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The Directors
Memec Group Holdings Limited
17 Thame Park Road
Thame
Oxfordshire
OX9 3XD

1 July 2005

Dear Sirs

Notice of resignation as auditors

In accordance with Section 392 of the Companies Act 1985, we give notice that we are resigning as auditors of Memec Group Holdings Limited, registered number 03985629 with effect from 1 July 2005.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the shareholders or creditors of Memec Group Holdings Limited.

Yours faithfully

PricewaterhouseCoopers LLP

