

ARROW ELECTRONICS, INC.
COMPENSATION COMMITTEE CHARTER

February 21, 2024

Purpose

The purposes of the Compensation Committee (the “Committee”), a committee of the Board of Directors (the “Board”) of Arrow Electronics, Inc. (the “Corporation”), are to (a) represent and assist the Board by overseeing and making decisions or recommendations to the Board relating to compensation and benefits of the Corporation’s senior executives and the Corporation’s human capital management function; (b) review and approve corporate goals and objectives relevant to the compensation of the Corporation’s Chief Executive Officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and, approve the CEO’s compensation level based on this evaluation, subject to ratification by the Board; and (c) prepare the disclosure required by Item 407I(5) of Regulation S-K.

Membership

The Committee shall consist of three or more directors as may be fixed from time to time by the Board, each of whom, in the judgment of the Board, shall (a) be independent in accordance with the New York Stock Exchange (“NYSE”) listing standards, the rules and regulations promulgated by the Securities and Exchange Commission (“SEC”), and other applicable regulations, (b) qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Board shall appoint the Committee members and the Committee’s Chair. There is no limit as to the length of the term of any Committee member. The Board may remove a Committee member from the Committee at any time with or without cause, and the Board may fill any vacancy created on the Committee.

Duties & Responsibilities

The Committee shall have the following duties and responsibilities:

1. Meetings

a. To meet at least three times each year and at such other times as it deems necessary to fulfill its responsibilities.

b. To invite executives, management representatives, third-party service providers, and others, as needed and requested by the Committee, to attend the general non-executive session portions of each meeting. However, it is the Committee’s intent to meet separately, in executive session on a periodic basis. No executive will participate in discussions of their own individual compensation.

c. To permit meeting attendance by telephone, videoconference, or other means that allow the Committee members to effectively interact with one another and fully discuss proposed actions, as permitted by the Board.

d. To enable a majority of the Committee members to constitute 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. CEO Compensation & Evaluation

To annually review and approve: (a) the corporate goals and objectives relevant to the CEO's compensation and the CEO's performance in light of those goals and objectives for further discussion with the Board's independent directors; and (b) the base salary, variable compensation (in the form of cash bonuses and equity awards), and retirement benefits of the CEO considering, among other things: the CEO's performance, the scope of the CEO's duties; the CEO's role in setting and achieving the strategic goals of the Corporation; and competitive compensation market data for both the Corporation's peer group or groups, with approval of such compensation arrangements subject to ratification by the Board's independent directors.

3. General Executive Compensation

a. To annually review, determine, and approve the Corporation's compensation arrangements for those employees who are members of the Corporation's executive committee, which includes, among other employees, the Corporation's executive officers (excluding the CEO, who shall follow the process set forth in paragraph 2 hereof) (the "Executive Committee"), including programs, plans, awards, and benefits philosophy, taking into account recommendations of the CEO related thereto.

b. To review and approve new-hire compensation packages for the members of the Executive Committee (including persons newly hired or promoted to the position of CEO).

c. To administer the Corporation's executive compensation recovery policies, to the extent provided under each such policy; and periodically review and assess the Corporation's competitive position adequacy of such policies and recommend any proposed changes to the Board for approval.

4. Annual Assessment

To annually assess the Corporation's compensation programs and practices as compared to the Corporation's peer group and other comparable public companies, using market data for each component of executive compensation (including base salary, annual cash incentives, long-term incentives, and retirement programs).

5. Incentive Plans

a. To annually review and make recommendations to the Board concerning the general design of the Corporation's incentive compensation plans.

b. To administer the Corporation's annual cash and long-term incentive plans.

c. To approve all equity awards under the Corporation's long-term incentive plans, subject to the delegation in paragraph 7 hereof.

6. The Management Pension and Investment Oversight Committee and the Health and Welfare Benefits Committee

To (a) keep informed of the actions taken by, and otherwise oversee, the Corporation's Management Pension and Investment Oversight Committee and the Corporation's Health & Welfare Benefits Committee, (b) appoint and replace the members of such committees, and (c) act on matters referred to the Committee by such committees.

7. Delegation of Authority

To delegate authority from time to time to a subcommittee of one or more members of the Committee or to the CEO if and when the Committee deems it appropriate and in accordance with applicable rules and regulations.

8. Compensation Discussion & Analysis

To review and discuss with management the Corporation's Compensation Discussion and Analysis and make a recommendation to the Board as to its inclusion in the Corporation's proxy statement.

9. Annual Committee Report

To prepare an annual Committee Report for inclusion in the Corporation's proxy statement in accordance with applicable rules and regulations.

10. Human Capital Management

To oversee the development, implementation, effectiveness, and review of the Corporation's programs, practices, relevant risks and opportunities, measures, objectives, and performance relating to human capital management matters and related disclosure as they relate to the Corporation's workforce generally, including but not limited to policies and strategies regarding recruiting, selection, talent development and progression, corporate culture, diversity and inclusion, human health and safety, and total rewards, and make recommendations to the Board regarding the integration of human capital matters into the Corporation's business strategy and operation and disclosures. The Committee regularly reviews the Corporation's human capital-related environmental, social, and governance targets, goals, and other disclosures.

11. Committee Resources

a. To retain and/or obtain the advice or assistance, as the Committee may deem appropriate, of compensation consultants, legal counsel and/or other advisors (collectively "Advisors") as the Committee may deem necessary to fulfill the responsibilities of the Committee; provided, however, that nothing in this Charter will be construed to require the Committee to implement or act consistently with the advice or recommendations of any of its Advisors, or to affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties and responsibilities.

b. To have sole authority to retain and terminate any Advisors, including sole authority to oversee the work of each Advisor and approve each Advisor's fees and other retention terms. The Committee will receive the appropriate funding from the Corporation, as determined by the Committee, for payment of compensation to any such Advisors.

c. To, prior to engaging any Advisor, take into consideration all factors relevant to the Advisor's independence from management, to the extent and including the factors required by NYSE listing standards or other applicable rules and regulations; provided, however, that the Committee will not be required to assess the independence of any Advisor whose role is limited to (a) consulting on any broad-based plan that does not discriminate in terms of scope, terms or operation, in favor of officers or directors of the Corporation, and is available generally to all salaried employees of the Corporation, or (b) providing information that is not customized to the Corporation or that is customized based on parameters that the Advisor does not develop, and about which the Advisor does not provide advice. The Committee may select or receive advice from any Advisor it prefers, including Advisors that are not independent, after considering the independence factors required by NYSE listing standards or other applicable rules and regulations.

12. Reporting

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

13. Committee Performance Evaluation

To conduct an annual performance evaluation of the Committee.

14. Committee Charter

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

15. Risk Assessment

To annually conduct a risk assessment of all of the Corporation's compensation plans and programs to determine whether they incentivize employees in a manner that is reasonably likely to have a material adverse effect on the Corporation.

16. Shareholder Advisory Votes

To assess the results of shareholder advisory votes on the Corporation's executive compensation.

17. Other Activities

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