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**ANIXTER INTERNATIONAL INC.  
EXECUTIVE COMMITTEE CHARTER**

**Committee Purpose**

The purpose of the Executive Committee (“Committee”) is to exercise the powers and authority of the Board of Directors (“Board”) during the intervals between meetings of the Board when the Chairman of the Board determines that convening a special Board meeting is not warranted.

**Composition**

The Committee shall consist of the Chairman of the Board and the chairs of each of the standing committees of the Board. The Chairman of the Board shall be the Chairman of the Committee. The Chairman of the Board need not be an independent director in order to serve on the Committee. In the absence of the Chairman of the Board, the Committee will select one of its members to act as Chair.

**Operation**

A quorum of the Committee will consist of a majority of its members and the approval of all actions at a meeting will be decided by the majority of the Committee members present, provided a quorum is present in person or by conference telephone. The Committee may take action in lieu of a meeting by obtaining the unanimous written consent of all its members. All actions taken by the Committee will be reported at the next regularly scheduled Board meeting and minutes of the Committee meeting or unanimous written consent, as applicable, will be included for reference in the Board materials. The Board retains the authority to amend or revoke action taken by the Committee. The Committee Charter shall be reviewed and reassessed annually by the Nominating & Governance Committee of the Board.

**Authority**

The Committee shall have and may exercise all the powers and authority of the Board in the management and direction of the business and affairs of the Company, except with respect to those matters that cannot be delegated under the Certificate of Incorporation or Bylaws of the Company or under the General Corporation Law of the State of Delaware. Accordingly, the Committee is not empowered to:

- amend the Company’s Certificate of Incorporation (except, to the extent the Committee is authorized by a resolution or resolutions of the Board, to fix the designations, rights and preferences of shares of stock or to fix the number of shares of a series);
- amend or repeal the Bylaws of the Company;
- adopt an agreement of merger or consolidation;
- recommend to the shareholders the sale, lease or exchange of all or substantially all of the corporate property and assets;

- recommend to the shareholders a dissolution of the Company or a revocation of dissolution;
- make any recommendation to the shareholders which requires shareholder approval;
- declare dividends, issue stock or authorize a certificate of ownership and merger (except to the extent expressly provided by a resolution or resolutions of the Board); or
- create or fill vacancies on the Board of Directors or any Committee of the Board.

In addition, the Committee is not empowered to:

- fix the compensation and benefits of the Directors of the Board or any Committee of the Board or the Chairman, President, or Chief Executive Officer of the Company or any member of management; or
- amend or rescind previous resolutions adopted by the Board of Directors.

The Committee has the authority to retain, direct and/or terminate such experts as is necessary in the performance of its duties.