

Company Number 3985622

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MEMEC GROUP LIMITED
(the "Company")**

Circulation date: 4 January 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "**Resolution**") should be passed as a special resolution

SPECIAL RESOLUTION

THAT the regulations set out in the document attached hereto be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all existing articles

AGREEMENT

The undersigned, being a member of the Company entitled at the time the Resolution was circulated to vote on the Resolution HEREBY IRREVOCABLY AGREE to the Resolution being passed as a special resolution

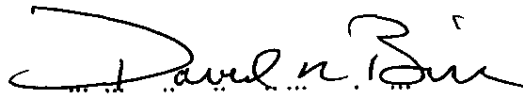
Signed by David R. Birk

For and on behalf of

AVNET HOLDINGS UK LIMITED

(Sole Member)

Date 4 January 2011



NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by **hand** or by **post** to Heidi Stas at Avnet Europe Comm V A , Kouterveldstraat 20, 1831 Diegem, Belgium or by **email** to Heidi Stas at Heidi Stas@Avnet eu

You may not return signed copies of the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the circulation date noted above, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of
MEMEC GROUP LIMITED

Company number
3985622

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MEMEC GROUP LIMITED

(adopted on ●)

PRELIMINARY

1. The Model Articles for Private Companies Limited by Shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No.3229) (the **Model Articles**) shall apply to the company except in so far as they are excluded or varied hereby
2. Model Articles 11, 13, 14, 19, 22 and 26(5) do not apply to the Company

INTERPRETATION AND LIMITATION OF LIABILITY

3. Defined terms

- (1) In the articles, unless the context requires otherwise

alternate or alternate director has the meaning given in article 16 and article 17 respectively,

articles means the company's articles of association, as from time to time amended,

Companies Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

company means Memec Group Limited (registered number 3985622);

eligible director means a director who is entitled to vote on the relevant matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the relevant matter, and

office means the registered office for the time being of the company

- (2) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (3) Headings to the articles are inserted for convenience only and shall not affect construction
- (4) Model Article 1 shall be amended accordingly

UNRESTRICTED OBJECTS

4. Nothing in these articles shall constitute a restriction on the objects of the company to do (or omit to do) any act and, in accordance with section 31(1) of the Companies Act, the company's objects are unrestricted.

DIRECTORS

5. Directors' duties

- (1) The purpose of the company

- (a) may, if and to the extent that the directors consider it appropriate, and
- (b) shall, if directed by the holders of the majority of the shares by notice in writing to the company,

include promoting the success of the group as a whole or of any one or more members of the group (and in this context **group** means the company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

- (2) In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the company from providing information regarding the company to a holding company of the company but a director who is also a director of any holding company of the company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

6. Unanimous decisions

Model Article 8 shall be amended by the deletion of paragraph (3) and the re-numbering of existing paragraph (4) as new paragraph (3)

7. Participation in directors' meetings

Model Article 10(3) shall be amended by inserting after the first sentence, the sentence "In the absence of such a decision, the meeting is deemed to take place at the location from where the chairman participates"

8. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) Subject to Section 175(6) of the Companies Act, the quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be
- (i) one if only one director shall be in office, and he alone (or any alternate director appointed by him) shall constitute the quorum, and
 - (ii) two if there shall be more than one director in office

- (3) For the purpose of any directors' meeting (or part of a meeting) held to authorise a director's conflict of interest in accordance with article 11(1), if only one eligible director is in office, the quorum is one eligible director

9. Chairing of directors' meetings

Model Article 12(4) shall apply with the word "may" substituted for the word "must"

DIRECTORS' INTERESTS

10. Transactions or other arrangements with the company

- (1) Subject to the Companies Act, a director may be a party to or otherwise be interested in any proposed or existing transaction, arrangement or proposal with the company or in which the company is otherwise interested and shall not be liable to account to the company for any profit, remuneration or other benefit realised by any office or employment or from any transaction, arrangement or proposal or from any interest in any body corporate, and no such transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his duty under section 176 of the Companies Act
- (2) Subject to the Companies Act and provided that he has declared the nature and extent of his interest in accordance with the requirements of Section 177 and/or Section 182 of the Companies Act, a director who has an interest in any transaction, arrangement or proposal with the company or in which the company is interested may count in the quorum and vote at a meeting of the directors at which such transaction, arrangement or proposal is considered or discussed

11. Directors' conflicts of interest

- (1) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law
- (i) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties),
- (ii) a director to accept or continue in any office, employment or position in addition to his office as a director of the company and without prejudice to the generality of article (1)(i) may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;

provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

- (2) Where a matter, or office, employment or position has been authorised by the directors in accordance with this article 11 (and subject to any limits or conditions imposed on such authority) and a conflict of interest arises or may arise, the director shall

- (i) not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the company if to make such a disclosure would result in a breach of duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position,
- (ii) be entitled to absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed, and
- (iii) be entitled to make such arrangements as such director thinks fit not to receive documents or information (including, without limitation, board and committee papers relating to the matter giving rise to the conflict of interest or possible conflict of interest) and/or for such documents or information to be received and read by a professional adviser on behalf of that director

and in so doing such director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 inclusive of the Companies Act

- (3) A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 11 (subject in any such case to any limits or conditions to which approval was subject)

12. Appointment and termination of appointments of directors by majority shareholders

The holders of the majority of the shares may appoint any person as a director and may remove any director. Any appointment or removal shall be made by notice in writing to the company signed by the holders or on their behalf and shall take effect when it is lodged at the office or produced at any directors' meeting. This article 12 shall prevail over the provisions of Model Articles 17 and 18

13. Directors' services and remuneration

- (1) Directors may undertake any services for the company that the directors decide and the company may enter into a contract of service with any director on such terms as the directors think fit
- (2) Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the company.
- (3) Directors are entitled to such remuneration as the directors determine
 - (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company

- (4) Subject to the articles, a director's remuneration may take any form

- (5) Unless the directors decide otherwise, directors' remuneration accrues from day to day

14. Directors' expenses

Model Article 20 shall be amended by inserting in the first line the words ", alternate directors and the company secretary (if any)" after the word "directors"

15. Directors' pensions and other benefits

The directors may exercise all the powers of the company to

- (a) pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the company or in the employment or service of the company or of any body corporate which is or was associated with the company or of the predecessors in business of the company or any such associated body corporate, or the relatives or dependants of any such person. For that purpose, the directors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums,
- (b) establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of the company or of any associated body corporate, and to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted, and
- (c) support and subscribe to any institution or association which may be for the benefit of the company or associated body corporate or any directors or employees of the company or associated body corporate or their relatives or dependants or connected with any town or place where the company or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever.

ALTERNATE DIRECTORS

16. Appointment and removal of alternates

- (1) Any director (the **appointor**) may appoint as an **alternate** any other director, or any other person to
 - (a) exercise that director's powers; and
 - (b) carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors
- (3) The notice must:
 - (a) identify the proposed alternate; and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

17. Rights and responsibilities of alternate directors

- (1) Subject to the articles, an alternate may act as an **alternate director** to more than one director and has the same rights, in relation to any decision of the directors as the alternate's appointor

(2) Except as the articles specify otherwise, alternate directors

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors,

and, in particular, each alternate director shall be entitled to receive notice of all directors' meetings and of all committee meetings of directors of which his appointor is a member

(3) Subject to the articles, a person who is an alternate director but not a director

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating), and
- (b) may otherwise participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision and is not participating)

No alternate may be counted as more than one director for such purposes

(4) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

18. Alternates voting at directors' meetings

Subject to the articles, a director who is also an alternate director has an additional vote at a directors' meeting on behalf of each appointor who is

- (a) not participating in the directors' meeting, and
- (b) would have been an eligible director if he were participating in it.

No alternate may be counted as more than one director for the purpose of determining whether a quorum is present

19. Termination of alternate directorship

An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor,
- (d) when the alternate's appointor's appointment as a director terminates, or

(e) where the directors otherwise decide

20. Directors' power to change company name

The directors may change the name of the company

SHARES AND DISTRIBUTIONS – SHARES

21. Powers to allot shares

- (1) In accordance with section 550 of the Companies Act, the directors may exercise any power of the company to allot shares or to grant rights to subscribe for or convert any security into shares with such rights and restrictions as they may determine
- (2) Subject to the articles, but without prejudice to paragraph (1) or to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution
- (3) Sections 561 and 562 of the Companies Act are excluded
- (4) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.
- (5) In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the articles

22. Share certificates

Model Article 24(5) shall be amended to read:

"Share certificates shall be executed in accordance with the Companies Acts and no seal shall be required"

23. Share transfers

Model Article 26 shall be amended by the deletion of the existing paragraph (5) and the insertion in its place of the following new paragraph (5)

- "(5) The directors may refuse to register the transfer of a share unless.
- (a) it is lodged at the office or at such place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer,
 - (b) it is in respect of one class of shares only, and
 - (c) it is in favour of not more than four transferees "

24. Transmittees bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmittee (or a transferee nominated by such transmittee pursuant to Model Article 28) is entitled to those shares, the transmittee (or transferee) is bound by the notice if it was given to the shareholder before the transmittee's (or transferee's) name has been entered in the register of members. Model Article 29 shall be amended accordingly.

DECISION-MAKING BY SHAREHOLDERS – ORGANISATION OF GENERAL MEETINGS

25. Notice of general meeting

A shareholder present either in person or by proxy, at any general meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.

26. Chairing general meetings

Model Article 39(2) shall be amended by the insertion of the following words "(including a proxy or a corporate representative)" after the word "shareholder".

27. Content of proxy notices

Model Article 45(1)(d) shall be amended by the insertion of the words "(or adjourned meeting)" after the word "meeting".

ADMINISTRATIVE ARRANGEMENTS

28. When a communication is deemed received

- (1) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post.
- (2) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left.
- (3) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the company.
- (4) If the company receives a delivery failure notification following a communication by electronic means in accordance with paragraph (3), the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the shareholder either personally or by post addressed to the shareholder at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with paragraph (3).

- (5) Where a document or information is sent or supplied by means of a website, it shall be deemed to have been received
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient was deemed to have received notice of the fact that the material was available on the website
- (6) Every person who becomes entitled to a share shall be bound by every notice in respect of that share which before his name is entered in the register of members was given to the person from whom he derives his title to the share

29. Notices in writing given to the company by majority shareholders

Any notice in writing given to the company by the holders of a majority of the shares shall take effect when it is lodged at the office or produced to any directors' meeting

30. Company seals

Model Article 49 shall be amended to read.

"The Company shall not have a common seal or official seal "

WINDING UP

31. Winding up

If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Companies Act, divide among the shareholders *in specie* the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he with like sanction determines, but no shareholder shall be compelled to accept any assets upon which there is liability

DIRECTORS' INDEMNITY

32. Indemnity

- (1) Subject to paragraph (5), a relevant director of the company or of an associated company may be indemnified out of the company's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act),
 - (c) any other liability incurred by that director as an officer of the company or an associated company

- (2) The company may fund the expenditure of a relevant director of the company or of any associated company for the purposes permitted under the Companies Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Companies Act
- (3) No relevant director of the company or of any associated company shall be accountable to the company or the shareholders for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- (4) The powers given by this article shall not limit any general powers of the company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- (5) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.
- (6) In this article
 - (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a **relevant director** means any director or former director of the company or of an associated company
- (7) Model Article 52 shall be amended accordingly