

**INGRAM MICRO INC.  
A DELAWARE CORPORATION**

**Procedures for Shareowner Nominations of Candidates for Directors**

**Revised March 28, 2006**

**I. Governance Committee Responsibility**

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ingram Micro Inc., a Delaware Corporation (the “Company”) will receive, review and evaluate shareowner nominations of candidates for election to the Board.

**II. Written Notice By Shareowner**

Any shareowner desiring to propose a candidate for election to the Board may do so by mailing to the Company’s Secretary a written notice that identifies the candidate and includes the information required below. Upon receipt, the Secretary will forward to the Committee the notice and the other information provided. The notice and supporting information should be sent to the Secretary at the following address:

Corporate Secretary  
Worldwide Legal Department  
Ingram Micro Inc.  
1600 East Saint Andrew Place  
Santa Ana, California 92705

**III. Content of Notice**

The written notice must include the following:

- a. The name of the nominating shareowner, and the address(es) and phone number(s) at which the nominating shareowner can be contacted;
- b. Evidence of the number of the Company’s Common Shares, \$1.00 par value, held by the nominating shareowner, a statement of how long the nominating shareowner has held those shares, and a statement that the nominating shareowner will continue to hold those shares at least through the Company’s next Annual Meeting of Shareowners;
- c. The candidate’s full name, together with address(es) and phone number(s) where the candidate can be contacted;
- d. A statement of the candidate’s qualifications and experiences, and any other qualities that the nominating shareowner believes that the candidate would bring to the Board;
- e. A statement, signed by both the nominating shareowner and the candidate: (i) that the nominating shareowner and the candidate currently do not have, and in the prior three (3) years have not had, directly or indirectly, any business, professional or other relationship, and that the nominating shareowner and the candidate do not have any agreement, arrangement or understanding with respect to the candidate’s proposed service as a member of the Board (“Director”) of the Company; or (ii) if either of the foregoing statements is incorrect in any way, describing in detail the business, professional or other relationship or the agreement, arrangement or understanding, as applicable;

- f. The candidate's resume, which must include at a minimum a detailed description of the candidate's business, professional or other appropriate experience for at least the last ten (10) years, a list of other boards of directors of public companies (if any) on which the candidate currently serves or on which he or she served in the last five (5) years, undergraduate and post-graduate educational information (if applicable) and at least three (3) business, professional or personal references for the candidate (in addition to the nominating shareowner); and
- g. A written statement, signed by the candidate, agreeing that if he or she is selected by the Committee and the Board, he or she will (i) be a nominee for election to the Board, (ii) provide all information necessary for the Company to include in the Company's Proxy Statement under applicable SEC or NYSE rules, and (iii) serve as Director if he or she is elected by shareowners.

The nominating shareowner may also include any additional information that the shareowner believes is relevant to the Committee's consideration of the candidate. If a shareowner proposes a candidate without submitting all of the foregoing items, the Committee may, in its discretion, reject the proposed candidate, request more information from the nominating shareowner, or consider the proposed candidate while reserving the right to request more information. In addition, the Committee further reserves the right to limit each shareowner to one (1) proposed candidate in any calendar year and not to consider any additional candidate(s) proposed by such shareowner or affiliates of such shareowner.

#### **IV. Committee's Consideration**

It is the policy of the Committee to review and evaluate each candidate for nomination submitted by shareowners in accordance with these procedures on the same basis as candidates that are suggested by the Company's Board members or executive officers or by other sources, which may include professional search firms retained by the Committee. The Committee will give strong preference to candidates that are likely to be deemed independent from the Company under SEC and NYSE rules. Likewise, as to shareowner-proposed candidates, the Committee may give more weight to candidates who are unaffiliated with the shareowner proposing their nomination.

When considering an individual candidate's suitability for the Board, the Committee will evaluate each individual on a case-by-case basis. In nominating candidates, the Committee shall comply with the requirements of the Company's Bylaws and take into consideration such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size to the Company, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by other directors, management or shareowners, but is not required to do so except as required by the Company's Bylaws. The Committee may choose, in individual cases, to conduct interviews with the candidate and/or contact references, business associates, other members of Boards on which the candidate serves or other appropriate persons to obtain additional information. Such background inquiries may also be conducted, in whole or in part, on the Committee's behalf by third parties, such as professional search firms. The Committee will make its determinations on whether to nominate an individual candidate based on the Board's then-current needs, the merits of each such candidate and the qualifications of other available candidates. If a candidate is not nominated, the Committee will have the discretion to reconsider his or her candidacy in connection with future vacancies on the Board.

The Committee's decision not to nominate a particular individual for election to the Board will not be publicized by the Company. The Committee will have no obligation to respond to shareowners who propose candidates that the Committee has determined not to nominate for election to the Board, but the Committee may choose to do so in its sole discretion.

#### **V. Timing of Proposals**

Shareowners may propose candidates to the Committee pursuant to these procedures at any time. However, to be considered by the Committee in connection with the Company's next Annual Meeting of Shareowners (held

in the second quarter of each year), the Secretary must receive the shareowner's proposal and the information required above on or before December 30th of the year immediately preceding such Annual Meeting.