

## Annual General Meeting

The Annual General Meeting of Electrocomponents plc will be held at 12 noon on Friday 19 July 2002 at the International Management Centre, 5000 Oxford Business Park South, Oxford OX4 2BH. The Notice of the Annual General Meeting and full details of the business to be conducted thereat is being sent to shareholders in a separate circular dated 18 June 2002. However, the following is a brief summary of the matters to be dealt with.

### Ordinary business

#### Report and accounts

To receive the accounts and the reports of the Directors and the Auditors for the year ended 31 March 2002.

#### Declaration of dividend

To declare a final dividend on the ordinary shares.

#### Retiring Directors

To re-elect Mr K Hamill, Mr R A Lawson and Dr F D Lennertz as Directors of the Company.

#### Remuneration policy

To receive the remuneration policy as set out in the Report of the Directors for the year ended 31 March 2002.

#### Auditors' appointment and remuneration

To reappoint KPMG Audit Plc as Auditors of the Company and to authorise the Directors to agree their remuneration.

### Special business

#### Long Term Incentive Share Option Plan

To authorise a new share option plan to replace both the Company's existing Long Term Incentive Plan and the Executive Share Option Scheme for the benefit of Executive Directors and senior executives.

#### Renewal of annual authority to purchase own shares

Approval to renew authority to permit the Company to purchase up to approximately 5% of the ordinary share capital of the Company.