

**ARROW ELECTRONICS, INC.**  
**AUDIT COMMITTEE CHARTER**  
**December 12, 2017**

The purpose of the Audit Committee, a committee of the Board of Directors of Arrow Electronics, Inc., is to represent and assist the Board by overseeing and monitoring a) the integrity of the Corporation's financial statements; b) compliance with legal and regulatory requirements; c) the independent auditor's qualifications and independence; d) the performance of the Corporation's internal audit function and the independent auditor; and e) the Corporation's systems of disclosure controls and procedures and internal control over financial reporting.

The Audit Committee shall consist of three or more directors as may be fixed from time to time by the Board of Directors, each of whom, in the judgment of the Board, shall be independent in accordance with New York Stock Exchange listing standards, the rules and regulations promulgated by the Securities and Exchange Commission and other applicable regulations. Each member shall, in the judgment of the Board, be financially literate, and as a result, have the ability to read and understand the Corporation's basic financial statements. At least one member of the Committee shall, in the judgment of the Board, be an audit committee financial expert in accordance with the rules and regulations of the Securities and Exchange Commission, and at least one member (who may also serve as the audit committee financial expert) shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with New York Stock Exchange listing standards. Committee members and the Committee's Chairman shall be appointed by the Board. The Board may remove a Committee member from the Committee at any time with or without cause, and may fill any vacancy created on the Committee.

Members shall not serve on more than three public company audit committees simultaneously unless the Board determines that such simultaneous service would not impair the member's ability to serve effectively on the Committee.

The Audit Committee shall have the following duties and responsibilities:

### **1. Meetings**

To meet at least five times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically meet separately with management, including the Chief Compliance Officer, the internal auditor and the independent auditor.

To review periodically with the Corporation's chief legal officer, chief compliance officer or appropriate delegates, the Corporation's compliance with legal and regulatory requirements. The Chief Compliance Officer will report to the Committee, in private if necessary, any information suggesting significant non-compliance that could affect the Compliance Program or the Corporation.

To permit meeting attendance by telephone or other means which allows the members to effectively interact with one another and fully discuss proposed actions, as permitted by the Board.

To enable a majority of the Committee members to be a quorum for the transaction of business. The action of a majority of those present at the meeting at which a quorum is present will be the act of the Committee.

## **2. Independent Auditor Provisions**

To select and retain (and recommend to the Board for ratification by the Corporation's shareholders), and terminate when appropriate, the independent auditor; set the independent auditor's compensation; and pre-approve all audit

services to be provided by the independent auditor. The independent auditor shall report directly to the Audit Committee.

To pre-approve all permitted non-audit services to be performed by the independent auditor and establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services; the Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals hereunder provided that decisions of any member to whom authority is delegated shall be presented to the full Committee at its next scheduled meeting.

To, at least annually, consider the qualifications, performance and independence of the independent auditor, including a) whether the provision by the independent auditor of permitted non-audit services is compatible with independence, and b) obtain and review a report from the independent auditor describing all relationships between the auditor and the Corporation.

## **3. Policies and Procedures**

To, at least annually, receive and review: a) a report by the independent auditor describing the independent auditor's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditing firm, or by any inquiry or investigation by government or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and b) other required reports from the independent auditor.

To regularly review with the independent auditor: a) the scope and results of the audit; b) any problems or difficulties that the auditor encountered in the course of the audit work, and management's response; and c) any questions, comments or suggestions the auditor may have relating to the internal controls, and accounting practices and procedures, of the Corporation or its subsidiaries.

To regularly review the scope (including budget and staffing) and results of the internal audit program, including then current and future programs of the Corporation's internal audit department, procedures for implementing accepted recommendations made by the independent auditor, and any significant matters contained in reports from the internal audit department.

To review the appointment and replacement of the senior internal audit executive.

To review with the independent auditor, the Corporation's internal audit department, and management: a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the independent auditor, the internal audit department or management), accounting practices, and

disclosure controls and procedures (and management reports thereon), of the Corporation and its subsidiaries; b) current accounting trends and developments, and take

such action with respect thereto as may be deemed appropriate; c) critical accounting policies and practices; d) all alternative treatments of financial information within U.S. generally accepted accounting principles (“GAAP”) related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and e) other material communications between the independent auditor and management, including, but not limited to, any management letter and the schedule of unadjusted differences.

To discuss Corporation policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Corporation and major legislative and regulatory developments that could materially impact the Corporation’s contingent liabilities and risks.

To review and approve all related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404, and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.

To establish procedures for the confidential and anonymous submission of and receipt, retention and treatment of complaints regarding the Corporation’s accounting, internal controls or auditing matters and allegations of financial fraud.

To set clear hiring policies for employees or former employees of the independent registered public accountants that meet SEC regulations and NYSE listing standards.

#### **4. Financial Statements**

To review with management and the independent auditor the annual and quarterly financial statements of the Corporation, including: a) the Corporation’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”; b) any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or 10-Q with Securities and Exchange Commission; and c) any other matters required to be communicated to the Committee by the independent registered public accountants under the standards of the Public Company Accounting Oversight Board (PCAOB) (United States).

To recommend to the Board, based on the review described in the paragraph above, whether the audited financial statements should be included in the annual report on Form 10-K and to approve or disapprove, on behalf of the Board, based on the review described in the paragraph above, the inclusion of the financial statements in the quarterly report on Form 10-Q.

To review major issues regarding accounting principles and financial statement presentations, including any significant changes to the Corporation’s selection or application of accounting principles not mandated by changes in GAAP.

To review earnings press releases, as well as the Corporation's policies with respect to earnings press releases, financial information and earnings guidance provided to analysts and rating agencies.

**5. Delegation of Authority**

To delegate authority from time to time to a subcommittee of one or more members, when appropriate and in accordance with applicable rules and regulations.

**6. Annual Report**

To prepare a report each year for inclusion in the Corporation's proxy statement.

**7. Committee Resources**

To have sole authority to retain and terminate (or to obtain the advice of) independent counsel and other advisors as the Committee deems necessary to fulfill the responsibilities of the Committee, including setting the compensation thereof. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any such advisors, and shall have sole authority to approve the fees and the other terms and conditions of the retention of any such advisors, and will receive the appropriate funding, as determined by the Committee, from the Corporation for payment of compensation to any such advisors.

**8. Reporting**

To report regularly to the Board with respect to the Committee's actions and make recommendations to the Board as appropriate.

In particular, to review with the full Board: a) the status of compliance with laws, regulations, and internal procedures; b) any issues that arise with respect to the quality and integrity of the Corporation's financial statements; c) the scope and status of systems designed to promote Corporation compliance with laws, regulations and internal procedures, through receiving reports from management, legal counsel and third parties as determined by the Committee; and d) the performance and independence of the independent auditor.

**9. Performance Evaluation**

To conduct an annual performance evaluation of the Committee.

**10. Committee Charter**

To annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval.

**11. Other Activities**

To perform other activities consistent with this Charter, Corporation by-laws and applicable law, as the Committee deems appropriate or as requested by the Board.