

Avnet, Inc.
Technology and Risk Committee Charter
effective January 1, 2025

I. Purpose

The purpose of the Technology and Risk Committee (the “Committee”) is to oversee the Company’s enterprise risk management and resiliency processes, including policies established to manage significant risks relating to its operations, compliance, and technology. To maintain efficiency, the Committee will coordinate with other Board committees that have primary oversight for other types of risks. While the Committee has the authority and oversight set forth in this Charter, management is responsible for designing, implementing, and maintaining an effective risk management framework.

II. Organization

A. Composition and Qualifications

The Committee shall be appointed by the Board of Directors from time to time. The Committee shall consist of three or more independent directors and the Audit Committee Chair shall be one of the Committee’s members. The Board of Directors shall appoint one Committee member to serve as Chair.

B. Meetings / Minutes / Reports

1. The Committee shall meet quarterly, or more frequently if circumstances dictate.
2. The Chair (or the Chair’s designee) shall preside at all Committee meetings. The Chair shall be responsible for Committee leadership, including scheduling meetings, preparing agendas, and making regular reports to the Board of Directors.
3. A majority of the Committee members shall constitute a quorum. The Committee shall act through a quorum majority vote or unanimous written consent. Any Committee member may participate in a meeting remotely by any means that allows the member to interact effectively.
4. Minutes of each Committee meeting shall be prepared and sent to all Committee members.
5. The Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board of Directors.

III. Authority

A. The Committee may seek information from Company employees or external parties, and conduct or originate investigations, regarding matters within its scope of responsibility.

B. The Committee may obtain advice and assistance from internal and outside legal, accounting, or other advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the advisors employed by the Committee and any other administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. Responsibilities

The Committee shall oversee the Company's policies and processes related to enterprise risk management and resiliency. As part of this oversight responsibility, it shall oversee significant risk exposures, and confer with management about steps taken to monitor and control such exposures, including risks relating to:

- The Company's operations and business continuity.
- The Company's trade compliance program.
- The Company's ethics program.
 - The Company's General Counsel shall notify the Committee Chair of any allegations tracked in the Company's Alertline tool that implicate any Company Section 16 officer, and the Chair shall oversee the investigation of any such allegations.
- The Company's information security matters, including risks associated with the Company's operating technology, information technology, information security policies, use of artificial intelligence, and cyber incidents, and the implementation and effectiveness of the Company's cybersecurity initiatives.

V. Other Responsibilities

The Committee shall perform other activities related to this Charter as requested by the Board.