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**Anixter International Inc.  
Nominating & Governance Committee Charter**

**Committee Purpose**

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members, and recommend that the Board select the director nominees for the next annual meeting of shareholders; and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.

**Committee Structure and Operations**

**Qualifications**

The Nominating & Governance Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board, considering the view of the Chairman and the Chief Executive Officer, as appropriate. Members may be removed by the Board at any time in its sole discretion. At all times, all members of the Nominating & Governance Committee must meet the definition of an “independent director” within the meaning of the New York Stock Exchange rules and regulations.

**Committee Meetings**

The Committee customarily conducts two regularly scheduled meetings each year. 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. Regular meetings of the Committee shall be called according to the schedule approved by the Committee for the year. Special meetings of the Committee can be called by the Committee Chairman, a majority of the members of the Committee, the Chairman of the Board, or a majority of the Board.

The Committee may meet with or without the attendance of executives, other management representatives, third-party service providers, and others, as determined by the Committee from time to time.

The Committee Secretary will keep minutes of all Committee meetings, which will be distributed to all Board members. The General Counsel will act as the Committee Secretary.

**Reporting to the Board**

The Committee Chairman shall present periodic reports to the Board concerning the Committee’s actions related to the execution of its duties and responsibilities.

**Committee Authority and Responsibilities**

The Nominating & Governance Committee:

- A. shall set the number of directors to serve on the Board;
- B. shall develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines;

- C. shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms;
- D. shall oversee the development and implementation of an orientation and training program to assist new directors in acclimating to the Company;
- E. shall recommend to the Board the assignment of directors to the various Board committees;
- F. shall establish the minimum period for any equity award to fully vest, and minimum Company stock ownership guidelines for the Company's directors and Chief Executive Officer;
- G. shall annually review its own performance;
- H. shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year;
- I. shall oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate;
- J. shall review periodically with the Chairman and the Chief Executive Officer the succession plans relating to positions held by senior management, as well as policies regarding succession in the event of an emergency or the retirement of the CEO;
- K. shall consider any requests by senior management for waivers from the Company's Business Ethics and Conduct Policy and submit its recommendation to the Board. The Company shall make disclosure of any waivers to both the New York Stock Exchange and the Securities and Exchange Commission;
- L. shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board;
- M. shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- N. shall have authority to obtain advice and assistance from internal or independent external legal, accounting or other advisors of the Committee's choice;
- O. may form and delegate authority to subcommittees when appropriate;
- P. shall review and reassess the adequacy of this Charter and the Executive Committee Charter annually and recommend any proposed changes to the Board for approval;
- Q. shall review prior to year end the attendance of each director at the current year's meetings of the Board and each Committee of which the director is a member and consider, in each case, the number of absences in the context of the director's longer term service, the reasons for absences and any corrective actions deemed advisable by the Committee;

- R. shall recommend to the Board a slate of nominees for election at the annual meeting;
- S. shall ensure the slate includes a financial expert for assignment to the Audit Committee;
- T. shall determine prior to a director's or senior executive's acceptance of any new public company board memberships whether it would adversely impact the independence of the director/officer or impair the ability to serve the Company;
- U. shall report to the Board on the activities of the Nominating and Governance Committee;
- V. shall review proxy analyst and other governance reports on the Company;
- W. shall review and reassess at least annually the adequacy of the By-Laws of the Company and recommend any proposed changes to the Board for approval;
- X. shall review shareholder proposals with the Board. Review with Committees as appropriate to the subject matter;
- Y. shall recommend Board meeting dates;
- Z. shall approve minutes of prior meetings;
- AA. shall review and reassess at least annually the adequacy of the Nominations Process of the Company and recommend any proposed changes to the Board for approval;
- BB. shall review regulatory changes; and
- CC. shall review and waive (if applicable) any potential conflicts of interests involving any member of the Audit Committee.