

WESTCON INTERNATIONAL LTD.

INTEGRITY, ETHICS AND ANTI-BRIBERY POLICY AND GUIDELINES

INTEGRITY, ETHICS AND ANTI-BRIBERY POLICY AND GUIDELINES PURPOSE

This policy provides direction and guidance to Westcon International Ltd. (“Company”), its affiliates, and their respective employees 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 laws and regulations around the world, including, but not limited to the U.S. Foreign Corrupt Practices Act of 1977, as amended (the “FCPA”), and the UK Bribery Act 2010 (the “UK Bribery Act”).

SCOPE

This policy and these guidelines apply to the Company, its affiliates, and each of their directors, officers, shareholders, employees, representatives, consultants and agents (collectively “Representatives”) worldwide. Although the Company recognizes different legal, regulatory and cultural environments throughout the world, the Company shall comply with the fundamental legal and ethical principles described in this Policy. All *italicized* 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 and the UK Bribery Act in addition to any country or region specific legal or regulatory requirements, for example the Brazil Clean Companies Act.

This Policy is an integral part of the Company Business Code of Conduct which requires compliance with the laws, regulations and rules and establishes corporate ethical standards applicable to all the Company’s business dealings. There are serious consequences for Representatives and the Company for failure to adhere to this Policy. The penalties for violating the FCPA and/or UK Bribery Act 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, authorize or permit directly or indirectly, the authorization, 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 favorable 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 employee or other person.

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 prevent and detect unlawful conduct and shall ensure that 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 detect and prevent entering into a relationship that could be unlawful or prohibited or could damage Company reputation. Additionally, the Company shall make 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 regarding 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 favorable legislation or regulation or other preferential treatment (e.g. relief from import duties).
- 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 such payments will be given to a foreign official in return for an exercise of influence to help obtain or retain 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 Company policy that no such payments are permissible under any circumstances.**

It may be difficult under certain circumstances for an employee of the Company to turn down a gift or hospitality made with good intentions. Therefore, an employee who has received a tangible gift or hospitality, without prior approval must make a written declaration of the item or activity by following the same MOA and other management approval requirements. The employee will be notified if it is determined that the gift or item is excessive or inappropriate in which case the employee will be requested to turn over the item to the 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 their transactions and disposition of Company assets.

The accounting standards of the FCPA require that the Company establish accounting and recordkeeping 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 can NOT be used to accomplish what would otherwise 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:

3. Offering or Paying a Bribe;
4. Requesting or Receiving a Bribe;
5. Bribing a foreign official; or
6. Failure of a commercial organization 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 Organization to Prevent Bribery

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

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 willfully 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 employees are obligated to report suspected violations of procurement law to Company’s legal counsel.

7. Contract Negotiation and Pricing

The work of Company employees 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 employee, 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 employees 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.

8. 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 authorized 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.

9. 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. Employees should make sure that all these required provisions are incorporated in our subcontracts.

10. Consultant Services

In retaining consultants, care should be taken to ensure that no conflict of interest exists for the consultants. Employees 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.

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

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

8. Kickbacks Are Prohibited

The Anti-Kickback Act prohibits Company and its employees from offering, soliciting, providing or accepting any gift, money, or other thing of value for the purpose of improperly obtaining or rewarding favorable treatment in connection with United States Government prime contract and subcontracts.

REPORTING VIOLATIONS GUIDELINES

12. Reporting

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

It is each employee's personal responsibility to take appropriate and consistent action by informing your supervisor, management, the Regional Legal Department, the Regional Human Resources Department or the Compliance and Ethics Hotline of any violations or suspected violations of this Policy. If your manager or supervisor is the violator or is complicit with violations of this Policy, then report the violation directly to the Human Resources or Legal Departments or the Chief Risk Officer or contact the Compliance and Ethics Hotline. Violations include not only noncompliance with applicable laws, regulations, this Policy, the Company Code of Conduct, but also a failure by responsible management to detect, report and/or correct any offense. All reports will be treated as strictly confidential.

13. Penalties

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

1. Non-Retaliation

Company policy prohibits any retaliation, directly or indirectly or by encouraging others, against employees 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

Employees 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 employee's immediate supervisor, the Human Resources Department, the Legal Department, or the Risk Department.

POLICY MAINTENANCE, RESPONSIBILITY AND REVISIONS Policy Responsibility

The Company General Counsel and Chief Risk Officer are responsible for this Policy. Respective Regional CFOs, Assistant General Counsel's and Human Resource Directors are responsible for establishing and updating Regional Integrity and Anti-Bribery policy to ensure alignment with this policy.

Policy Review

This policy will be reviewed and updated annually.

Version	Date	Revision Description	Additional Comments
1.0	September , 2015	Revised Policy	Revised policy clarifying role, responsibility and Westcon direction
2.0	1 February 2018	Revised Policy	Updated post company split from Westcon Group

APPENDIX:

DEFINITIONS

Bribe

When one party gives or offers another party, either directly or through an intermediary, any reward, advantage or benefit of any kind, in order to influence the making or not making or implementation of a decision or act by the party concerned.

Facilitating Payment

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;
- 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 employee of a government or any department, agency, or instrumentality of a government. The term also includes any officer or employee of a public international organization 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 organization 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 employees of foreign state-owned companies;
- ii Uncompensated honorary officials if such officials can influence the awarding of business;
- 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 particular 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.
- b) Has a firm belief that such circumstance exists or that such result is substantially certain to occur.

- c) Aware of a high probability of the existence of such circumstance, unless the person actually 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 favors.

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.