

**ARROW ELECTRONICS, INC.  
CORPORATE GOVERNANCE GUIDELINES**

**May 9, 2019**

The Board of Directors (the “Board”) of Arrow Electronics, Inc. (the “Corporation”), acting on the recommendation of its Corporate Governance Committee, has adopted these Corporate Governance Guidelines in order to codify internal Board policies and procedures. As such, they reflect the Board’s current views with respect to certain matters of Board composition and practice and are subject to change from time to time. They do not establish legal duties of the Board or any committee.

## **1. Role of the Board**

The role of the Board is to promote the best interests of the Corporation and its shareholders by overseeing the management of the Corporation’s business, assets and affairs.

## **2. Board Job Description**

The Board should: (i) select, regularly evaluate, and, if necessary, replace the Chief Executive Officer; (ii) determine senior executives’ compensation; (iii) actively oversee succession planning and organization development; (iv) actively review and, where appropriate, endorse the financial objectives, major strategies, and plans of the Corporation; (v) review the financial performance of the Corporation; (vi) provide advice and counsel to the Chief Executive Officer; (vii) review the adequacy of systems, processes, and controls relating to compliance with applicable laws, regulations, and standards of appropriate behavior; (viii) select and recommend to shareholders for election an appropriate slate of candidates for the Board; and (ix) evaluate Board processes and performance.

## **3. Size of the Board**

The Board shall determine the appropriate size of the Board from time to time within the limits specified in the Certificate of Incorporation and By-Laws of the Corporation. The Board currently considers optimum size of the Board to be between 8 and 12 members. However, the Board periodically evaluates whether a larger or smaller size would be preferable.

## **4. Board Member Qualifications**

The Corporate Governance Committee is responsible for evaluating individual Board members at the time they are considered for re-nomination to the Board.

Qualified directors should generally meet the following expectations:

- a. A director should have the education, business experience and current insight necessary to understand the Corporation’s business and be able to evaluate and oversee direction, performance and guidance for the success of the enterprise.
- b. A director should be cognizant that, so long as the Corporation is solvent, his/her primary responsibility is to represent the interests of the Corporation’s shareholders, while also being attuned to the needs of the Corporation’s employees, the communities in which it operates, and others who have a stake in the Corporation.

- c. A director should have the interest and the time available to fulfill his or her responsibilities as a director over a period of years.
- d. A director should commit to attending substantially all scheduled Board and committee meetings and the Annual Meeting of Shareholders and should come to said meetings adequately prepared (including through review of materials distributed in advance of the meeting) and ready to participate fully.
- e. A director should have independence and strength of conviction while at the same time leaving behind personal prejudice so as to be open to other points of view from fellow directors.
- f. A director should have the willingness and ability to objectively and constructively appraise the performance of executive management and, when necessary, recommend appropriate changes.
- g. Except in unusual circumstances and then only with the formal approval of the disinterested directors, a director should not be involved in any activity or interest that might appear to conflict with his/her fiduciary responsibility to the Corporation.
- h. A director should generally meet all other criteria established by the Board from time to time. These may include functional skills, corporate leadership, diversity, international experience or other attributes which will contribute to the development and expansion of the Board's knowledge and capabilities.

## **5. Mix of Inside and Independent Directors**

The Board should be comprised primarily of directors who qualify as "independent directors" under the listing standards of the New York Stock Exchange and other applicable regulations. With rare exceptions, none of the Board's members should be active members of management with the exception of the Chief Executive Officer and, during a transition period in anticipation of management succession, his or her potential successor. In addition, the Audit Committee, the Compensation Committee, and the Corporate Governance Committee should be comprised solely of independent directors.

## **6. Board Compensation**

The Corporate Governance Committee shall conduct an annual review of the status of Board compensation in relation to other comparable companies and make recommendations to the Board with respect to the appropriate form and amount of director compensation. As part of a director's total compensation and consistent with the Board's Equity Ownership guidelines set forth in paragraph 22, the Board believes that a meaningful portion of a director's compensation should be provided and held in common stock of the Corporation.

Changes in Board compensation, if any, should come at the suggestion of the Corporate Governance Committee, but with full discussion and concurrence of the Board.

## **7. Director Orientation and Continuing Education**

The Board and the Corporation have developed an orientation process for new directors that includes background material, meetings with appropriate members of senior management and outside advisors and visits to Corporation facilities. Invitations will be extended to the continuing directors to participate in any aspect of the orientation process, but such participation will be voluntary on the part of any continuing director.

As appropriate, senior management will prepare additional education programs for directors on matters relevant to the Corporation and its business. Directors are also encouraged to pursue continuing education programs that are designed to address issues relevant to being a director. Subject to prior approval by the Governance Committee Chair, reasonable expenses for such continuing education programs will be reimbursed. The maximum amount of annual reimbursements shall be determined by the Corporate Governance Committee as and when it deems appropriate, from time-to-time.

## **8. Term Limits**

In order to avoid losing the contribution of directors who have been able to develop, through years of service on the Board, greater insight into the Corporation and its operations and who continue to make significant contribution to the Board as a whole, the Board has not established arbitrary term limits. As an alternative to term limits, the Board believes that it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and selection process described in these Corporate Governance Guidelines.

## **9. Definition of What Constitutes Independence for Directors**

The Board, in consultation with the Corporate Governance Committee, should review annually the relationships that each director has with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation). Following such review, only those directors who the Board affirmatively determines have no material relationship with the Corporation will be considered independent directors, subject to the applicable rules of the New York Stock Exchange and other applicable regulations. The Board, with the recommendation of the Corporate Governance Committee, has adopted the independence tests set forth in the New York Stock Exchange listing standards as the standard for determining director independence

The Corporate Governance Committee should periodically review the compensation arrangements and other business relationships between directors and the Corporation, including the Corporation's charitable and political (if any) contributions, in order to monitor the continued independence of directors deemed to be independent.

## **10. Board Access to Senior Management**

Board members will have complete access to the Corporation's management.

Board members will use judgment to be sure that such contact is not distracting to the business or operations of the Corporation.

The Board encourages the Chairman or Chief Executive Officer periodically to invite managers to make presentations to the Board or to participate in Board meetings so that the Board can (i) receive appropriate additional insight directly from the manager involved in, knowledgeable about, or responsible for the matter under consideration and (ii) be exposed to managers that the Corporation believes have future potential at more senior levels.

#### **11. Outside Advice**

The Board, or a committee of the Board, should be able to communicate directly with the Corporation's principal external and internal advisors (including its auditors, legal counsel, and, when such relationships exist, investment banking and executive compensation advisors).

Further, there may be occasions when the Board or a committee deems it necessary or appropriate to retain an outside advisor to assist the Board or such committee in connection with a particular matter, and the Corporation shall pay any fees and expenses of such advisor.

#### **12. Executive Sessions of Independent Directors**

The independent directors will meet in executive session without management present from time to time each year. It is the practice of the independent directors to hold such meetings at the end of each regularly scheduled Board meeting. At least one such session will be dedicated to the evaluation of the performance of the Chief Executive Officer and to the consideration of succession planning.

#### **13. Board Interaction with Institutional Investors, the Press, Customers, and Suppliers**

The Board believes that management speaks for the Corporation. Individual directors are not authorized to be a spokesperson for the Corporation and, particularly when market-sensitive information is involved, should avoid responding to inquiries. A director normally should refer investors, market professionals, and the media to the Chief Executive Officer or other individual designated by the Corporation.

#### **14. Committees of the Board**

The current committees of the Board are: Audit Committee, Compensation Committee, and Corporate Governance Committee. The Board shall always maintain an Audit Committee, a Compensation Committee and a Corporate Governance Committee, each of which shall satisfy the independence requirements of the New York Stock Exchange and other applicable requirements. Each committee shall have its own charter, which will set forth the purposes, goals and responsibilities of the committees and the qualifications for committee membership, procedures and for committee member appointment and removal, committee structure and committee reporting to the Board. Current versions of committee charters are available on the Corporation's website. The Board may, from time to time, form a new committee or, subject to the above and the Corporation's by-laws, disband a current committee, depending upon the circumstances.

## **15. Corporate Governance Committee Recommendations**

The Board believes it appropriate to look to the Corporate Governance Committee for recommendations with respect to the matters set out in paragraphs 16, 17, 18, 20 and 27 below.

## **16. Assignment and Rotation of Committee Members**

The Board, based upon the recommendation of the Corporate Governance Committee, after consultation with the Chairman and the Chief Executive Officer (and the Lead Director, if any is then serving) and taking into account the desires of individual Board members, shall determine committee membership. As a general guideline, committee assignments will be rotated periodically. The Board does not have a policy of a mandated rotation since there may be reasons at a given point in time to maintain an individual director's committee membership(s) for a longer period of time.

## **17. Selection and Rotation of Committee Chairs**

The Board, based upon the recommendation of the Corporate Governance Committee, after consultation with the Chairman and the Chief Executive Officer and taking into account the desires of individual Board members, shall be responsible for the annual selection of committee members and chairmen. Also, where practicable, an individual should have prior experience on a committee before being named chairman of that committee, and should stay on the committee for at least one year after serving as chairman to help in transition.

## **18. Selection of New Director Candidates**

The Corporate Governance Committee is primarily responsible for identifying the need to add one or more directors and for defining the characteristics and qualifications of individuals to be candidates for inclusion on the Board. In connection with this effort, the Corporate Governance Committee should evaluate the profile of the Board and discuss it with the Chairman, the Chief Executive Officer and the rest of the Board, forming a consensus on the number of additional directors to be added at the time and the ideal set of job skills.

The Corporate Governance Committee shall determine how the search will be conducted, including whether to employ the services of a search firm. Once the process for conducting the search is determined, the Corporate Governance Committee, with input from the entire Board, should make a list of final candidates. The Chairman and the Chief Executive Officer should have input into the process as well.

Once a list of final candidates has been established, the members of the Corporate Governance Committee, the Chairman, and the Chief Executive Officer should meet with each candidate to evaluate his/her suitability. The Corporate Governance Committee will recommend a candidate to the Board, and the Board will make the final determination with respect to the selection of a candidate for inclusion on the Board.

The Corporate Governance Committee is also responsible for reviewing candidates submitted by shareholders for consideration. Such candidates are evaluated by the Corporate Governance Committee in the same manner as other possible candidates.

## **19. Former Chief Executive Officer's Board Membership**

When the Chief Executive Officer resigns from that position, he/she should offer his/her resignation from the Board at the same time. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chief Executive Officer and the Board (taking into account the recommendation of the Corporate Governance Committee).

## **20. Directors Who Change Their Job Responsibility**

In the event of a material change in a director's qualifications or status, such as a change in employment, he or she should notify the Board and offer his or her resignation.

Such a director should not necessarily leave the Board. There should, however, be an opportunity for the Board (based upon the recommendation of the Corporate Governance Committee) to review the continued appropriateness of Board membership under the circumstances.

## **21. Individual Director Performance Review Process**

In order to ensure the quality of the Corporation's Board of Directors, the Board employs a process whereby each director's individual performance is evaluated by his or her fellow directors, with such evaluation forming part of the basis for the Corporate Governance Committee's decision as to whether or not to recommend a director to the Board for nomination for re-election by the shareholders.

## **22. Equity Ownership**

The Board recognizes that stock ownership by directors may strengthen their commitment to the long-term future of the Corporation and further align their interests with those of the shareholders generally. Directors are expected over time to own beneficially shares of the Corporation's common stock having a value of at least three times their annual retainer (including shares owned outright, vested shares of restricted stock or restricted stock units and common stock units in a deferred compensation account).

## **23. Chairman of the Board**

The Chief Executive Officer may or may not be the Chairman, and the Chairman may be an employee or may be selected from the non-employee directors. The particular circumstances at the time should govern these decisions.

## **24. Lead Director**

Whenever the role of Chairman of the Board is filled by the Corporation's Chief Executive Officer, the Board should select a Lead Director from among its independent members. The Board may also find it desirable to have a Lead Director in place while there is an Executive Chairman. The Lead Director should preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors. The Lead Director

should serve as a liaison between the Chairman and the independent directors, and approve Board agendas, materials sent to the Board and meeting schedules (in order to ensure adequate time for the Board's discussions and deliberations.) The Lead Director will have the authority to call meetings of the independent directors.

## **25. Formal Evaluation of the Chief Executive Officer**

The independent directors should meet at least annually in executive session to evaluate the performance of the Chief Executive Officer. The Compensation Committee will be primarily responsible for collecting information in connection with the performance of the Chief Executive Officer and presenting such information to all of the independent directors for discussion.

## **26. Succession Planning**

The independent directors should meet at least annually in executive session facilitated by the chairman of the Corporate Governance Committee to evaluate succession planning for the Chief Executive Officer of the Corporation.

The Chief Executive Officer will periodically report to the independent directors on succession planning. There should also be available, on a continuing basis, the Chief Executive Officer's recommendations as to his/her successor should he/she be unexpectedly unavailable.

## **27. The Chief Executive Officer and Outside Boards**

The first obligation of the Chief Executive Officer is to the Corporation, but it is recognized that service by the Chief Executive Officer on outside boards may be beneficial.

The Chief Executive Officer will advise the Board, in advance, of his/her desire to accept a position on another board. The Corporate Governance Committee will be primarily responsible for determining whether such board service is appropriate under the circumstances. The number of outside boards upon which the Chief Executive Officer may serve will be determined on a situational basis.

## **28. Directors Serving on Other Boards**

Directors should advise the Board when they intend to accept a position on another corporate board. In general, the Corporation believes that there may be a benefit to the Corporation as a result of directors broadening their experience by serving on other boards provided that such service does not detract from the director's ability to fulfill his or her ability to meet the expectations set forth in paragraph 4. Service on other boards is one of the factors considered by the Corporate Governance Committee in evaluating candidates for nomination for election or re-election to the Board.



## **29. Evaluating Board Processes and Performance**

The Board should meet at least annually to assess the Board's processes and performance. During this assessment, the directors will evaluate the Board's contribution and review areas in which the Board and/or management believes a better contribution could be made. If desired by any director, the independent directors will meet in executive session to discuss Board processes and performance without the Chief Executive Officer or any other management directors in attendance.

### **Disclosure**

These Corporate Governance Guidelines will be made available on the Corporation's website. The Corporation will include a statement in its proxy statement relating to its Annual Meeting of Shareholders indicating that a copy of these Corporate Governance Guidelines are available on its website and in print to any shareholder who requests a copy and specifying how such request be made.