

**SHULMAN  
ROGERS  
GANDAL  
PORDY &  
ECKER, P.A.**

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Martin P. Schaffer  
Christopher C. Roberts  
Edward M. Hanson, Jr.  
David M. K.  
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Nancy P. F  
Samuel M.  
Martin Le.  
Worthingt  
Fred S. So  
Morton A.  
Alan S. Til  
James M. H.  
Michael V. Nakamura

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Leather L. Howard+  
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Patricia Teck

Jacob A. Ginsberg  
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Kristen Munger\*  
Leslie E. Gallagher\*  
Michael T. Ebaugh  
Anne Marie Vassallo\*  
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*Special Counsel*  
Philip R. Hochberg\*

*Retired*  
Karl L. Ecker

*Maryland and D.C. except as noted:*  
+ Virginia also    \* D.C. only  
• Maryland only



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THOMSON  
FINANCIAL

August 1, 2006

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Writer's Direct Dial Number:

301-230-5208  
[croberts@srgpe.com](mailto:croberts@srgpe.com)

Office of International Corporate Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Electrocomponents plc – Exemption pursuant to Rule 12g3-2(b)  
promulgated under the Securities Exchange Act of 1934, as amended  
SEC File No. 82-34672  
Our File No. 018-031-00222

Dear Sir:

Pursuant to the undertaking of Electrocomponents plc, a public limited company incorporated under the laws of England and Wales (the "Company"), to furnish the Securities and Exchange Commission with certain information described in its request for an exemption from Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as more fully set forth in the Company's letter to the Commission dated July 25, 2002, and received by the Commission on July 29, 2002, the Company hereby submits the following:

- July 4, 2006 Stock Exchange Announcement – Notification of Substantial Shareholder
- July 5, 2006 Stock Exchange Announcement – Director's Dealing in Shares
- July 7, 2006 Stock Exchange Announcement – Long Term Incentive Plan Award – Ian Mason and Simon Boddie
- July 13, 2006 Stock Exchange Announcement – Directorate Change – Kevin Abbott
- July 14, 2006 Stock Exchange Announcement – Trading Update and Change to Board of Directors
- July 14, 2006 Stock Exchange Announcement – Result of Annual General Meeting
- July 14, 2006 The Companies Act 1985 – Public Company Limited by Shares – Resolution of Electrocomponents PLC – Passed 14 July 2006 – Special Resolution (Resolution 8)
- July 17, 2006 Stock Exchange Announcement – Dealings by Directors/PDMRs – Ian Mason and Simon Boddie
- August 1, 2006 Stock Exchange Announcement – Holding(s) in the Company -- Notification under Section 198 – Companies Act 1985

The Company understands that pursuant to Rule 12g3-2(b) the information and documents furnished hereby will not deemed to be "filed" with the Commission or otherwise subject to the

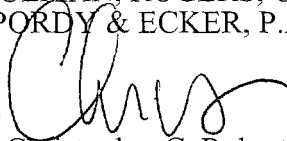
Office of International Corporate Finance  
August 1, 2006  
Page 2

liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and documents constitute an admission for any purpose that the Company is subject to the Exchange Act.

Please acknowledge your receipt of this letter, and of the enclosed material from the Company, by date-stamping the enclosed copy of this letter and returning it to the undersigned in the enclosed stamped, self-addressed return envelope. If you have any questions or comments, please do not hesitate to contact me at (301) 230-5208.

Very Truly Yours,

SHULMAN, ROGERS, GANDAL,  
PORDY & ECKER, P.A.

By:   
Christopher C. Roberts

Enclosures  
cc: Amanda Evans, Company Secretary (w/o enc.)  
18031915-104.doc  
T: 081706

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REG-Electrocomponents Holding(s) in Company

RNS Number:6163F  
Electrocomponents PLC  
04 July 2006

ELECTROCOMPONENTS PLC ('the Company')

NOTIFICATION OF SUBSTANTIAL SHAREHOLDER

The Company received notification on 3 July 2006 (dated 30 June 2006) from Oppenheimer Funds Inc, ('OFI'), a US based holding company on behalf of its affiliate Baring Asset Management Ltd ("Baring"), its parent company Massachusetts Mutual Life Insurance Co. ("MML") and its clients. The notification states that the shares of the Company are held by OFI and Baring on behalf of various OFI and Baring clients only for investment purposes only.

The notifiable interest as at 28 June 2006 held by these affiliates is 19,795,735 Ordinary Shares of 10p each in the Company, which represents 4.55% of the total issued share capital of the Company.

CARMELINA CARFORA  
Group Company Secretary  
3 July 2006

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The company news service from the London Stock Exchange  
END

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REG-Electrocomponents Director/PDMR Shareholding

RNS Number:7377F  
Electrocomponents PLC  
05 July 2006

ELECTROCOMPONENTS PLC

Director's Dealing in Shares

On 4 July 2006, the Directors approved a grant of options to buy Electrocomponents plc 10p ordinary shares at an option price of 196p under the terms of the Electrocomponents Savings Related Share Option Scheme.

Included in this grant were options over 2,862 shares given to Mr S Boddie (Group Finance Director) at an option price of 196p. Mr Boddie's Savings Related Option Scheme contract is due to mature on 1 September 2009, after which the options will normally become exercisable over a period of six months ending on 28th February 2009.

CARMELINA CARFORA  
Group Company Secretary  
5 July 2006

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The company news service from the London Stock Exchange  
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REG-Electrocomponents Directorate Change

RNS Number:1426G  
Electrocomponents PLC  
13 July 2006

Electrocomponents plc  
Directorate Change

Electrocomponents plc announces that it has today accepted the resignation of Mr Kevin Abbott as a Non Executive Director of the Board with immediate effect.

Carmelina Carfora  
13th July 2006

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REG-Electrocomponents Trading & Directorate Change

RNS Number:2172G  
Electrocomponents PLC  
14 July 2006

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Embargoed to 12.30pm 14 July

2006

## ELECTROCOMPONENTS PLC

Electrocomponents plc, the leading international high service distributor, has today issued a trading statement and details of Board changes at its Annual General Meeting.

### Trading Update

We announced our results for the year ended 31 March 2006 on 1 June 2006 and provided a review of current trading as part of that announcement.

During the first quarter of the financial year International sales have increased at around 16% and the UK has been flat, giving overall growth for the Group of around 9%, adjusted for trading days and exchange rate movements.

### Change to Board of Directors

Bob Lawson, the Chairman, has announced that he will be retiring from the Company in October and will be handing over to Helmut Mamsch. Helmut will be appointed to the Board on 1 September 2006 as Chairman designate and, following a handover, will take over as Chairman at the October Board meeting.

Bob Lawson has made an enormous contribution to the development of EC plc over his 26 years with the business. The Board wishes to express its thanks to Bob for his leadership and contribution throughout this time and wishes him every success with his future plans.

Helmut Mamsch is a German national and a UK resident who has operated throughout Europe, Asia and the USA. He has significant relevant experience including

operational responsibility for VEBA's US electronic businesses.

Bob Lawson, Chairman, commented: "Revenues from our international businesses are growing strongly and now represent over half of the total. Helmut will bring considerable international perspective across a wide range of sectors and I am delighted to welcome him to our Board. After such a long association with Electrocomponents I am pleased to leave the leadership of the business in such good hands".

#### Background on Bob Lawson

Bob Lawson has worked for EC plc for 26 years in total. He has been Chairman for the past 5 years and prior to that was CEO for 10 years. Bob joined the business in 1977 as Sales Director of RSUK.

As CEO, Bob led the internationalisation of the Group taking what was essentially a UK business and establishing a global footprint of 26 Operating Companies, and the leading position in e-Commerce, the Group has today. The successful acquisition of Allied in the US and the creation of the Groupwide Processes completed the global infrastructure. 57% of the Group's turnover is now outside the UK and 25% of sales are over the web.

As Chairman, Bob has seen through the development of the new Group strategy and the successful implementation of EBS in the UK. Good progress has been made in the first year of our declared 3 year plan as reported recently.

The people and culture of EC plc have been greatly influenced by Bob through his example and passionate commitment to service and people.

Bob is also Chairman of Hays plc.

#### Background on Helmut Mamsch

Born in Bergen in 1944 Helmut Mamsch studied economics at the Bremen School of Foreign Trade and also received training in business administration and shipping in Germany, the UK and Belgium.

He worked for Continho Caro & Co., an international trading and shipping company, for 20 years, joining the Management Board in 1986. From 1989 to 2000

he worked for VEBA AG (now E.ON AG), Germany's largest utility-based conglomerate, where he held various roles including: Chairman of the Management Board of Raab Karcher AG, Board member of VEBA Oel AG, Chairman of the Management Board of Stinnes AG. Concurrently in 1993 he was appointed to the VEBA AG Management Board assuming responsibility for their corporate strategy and development and for the US electronic businesses in 1998.

He has significant Board experience including being a former Supervisory Board member of Commerzbank AG, Degussa AG, Steag AG and former Chairman of MEMC Inc. He was also a Non Executive Director of RMC Group until it was acquired by Cemex.

Currently Helmut is Deputy Chairman of Logica CMG plc and a non executive director of both GKN plc, an automotive and aerospace company, and SAPPi Ltd, a major fine paper producer. He is also a Supervisory Board member of K+S AG and Cemex Deutschland.

Other than his directorships above, there is no information required to be disclosed pursuant to LR 9.6.13.

Contacts:

|                |                         |               |
|----------------|-------------------------|---------------|
| Bob Lawson     | Chairman                | 01865 204000  |
| Ian Mason      | Chief Executive         | 01865 204000  |
| Simon Boddie   | Group Finance Director  | 01865 204000  |
| Diana Soltmann | Flagship Consulting Ltd | 0207 886 8440 |

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REG-Electrocomponents Result of AGM

RNS Number:2386G  
Electrocomponents PLC  
14 July 2006

Electrocomponents Plc - Annual General Meeting

Electrocomponents Plc announces that each of the resolutions set out in the Notice of Meeting dated 1st June 2006 were passed by shareholders at today's Annual General Meeting, including the following resolution passed as special business:

- Renewal of the Directors' authority for the purchase by the Company of its own shares.

Copies of the above resolution have been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's Document Viewing Facility, which is situated at:

Financial Services Authority  
25 The North Colonnade  
Canary Wharf  
London  
E14 5HS  
Tel. no. + 44 (0) 20 7066 1000.

Carmelina Carfora  
Group Company Secretary  
14 July 2006

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THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

of

ELECTROCOMPONENTS PLC

Passed 14 July 2006

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At an Annual General Meeting of the above-named Company, duly convened and held on 14 July 2006 at The International Management Centre, 5000 Oxford Business Park South, Oxford, OX4 2BH, the following resolution was duly passed:

**SPECIAL RESOLUTION (RESOLUTION 8)**

**Renewal of Directors' authority for the purchase by the Company of its own shares**

- 8 That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10p each in the Company (ordinary shares) provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 43,527,000;
  - (b) the minimum price which may be paid for ordinary shares is 10p per ordinary share;
  - (c) the maximum price which may be paid for ordinary shares is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase;
  - (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such a time; and

(e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of such contract.

A handwritten signature in black ink, appearing to read "R. Lawson", is written over a horizontal dotted line.

Chairman of the Meeting

REG-Electrocomponents Director/PDMR Shareholding

RNS Number:2892G  
Electrocomponents PLC  
17 July 2006

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ELECTROCOMPONENTS PLC ('the Company')

Dealings by Directors/PDMRs

The Company has been informed that the following Directors, Mr I Mason, Chief Executive Officer and Mr S Boddie, Group Finance Director, have today each acquired 25,000 ordinary shares of 10p each in the Company.

The shares were acquired at a price of 226.4543p.

Mr Mason now holds 62,349 shares in the Company, and Mr Boddie now holds 25,000 shares in the Company, which together represent less than 0.1% of the issued share capital.

CARMELINA CARFORA  
Group Company Secretary  
17th July 2006

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The company news service from the London Stock Exchange  
END

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REG-Electrocomponents Holding(s) in Company

RNS Number:0643H  
Electrocomponents PLC  
01 August 2006

ELECTROCOMPONENTS PLC ('the Company')

NOTIFICATION UNDER SECTION 198 - COMPANIES ACT 1985

The Company received notification on 1st August 2006 from Silchester International Investors Limited ("Silchester") as follows:

'Silchester previously disclosed its holding in your company jointly with shares controlled by Sanderson Asset Management Limited ("Sanderson") for the purposes of Section 198 of the Companies Act 1985. These disclosures were required because, prior to 28th July 2006, Silchester was deemed to have an 'interest' in shares that Sanderson controls by virtue of Section 203(2)(b) of the Companies Act 1985 due to Silchester's control of more than one third of the voting capital of Sanderson. On 28th July 2006, Sanderson amended its Articles to limit Silchester's voting rights in Sanderson to 19.9%.

'Due to this change in structure, Silchester is no longer required to jointly disclose shares in your company under Section 198 of the Companies Act. Silchester, as at the close of business has an interest in the following shares

|            |             |
|------------|-------------|
| SILCHESTER | 68,709,531' |
|------------|-------------|

Silchester have notified the Company that within this holding Silchester International Investors International Value Equity Group Trust controls 18,703,907 Ordinary Shares, which represents 4.30% of the total issued share capital of the Company, and that Silchester International Investors International Value Equity Trust controls 44,227,987 Ordinary Shares, which represents 10.16% of the total issued share capital of the Company.

The Company is additionally informed that the shares to which this notification relates are registered as follows:

| SII Account   |            |       | Nominee                                   |
|---|------------|-------|---|
| Number of Shares  | % held     |       |   |
| Silchester International Investors International Value Trust Co | 18,703,907 | 4.30  | Northern Equity Group Trust               |
| Silchester International Investors Tobacco Free Trust Co        | 2,987,935  | 0.69  | Northern International Value Equity Trust |
| Silchester International Investors International Value Trust Co | 44,227,987 | 10.16 | Northern Equity Trust                     |
| The Calleva Trust   | 2,789,702  | 0.64  | Northern Trust Co                         |
| TOTAL   | 68,709,531 | 15.67 |   |

AMANDA EVANS  
Company Secretary

1st August 2006

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