

AVNET, INC.
FINANCE COMMITTEE CHARTER

Adopted May 20, 2020

I. Purpose

The purpose of the Finance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the Company's financial affairs, including the Company's financing and capital structure, and to perform other duties as the Board of Directors may delegate from time to time.

II. Organization

A. Composition and Qualifications

The Finance Committee shall consist of three or more directors, each of whom shall meet the independence requirements of the NASDAQ Stock Market ("NASDAQ"). The Board of Directors, from time-to-time in its discretion, shall appoint and rotate Finance Committee members. The Board of Directors shall appoint one member of the Committee as the Committee Chair.

B. Meetings / Minutes / Reports

1. The Finance Committee shall meet as often as the Finance Committee determines necessary or appropriate. The Finance Committee shall report regularly to the Board of Directors summarizing the Committee's actions and make recommendations to the Board as appropriate.
2. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Finance Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.
3. A majority of the members of the Finance Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present or the unanimous written consent of all members thereof shall be the act of the Committee. Any Committee member may participate in a meeting by telephone or similar communications equipment that allows the members to effectively interact.
4. The Finance Committee shall have complete access to management. The Finance Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.
5. Minutes of each Finance Committee meeting shall be prepared and sent to all Finance Committee members.

6. The Finance Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Finance Committee Charter on an annual basis and recommend any proposed changes to the Board of Directors.

C. Authority

The Finance Committee shall have the authority to retain and approve the fees and retention terms of external legal, accounting, compensation or other advisors as it deems appropriate, subject to the approval of the Board Chair. The Company shall provide for appropriate funding, as determined by the Finance Committee, for payment of reasonable compensation to any advisors employed by the Committee and for administrative expenses of the Committee.

III. Responsibilities and Duties

A. The Finance Committee will be responsible for reviewing and providing guidance to the full Board and management about the following financial matters and other matters as may be referred to it by the Board:

1. **Capital Allocation:** The allocation of capital to share buybacks, dividends, debt repayments, capital expenditures, acquisitions or other strategic business purposes.
2. **Capital Structure:** The short- and long-term financing plans, including the type and duration of credit facilities, cash flow projections, and liquidity.
3. **Mergers and Acquisitions:** Mergers and acquisitions, including (i) pre-approval of such matters pending full Board approval, for amounts that exceed management's discretion, and (ii) review of acquisition performance post-closing.
4. **Financial Risk:** Significant financial risks and contingent liabilities pertaining to financial markets and the Company's financial strategies, including foreign exchange and interest rate exposures, and the policies and strategies for management of such risks, including the use of hedges, derivative instruments and insurance coverage.
5. **Capital Markets:** The Company's proposed sale of securities into capital markets.
6. **Share Buybacks:** Recommendation to the Board regarding size of the Company's buyback program, and guidance to the Company regarding buyback parameters.
7. **Delegation of Authority:** The delegations of authority by the Board to management regarding the above-mentioned matters.

B. The Finance Committee may approve the following transactions:

1. Secured borrowings, loans and credit facilities that cannot be made by management pursuant to existing delegations of authority by the Board, but only up to such specified amounts or upon such conditions as the Board may establish from time-to-time.

2. Real estate transactions (i.e., leases, sales, purchases, and similar transactions) for amounts that exceed management's delegated authority.

3. Corporate guarantees and similar instruments for amounts that exceed management's discretion.

C. The Finance Committee may recommend to the Board for approval financial actions or transactions that cannot be made by management or the Committee pursuant to existing delegations of authority by the Board.