

ARROW ELECTRONICS, INC.
AUDIT COMMITTEE CHARTER

December 13, 2023

Purpose

The purposes of the Audit Committee (the “Committee”), a committee of the Board of Directors (the “Board”) of Arrow Electronics, Inc. (the “Corporation”), are to represent and assist the Board by overseeing and monitoring a) the integrity of the Corporation’s financial statements and related disclosures; b) compliance with legal and regulatory requirements; c) the independent auditor’s qualifications and independence; d) the performance of the Corporation’s internal audit function and its independent auditor; and e) the Corporation’s systems of disclosure controls and procedures and internal control over financial reporting, and to prepare the disclosure required by Item 407(d)(3)(i) of Securities and Exchange Commission (the “SEC”) 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 be independent in accordance with New York Stock Exchange (“NYSE”) listing standards, the rules and regulations promulgated by the SEC and other applicable regulations. Each member shall, in the judgment of the Board, be financially literate, and as a result, have the ability to read and understand the Corporation’s basic financial statements. At least one member of the Committee shall, in the judgment of the Board, be an audit committee financial expert in accordance with the rules and regulations of the SEC, and at least one member (who may also serve as the audit committee financial expert) shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with NYSE listing standards. Committee members and the Committee’s Chair shall be appointed by the Board. The Board may remove a Committee member from the Committee at any time with or without cause and may fill any vacancy created on the Committee.

Members shall not serve on more than three public company audit committees (including the Corporation’s) simultaneously unless the Board determines that such simultaneous service would not impair the member’s ability to serve effectively on the Committee.

The Committee may delegate authority from time to time to a subcommittee of one or more members, when appropriate and in accordance with applicable rules and regulations.

While the Committee has the responsibilities and duties set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles (“GAAP”) and applicable rules and regulations.

Duties & Responsibilities

The Committee shall have the following duties and responsibilities:

1. Meetings

a. Meet at least five times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically meet separately with management, including the chief compliance officer, the senior internal audit executive, and the independent auditor. The Committee shall also periodically meet separately in executive session.

b. Permit meeting attendance by telephone, videoconference, or other means which allows the members to effectively interact with one another and fully discuss proposed actions, as permitted by the Board.

c. Subject to the provisions of the Corporation's Worldwide Code of Business Conduct and Ethics and Corporate Governance Guidelines relating to conflicts of interest, (i) the Committee may invite any person to, or exclude any person from, its meetings, as the Committee deems appropriate to carry out its responsibilities and (ii) any director of the Board, at his or her option, or at the Committee's request, may attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting.

d. Enable a majority of the Committee members to be a quorum for the transaction of business. Acts of the Committee may be done by either (i) a majority of those Committee members present at a Committee meeting at which a quorum is present or (ii) unanimous written consent of the Committee members.

2. Independent Auditor Selection and Retention

a. Select and retain (and recommend to the Board for ratification by the Corporation's shareholders), and terminate when appropriate, the independent auditor; set the independent auditor's compensation; and pre-approve all audit services to be provided by the independent auditor. The independent auditor shall report directly to the Audit Committee. The Committee shall also be responsible for the resolution of disagreements between management and the independent auditor regarding financial reporting.

b. At least annually, consider the qualifications, performance, and independence of the independent auditor, including a) whether the provision by the independent auditor of permitted non-audit services is compatible with independence, and b) obtain and review a report from the independent auditor describing all relationships between the auditor and the Corporation.

c. Receive written disclosures and the letter from the independent auditor required by applicable NYSE listing standards and Public Company Accounting Oversight Board (the "PCAOB") requirements regarding the independent auditor's communications

with the Committee concerning the independent auditor's independence, and to present the Committee's conclusions with respect thereto to the Board.

d. Ensure that the lead audit partner of the independent auditor is rotated every five years as required by the Securities Exchange Act of 1934, as amended and NYSE listing standards, and to consider whether, in order to ensure continuing auditor independence, there should be regular rotation of the audit firm itself.

e. Set clear hiring policies for employees or former employees of the independent auditor that meet SEC regulations and NYSE listing standards.

3. Oversight of Independent Auditor's Work

a. Regularly review with the independent auditor: a) the scope and results of the independent auditor's audit; b) any problems or difficulties that the independent auditor encountered in the course of the audit work, and management's response; c) any questions, comments or suggestions the auditor may have relating to the internal controls, and accounting practices and procedures, of the Corporation or its subsidiaries; d) a report by the independent auditor describing the independent auditor's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditing firm, or by any inquiry or investigation by government or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and e) other required reports from the independent auditor.

b. Review any opinions from the independent auditor on the Corporation's financial statements containing any critical audit matters as required by the auditing standards of the PCAOB.

c. Pre-approve all permitted non-audit services to be performed by the independent auditor and establish policies and procedures for the engagement of the independent auditor to provide permitted non-audit services. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals of permitted non-audit services hereunder provided that decisions of any member to whom authority is delegated shall be presented to the full Committee at its next scheduled meeting.

4. Internal Audit Function

a. Regularly review the scope (including budget and staffing) and results of the Corporation's internal audit program, including then current and future audits, procedures for implementing accepted recommendations made by the independent auditor, and any significant matters contained in reports from the internal audit department.

b. Review the appointment and replacement of the senior internal audit executive.

5. Enterprise Risk Management

a. At least annually, review and discuss with management, including the Corporation's internal audit department, the Corporation's enterprise risk management function, including the Corporation's policies, processes, and systems of internal control related thereto; and contingent liabilities and risks that may be material to the Corporation, including steps management has taken and/or intends to take to monitor, mitigate, and control such contingent liabilities and risks.

b. Have separate sessions with the senior internal audit executive.

6. Review Controls, Policies, and Procedures

Review with the independent auditor, the Corporation's internal audit department, and management: a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the independent auditor, the internal audit department or management), accounting practices, and disclosure controls and procedures (and management reports thereon), of the Corporation and its subsidiaries; b) current accounting trends and developments, and take such action with respect thereto as may be deemed appropriate; c) critical accounting policies, estimates and practices; d) all alternative treatments of financial information within GAAP related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; e) any disagreements with the Corporation's internal audit department or management and any other matters or audit problems required to be discussed by applicable accounting standards and management's response thereto; and f) other material communications between the independent auditor and management, including, but not limited to, any management letter and the schedule of unadjusted differences.

7. Related Party Transactions

Review and consider for approval all related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 and approved pursuant to Section 314.00 of the NYSE Listed Company Manual and discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.

8. Financial Reporting and Disclosures

a. Review with management and the independent auditor the annual and quarterly financial statements of the Corporation, including: a) the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; b) any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or 10-Q with the SEC; and c) any other matters required to be communicated to the Committee by the independent auditor under the standards of the PCAOB and SEC rules and regulations.

b. Recommend to the Board, based on the review described in the paragraph above, whether the audited financial statements should be included in the annual report on Form 10-K and to approve or disapprove, on behalf of the Board, based on the review described in the paragraph above, the inclusion of the financial statements in the quarterly report on Form 10-Q.

c. Review major issues regarding accounting principles and financial statement presentations, including any significant changes to the Corporation's selection or application of accounting principles not mandated by changes in GAAP.

d. Review earnings press releases, financial information, and earnings guidance provided to analysts and rating agencies.

e. Prepare a report each year for inclusion in the Corporation's proxy statement as provided in Item 407(d)(3)(i) of Regulation S-K.

9. Legal and Regulatory Compliance

a. Review periodically with the Corporation's chief legal officer, chief compliance officer or their delegates, the Corporation's compliance with legal and regulatory requirements and the policies, procedures, and controls for ensuring such compliance. The chief compliance officer will report to the Committee, in private, if necessary, any information suggesting significant non-compliance with applicable laws or regulations.

b. Establish procedures for the confidential and anonymous submission and receipt, retention, and handling of complaints regarding the Corporation's accounting, internal controls or auditing matters, and allegations of financial fraud.

10. Committee Resources

The Committee will have sole authority to retain and terminate (or to obtain the advice of) independent counsel and other advisors as the Committee deems necessary to fulfill the responsibilities of the Committee, including setting the compensation thereof. The Committee will be directly responsible for the appointment, compensation, and oversight of the work of any such advisors and shall have sole authority to approve the fees and the other terms and conditions of the retention of any such advisors, and will receive the appropriate funding, as determined by the Committee, from the Corporation for payment of compensation to any such advisors.

11. Data Privacy and Cybersecurity

Oversee the Corporation's data privacy and cybersecurity programs and protocols, review the effectiveness of the Corporation's programs and protocols, regularly report to the Board the substance of such reviews and recommend such actions as the Committee deems appropriate, and discuss with management any identified improvements in the programs and protocols.

12. Environmental, Social, and Governance (“ESG”) Metrics

Review the Corporation’s disclosures containing ESG metrics and monitor the appropriateness of internal control procedures and methodologies used to prepare or develop ESG metrics. The Committee shall also review any disclosure of ESG related matters in the Company’s financial statements and notes thereto.

13. Board Reporting

a. Report regularly to the Board with respect to the Committee’s actions and make recommendations to the Board, as appropriate, and to maintain minutes or other records of meetings and activities of the Committee.

b. In particular, review with the full Board: a) the status of compliance with laws, regulations, and internal procedures; b) any issues that arise with respect to the quality and integrity of the Corporation’s financial statements; c) the scope and status of systems designed to promote the Corporation’s compliance with laws, regulations and internal procedures, through receiving reports from management, legal counsel, and third parties as determined by the Committee; d) the performance and independence of the independent auditor; and e) the performance of the Corporation’s internal audit function.

14. Performance Evaluation

Conduct an annual performance evaluation of the Committee.

15. Committee Charter

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

16. Other Responsibilities

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