

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 seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser, authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents 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 under number 647788)

NOTICE OF ANNUAL GENERAL MEETING



Electrocomponents plc



radiospares

RADIONICS



Notice of the Annual General Meeting of the Company to be held at the Company's premises, International Management Centre, 8050 Oxford Business Park North, Oxford OX4 2HW, at 12 noon on Friday 17 July 2009, is set out on pages 3 and 4 of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.



Electrocomponents plc



radiospares

RADIONICS



29 May 2009

**International Management Centre
8050, Oxford Business Park North
Oxford
OX4 2HW**

To the holders of Ordinary Shares

Notice of Annual General Meeting 2009

www.electrocomponents.com

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at the Company's registered office, on Friday 17 July 2009 at 12.00 noon. The formal notice of Annual General Meeting is set out on pages 3 and 4 of this circular.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this circular and return it to our registrars as soon as possible. They must receive it by 12 noon on 15 July 2009.

Annual Report and Accounts and Final dividend (Resolutions 1-3)

Shareholders are being asked to receive the Company's Annual Report and Accounts, and approve the Remuneration Report set out on pages 28 to 33 of the Annual Report, for the year ended 31 March 2009. You are also requested to approve a final dividend of 6p per ordinary share. If you approve the recommended final dividend, this will be paid on 24 July 2009 to all ordinary shareholders who were on the register of members on 26 June 2009.

Board changes (Resolutions 4-5)

Adrian Auer will be joining the Board at the beginning of July this year. As his appointment to the Board occurred since the last Annual General Meeting, Adrian will be standing for formal election to the Board. Simon Boddie will be retiring and standing for re-election. The biographies of these Directors are set out on page 21 of the Annual Report.

Auditors' appointment and remuneration

Shareholders are being asked to re-appoint KPMG Audit Plc as Auditors and authorise the Directors to determine their remuneration for the current financial year. The level of remuneration for the year ended 31 March 2009 by way of audit fees, together with the amounts paid in respect of non-audit fees, are shown in note 3 on page 45 of the Annual Report for the year ended 31 March 2009.

Authority for the Company to allot shares and disapply pre-emption rights (Resolutions 7-8)

The Company's existing authorities expire on 15 July 2009, and shareholders are being asked to renew them. We are requesting that shareholders authorise the Directors to allot an amount equal to one-third of share capital and, pursuant to new institutional guidelines, the Company is also requesting shareholders to authorise the Directors to allot a further one-third of share capital subject to the limitations provided in the Explanatory Notes on page 6 of this circular. The authorities will be renewed on an annual basis. Please see the Explanatory Notes for further details.

Authority for the Company to purchase its own shares

We are again requesting shareholders to renew our authority to make market purchases of our own shares. Details are set out in the Explanatory Notes on page 6 of this circular.

General Meetings

The Shareholder Rights Directive is intended to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. We are currently able to call general meetings (other than annual general meetings) on 14 days' notice. We are proposing a resolution at the AGM so that, if necessary, we can still call meetings on a minimum of 14 clear days' notice after the Shareholder Rights Directive is implemented.

Articles of Association

We are also asking shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the remaining provisions of the Companies Act 2006 in October 2009. An explanation of the main changes proposed to the existing Articles of Association is set out in the Appendix on page 7 of this circular.

Explanatory notes on the Special Business to be considered at this year's AGM appear on page 6 of this circular.

The Directors consider that all the resolutions to be put to the meeting 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,

Helmut Mamsch
Chairman

Electrocomponents plc,
International Management Centre, 8050 Oxford Business Park North, Oxford OX4 2HW United Kingdom.
Registered office as above. Registered in England No: 647788.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Electrocomponents plc will be held at the Company's premises, The International Management Centre, 8050 Oxford Business Park North, Oxford OX4 2HW on Friday 17 July 2009 at 12.00 noon.

The business of the meeting will be:

Ordinary Business Report and Accounts

1 To receive the accounts and the reports of the Directors and the auditors for the year ended 31 March 2009.

Directors' Remuneration Report

2 To approve the Directors' Remuneration Report for the year ended 31 March 2009.

Declaration of Dividend

3 To declare a final dividend on the ordinary shares.

Retiring Directors and New Directors

4 To elect Adrian Auer as a Director.

5 To re-elect Simon Boddie as a Director.

Auditors' appointment and remuneration

6 To reappoint KPMG Audit Plc as auditors of the Company from the conclusion of this meeting and to authorise the Directors to agree their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 7 will be proposed as an Ordinary Resolution and resolutions 8 to 11 will be proposed as Special Resolutions:

Renewal of Directors' authority to allot shares

7 That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act):

- i) up to a nominal amount of £14,512,040 ;
- ii) comprising equity securities (as defined in the 1985 Act) up to a further nominal amount of £14,512,040 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 80 of the 1985 Act and to expire at the end of the next Annual General Meeting or on 30 September 2010, whichever is the 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 relevant securities to be allotted after the authority ends.

For the purposes of this Resolution "rights issue" means an offer to:

- a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b) people who are 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,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Renewal of Directors' authority to disapply pre-emption rights

8 That subject to the passing of Resolution 7 above, the Directors be empowered to allot equity securities (as defined in Section 94(2) of the 1985 Act) wholly for cash:

i) pursuant to the authority given by paragraph (i) of Resolution 7 above or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the 1985 Act in each case:

l) in connection with a pre-emptive offer; and

ll) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £2,176,800; and

ii) pursuant to the authority given by paragraph (ii) of Resolution 7 above in connection with a rights issue,

as if Section 89(1) of the 1985 Act did not apply to any such allotment;

such power to expire at the end of the next Annual General Meeting or on 30 September 2010, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- a) "rights issue" has the same meaning as in Resolution 7 above;
- b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- c) references to an allotment of equity securities shall include a sale of treasury shares; and
- d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Renewal of Directors' authority for the purchase by the Company of its own shares

9 To resolve that the Company be and is generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10p each in the Company (ordinary shares) provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 43,536,130;
- b) the minimum price which may be paid for ordinary shares is 10p per ordinary share;
- c) the maximum price which may be paid for ordinary shares is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase or

Notice of Annual General Meeting *continued*

- ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No 2273/2003);
- d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2010 or on 30 September 2010, whichever is the earlier, unless such authority is renewed prior to such a time; and
- e) 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.

Notice Period for General Meetings

10 To resolve that a general meeting other than an annual general meeting may be called on not less than 14 days' clear notice.

Changes to Articles of Association

11 That with effect from 1 October 2009:

- (i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (ii) the amended Articles of Association produced to the meeting and initialled by the chairman 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 Annual General Meeting 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 the Directors intend to do in respect of their own beneficial holdings.

By Order of the Board
Ian Haslegrave, Company Secretary

29 May 2009

Registered Office: International Management Centre, 8050 Oxford
Business Park, North, Oxford OX4 2HW Registered Number: 647788

Notes

(i) A member entitled to attend and vote at the Meeting 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 meeting if he/she subsequently wishes to do so.

(ii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders registered in the Register of Members of the Company as at 6.00 pm on 15th July 2009 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 6.00 pm on 15th July 2009 will be disregarded in determining the rights of any person to attend or vote at the Meeting.

(iii) A form of proxy is enclosed. To be effective a proxy form and the authority (if any) under which it is signed or a notarially certified copy of such authority must be deposited at the offices of the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL by not later than 12.00 noon on Wednesday 15 July 2009.

(iv) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 July 2009 at 12.00 noon and any adjournment(s) thereof by using 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 CRESTCo'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 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 CRESTCo 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 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 the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast, and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the

Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.

(vi) If this notice 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 to be appointed (or have someone else appointed) as a proxy for the AGM, and you are advised to contact them.

(vii) Shareholders should note that, on a request made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required 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 Annual General Meeting for the financial year beginning 1 January 2010; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year 1 January 2010 ceasing to hold office since the previous 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

(viii) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.

(ix) As at 29 May 2009, the latest practicable date prior to the printing of this Notice, the Company's total capital consisted of 435,361,300 Ordinary Shares with a total of 435,361,300 voting rights.

(x) The Register of Directors' Interests and copies of all Contracts of Service of the Directors together with terms and conditions of appointment of the Non-Executive Directors are available for inspection during business hours at the registered office of the Company and will be available for inspection at the place of the Meeting from 30 minutes prior to its commencement until its conclusion.

(xi) Biographical details of the Directors who are proposed for re-election or election at the Annual General Meeting are set out on page 21 of the Annual Report and Accounts.

(xii) A copy of the Articles of Association will be available for inspection during business hours each week at the registered office of the Company from the date of this document up to and including the date of the AGM and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Explanatory Notes to the Special Business to be considered at the Annual General Meeting

Resolution 7: Renewal of Directors' authority to allot shares

The purpose of Resolution 7 is to renew the Directors' power to allot shares.

The authority in paragraph i of Resolution 7 will allow the directors to allot new shares and other 'relevant securities' up to a nominal value of £14,512,040, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 29 May 2009.

The authority in paragraph ii of Resolution 7 will allow the directors to allot new shares and other relevant securities only in connection with a rights issue up to a further nominal value of £14,512,040, which is equivalent to approximately one-third of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 29 May 2009. This is in line with corporate governance guidelines.

At 29 May 2009, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines 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 2010 and the end of the Annual General Meeting in 2010.

Resolution 8: Renewal of Directors' authority to dis-apply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of paragraph i of Resolution 8 is to authorise directors to allot new shares pursuant to the authority given by paragraph i of Resolution 7, or sell treasury shares, for cash (a) in connection with a pre-emptive offer or rights issue or (b) otherwise up to a nominal value of £2,176,806, equivalent to five per cent of the total issued ordinary share capital of the Company as at 29 May 2009, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph ii of Resolution 8 is to authorise the directors to allot new shares pursuant to the authority given by paragraph ii of Resolution 7, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The board considers the authority in Resolution 8 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling 3-year period without prior consultation with shareholders.

Resolution 9: Renewal of Directors' authority for the purchase by the Company of its own shares

At the 2008 AGM, 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 report, the Company has made no such purchases under this authority. Nevertheless, the Directors believe it advisable to seek renewal of this authority at each AGM.

This resolution is proposed as a special resolution and will authorise market purchases of up to 43,536,130 ordinary shares (being approximately 10% of the issued share capital as at 29 May 2009). The Directors will only exercise this authority when satisfied 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 29 May 2009, a maximum of 18,000,000 shares would be required to satisfy all outstanding options to subscribe for equity shares and conditional awards of shares. This represents 4.13% of the issued share capital. If this resolution is passed and the full authority to buy back shares were used, then shares required for such purposes would represent 4.59% of the issued share capital.

Listed companies are now 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 stock, provided that the number does not at any time exceed 10% of the Company's issued share capital. This would provide the Company with additional flexibility in the management of its capital base. As at 29 May 2009, the Company held no ordinary shares in Treasury.

Resolution 10: Resolution to permit Directors' to call a general meeting other than an Annual General Meeting at not less than 14 days' notice

This resolution is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The Regulations implementing this Directive will increase the notice period for general meetings of the Company to 21 days unless certain requirements are satisfied. The Company is currently able to call general meetings (other than an Annual General Meeting) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 10 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 Company will also need to meet the requirements for electronic voting under the Directive in order to be able to call a general meeting on 14 clear days' notice.

Resolution 11: Changes to Articles of Association

It is proposed in Resolution 11 to amend the articles of association (the "amended articles") in order to update the Company's existing articles of association (the "existing articles"), primarily to take account of the implementation on 1 October 2009 of the last sections of the Companies Act 2006. The Resolution adopting the amended articles will only become effective on 1 October 2009.

The principal changes introduced in the amended articles are summarised below. Other changes which merely reflect minor changes made by the Companies Act 2006 have not been noted below. The amended articles showing all the changes to the existing articles are available for inspection, as noted on page 5 of this document.

Appendix

Summary of principal changes to the articles of association

1 The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of the Company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the Companies Act, 2006, the objects clause and all other provisions which are currently contained in a Company's memorandum will be deemed to be contained in a company's articles of association, but the Company can remove these provisions by special resolution, which the Company is proposing to do.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. The Company is proposing to remove its objects clause to allow it to have the widest possible scope for its activities.

2. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have authorised share capital. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

3. Limitation of liability

The Company's memorandum of association contains a statement that the liability of the members is limited. This provision will be deemed to be contained in the Company's articles of association from 1 October 2009 along with the rest of the memorandum of association (see further at paragraph 1 above "The Company's objects" above).

The Company is choosing to remove all of these provisions by passing Resolution 11. However, the Companies Act 2006 still requires the Company's constitution to contain a statement that the liability of the member is limited. Accordingly it is proposed to include this as a specific provision.

4. Authority to purchase own shares, consolidate, subdivide shares, and reduce share capital

Under the law currently in force the Company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or subdivide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The existing articles include these enabling provisions. Under the Companies Act 2006, the Company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain these enabling provisions. Accordingly, the relevant enabling provisions have been removed in the amended articles.

5. Shares and special rights

Under the law currently in force the Company needed authority in its Articles to issue redeemable shares but no separate authority for the directors to determine the terms of those shares. Companies Act 2006 allows directors to determine the terms and manner of redemption of redeemable shares if they are authorised by the articles of association (or by an ordinary resolution). Accordingly this has been included as a specific provision in the amended articles.

6. Closure of register

Under the Companies Act 2006 the Company will no longer be allowed to close the register of members for 30 days each year. Accordingly, the provision has been removed in the amended articles.

7. Voting by guardian

This provision gave the directors discretion to allow a person appointed by the court to manage the affairs of someone suffering from a mental disorder to vote in place of that member. It has been removed in the amended articles because the definitions of ordinary resolution and special resolution in the Companies Act 2006 are incompatible with votes being cast by anyone other than a member, proxy or corporate representative.

In these circumstances the guardian or other appointed person should use their authority to appoint a proxy on behalf of the member (they could appoint themselves by proxy if they wish) and that proxy can vote.

8. Nomination of directors

This provision, requiring specific notice for nomination of a director, has been removed. This requirement used to appear in the Listing Rules and the Table A Articles contained a similar requirement. It is not contained in the Model Articles and there is no other requirement for such notice to be given. This change will not affect the ability of shareholders to vote on a resolution to elect a director.

9. Provisions on general meetings

The amended articles include changes to the provisions on general meetings to bring the articles in line with the common law and market practice. In particular, they confirm the power of the chairman to adjourn the meeting in order to restore order or protect the safety of the attendees, to put in place security procedures and to allow the Company to make arrangements for general meetings to be held in more than one location.

10. Reserves

The Company may establish reserves without the need for authority in the articles and so this power is not included in the amended articles.

11. Liquidators' powers

The existing articles contain provisions regarding the powers of a liquidator on a winding-up of the Company. This is a matter for insolvency legislation and not the articles. Accordingly these provisions have been removed.

12. Provisions for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or the company in a general meeting. The amended articles provide that the directors may exercise this power.

13. Change of name

The Companies Act 2006 enables companies to provide in their articles less restrictive procedures for changing their name instead of requiring a special resolution (as was the case under the Companies Act 1985). Accordingly a new article has been included to enable the Company to change its name by a resolution of the directors.

14. No dividend except out of profit

This provision does not appear in the amended articles as it repeats the statutory requirement for dividends to be paid out of distributable profits as set out in Part 23 of the Companies Act 2006.

15. Business bought from a past date

The existing articles contain provisions in relation to business bought from a past date. These are unnecessary and outdated so this article is not included in the amended articles.

Electrocomponents plc
(incorporated and registered in England under number 647788)

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