

WESTCON INTERNATIONAL LTD. INTEGRITY, ETHICS, ANTI-BRIBERY & ANTI-MONEY LAUNDERING POLICY AND GUIDELINES

PURPOSE

This policy provides direction and guidance to Westcon International Ltd. (“Company”), its affiliates, and their respective staff members and others acting on the Company’s behalf. This policy provides guidelines for conducting business in accordance with integrity, the highest ethical standards, and in compliance with all applicable anti-bribery/anti-corruption and anti-money laundering laws and regulations around the world, including, but not limited to the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), the UK Bribery Act 2010 (the “UK Bribery Act”) and the UK’s Proceeds of Crime Act 2002 (“POCA”).

SCOPE

This policy and these guidelines apply to the Company, its affiliates, and each of their directors, officers, shareholders, staff members, representatives, consultants and agents (collectively “Representatives”) worldwide. Although the Company recognises different legal, regulatory and cultural environments throughout the world, the Company and its Representatives shall comply with the minimum requirements set out in this Policy. All *italicised* terms are defined in the Appendix of this Policy.

POLICY

It is the Company’s policy that all business and other activities be conducted at all times with integrity and in strict compliance with all applicable laws, rules and regulations of the countries and jurisdictions within which the Company conducts business. The purpose of this policy is to ensure that the Representatives of the Company conduct operations and activities in complete compliance with the FCPA, the UK Bribery Act and the POCA, in addition to any country or region-specific legal or regulatory requirements.

This Policy is an integral part of the Company’s Business Code of Conduct which establishes the corporate ethical standards applicable to the Company’s business dealings. There are serious consequences for Representatives for failure to adhere to this Policy.

The penalties for violating the FCPA, UK Bribery Act and POCA include fines or blacklisting for the Company and fines and/or imprisonment for individuals.

The Company will:

- Compete for all business opportunities vigorously, fairly, ethically, and legally and will negotiate contracts in a fair and open manner;
- Conduct business with integrity and in accordance the highest ethical standards in compliance with the law, regulations and rules;
- Prohibit offers or payments of bribes or kickbacks to win business, influence a business decision or otherwise gain an improper business advantage;
- Not allow, authorise or permit directly or indirectly, the authorisation, giving, offering, agreeing or promising to give any money or *anything of value* to anyone, nor seek or receive any money or other thing of value from anyone, as an inducement or reward for favourable action or not performing an action or for the purpose of influencing any act or decision. This applies to any gift, offer, agreement or promise made to or with any official of any national or regional government, any corporate or company director or manager of any staff member or other person; and

- Not take part in or facilitate (either directly or indirectly) any business that involves the commission of offences under applicable anti-money laundering legislation.

The practice of fairness and professionalism extends to all the activities of the Company and its Representatives. The Company shall implement effective business controls that detect and prevent unlawful conduct. It shall also ensure it has contractual provisions in place with its business partners including vendors, customers and suppliers that require acting with integrity and strict adherence to all applicable anti-corruption and anti-bribery laws.

The Company shall make every effort to screen its business partners including vendors, customers and suppliers and, prior to entering into an agreement with them to avoid entering into a relationship that could be unlawful, prohibited or could damage the Company’s reputation. Additionally, the Company shall make its best efforts to perform proper, appropriate and necessary due diligence on agents, consultants, joint venture partners, or other representatives who may act on behalf of the Company in relation to business development or business retention.

THE FOREIGN CORRUPT PRACTICES ACT (FCPA) GUIDELINES

The FCPA does not contain any “materiality” standards; all violations, regardless of the sum of money involved, are considered equally serious.

The FCPA has two primary sections:

1. The anti-bribery provisions make it illegal to bribe a foreign *public official*; and
2. The accounting standards impose record-keeping and internal accounting requirements.

1. Anti-Bribery Standards

a) The anti-bribery provisions of the FCPA prohibit:

- Offering or giving money or “*anything of value*” to a foreign *public official* for the purpose of obtaining or retaining business;
- Offering or giving money or “*anything of value*” to a foreign *public official* for the purpose of obtaining or retaining favourable legislation or regulation or other preferential treatment (e.g. relief from import duties); or
- Offering or giving money or “*anything of value*” to a *third party* while *knowing* that some or all of the payment will be given or offered to a foreign *public official* in order to obtain any unfair or unlawful preferential treatment.

The FCPA prohibits making payments to third persons, such as sales agents, distributors or contract partners, while *knowing* that some or all of the payments will be given to a foreign official in order to influence obtaining or retaining business. Under this standard, actual knowledge of the actions of a Company’s agent or partner is not required.

b) Permissible Payments

The FCPA permits payment to foreign government officials in limited situations. Nevertheless, since the Company must adhere to the UK Bribery Act, **it is the Company’s policy that no such payments are permissible under any circumstances.**

It may be difficult under certain circumstances for a staff member of the Company to turn down a gift, hospitality or entertainment made with good intentions. Therefore, a staff member who has received a gift, hospitality or entertainment without prior approval must make a written declaration of the item or activity by following the MOA approval process and any other management approval requirements. In respect of gifts, the staff member will be notified if it is determined that the gift is excessive or inappropriate in which case the staff member will be requested to turn over the item to the group’s Compliance Officer, General Counsel, Regional Associate General Counsel or Human Resources Director for disposition.

2. Accounting Standards

The Company will comply with all applicable accounting standards, including establishing and keeping books, records, accounts and controls which accurately and fairly reflect the Company's transactions and disposition of its assets.

The accounting standards of the FCPA require that the Company establish accounting and record-keeping controls that will prevent the use of 'slush funds' and 'off-the-books' accounts as a means of concealing questionable foreign payments. In particular, the FCPA requires the Company to establish and keep books, records, accounts and controls which accurately and fairly reflect their transactions and dispositions of their assets. This includes transactions that relate directly or indirectly, to a foreign official.

The use of Company funds or assets for any unlawful, improper, or unethical purpose, the establishment of any undisclosed, unrecorded or otherwise secreted funds or assets of the Company, and all false or artificial entries in its books and records, are all strictly prohibited. Personal funds cannot be used to carry out what would be an FCPA violation.

UK BRIBERY ACT 2010 GUIDELINES

The UK Bribery Act makes no distinction between commercial entities and domestic or foreign government officials. All bribes (offered or received), **regardless of the value of the bribe or the type of entity the individual is attempting to influence** are violations of the UK Bribery Act.

The UK Bribery Act sets out four main offences:

1. Offering or Paying a Bribe;
2. Requesting or Receiving a Bribe;
3. Bribing a foreign official; and
4. Failure of a commercial organisation to prevent bribery.

All instances referenced in this section are considered bribes (offered or received), regardless of the value of the bribe or the type of entity the individual is attempting to influence and are violations of the UK Bribery Act.

1. Offering or Paying a Bribe

- Offering, promising or *giving money* or "*anything of value*" to another person with the intent of inducing or rewarding the person to perform improperly a relevant function or activity.
- Offering, promising or *giving money* or "*anything of value*" to another person with the knowledge or belief that the acceptance of the money or item of value would itself constitute the improper performance of a relevant function or activity.

It is immaterial if the offer, promise or transfer is conducted through a *third party*, or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

2. Requesting or Receiving a Bribe

- Requesting, agreeing to accept or receiving *money* or "*anything of value*" from another person intending the result to be that the receiver's (or a third person's) relevant function or activity should be performed improperly.
- Requesting, agreeing to accept or receiving *money* or "*anything of value*" from another person when the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity or is a reward for the improper performance.
- Improper performance of a relevant function or activity (by an individual or a third person with the individual's acceptance), in anticipation of, or the consequence of requesting, agreeing to accept, or

receiving *money* or “*anything of value*” from another person for the improper performance of a relevant function or activity.

It is immaterial if the offer, promise or transfer is conducted through a *third party* or if the offer, promise or advantage is for the benefit of someone other than the person who is to perform (or has already performed) the relevant function or activity.

It is irrelevant whether the person performing the function or activity knows or believes that the performance is improper.

3. Bribing a Foreign Official

- Offering or giving *money* or “*anything of value*” (directly or through a *third party*) to a foreign *public official* with the intention of influencing the foreign official in his or her capacity as a *public official* and with the intention of obtaining or retaining business or an advantage in the conduct of business.

4. Failure of a Commercial Organisation to Prevent Bribery

- It is a failure of the commercial organisation to prevent bribery if any person who performs services for the organisation bribes another person intending to obtain or retain business or any advantage in the conduct of business for the organisation.

5. Facilitation Payments

- A payment made solely to expedite or secure the performance of the following routine government actions only, such as:
 - i. Clearing items through ports of entry;
 - ii. Obtaining licenses, permits and other official documents to qualify to do business;
 - iii. Processing governmental papers, such as visas and work orders;
 - iv. Providing police protection, mail services, and inspection of goods or of contract performance; and
 - v. Providing telephone service, utilities, loading or unloading cargo, and protecting perishable goods from deteriorating; and actions of a similar nature.
- Facilitation Payments are considered bribes under the UK Bribery Act.
- The Company does not permit Facilitation Payments (no matter how small they are) or allow others (including but not limited to advisers, agents, intermediaries, consultants, and logistics providers) to make Facilitation Payments on behalf of the Company.

Any Company Representative, entity or affiliate that is located in the United Kingdom or is controlled or governed by any UK entity must comply with the UK Bribery Act as the Act covers activities worldwide, regardless where the infraction was committed.

In addition to the individual committing the offense, Company officers may also be personally liable for offenses if they have either approved of or remained wilfully ignorant of acts of bribery being committed, including failure to comply with this policy.

BUSINESS WITH THE UNITED STATES GOVERNMENT

1. Special Nature of Government Business

The Federal Acquisition Regulation (FAR), and related laws and regulations, govern the Company’s business with U.S. government agencies. Each state or municipality the Company works with will have similar requirements or regulations. These laws and regulations will be complied with.

2. Procurement Ethics

Federal statutes and regulations prohibit the Company from seeking or obtaining proprietary information related to Company's competitors or government source selection information that is not available to all competitors. All Company staff members are obligated to report suspected violations of procurement law to Company's legal counsel.

3. Contract Negotiation and Pricing

The work of Company staff members must be accurate and complete in all representation made on behalf of the Company in negotiating contracts and orders with the Government and with suppliers, vendors, or customers. The submission to any customer of a proposal, quotation or other document or statement that is false, incomplete or misleading can result in civil and/or criminal liability for the staff member, for the supervisor condoning the practice and for the Company.

A claim of defective pricing, which could result in financial penalties and possible criminal charges against the Company and the staff members involved, may arise from a failure to comply with these rules, regulations and laws. Extra care will be taken to ensure that pricing information provided to the Government is current, accurate and complete before submitting the pricing and the proposal to the Government. Changes affecting the pricing data submitted in a Government proposal must be reported immediately.

4. Contract Performance

It is essential that the Company complies with the terms and conditions of its contract with the Government. The prior written approval of an authorised Government representative must be obtained before substitutions or changes can be made in such areas. Only a written contract modification can change a contract requirement.

5. Subcontracting

Special procedures must be followed when purchasing materials and services from other companies for use in Government contracts. Many Government contract requirements must be passed down to Company's subcontractors and suppliers. Staff members should make sure that all these required provisions are incorporated in our subcontracts.

6. Consultant Services

In retaining consultants, care should be taken to ensure that no conflict of interest exists for the consultants. Staff members overseeing these consultants must closely monitor the conformance of consultant services to the FAR both as to cost and scope of work. All activities should be in accordance with the Company's Conflict of Interest policy.

7. Gifts, Meals or Gratuities Are Prohibited in the Government Market

With limited exceptions that must be approved in advance by Company legal counsel, staff members may not provide or pay for meals, refreshments, travel or lodging expenses, or give anything of value to, federal government staff. The Company and its staff members must also comply with state, local and foreign government rules and the Company's Gifts, Favours, Entertainment and Donations Policy that govern the acceptance of business courtesies.

8. Kickbacks Are Prohibited

The Anti-Kickback Act prohibits Company and its staff members from offering, soliciting, providing or accepting any gift, money, or other thing of value to improperly obtain or reward favourable treatment in connection with United States Government prime contract and subcontracts.

ANTI-MONEY LAUNDERING GUIDELINES

Money laundering is the process by which the origin of criminally obtained property is disguised by exchanging it for assets with no obvious link to their criminal origins.

Criminal property may take any form, including money or money's worth, securities, tangible property and intangible property. It also covers money, however come by, which is used to fund terrorism.

Money laundering offences include:

- Concealing, disguising, converting, transferring or removing criminal property;
- Arranging, or becoming concerned in an arrangement, which the person who knows, or suspects, or facilitates (by whatever means), the acquisition, retention, use or control of criminal property by or on behalf of another person;
- Acquiring, using or having possession of criminal property;
- Making a disclosure to a person which is likely to prejudice a money laundering investigation (“tipping off”); and
- Becoming concerned in an arrangement facilitating concealment, removal from the jurisdiction, transfer to nominees or any other retention of terrorist property.

Given the global nature of the Company's operations, the Company is subject to a wide variety of anti-money laundering legislation including the UK's Proceeds of Crime Act 2002 and legislation falling under the EU money laundering directives.

When receiving payments from Customers, colleagues should adhere to the Company's policy on Third Party Payments which prohibits accepting payments from offshore entities. This is subject to reasonable exceptions set out in the policy, such as where the offshore entity is a reputable finance provider, or where it is a group affiliate of the Customer. Following this policy will reduce the risk of the Company becoming involved in money laundering.

REPORTING VIOLATIONS GUIDELINES

1. Reporting

Representatives must comply with this Integrity, Ethics, Anti-Bribery & Anti-Money Laundering Policy. Any questions regarding the validity or interpretation of this Policy should be brought to the attention of the Compliance Officer, General Counsel or Associate General Counsel or alternatively, via the Ethics and Compliance Hotline. Failure to comply with this Policy and associated the Company's policies will result in disciplinary action up to and including termination of employment.

It is each staff member's personal responsibility to take appropriate and consistent action by informing your line manager, Associate General Counsel, Regional Human Resources Department, or alternatively, the group's Compliance Officer, General Counsel, Company management of any violations or suspected violations of this Policy. Staff members can alternatively file reports using the or the Compliance and Ethics Hotline.

If you believe your line manager is in violation or complicit in violations of this Policy, please report the violation directly to Human Resources, Legal, the group's Compliance Officer or via the Compliance and Ethics Hotline. Violations include non-compliance with applicable laws, regulations, this Policy, the Company's Code of Conduct, as well as a failure by responsible management to detect, report and/or correct any offence. All reports will be treated as strictly confidential.

2. Penalties

Managers and supervisors must ensure that this Policy is enforced through appropriate disciplinary measures. Any staff member violating a provision of this Policy shall be subject to discipline, up to and including termination.

Staff members are expected to cooperate fully with Company representatives who are conducting an internal investigation, audit, inquiry or other review.

Companies and individuals may be liable under the FCPA and the UK Bribery Act not only for their own actions, but also for actions of external sales agents, distributors, joint venture partners, subcontractors, consultant or other business associates.

3. Non-Retaliation

Company policy prohibits any retaliation, directly or indirectly or by encouraging others, against staff members for making reports of a violation of this Policy. If you believe retaliation has occurred, inform the local Human Resources or Legal Departments or contact the Compliance and Ethics Hotline immediately.

WESTCONGROUP COMPLIANCE AND ETHICS HOTLINE

Staff members that prefer to place a report in confidence are encouraged to use the Compliance and Ethics Hotline, hosted by a third-party hotline provider, Navex Global.

A case can be logged online or via the global toll-free telephone numbers listed on the site - <http://westcon.ethicspoint.com>

FINAL CONSIDERATION

Failure to comply with this policy may lead to disciplinary action up to and including termination. Any questions regarding a possible conflict of interest, political activities, or outside work should be discussed with the staff member's immediate supervisor, the Human Resources Department, the Legal Department, or the Risk Department.

APPENDIX: DEFINITIONS

Bribe

A bribe means the promising, giving, accepting or soliciting of an inducement which is made with the intention of influencing the recipient to do something improper. Inducements can take the form of money, gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours etc). Bribery covers ‘active bribery’ whereby a person offers, promises or gives an advantage, and ‘passive bribery’ which is when an employee requests, agrees to receive or accepts an advantage.

Facilitation Payments

A payment made solely to expedite or secure the performance of the following routine government actions only:

- i Obtaining licenses, permits and other official documents to qualify to do business;
- ii Processing governmental papers, such as visas and work orders;
- iii Providing police protection, mail services, and inspection of goods or of contract performance; and
- iv Providing telephone service, utilities, loading or unloading cargo, and protecting perishable goods from deteriorating; and actions of a similar nature.

Public Official

“Public official” means any officer or staff member of a government or any department, agency, or instrumentality of a government. The term also includes any officer or staff member of a public international organisation such as the World Bank or the African Union. Furthermore, any person acting in an official capacity for any government agency, department or instrumentality, or for a public international organisation is a “public official.” An entity hired to review bids on behalf of a government agency would be covered by the term.

The U.S. Department of Justice has also stipulated that the following persons would be included in the definition of a foreign “public official”:

- i Officers and staff of foreign state-owned companies;
- ii Uncompensated honorary officials if such officials can influence the awarding of business; and
- iii Members of royal families who have proprietary or managerial interests in industries and companies owned or controlled by the government.

The FCPA also prohibits bribes to foreign political parties and their officials as well as to candidates for foreign political office.

Any doubt or confusion about whether a person is a government official should be resolved by assuming that the individual involved is a government official for the purposes of the policy.

Government

An agency, instrumentality, subdivision, or other body of any national, state, or local government, including hospitals or other health facilities that are owned or operated by a government, and including regulatory agencies or government-controlled businesses, corporations, companies, or societies.

Knowing

A company or person has knowledge of prohibited conduct if the company or person is:

- a) Aware that such person (to whom company resources are given) is engaging in such conduct, that such circumstance exists, or that such result is substantially certain to occur; and
- b) Has a firm belief that such circumstance exists or that such result is likely to occur;
- c) Aware of a high probability of the existence of such circumstance, unless the person believes that such circumstance does not exist.

A corporation cannot turn a blind eye to suspicious activities of its foreign finders, agents, representatives, or partners, hoping not to learn of prohibited activity.

Money or "Anything of Value"

The use of the phrase “anything of value” means that not only money bribes are forbidden, but also bribes constituting such things as:

- i Stock;
- ii Entertainment;
- iii Gifts;
- iv Discounts on products and services not readily available to the public;
- v Offer of employment;
- vi Assumption or forgiveness of debt;
- vii Payment of travel expenses; and
- viii Personal favours.

Payment

Money, transfer of stock, bonds, or any other property, the payment of expenses, the providing of services of any type, the assumption or forgiveness of any indebtedness, or any other transfer of goods, services, tangibles, or intangibles that accrues to the benefit of the ultimate recipient or promotes him or her.

Third Party

Any person not a party to the transaction, usually a sales intermediary between the Company and the final customer or end-user of the Company's products or services.

POLICY MAINTENANCE, RESPONSIBILITY AND REVISIONS

Policy Responsibility

The Company's General Counsel and Compliance Officer are responsible for this Policy.

Policy Review

This Policy will be reviewed annually.

Last review date
11/02/2022

Version

Version	Date issued	Summary of changes
1.0	09/2015	Revised policy clarifying role, responsibility and Westcon direction
2.0	01/02/2018	Updated post company split from Westcon Group
3.0	11/02/2022	Updated to include anti-money laundering provisions