and Wales under number 647788)

# Notice of Annual General Meeting 2021

**The Annual General Meeting 2021 (AGM) of Electrocomponents plc (the Company) will be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD at 12.00pm on Thursday 15 July 2021. An electronic audio platform will be provided to enable shareholders to listen to the meeting and ask questions remotely.**

**Please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form. The form of proxy must be received not less than 48 hours before the time of the holding of the AGM. We also encourage shareholders to submit any questions relating to the business of the meeting in advance by email to [RCompanySecretarial@electrocomponents.com](mailto:RCompanySecretarial@electrocomponents.com).**

This page is intentionally left blank



## Notice of Annual General Meeting 2021 (AGM)

Dear fellow shareholder,

I am delighted to be writing to you as Electrocomponents' new Chair and to be working with such a strong and diverse Board with a can-do attitude, an impressive team of leaders and dedicated people.

### AGM arrangements

I am pleased to provide details of the AGM of the Company which will be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD at 12.00pm on Thursday 15 July 2021. The formal Notice of AGM, together with details of the Resolutions to be put to shareholders, are set out in this document on pages 4 to 6.

The safety of our people, shareholders and other stakeholders is of paramount importance to us and we will be taking measures to reduce the risks associated with COVID-19. **This year we are offering shareholders an electronic audio platform to participate remotely and we encourage all shareholders to make use of this facility by visiting [www.electrocomponents.com/agm2021](http://www.electrocomponents.com/agm2021).** The platform will enable you to listen to the proceedings and ask questions during the meeting. Instructions on how to access the electronic audio platform are set out on your proxy form; for further details please contact our Registrar.

If you would prefer to attend the AGM in person, please note that, while we currently anticipate this will be possible, we are committed to following government guidance in place as at the date of the AGM and will be asking all attendees to adhere to the safety measures of the venue. These measures will include social distancing and wearing face masks (unless a valid exemption is held). There will be no circulation of shareholders or Directors before or after the meeting and refreshments will not be served.

If you plan to attend in person we would appreciate prior confirmation to allow us to plan appropriately as numbers may be restricted. Please email confirmation of your planned attendance to [RCompanySecretarial@electrocomponents.com](mailto:RCompanySecretarial@electrocomponents.com).

Voting will not be possible via the audio platform, therefore **shareholders are encouraged to submit their vote in advance by appointing the Chair of the AGM as proxy, with voting instructions.** You can do this by completing the proxy form which is being sent to you with this circular and returning to our Registrars by post or online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Further information is on page 14. **Our Registrars must receive your proxy appointment by 12.00pm on Tuesday 13 July 2021.** Voting at the AGM will be on a poll and will reflect all proxy instructions duly received.

The Board encourages shareholders to submit questions relating to the business to be conducted at the AGM in advance, by email to [RCompanySecretarial@electrocomponents.com](mailto:RCompanySecretarial@electrocomponents.com), and requests that questions are submitted by no later than **12:00pm on Monday 12 July 2021**. The Board will consider all questions received and we will aim to provide answers ahead of the AGM, or otherwise during the AGM or as soon as reasonably practical thereafter.

While it remains difficult to predict whether government restrictions or guidance may change, we will ensure any changes to the AGM arrangements and the safety measures of the venue are published on the Electrocomponents website: [electrocomponents.com](http://electrocomponents.com). Please also check the latest government guidance before you consider travelling to the venue.

### Changes to the Articles and Director (re-)elections

You will see that we propose to make a number of changes to our Articles to update some of our approaches in line with good practice. Further information on the changes is on pages 12 and 13.

I would also like to take this opportunity to highlight Resolutions 4 to 11, regarding the election and re-election of Directors. All Directors will be standing for election or re-election this year. Individually each Director brings a broad range of skills to the Board which collectively provide a comprehensive set of expertise. You can view the Directors' biographies to understand these skills further on pages 10 and 11.

I would like to take this opportunity to thank my predecessor, Peter Johnson. During his impressive tenure he helped transform the Company and built a strong Board that I am proud to have joined. I would also like to thank our Board for their support and contribution over the last year. Particular thanks are due to Karen Guerra and Bertrand Bodson who stepped down in December 2020 and May 2021 respectively. They have provided wise counsel and insight during their time on our Board.

### Voting recommendation

The Directors consider that all the Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board intends to vote in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

**Rona Fairhead**

Chair

Electrocomponents plc  
Fifth Floor, Two Pancras Square, London N1C 4AG,  
United Kingdom  
Registered in England and Wales No: 647788

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Electrocomponents plc (the Company) will be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD on 15 July 2021 at 12.00pm to consider the business set out below.

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that, for each of these Resolutions to be passed, more than half the votes cast must be in favour of the Resolution. Resolutions 16 to 20 (inclusive) are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

## Ordinary resolutions

### Annual Report and Accounts

1. To receive the Company's accounts and the reports of the Directors and the Auditor for the year ended 31 March 2021.

### Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 March 2021 (excluding the part summarising the Directors' Remuneration Policy).

### Declaration of dividend

3. To declare a final dividend recommended by the Board of Directors of 9.8p per ordinary share for the year ended 31 March 2021 to be paid on 23 July 2021 to all ordinary shareholders who were on the Register of Members on 18 June 2021.

### Election and re-election of Directors

4. To re-elect Louisa Burdett as a Director.
5. To re-elect David Egan as a Director.
6. To elect Rona Fairhead as a Director.
7. To re-elect Bessie Lee as a Director.
8. To re-elect Simon Pryce as a Director.
9. To re-elect Lindsley Ruth as a Director.
10. To re-elect David Sleath as a Director.
11. To re-elect Joan Wainwright as a Director.

### Auditor's reappointment and remuneration

12. To reappoint PricewaterhouseCoopers LLP as Auditor of the Company from the conclusion of the AGM.
13. To authorise the Audit Committee to agree the remuneration of the Auditor.

### Political Donations

14. That in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution has effect are authorised to:

- (a) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2022.

For the purpose of this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006.

### Directors' authority to allot shares

15. That:

- (i) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
  - a) up to a maximum nominal amount of £15,665,123 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Companies Act 2006) allotted under paragraph b) below in excess of £15,665,123); and
  - b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum nominal amount of £31,330,245 (such amount to be reduced by any shares allotted or rights granted under paragraph a) above) in connection with an offer by way of a rights issue:
    - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - (B) to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (ii) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2022;
- (iii) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (iv) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this Resolution, which would or might require shares to be allotted or rights to be granted on or after that date).

## Special resolutions

### Directors' authority to disapply pre-emption rights

16. That:

- (i) the Directors be given power:
  - a) subject to the passing of Resolution 15, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that Resolution under section 551 of that Act; and
  - b) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,
 in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited:
  - (A) to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under Resolution 15(i) b), by way of a rights issue only) to or in favour of:
    - I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- (B) to the allotment of equity securities pursuant to the authority granted under Resolution 15(i)(a) and/or by virtue of section 560(3) of the Companies Act 2006 (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £2,349,768;
- (ii) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2022; and
- (iii) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

17. That:

- (i) in addition to any authority granted under Resolution 16, the Directors be given power:
  - a) subject to the passing of Resolution 15, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that Resolution under section 551 of that Act; and
  - b) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,
 in either case as if section 561 of that Act did not apply to the allotment but this power shall be:
  - (A) limited to the allotment of equity securities up to a maximum nominal amount of £2,349,768; and
  - (B) 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 the Company 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;
- (ii) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2022; and
- (iii) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

### Authority to purchase own shares

18. That, in accordance with section 701 of the Companies Act 2006 (the Act), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company (ordinary shares) on such terms and in such manner as the Directors of the Company may determine provided that:
- (i) the maximum number of ordinary shares that may be purchased under this authority is 46,995,368;
  - (ii) the maximum price which may be paid for any ordinary share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
    - a) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
    - b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
  - (iii) the minimum price which may be paid shall be 10p per ordinary share (exclusive of expenses payable by the Company in connection with the purchase);
  - (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 30 September 2022, unless renewed before that time; and
  - (v) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

### Notice period for general meetings other than annual general meeting

19. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

### Amendment to Articles of Association

20. That, with effect from the conclusion of the AGM, the articles of association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

The Directors consider that the passing of each of the Resolutions proposed at the AGM is in the best interests of the Company and its shareholders as a whole and recommend all shareholders to vote in favour of all the Resolutions, as they intend to do in respect of their own beneficial holdings.

By Order of the Board

**Ian Haslegrave**  
Company Secretary  
24 May 2021



# Explanatory notes to the Resolutions

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions.  
Resolutions 16 to 20 are proposed as special resolutions.

## Ordinary resolutions

### Resolution 1: Receipt of Annual Report and Accounts

The Directors must present the Company's Annual Report and Accounts for the year ended 31 March 2021 to the AGM.

### Resolution 2: Approval of Directors' Remuneration Report

Shareholders are asked to approve the remuneration report that appears on pages 94 to 112 of the Annual Report and Accounts for the year ended 31 March 2021 (excluding the part summarising the Directors' Remuneration Policy, which is on pages 98 to 102). This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it. No changes are proposed to the Directors' Remuneration Policy approved by shareholders at the annual general meeting held in 2019.

### Resolution 3: Declaration of dividend

We are proposing a final dividend of 9.8p per ordinary share for the year ended 31 March 2021. If the recommended final dividend is approved, it will be paid on 23 July 2021 to all ordinary shareholders who were on the Register of Members on 18 June 2021.

### Resolutions 4-11: (Re-)election of Directors

In accordance with the UK Corporate Governance Code, each Director who wishes to continue in office will submit himself / herself for election or re-election by shareholders at the AGM.

Rona Fairhead was appointed with effect from 1 November 2020 as a Non-Executive Director, taking the role of Chair from 1 February 2021, and is recommended for election as a Non-Executive Director.

Information on the skills, experience and contribution to the Board of each Director standing for (re-)election is set out in Appendix 1. It is the Board's view that this information illustrates the specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

### Resolutions 12-13: Re-appointment and remuneration of the auditors

The Board is proposing the re-appointment of PricewaterhouseCoopers LLP as the Company's auditor, following the recommendation of the Audit Committee. Resolution 13 authorises the Audit Committee to determine the auditor's remuneration.

### Resolution 14: Political donations

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making UK political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Companies Act 2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and / or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, and in line with the practice of other listed companies, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities which would not normally be considered to result in the making of political donations or in political expenditure being incurred.

As permitted under the Companies Act 2006, the Resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next annual general meeting of the Company or, if earlier, at close of business on 30 September 2022.

### Resolution 15: Directors' authority to allot shares

The purpose of Resolution 15 is to renew the Directors' power to allot shares. Paragraph (i)(a) of the Resolution will allow the Directors to allot shares up to a maximum nominal amount of £15,665,123 representing approximately one-third (33.33%) of the Company's existing issued share capital and calculated as at 24 May 2021 (being the latest practicable date prior to publication of this Notice). In accordance with institutional guidelines issued by the Investment Association, paragraph (i)(b) of the Resolution will allow the Directors to allot, including the shares referred to in paragraph (i) (a), further of the Company's shares in connection with a pre-emptive offer by way of a rights issue, up to a maximum nominal amount of £31,330,245, representing approximately two-thirds (66.66%) of the Company's existing issued share capital, calculated as at 24 May 2021 (being the latest practicable date prior to publication of this Notice). As at 24 May 2021, the Company did not hold any shares in treasury. There are no present plans to allot new shares other than in connection with employee share and incentive plans. However, the Directors consider it desirable to have flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the Resolution is passed, the authority will expire on the earlier of 30 September 2022 and the end of the next annual general meeting.

## Special resolutions

### Resolution 16: General authority to disapply pre-emption rights

At last year's annual general meeting, a special resolution was also passed, under sections 570 to 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. It is proposed that this authority be renewed in line with institutional shareholder guidelines.

If approved, the Resolution will authorise the Directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £2,349,768 which includes the sale on a non pre-emptive basis of any shares the company may hold in treasury for cash. The £2,349,768 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 24 May 2021 (being the latest practicable date prior to publication of this Notice).

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period - other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group 2015 Statement of Principles (the Statement of Principles) for the disapplication of pre-emption rights without prior consultation with shareholders.

This Resolution will be proposed as a special resolution to renew this authority until the conclusion of the next annual general meeting or, if earlier, the close of business on 30 September 2022.

### Resolution 17: Additional authority to disapply pre-emption rights

This Resolution requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed Resolution reflects the Statement of Principles and will expire on 30 September 2022 or at the conclusion of next year's annual general meeting, whichever is the earlier.

The authority granted by this Resolution, if passed:

- (i) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £2,349,768, which represents approximately 5% of the issued share capital of the Company as at 24 May 2021 (being the latest practicable date prior to publication of this Notice); and
- (ii) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles and which is announced contemporaneously with the allotment or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this Resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 16. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £46,995,368, which represents approximately 10% of the issued share capital of the Company as at 24 May 2021 (being the latest practicable date prior to publication of this Notice).

Shareholders will be aware that the Company used the authorities to allot shares and to disapply pre-emption rights as granted at the 2020 annual general meeting for a £180 million equity fundraising, announced on 10 December 2020. The total number of new shares issued represented approximately 5% of the issued share capital of the Company as at 10 December. The proceeds were used to fund acquisitions and retain financial flexibility. Further information is on pages 42 and 78 of the Annual Report and Accounts for the year ended 31 March 2021.



### **Resolution 18: Authority to purchase own shares**

At the 2020 annual general meeting, shareholders gave the Company renewed authority to make market purchases of up to approximately 10% at that time of the Company's issued ordinary share capital. As at the date of this Notice, the Company has made no such purchases under this authority. Nevertheless, the Directors believe it advisable to seek renewal of an authority to make market purchases of shares at each annual general meeting.

This Resolution is proposed as a special resolution and will authorise market purchases of up to 46,995,368 ordinary shares (being approximately 10% of the issued share capital as at 24 May 2021) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable. The Directors will only exercise this authority when satisfied that it is in the best interests of shareholders and that any purchase will have a beneficial impact on earnings per share, having first considered other investment opportunities open to the Company. As at 24 May 2021, a maximum of 8,191,569 shares would be required to satisfy all outstanding options to subscribe for equity shares and conditional awards of shares. This represents 1.74% of the issued share capital. If this Resolution is passed and the full authority to buy back shares (existing and being sought) were used, then shares required for such purposes would represent 1.94% of the issued share capital.

Listed companies are permitted, subject to certain restrictions, to hold their own shares which they purchase in treasury for resale or transfer at a later date, rather than being obliged to cancel them. If the Company were to purchase any of its own shares pursuant to the authority referred to above, it would consider holding them as treasury shares. This would provide the Company with additional flexibility in the management of its capital base.

As at 24 May 2021, the Company held no shares in treasury.

### **Resolution 19: Notice period for general meetings other than an annual general meeting**

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 clear days. Shareholders can, however, approve a shorter notice period for general meetings other than annual general meetings, which cannot be less than 14 clear days. Having passed a similar resolution last year, the Company is currently able to call general meetings (other than its annual general meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so, shareholders must approve the renewal of this authority. Resolution 19 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The Company will also need to meet the requirements for electronic voting under the Companies Act 2006 in order to be able to call a general meeting on 14 clear days' notice.

### **Resolution 20: Amendment to Articles of Association**

It is proposed to adopt new articles of association (the New Articles) in order to update the current articles of association (the Current Articles), primarily to reflect developments in market practice. The principal changes introduced in the New Articles are summarised in Appendix 2. Minor technical, procedural and clarifying changes have not been noted. A copy of the New Articles and a copy of the Current Articles, marked to show all the changes proposed, are available for inspection as noted on page 15.

# APPENDIX 1

## Directors' summary biographies

### Louisa Burdett

Independent Non-Executive Director

Joined in February 2017

Chair of the Audit Committee and member of the Remuneration and Nomination Committee

#### External roles

- Chief financial officer of Meggitt PLC

#### Career experience

- Louisa was group finance director at Victrex plc and chief financial officer at Optos plc. Louisa started her career at GlaxoSmithKline, as a senior financial analyst, and has also held a number of chief financial officer roles at Amersham PLC, the FT, and Career & Professional divisions of Pearson PLC. Earlier in her career, Louisa gained considerable experience in M&A, debt management and investor relations.

#### Specific contribution to the Company's sustainable long-term success

- Louisa brings a wealth of financial, commercial and M&A experience across a broad range of sectors. Louisa is a chartered accountant, and this, combined with her current financial and accounting experience, aligns with the requirements for her role as Chair of the Audit Committee.

### David Egan

Chief Financial Officer

Joined in March 2016

Chair of the Treasury Committee

#### External roles

- Member of the CBI Economic Growth Board

#### Career experience

- David was group finance director at Alent plc for three years. Previous roles include Global CFO at ESAB Holdings Ltd, the largest division of Charter International plc, and group financial controller at Hanson plc. He was also a non-executive director of Tribal Group plc and chair of its Audit Committee.

#### Specific contribution to the Company's sustainable long-term success

- David has extensive international experience and a strong track record of driving both organic and inorganic transformation. His significant financial management brings a first class understanding of business finance and leadership to the Board.

### Rona Fairhead

Chair

Joined in November 2020

Chair of the Nomination Committee

#### External roles

- Rona is a non-executive director of Oracle Corporation and a member of the House of Lords.

#### Career experience

- Rona's previous executive roles include being chair and chief executive officer, the Financial Times Group, chief financial officer, Pearson plc, executive vice president, ICI plc and senior roles at Bombardier Inc. Her extensive board experience includes non-executive directorships at HSBC Holdings plc from 2004 to 2016, PepsiCo Inc from 2014 to 2017 and the Economist Group. She has chair experience at the BBC Trust, HSBC North America Inc, and Interactive Data Corporation.

#### Specific contribution to the Company's sustainable long-term success

- Rona brings a tremendous range of commercial and strategic experience to the Company. She has held senior executive and non-executive roles in a career spanning over 35 years. Rona's strong understanding of UK corporate governance and her extensive experience in digital transformation and international expansion provides the Board with strong and valuable leadership to deliver long-term sustainable value for all our stakeholders.

### Bessie Lee

Independent Non-Executive Director

Joined in March 2019

Member of the Nomination Committee

#### External roles

- Chief executive officer of Withinlink
- Non-executive director of Abcam plc and The A2 Milk Company Limited
- Advisor to Didi Chuxing and Greater Pacific Capital

#### Career experience

- Based in China, Bessie is currently the Chief Executive Officer of Withinlink, a China-based venture capital firm and start-up incubator which she founded in 2015. Previously, she has held Chief Executive Officer roles at Mindshare, GroupM and WPP in China.

#### Specific contribution to the Company's sustainable long-term success

- Bessie has extensive strategic experience in digital marketing and media knowledge, principally in China, one of our key strategic markets. She has in-depth experience of the world of eCommerce and digital media. She is a frequent media commentator, blogger and international speaker.

### Simon Pryce

Independent Non-Executive Director

Joined in September 2016

Chair of the Remuneration Committee and member of the Audit and Nomination Committee

#### External roles

- Chief executive officer of Ultra Electronics Holdings plc
- Member of the Council and a member of the Strategy and Finance Committee of The University of Reading

#### Career experience

- Simon is chief executive officer of Ultra Electronics Holdings plc, a FTSE 250 defence applications engineering group where he is overseeing group-wide transformation to upgrade the business from an aggregation of small businesses to a focused global defence solutions provider. Prior to that he was group chief executive at BBA Aviation plc, a FTSE 150 listed company with large interests in the United States. Simon led the migration and growth of BBA Aviation from an industrial conglomerate to the world's leading business aviation support and aftermarket services company. Previously, he worked at GKN, initially in various financial roles, and latterly as chief executive of their Diversified Business Group. Simon is a chartered accountant and has previously worked in investment banking.

#### Specific contribution to the Company's sustainable long-term success

- Simon has extensive experience of UK listed, international manufacturing, engineering and service businesses. He also brings expertise in finance, M&A and international operations, particularly in the US. Simon's wealth of experience in the listed company environment also qualifies him for the role of Chair of the Remuneration Committee under the requirements of the Code.

### Lindsley Ruth

Chief Executive Officer

Joined in April 2015

Member of the Treasury Committee

#### External roles

- Member of the CBI International Trade Council
- Non-executive director of Ashtead Group plc

#### Career experience

- Lindsley was executive vice president of the Future Electronics Group of companies, the fourth largest electronics distributor in the world. He was a key member of the core leadership team which transformed the organisation's performance and expanded its global reach. Before joining Future in 2002, Lindsley held senior positions with TTI Inc and Soletron Corporation.

#### Specific contribution to the Company's sustainable long-term success

- Lindsley has a wealth of experience in senior leadership roles which have formed his exceptional leadership style as Chief Executive Officer of the Company. Since Lindsley joined the Company in 2015, he has been responsible for improving the financial performance of the Group, instilling a renewed focus

on putting the customer back at the heart of the business and ensuring a greater focus on innovation, sustainability and social responsibility.

### David Sleath

Senior Independent Director

Joined in June 2019

Member of the Nomination Committee, Audit and Remuneration Committee

#### External roles

- Chief executive officer of SEGRO plc

#### Career experience

- David is currently chief executive officer of SEGRO plc having served as finance director since 1 January 2006. Previously, David was senior independent director and audit committee chair of Bunzl plc from 2007 to 2017. He was a board member of the European Public Real Estate Association from 2011 until 2017, and president of the British Property Federation 2016-2017.

#### Specific contribution to the Company's sustainable long-term success

- David brings a wealth of experience to the Board including valuable insight into the dynamics of service-led business models, having been the senior independent director at Bunzl plc. As serving chief executive officer of SEGRO plc, David has strong manufacturing and distribution experience. He also brings to the Board in depth financial, strategic and governance experience which makes David a strong Senior Independent Director on Electrocomponents' Board.

### Joan Wainwright

Independent Non-Executive Director

Joined in November 2019

Member of the Nomination Committee

#### External roles

- Director of NJM Insurance Group

#### Career experience

- Based in the United States, Joan spent 13 years at TE Connectivity and her most recent role was president, Channel and Customer Experience. She also spent six years at Merck & Co as vice president, Public Affairs.

#### Specific contribution to the Company's sustainable long-term success

- Joan brings extensive distribution experience as well as providing strong insight into the customer dynamic in the US, one of our key markets. Her extensive knowledge of customer experience aligns with the Company's vision of being first choice for our customers.

Further information on each Director is set out on pages 72 and 73 of the Annual Report and Accounts for the year ended 31 March 2021.

Full biographies can be found at: [electrocomponents.com](https://www.electrocomponents.com)

# APPENDIX 2

## Resolution 20: summary of proposed changes to Articles of Association

### Hybrid general meetings

The New Articles include provisions, in line with best practice, for the holding of 'combined physical and electronic general meetings'. A 'combined physical and electronic general meeting', often referred to as a 'hybrid general meeting', is a general meeting (including an annual general meeting) held at a physical venue, with additional facilities for shareholders to attend the meeting by electronic means. The New Articles are intended to allow (but not to require) the Company to embrace new technology as it develops.

### Arrangements for general meetings

The New Articles include updated provisions, in line with market practice, clarifying that the chair may adjourn a general meeting (whether or not it has commenced or a quorum is present) in order to facilitate the conduct of the meeting or in circumstances where the facilities available are not sufficient to allow the meeting to be conducted as planned. The New Articles also include updated provisions allowing the directors to put in place appropriate physical or electronic arrangements or restrictions to ensure the health, safety and security of people attending general meetings.

### Manner of payment of dividends

The New Articles update the provisions of the Current Articles that relate to the way dividends are paid, in line with recent market practice and guidance issued in 2014 by the ICSA Registrars' Group. The New Articles confirm the existing flexibility under the Current Articles to allow the payment of dividends by different methods (including cheque, dividend warrant and bank transfer) and additionally permit the directors to decide which payment method is to be used on any particular occasion. The Company considers it important to have the flexibility to cater for new developments and changes in practice, including considering the efficiency and cost savings if the Company changed to electronic payment only. The New Articles also provide, in line with market practice, that the Company is not obliged to continue sending dividend cheques or payments to a person where a dividend is left uncashed or a payment has failed and reasonable enquiries have failed to establish another address or account for that person until the person notifies the Company of their updated address or account details.

### Untraced members – tracing enquiries and sale of shares

The New Articles, in line with market practice, update the process the Company would intend to follow in relation to any exercise of its power to sell the shares of 'untraced members'. 'Untraced members' are shareholders who have not claimed or cashed a dividend payment over a period of at least twelve years provided, during that time, at least three cash dividends have become payable. The New Articles replace the requirement in the Current Articles to place notices in newspapers with a requirement that the Company must send a notice to the last registered address of the shareholder stating that it intends to sell the shares. Before sending such a notice, the Company must have made tracing enquiries for the purpose of contacting the shareholder, which the directors consider to be reasonable and appropriate in the circumstances. The New Articles provide that, if no valid claim for the proceeds of a sale has been received by the Company during a period of two years from the date on which the relevant shares are sold, the net proceeds of the sale will be forfeited and will belong to the Company. The Company would be permitted to use the sale proceeds for any purpose the directors may decide. The New Articles also provide that, if the Company exercises its power of sale in respect of any share of an untraced member, any dividend (and other moneys) payable on the share at the time the share is sold will be forfeited.

### Non-executive directors' fees

The New Articles provide that the aggregate limit on non-executive directors' fees payable in any one year is £1,200,000 (unless there is an ordinary resolution of the Company determining a larger sum). The proposed increase (from an aggregate limit of £800,000 under the Current Articles) is intended to provide sufficient flexibility in setting the level of non-executive directors' fees and the number of non-executive directors appointed in the future. Information on the current fees paid to non-executive directors is on page 104 of the Annual Report and Accounts for the year ended 31 March 2021. All fees are paid in line with the Directors' Remuneration Policy approved by shareholders.

### Vacation of office of director

The New Articles include updated wording, in line with market practice and relevant legislation, regarding the circumstances in which a director must vacate office where the director has become physically or mentally ill, subject to a resolution of the board. The updated wording applies the same test to both physical and mental illness of whether in the opinion of a medical practitioner the director is rendered incapable by his / or her illness of acting as a director for more than three months. The opportunity has also been taken to remove some unclear language in the Current Articles.

### Number of Directors

The New Articles include a limit on the maximum number of directors, which has, in line with market practice, been set at 15 (increased from 12 under the Current Articles). There are no plans to use the additional headroom but the opportunity is being taken to provide greater flexibility for the future should this be needed.

### **Shareholding qualification**

Provisions in the Current Articles stating that no shareholding qualification for directors shall be required have been deleted in the New Articles, in line with market practice, and to ensure flexibility for relevant policies to be considered, where appropriate.

### **Directors' indemnities**

The New Articles, in line with market practice, provide that the Company may indemnify a director or other officer against liabilities incurred by him or her in connection with his or her duties, powers or office. This amends the Current Articles which provide that the directors and officers shall be indemnified against such liabilities. The change is for the purposes of clarification and reflects the fact that a company's articles of association are not automatically binding as between a company and its officers and that indemnities will not be available to directors or officers unless they are also incorporated in a separate contract between the company and the relevant director or officer.

### **Administration of proxy appointments**

In line with market practice, the New Articles allow the directors some flexibility to treat as valid a proxy appointment that does not comply with all technical requirements of the Articles.

### **Capitalisation of reserves – employees' share schemes**

The New Articles include an updated provision, in line with market practice, that clarifies the approach the Company would intend to take to employees' share schemes in the context of a capitalisation of reserves.



# Notes to the Annual General Meeting

- (i) A member entitled to vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of him / her provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending or voting at the AGM if such member subsequently wishes to do so. Please note that shareholders participating in the AGM via the electronic audio platform should appoint the Chair of the AGM as their proxy, with voting instructions, as they will not be able to vote on the day.

Duly appointed proxies and corporate representatives who wish to participate via the electronic platform, please contact the Company's registrar before 12.00pm on 13 July 2021 for your unique username and password. Requests can be sent by email to [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk).

- (ii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006 (the 2006 Act), the Company has specified that only those shareholders registered in the Register of Members of the Company as at 6.30pm on 13 July 2021 (or, if the AGM is adjourned, at 6.30pm on the day two business days prior to the adjourned meeting) will be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after 6.30pm on 13 July 2021 will be disregarded in determining the rights of any person to attend and vote at the AGM.
- (iii) A form of proxy is enclosed. To be effective, a form of proxy and the authority (if any) under which it is signed or a notorially certified copy of such authority must be deposited at the offices of the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by not later than 12:00pm on 13 July 2021. You can also register your proxy instruction electronically by not later than 12:00pm on 13 July 2021, by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will require your Control Number, Shareholder Reference Number (SRN) and PIN which you can find on your proxy form. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
- (iv) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 15 July 2021 and any adjournment(s) thereof by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in note (iii) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at [www.euroclear.com](http://www.euroclear.com).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (v) If this Notice of the AGM is sent to you as a person nominated to receive copies of Company communications, the proxy rights described above do not apply to you. The rights described in these paragraphs only apply to shareholders. You may have a right under an agreement with the registered member holding shares on your behalf to be appointed (or have someone else appointed) as a proxy for the AGM. If you do not have such a right, or you do not wish to exercise the right, you may have under the agreement with the registered member holding shares on your behalf a right to give instructions as to the exercise of voting rights. You are advised to contact the registered holder of the shares.



- (vi) Shareholders should note that, under section 527 of the 2006 Act, shareholders meeting the threshold requirements in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company appointed for the financial year ceasing to hold office since the previous annual general meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
- (vii) Under sections 338 and 338A of the 2006 Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and / or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
- (viii) A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same shares.
- (ix) As at 24 May 2021, the latest practicable date prior to the printing of this Notice, the Company's total capital consisted of 469,953,683 ordinary shares with a total of 469,953,683 voting rights. No shares were held in treasury.
- (x) Copies of the service contracts and terms of appointment of the Directors, and copies of the proposed New Articles of the Company and of the Current Articles, marked to show all the changes proposed by Resolution 20, are available for inspection: (a) on request at the Company's registered office during normal business hours; and (b) at the place of the AGM from at least 15 minutes prior to the meeting and until the conclusion of the meeting. In addition a copy of the proposed New Articles of the Company and a copy of the Current Articles, marked to show all the changes proposed by Resolution 20, will be available for inspection at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD during normal business hours from the date of this Notice and until the AGM. In view of the ongoing COVID-19 situation, please email [RCompanySecretarial@electrocomponents.com](mailto:RCompanySecretarial@electrocomponents.com) if you would like to make arrangements to inspect any documents. A copy of the proposed new articles of association are available on the Company's website: [electrocomponents.com](http://electrocomponents.com).
- (xi) In accordance with section 311A of the 2006 Act, the contents of this Notice of AGM, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: [www.electrocomponents.com](http://www.electrocomponents.com).
- (xii) Pursuant to section 319A of the 2006 Act, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances including: (i) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; (ii) if to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information; or (iii) if the answer has already been given on a website in the form of an answer to a question. Please see the Chair's letter on page 3 for the arrangements we have made for questions this year.
- (xiii) You may not use any electronic address provided either in this Notice of the AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

**Electrocomponents plc**

Fifth Floor

Two Pancras Square

London N1C 4AG

United Kingdom

Tel: +44 (0)20 7239 8400

**[electrocomponents.com](http://electrocomponents.com)**