

**Arrow Electronics, Inc.
Corporate Governance Committee Charter**

December 14, 2004

The Corporate Governance Committee, a committee of the Board of Directors of Arrow Electronics, Inc., represents and assists the Board by recommending to the Board qualified individuals to become Board members and developing, implementing and monitoring the Corporation's corporate governance principles and practices. The Committee also oversees the Board evaluation processes and makes recommendations to the Board regarding director compensation.

The Corporate Governance 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 listing standards and other applicable regulations. It is desirable that at least one member of the Committee shall also serve on the Compensation Committee and that one member of the Committee shall also serve on the Audit Committee. Committee members and the Committee's Chairman shall be appointed by the Board. The Board may remove a Committee member from the Committee at any time with or without consent and the Board may fill any vacancy created on the Committee.

The Corporate Governance Committee shall have the following duties and responsibilities:

1. Meetings

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

To invite management, third party service providers and others, as needed and requested by the Committee, to attend the general session portion of each meeting. However, it is the Committee's intent to meet periodically separately in executive session.

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

To enable a majority of the Committee members to be 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. Board Composition

To periodically review the size, composition and independence of the Board.

To identify the need to add one or more directors and define the characteristics and qualifications of individuals to be candidates for inclusion on the Board.

To determine how the search will be conducted, including whether to employ the services of a search firm.

To review candidates submitted by shareholders for consideration and establish the procedures for evaluating those candidates.

3. Assignment and Rotation of Committee Members

To make recommendations to the Board with respect to membership and of the committees of the Board, including periodic rotation of the committee members, after consultation with the Chairman and the Chief Executive Officer and taking into account the desires of individual Board members.

4. Selection and Rotation of Committee Chairs

To make recommendations to the Board with respect to the selection and rotation of committee chairmen after consultation with the Chairman and the Chief Executive Officer and taking into account the desires of individual Board members.

5. Directors Who Change Their Job Responsibility

To review the continued appropriateness of Board membership for an individual director who changes the professional responsibility or position he/she held when elected to the Board.

6. Succession Planning

To facilitate meetings of the non-management directors in executive session to evaluate succession planning for the Chief Executive Officer of the Corporation.

7. Evaluating Board Processes and Performance

To assist the Board in the Board's annual assessment of the Board's processes and performance.

8. Board Member Evaluation

To oversee a process whereby the current Board members are evaluated individually before recommending them to the full Board as nominees for shareholder re-election and to similarly identify and recommend new candidates for nomination to fill existing or expected director vacancies.

9. Director Orientation

To oversee an orientation program for new directors and to consult with them on their learning progress.

10. Consultation with Chairman and Chief Executive Officer

To make recommendations to the Chairman and/or Chief Executive Officer with respect to Board meetings such as: frequency, agenda, location and timing. Further, to consult with the Chairman and/or Chief Executive Officer on the appropriateness of board materials, staff presentations and time allocations.

11. Review of Proposals

To review shareholder proposals and other proposals to amend the Certificate of Incorporation or the by-laws of the Corporation and recommend appropriate action to the Board.

12. Compliance Review

To periodically review issues relevant to the Board's oversight responsibilities, including compliance with the New York Stock Exchange's corporate governance standards.

13. Appointment of Officers

To review the Chief Executive Officer's recommendation as to who should serve as the other officers of the Corporation and, where appropriate, recommend them to the Board for appointment.

14. Committee Charter

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

15. Corporate Governance Guidelines

To review developments related to corporate governance issues, generally advise the entire Board on corporate governance matters, assess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for consideration and approval.

16. Code of Business Conduct and Ethics

To review and assess the adequacy of the Worldwide Code of Business Conduct and Ethics and recommend any proposed changes to the Board for consideration and approval.

17. Directors Compensation

To review and make recommendations to the Board concerning directors' compensation.

18. Committee Resources

To obtain the advice and assistance, as appropriate, of independent counsel and other advisors as necessary to fulfill the responsibilities of the Committee. The Committee shall have the sole authority to retain and terminate any external consulting firms or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms of any such consulting firm or search firm.

19. Reporting

To report periodically to the Board concerning the Committee's actions and make recommendations to the Board as appropriate.

20. Performance Evaluation

To conduct an annual performance evaluation of the Committee.

21. 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.