

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser. If you no longer hold shares in Premier Farnell plc, please pass this document and the enclosed form of proxy to the purchaser or transferee or to the agent which dealt with the sale or transfer for transmission to the new owner of the shares. The new owner may then amend the enclosed form of proxy or request a new form of proxy in his or her own name.

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## **Notice of Annual General Meeting**

to be held on

16 June 2009 at 10.30 am

at Maybrook Distribution Centre, Castleton Road, Leeds LS12 2EN

### **Premier Farnell plc**

(registered in England and Wales no. 876412)

7 May 2009

Dear Shareholder

I am writing to give you details of the Annual General Meeting of Premier Farnell plc ("the Company") on 16 June 2009. The formal Notice of our Annual General Meeting starts on page 3.

### **The business we will consider at the Annual General Meeting**

The Annual General Meeting will cover standard matters that are dealt with at every Annual General Meeting (resolutions 1 to 7). Resolutions 8 to 12 are resolutions that shareholders passed last year and, in common with most major listed companies, are likely to be Annual General Meeting items every year. Resolution 13 is a new resolution taking account of the proposed implementation in the UK of the Shareholder Rights Directive and is also likely to be proposed by most major listed companies. The Notice contains an explanation of each item.

The Directors believe that all the proposals serve to promote the success of the Company and are in the best interests of shareholders as a whole. They recommend that you vote in favour of the proposed resolutions as the Directors themselves intend to do in respect of their own shareholdings in the Company.

### **How to vote**

You can vote by attending and voting at the Annual General Meeting or by appointing a proxy (see below). The map on the enclosed proxy form shows you where the Annual General Meeting will be held. If you are a new owner of shares in Premier Farnell plc and this Notice has been passed to you rather than received directly from the Company you must have registered your shareholding by 10.30 am on Sunday, 14 June 2009 to have the right to attend and vote at the Annual General Meeting.

A holder of cumulative convertible preference shares only is not entitled to attend or vote at the meeting. The total number of issued ordinary shares carrying one vote each and therefore the total voting rights in the Company were 365,266,950 at 7 April 2009 (the latest date on which the number of shares and voting rights could be calculated prior to sending out this notice).

Corporate shareholders should refer to note 8 on page 8 for details of arrangements for voting by corporate representatives.

## How to appoint a proxy

If you are entitled to come to the Annual General Meeting but cannot, you can appoint someone as your proxy to attend the Annual General Meeting and vote for you. A proxy does not need to be a shareholder. I can act as your proxy if you wish. Completing and returning the enclosed proxy form will not prevent you from attending the meeting and voting in person.

If you are using the enclosed proxy form please return it to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, in the reply paid envelope enclosed, to arrive before 10.30 am on Sunday, 14 June 2009. Computershare must receive the proxy form before this time and date for the appointment to be effective. Postage to return the proxy form is pre-paid.

CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service.

There is more information on how to appoint a proxy in notes 1-4 on page 7 and on the enclosed proxy form. Please note that the right to appoint a proxy does not apply to nominated persons under Section 146 of the Companies Act 2006 ("the 2006 Act"). Please see notes 6 and 7 on pages 7 and 8 for more information.

## Further information and Annual General Meeting results

The register of interests of the Directors and their families in the share capital of the Company and the terms of appointment of the Company's Non-Executive Directors are available for inspection at the registered office of the Company and at its offices at 25-28 Old Burlington Street, London W1S 3AN during normal business hours on any weekday (except public holidays). They will also be available at the place of the Annual General Meeting for 15 minutes prior to the meeting and during the meeting.

The results of the voting at the Annual General Meeting, including details of the votes cast by proxy, will be available on the Company's website after the meeting.

Yours sincerely

A handwritten signature in black ink that reads "P. O. Gershon". The signature is written in a cursive style and is underlined with a single horizontal stroke.

Sir Peter Gershon  
Chairman

## Notice of Annual General Meeting 2009

NOTICE IS HEREBY GIVEN of the Annual General Meeting of Premier Farnell plc to be held at our offices at Maybrook Distribution Centre, Castleton Road, Leeds LS12 2EN on Tuesday, 16 June 2009 at 10.30 am to transact the following business:

Items 1 to 9 will be proposed as ordinary resolutions. For these resolutions to be passed more than 50% of the votes cast must be in favour.

### Directors' Report, Accounts and Auditors' Report

- 1 To receive the Directors' Report, the audited accounts and the Auditors' Report for the financial year ended 1 February 2009.

*The Directors present their Report, the Accounts and the Auditors' Report to shareholders at the Annual General Meeting.*

### Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Report for the financial year ended 1 February 2009.

*Shareholders are asked to approve the Remuneration Report for the financial year to 1 February 2009 that appears in the Company's Annual Report and Accounts.*

### Dividend

- 3 To declare a final dividend of 5.2p for each ordinary share.

*Shareholders must approve the final dividend on the ordinary shares that will be paid on 24 June 2009 to all members registered on the register of members at the close of business on 29 May 2009. The final dividend recommended by the Directors and proposed in this Resolution is 5.2p per ordinary share.*

### Re-electing Directors who are retiring under our Articles of Association

In accordance with recommended practice, our Articles of Association say that no Director may hold office for more than three years without retiring and standing for re-election by the shareholders. The following Directors are retiring and have confirmed that they will stand for re-election. Their biographical details are set out below to enable shareholders to make an informed decision.

- 4 To re-elect Harriet Green as a Director of Premier Farnell plc.

*Harriet Green was appointed to the Board as Chief Executive Officer on 3 April 2006. Since August 2008 Harriet has also been a non-executive director of Emerson Electric Company. Harriet previously ran volume distribution businesses in four continents for Arrow Electronics as well as having functional responsibility for worldwide marketing, suppliers and strategy. Prior to joining Arrow in 1994, Harriet was Managing Director of the Macro Group, part of Diploma plc.*

- 5 To re-elect William Korb as a Director of Premier Farnell plc.

*William Korb was appointed to the Board as a Non-Executive Director on 20 January 2003. He is also a non-executive director of Cambrex Corporation. William was formerly President and Chief Executive of Gilbarco Incorporated.*

*Following a formal evaluation process during the year in respect of Mr Korb, his performance continues to be effective and he continues to demonstrate commitment to his role.*

### The Auditors

- 6 To reappoint PricewaterhouseCoopers LLP as Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

*PricewaterhouseCoopers LLP are seeking reappointment as Auditors of the Company. Their reappointment was recommended to the Board by the Audit Committee.*

### Paying the Auditors

- 7 To authorise the Board of Directors to fix the remuneration of PricewaterhouseCoopers LLP as Auditors of the Company.

*It is normal practice for a company's directors to be authorised to agree the auditors' fees.*

## Authority to allot shares

8 That:

- (a) in accordance with Article 7 of the Company's Articles of Association:
  - (i) the Directors be authorised to allot relevant securities up to a maximum nominal amount of £6,087,782; and further
  - (ii) the Directors be authorised to allot relevant securities up to an additional maximum nominal amount of £6,087,782 in connection with a rights issue (as defined in Article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 1 August 2010; and
- (c) all previous unutilised authorities under section 80 of the Companies Act 1985 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 80(7) of the Companies Act 1985 by reason of any offer or agreement made prior to the date of this resolution, which would or might require relevant securities to be allotted on or after that date).

*It is standard practice for most public companies to renew the directors' authority to allot shares at each Annual General Meeting, and the Directors consider it appropriate to do so again this year. In accordance with the latest institutional guidelines issued by the Association of British Insurers (ABI), the proposed new authority will allow the Directors to allot ordinary shares equal to an amount of up to one third of the Company's existing issued ordinary share capital plus, in the case of a fully pre-emptive rights issue only, a further amount of up to an additional one third of the Company's existing issued ordinary share capital. The proposed new authority will expire at the conclusion of the 2010 Annual General Meeting of the Company or, if earlier, on 1 August 2010. The Directors have no present intention of exercising this authority. The nominal amount of securities to which the new authority will relate represents approximately one third, or up to two thirds in the case of a fully pre-emptive rights issue only, of the Company's issued ordinary share capital as at 7 April 2009 (being the latest practicable date prior to publication of this Notice). As at 7 April 2009, the Company's issued ordinary share capital amounted to £18,263,347.50, comprising 365,266,950 ordinary shares of 5 pence each, and the Company did not hold any shares in treasury.*

## Donations to EU political organisations

9 That each of the Company and each relevant subsidiary be and is hereby generally and unconditionally authorised for the purposes of Section 366 of the 2006 Act to make:

- a donations to political parties or independent election candidates not exceeding £100,000;
- b donations to political organisations other than political parties not exceeding £100,000;
- c political expenditure not exceeding £100,000,

provided that the maximum aggregate sum which may be donated or expended, as appropriate, by the Company or each relevant subsidiary pursuant to the authority granted by this resolution shall not exceed £100,000 in relation to any Company or any relevant subsidiary, which may be comprised of one or more amounts in different currencies which shall be converted at such rate as may be determined by the Board, in its absolute discretion, to be appropriate,

and provided further that the authority granted by this resolution shall run until expiry of the Company's next following Annual General Meeting or, if earlier, 1 August 2010.

For the purposes of this resolution 9:

- (i) a "relevant subsidiary" shall be any company which is the subsidiary of Premier Farnell plc at the time that this resolution is passed or at any time during the period from the date of the passing of this resolution until the expiry of the Company's next following Annual General Meeting or, if earlier, 1 August 2010; and
- (ii) "political parties", "independent election candidates", "political organisations" and "political expenditure" shall have the meanings set out in Sections 363 to 365 of the 2006 Act.

*It remains the Company's policy not to make political donations or incur political expenditure. However, in order to prevent any inadvertent breach of the provisions of the 2006 Act which prohibit the making of political donations or incurring of political expenditure without authority, the Company is seeking approval for the making of any such donations or the incurring of such expenditure both for itself and its wholly owned subsidiaries. If granted, the approval will be on the terms as to maximum amount and duration set out in resolution 9.*

Items 10 to 13 will be proposed as special resolutions. For these resolutions to be passed at least 75% of the votes cast must be in favour.

## Authority for Premier Farnell plc to disapply pre-emption rights

10 To authorise the Board of Directors generally and unconditionally, pursuant to Section 95 of the Companies Act 1985 and subject to and in accordance with Article 8 of the Company's Articles of Association, to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) for cash, pursuant to the authority granted by resolution 9 passed at the Annual General Meeting of the Company on 17 June 2008 or, if passed, pursuant to the authority granted by resolution 8 set out in this Notice of Meeting, as if Section 89(1) of the Companies Act 1985 did not apply to such allotments, provided that:

- (a) this authority shall apply to the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them on that date save that the Directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange;
- (b) any allotment under this authority in circumstances other than as described in (a) above shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £913,167;
- (c) this authority will expire at the conclusion of the Company's next Annual General Meeting or, if earlier, on 1 August 2010, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Board of Directors may allot equity securities pursuant to such offer or agreement as if this power had not expired; and
- (d) this resolution will cancel and replace the corresponding resolution passed at the last Annual General Meeting of the Company and any other previous unutilised authorities under Section 95 of the Companies Act 1985, but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

*If shares are allotted for cash, Section 89 of the Companies Act 1985 requires that those shares be offered first to existing shareholders in proportion to the number of shares they hold at the time of the offer. However, it may sometimes be in the interests of the Company for the Directors to allot some new shares for cash other than by way of a pre-emptive offer to existing shareholders. This resolution allows the Directors to do that in certain circumstances and subject to certain restrictions. The authority is limited to the issue of shares for cash in connection with a rights issue or, in other circumstances (except under employees' share schemes), up to an aggregate maximum amount of 18,263,340 shares (representing approximately 5% of the Company's issued share capital as at 7 April 2009, which is within the guidelines issued by investor protection committees). The authority will, if granted, extend to any treasury shares purchased by the Company and, in line with current best practice, will expire at the conclusion of our next Annual General Meeting or, if earlier, on 1 August 2010. The explanatory notes to the next resolution provide further information on treasury shares. The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three year period without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.*

## Authority for Premier Farnell plc to buy-back its own ordinary shares and its own preference shares

11 To authorise the Company generally and unconditionally to purchase ordinary shares of 5p each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 36,526,695;
- (b) the minimum price (exclusive of expenses) which may be paid for such shares is 5p and the maximum price (exclusive of expenses) shall not be more than the higher of 5% above the average of the middle market quotations for ordinary shares taken from the London Stock Exchange Daily Official List for the five business days immediately before the date the shares are purchased and the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
- (c) this authority will expire at the conclusion of the Company's next Annual General Meeting or, if earlier, on 1 August 2010, provided that any contract for the purchase of such ordinary shares which was concluded before the expiry of this authority may be executed wholly or partly after this authority expires.

12 To authorise the Company generally and unconditionally to purchase cumulative convertible redeemable preference shares of £1 each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) subject to the following conditions:

- (a) the maximum aggregate number of preference shares which may be purchased is 3,949,419;
- (b) the minimum price (exclusive of expenses) which may be paid for such shares is £1 and the maximum price (exclusive of expenses but inclusive of accrued dividend) shall be the market price, provided the market price does not exceed the higher of 5% above the average of the middle market quotations for preference shares (based on the Daily Official List of the London Stock Exchange) during the period of five business days immediately prior to the date the shares are purchased and the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and
- (c) this authority will expire at the conclusion of the Company's next Annual General Meeting or, if earlier, on 1 August 2010, provided that any contract for the purchase of such preference shares which was concluded before the expiry of this authority may be executed wholly or partly after this authority expires.

*It is proposed that, in common with many other listed companies, the Company be given authority to make market purchases of its own shares. In the case of the ordinary shares, the number of shares the Company can buy is limited to a maximum of 10% of the ordinary shares, calculated by reference to the number of ordinary shares in issue at 7 April 2009, which is the latest date it was practicable to calculate this figure before sending out this Notice. The resolutions set out the lowest and the highest price we can pay for shares. The authorities expire at the end of the next Annual General Meeting or, if earlier, on 1 August 2010.*

*These resolutions follow investor protection guidelines which are more restrictive than the Companies Act 1985. The Board will continue to monitor the capital requirements of the Company carefully and, although there are no plans to buy-back shares (ordinary or preference) at the moment, the Directors consider it prudent to be able to act at short notice if the circumstances warrant it. The Board will only make use of these authorities if it is satisfied that it would promote the success of the Company to do so and would result in an increase in earnings per share.*

*As at 7 April 2009 (the latest date practicable to do this calculation before sending out this Notice), options over a total number of 7,416,657 ordinary shares were outstanding and not exercised. That represents 2.03% of the issued ordinary share capital at that date. It would represent 2.26% of the Company's issued ordinary share capital if the authority to buy the Company's own shares had been used in full at that date.*

*If the Company buys back shares they will be cancelled or held as treasury shares. The Companies Act 1985 permits the Company to hold shares purchased as treasury shares rather than treat them as cancelled. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under an employees' share scheme. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or distribution of the Company's assets may be made to the Company in respect of the treasury shares. The Board will only hold shares in treasury where it believes this course of action would promote the success of the Company.*

## Notice of general meetings

13 That, in accordance with the Company's Articles of Association, a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

*Resolution 13 is required in view of the proposed implementation in the UK in August 2009 of the Shareholder Rights Directive ("SRD"). The Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice in accordance with its Articles of Association and would like to preserve the flexibility to do so. However, the Board's intention is to give 21 days' notice of general meetings whenever practicable. The regulations implementing the SRD will increase the notice period for general meetings of the Company to 21 days unless shareholders have approved the calling of meetings on 14 days' notice. Under the terms of the SRD, the resolution will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will need to meet requirements for electronic voting which will be set out in the regulations implementing the SRD before it can call a general meeting on 14 days' notice.*

By order of the Board

Steven Webb  
Secretary  
7 May 2009

Registered office  
Farnell House  
Forge Lane  
Leeds LS12 2NE

## Notes:

- 1 A member is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote instead of him or her at the meeting. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company.
- 2 The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish. In the case of joint holders, any one of them may sign the form of proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
- 3 As an alternative to completing and returning the printed form of proxy, you may submit your proxy electronically by accessing [www.uk.computershare.com/Investor/Proxy](http://www.uk.computershare.com/Investor/Proxy). For security purposes, members will need to provide their shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual SRN and PIN numbers are shown on the printed form of proxy. For further information, see the instructions printed on the proxy appointment.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK and Ireland Limited ("Euroclear UK & Ireland") and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 5 The Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and its Articles of Association, that only those shareholders registered in the register of members of the Company at 10:30 am on 14 June 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
- 6 A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- 7 The statement of the rights of members in relation to the appointment of proxies in paragraphs 1, 2, 3 and 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company. If you are receiving this Notice as such a Nominated Person, you are reminded that your main contact in terms of your investment remains as it was (the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore any changes or queries relating to your personal details and holding (including any administration of it) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters which are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.
- 8 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.