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**ANIXTER INTERNATIONAL INC.  
NOMINATIONS PROCESS**

**General**

The Board of Directors has a Nominating & Governance Committee. Its members are Lord James Blyth, Frederic Brace, Linda Bynoe, F. Philip Handy, Melvyn Klein, George Muñoz, Valarie L. Sheppard and Stuart Sloan. Each member of the Nominating & Governance Committee is independent in accordance with the applicable corporate governance listing standards of the New York Stock Exchange. The Nominating & Governance Committee has a written charter which is available on the company's website at <http://www.anixter.com/CorporateGovernance>.

**Nomination of Directors**

Directors may be nominated by the Board of Directors in accordance with the By-Laws of the Company. As a matter of course, the Nominating & Governance Committee reviews the qualifications of various persons to determine whether they might make good candidates for consideration for membership on the Board of Directors. The Nominating & Governance Committee will review all proposed nominees for the Board of Directors, including those proposed by stockholders, in accordance with its mandate contained in its charter. Candidates must meet the requirements of applicable law and listing standards, and are selected for qualities including integrity, judgment, independence, experience, effectiveness, maturity, absence of conflict, and the ability and commitment to devote sufficient time and energy to Board service, and such other factors as the Nominating & Governance Committee determines are relevant in light of the needs of the Board of Directors and the Company. Candidates' commitments should not be expected to materially interfere with their responsibilities as members of the Board of Directors.

Although the Nominating and Governance Committee does not have a written policy regarding diversity, it seeks to include on the Board a complementary mix of individuals with the diverse backgrounds, experiences, viewpoints and skills necessary to meet the challenges that the Board confronts. These individual qualities can include, among others, particular subject matter expertise, experience in a related industry, leadership experience, relevant geographical experience, governmental experience and experience in managing large or complex organizations.

Candidates being recruited to serve on committees of the Board of Directors must meet any requirements established by the Securities and Exchange Commission and the New York Stock Exchange for service on such committees. The Nominating & Governance Committee will select qualified candidates and review its recommendations with the Board of Directors, which will decide whether to invite the candidate to be a nominee for election to the Board of Directors.

The Company may, from time to time, engage for a fee, a third-party search firm to identify or assist in identifying or evaluating potential nominees.

For a stockholder to submit a candidate for consideration by the Nominating & Governance Committee, a stockholder must notify the Company's Secretary. Stockholders desiring to

recommend a candidate for nomination at an annual stockholders' meeting must notify the Company's Secretary no later than 120 days prior to the date the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting. Communications should be sent to: Secretary, Anixter International Inc., 2301 Patriot Boulevard, Glenview, IL 60026.

Communications must set forth:

- the name, age, business address and residence address, e-mail address and telephone number of the proposed nominee;
- the principal occupation or employment of the proposed nominee;
- the name and record address of the stockholder who is submitting the notice; and
- a description of all arrangements or understandings between the stockholder who is submitting the recommendation and the proposed nominee.

### **Communicating with the Board**

Stockholders may communicate with the Board of Directors by directing such communications to the Company's Secretary at: Secretary, Anixter International Inc., 2301 Patriot Boulevard, Glenview, IL 60026 and should prominently indicate on the outside of the envelope that it is intended for the Board of Directors, individual directors, the presiding director, or the non-management directors. Each communication intended for the Board of Directors and received by the Secretary will be reviewed by the Secretary. Communications related to the operation of the Company which are not sales solicitations or of a similar commercial nature will be forwarded to the specified party or parties.