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# Westcon International Code of Conduct

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## MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

### **Mission**

Our Mission is to continue to be the leading specialty distributor for technology vendors in the unified communications, infrastructure, and security market.

Guiding philosophies that propel our Mission and support our values:

- Provide the best in class portfolio of actively managed businesses in the unified communications, infrastructure and security distribution industry;
- Strive to deliver long-term, sustainable, above average returns to our shareholders;
- Be an employer of choice, attracting, developing and retaining the best employees; and
- Be ethical, honest and socially responsible in all of our undertakings.

As an employee of the Westcon International Group, you can support our Mission by:

- Acting with honesty and integrity in all matters relating to the Group;
- Being accountable for your actions taken or purported to be taken on the Group's behalf; this includes without limitation such actions taken while on the Group's property or while using the Group's electronic communications systems; and
- Seeking guidance from your supervisor, Human Resources Department, Legal Department, or via the anonymous Westcon International Group Compliance and Ethics Hotline at the following website <http://westcon.ethicspoint.com> or on the global toll-free telephone numbers listed at the back of this Code should you have any queries about the interpretation of this Code.

### **Westcon International Group Employees**

We will treat each other with respect and fairness at all times. We are dedicated to maintaining equal opportunity employment practices universally. We will respect each other's privacy and treat each other with dignity and respect regardless of ethnicity or race, creed, colour, national origin, nationality, sex, gender identity, family responsibility, age, marital status, handicap, disability, citizenship status, veteran status, sexual orientation and preferences, genetics, religion or tribal affiliation. We are committed to providing a safe and healthy work environment for all employees.

### **Westcon International Group Customers**

We are committed to providing high quality, competitive pricing and honest transactions. All dealings with our customers will be conducted lawfully and ethically.



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**Westcon International Group Suppliers**

We will deal honestly and fairly with our suppliers. We will source products and services without discrimination, in a manner supportive of mutually beneficial, long-term relationships.

**Westcon International Group Competitors**

We will compete aggressively, but fairly, for business and will base our efforts on the qualities of our value proposition.

**Westcon International Group Communities**

We are responsible corporate community members. Our policies are designed to comply with all applicable international, national and local laws. We will strive to contribute to our communities through the encouragement of employee involvement and corporate benevolence.

**Westcon International Group Shareholders**

We are committed to actions that provide a superior return on investment for our shareholders. We aim to protect and increase the value of their holdings by seeking to optimize the utilization of our assets.

## BUSINESS CODE OF CONDUCT

### 1. INTRODUCTION

Westcon International, Ltd. (the “**Company**”) and its subsidiaries (hereinafter referred to as, the “**Westcon International Group**”, the “**Group**”, “**we**”, “**us**” and “**our**”) is committed to maintaining the highest standards of business conduct. These principles inform all of our dealings, including our relationships with our employees, customers, suppliers, shareholders, competitors, and the communities in which we operate.

This Business Code of Conduct (the “**Code**”) has been developed to support the Westcon International Group’s key values and our commitment to organisational integrity. The Code sets out the values and standards that guide us in the conduct of our business and is firmly rooted in the ten principles of the UN Global Compact of which our parent company, Datatec, is a member.

The UN Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption:

#### Human Rights

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and
- [Principle 2](#): make sure that they are not complicit in human rights abuses.

#### Labour

- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): the elimination of all forms of forced and compulsory labour;
- [Principle 5](#): the effective abolition of child labour; and
- [Principle 6](#): the elimination of discrimination in respect of employment and occupation

#### Environment

- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges
- [Principle 8](#): undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): encourage the development and diffusion of environmentally friendly technologies

#### Anti-Corruption

- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

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Although we operate in various geographic areas, our values and the Code have universal applications. This Code applies to every division, location and employee and should be an integral part of our daily actions. Companies within the Group will only do business with organisations and individuals who comply with the spirit and letter of the Code, as well as with all applicable laws and regulations.

The Code must be interpreted and applied within the framework of the laws and traditions of the jurisdictions in which we operate, as well as in conjunction with the Group's policies and good common sense. We must be conscious of avoiding circumstances and actions that give even the appearance of impropriety or wrongdoing.

The Code and the Group's policies are updated from time-to-time. The current versions and any future revisions can be found at: <https://westcon1.sharepoint.com/sites/riskcom/pages/Homepage.aspx>. It is each employee's responsibility to ensure they remain up to date with any changes from time to time.

The Code applies to those representing or acting on behalf of a Group Company, including all employees, contractors, representatives, and agents of the Group (collectively referred to as "employees" or "agents").

It is important that everyone in the Group understands and complies with our Code and any applicable laws.

## 2. RESPONSIBILITIES

### What is expected of everyone in Westcon International Group

Every employee is personally responsible for ensuring their own and their colleagues' compliance with this Code.

Our employees will be held accountable for their actions and are expected to act openly, honestly, with integrity and in compliance with applicable law. Any employee that becomes aware of potential violations of this Code or Group policy must immediately alert the Group using the channels referred to below.

Each of us has a responsibility not only to uphold the highest standards of business conduct and personal ethics, but to speak up if we see or suspect a breach of our standards. As a Group, we know it takes courage to speak up and share your concerns.

We will not allow retaliation against a person who raises questions or concerns about the conduct of others or any Group Company. No employee will suffer any retaliation by the Group (directly or indirectly) or another colleague due to a report made in good faith. Retaliation against any employee who reports a concern is a violation of this Code, and the individual(s) will be treated as a serious disciplinary matter.

Employees with any concerns should contact their Human Resources Department, Legal Department, or via the anonymous Westcon International Group Compliance and Ethics Hotline using this website <http://westcon.ethicspoint.com>, or by dialling one of the global toll-free telephone numbers listed at the end of this Code. If you are engaged via a third party, you should contact that third party in the first instance through appropriate channels notified to you by that party. If you are unsure how to do so, please contact the General Counsel.

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Your commitment to honesty and integrity should extend to every aspect of your work within the Westcon International Group, whether you are representing the Group at a corporate event, or through contact with clients, suppliers or government authorities.

The Westcon International Group takes violations of the Code and standards of acceptable behaviour seriously and will take appropriate action when we consider it necessary to do so. This may involve disciplinary action in respect of our employees. If you are engaged via a third-party company, we will contact that company and inform them of your alleged misconduct, which will then be managed in accordance with their disciplinary procedures.

### ***When in doubt, ask yourself...***

*Am I keeping to our core values?*

*Is what I am doing ethical and in line with our Code of Conduct and supporting manuals?*

*Is it legal and am I authorised to do it?*

*Have I thoroughly understood the potential risks, including the risks to the Group's reputation?*

*Is it the right thing to do and am I leading by example?*

*If this becomes public knowledge, will I still feel I have done the right thing?*



### **Managers**

Members of the Boards of Directors of each company within the Westcon International Group and managers are expected to demonstrate leadership on ethical matters and serve as role models for others. If you are a member of management, you must promote open and honest communications and show respect and consideration for each person working with the Group. You must create opportunities to discuss the Code with your team and reinforce the importance of ethics and compliance.

Managers must foster an environment of integrity, honesty and respect. This includes creating a work environment that is free from discrimination, harassment, intimidation or bullying of any kind. This type of behaviour will not be tolerated and is inconsistent with our values and the Code.

Managers also must ensure that all aspects of the employment relationship are free from bias and that decisions are based upon individual performance and merit.

### **Management Systems**

The Group shall implement management systems consisting of policies, processes and procedures that are necessary to achieve the requirement of this code. Where practical, the Group shall achieve external accreditation to demonstrate its compliance with publicly recognised standards for management systems, including but not limited to holding ISO accreditation.

### 3. RESPECTING OTHERS

#### Mutual respect and professional treatment

One of our values is Partnership and nothing damages a team more quickly than a lack of mutual respect. For our Group to be successful, we all must work together toward common goals. Employees and managers share a mutual responsibility to keep one another informed of any information that may be important to job performance and to understanding the organisation. You are expected to treat your fellow employees professionally — it's what we owe each other in the workplace.

The Westcon International Group recognises your right to form personal relationships with those you meet in the workplace; however, you are expected to use good judgement to ensure your personal relationships do not negatively affect your job performance or interfere with your ability to supervise others. Favouritism, open displays of affection and making business decisions based on emotions or personal relationships are inappropriate.

For example, situations that involve borrowing money, or making loans between employees, or between one employee and a family member of another employee must be avoided, unless it is of an incidental nature involving a minimal amount of money. Managers should be particularly sensitive to situations involving lending money to those who report to them and avoid these workplace situations.

#### Harassment-free Environment

We will not tolerate any form of harassment or discrimination. Harassment can be verbal, physical or actions that create an offensive atmosphere. It can take many forms such as jokes, slurs and offensive remarks, whether delivered verbally, graphically or electronically, including e-mail.

Harassment also includes disrespectful behaviour or remarks about a person's race, colour, sex, age, sexual orientation, gender identity, religion, disability, national origin, marital status or any other legally protected status. Certain local laws may provide additional protection for employees which your local Human Resources Department or the Legal Department can provide guidance on if you have any queries.

Some countries have specific laws concerning sexual harassment which can include:

- Unwelcome sexual advances with or without touching;
- Coerced sexual acts;
- Requests or demands for sexual favours; and
- Other verbal or physical conduct of a sexual nature.

Our commitment to a harassment-free environment applies in all work-related settings and activities, whether on or off Group premises.

#### Safety and Security

We are committed to establishing and maintaining safe and healthy working conditions at all Group locations and to complying with applicable laws on workplace safety. This includes:

- maintaining a workplace free from aggression; threats, intimidating behaviour or any acts of violence will not be tolerated;

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- not using, possessing, selling or transferring illegal drugs on company property; no employees are permitted to work for the Group if using illegal drugs or unable to perform their duties due to being impaired by alcohol;
- not bringing weapons onto company property, including weapons used for sporting purposes; weapons of any kind have no place in the workplace;
- being alert to individuals who are on company premises without proper authorisation; ensure that you observe all physical access rules in your location and report incidents of unauthorised entry to your manager or to security personnel;
- conducting risk assessments and developing and implementing site-specific health and safety improvement objectives and initiatives;
- providing training in health and safety, including site and role-specific information.

Please refer to the Occupational Health & Safety Policy for more information on occupational health and safety.

### **Drug and Alcohol Abuse**

The Group is committed to providing a drug-free work environment. The possession, distribution or use of any illegal substances on Group premises, parking lots, storage areas or job sites or when performing Group business is strictly prohibited. Similarly, the abuse of alcohol, medications or any other substance that may impair the employee in the workplace or when performing Group business is a violation of this Code. Any abuse of alcohol, medications or any other impairing substances could result in the risk of injury to the impaired employee, other employees or to third parties.

Employees who are taking prescription drugs that may impair their ability to work are under a duty to report this to their Human Resources representative who will maintain the confidentiality of the disclosure and handle the information appropriately. Providing this information is necessary to ensure the protection of the employee, such as if the employee experiences an adverse reaction to the drug while at work and also so that the employee is not falsely accused of taking an illegal substance or being improperly impaired whilst in the workplace. If you require a reasonable adjustment as a result of taking prescription drugs, you should contact your Human Resources representative who will be able to advise accordingly.

The Group is committed to safeguarding the confidentiality of employee information and respecting employee privacy, especially where matters regarding medical and personal information are involved. The Group may also release such information when the employee signs a release for the transfer of such information to designated persons or agencies, in accordance with the Global Privacy Policy.

Any employee who works while impaired or becomes impaired while at work may be subject to severe disciplinary action including, without limitation, termination of employment, or any other penalty appropriate under the circumstances. When an employee is involved in the use, possession, transfer, or sale of a substance in violation of criminal laws, the Group may notify appropriate authorities.

### **Pornography**

The possession, distribution or viewing of pornographic materials on Group property or using the Group's systems violates this Code and will be subject to appropriate disciplinary action, up to and including termination.

Some countries have enacted reporting requirements that must be complied with whenever child pornography is found on a company's network. You must promptly notify the Human Resources Department or Legal Department if you have knowledge about the existence of any pornography, but especially child pornography on the Company's systems or premises so that appropriate action may be taken.

## **4. EQUAL OPPORTUNITY, WORKING HOURS & REMUNERATION**

At the Group, we offer equal opportunities to everyone without discrimination based on personal characteristics. This helps us ensure we always draw on the widest possible talent pool and attract the very best people.

Sometimes people can breach equal opportunity policies without even realising it – for example, if they are unconsciously biased towards recruiting people like themselves. Therefore, you should always strive to be objective and ensure your personal feelings and preferences are not influencing your employment-related decisions. You also need to be aware of local laws which may impact employment decisions.

We rely on everyone in the Group to adhere to our policy of equal opportunity by ensuring:

- When making employment decisions, including hiring, evaluation, promotion, training, development, discipline, compensation and termination, you must base them solely on objective factors, including merit, qualifications, performance and business considerations; and
- You should understand the value of diversity and must not discriminate in any way based on race, colour, religion, age, gender, sexual orientation, gender identity, marital status, disability, ethnic origin or nationality.

The Group shall adhere to all applicable employment legislation in the territories we operate in. This shall include compliance with legislation related to minimum and living wages, as well as regulations governing limitations on working hours. The Group recognises the rights of colleagues to form or join trade unions and engage in collective bargaining. No prospective or current member of staff shall be discriminated against on the grounds of membership of a trade union.

## **5. AVOIDING CONFLICTS**

The way we conduct our daily business dealings with clients, suppliers, vendors and competitors determines our reputation in the marketplace far more than any other actions we take. Each one of us contributes to Westcon International Group's reputation. You are expected always to act in a way that reflects our commitment to integrity and responsible behaviour in any business dealings.

A conflict of interest can arise in situations where your interests and the interests of any Group Company, or the interests of our clients are in opposition. When you are in such a situation, it may be difficult to objectively fulfil your job duties, and your loyalty to the Group, or to our clients may be compromised or may appear to be compromised. Every business decision you make should be in the best interests of the Group and our clients and not for your own personal gain or benefit. Therefore, you must not engage in any activity that creates, or even appears to create, a conflict of interest between you and the Group or its clients. You should not take any business action, including any loan or guarantee, for your personal benefit, or for the benefit a relative or close friend at the expense of the Group's, or a client's best interests.

If you believe you may have a conflict of interest, or may be perceived to have such a conflict, you must disclose this to your local Legal Department as soon as you become aware of it. You are expected to cooperate fully with all efforts to resolve any such conflict.

### **Outside Employment and Business Dealings**

Certain types of outside employment or business dealings may cause a conflict of interest, or the appearance of a conflict. It is your responsibility to recognise these situations. Any activity that diminishes your ability to perform your job duties objectively, benefits you at the expense of the Group or its clients, competes with any business or service provided by the Group or its clients, or has the potential to damage our reputation will not be permitted.

Certain types of outside employment or business dealings will not be accepted while employed within the Group, including:

- employment or association with companies or organisations that prepare, audit or certify statements or documents pertinent to the company's business;
- employment with clients, competitors, vendors or suppliers that you deal with in the normal course of your job duties; and
- any business relationship with a client, prospect, supplier, vendor or agent of the Company (other than normal consumer transactions conducted through ordinary retail sources).

Even if your outside employment is approved or permissible under the Code, you may not solicit employees, clients, vendors or suppliers, nor may you utilise any Group Company's name, time, property, supplies or equipment.

### **Outside Service as a Director, Officer or General Partner**

You must obtain prior approval before you serve as a board member, director, officer or general partner of the following:

- all for-profit companies, and
- non-profit entities, where any of the following circumstances exist:
  - There is a client, business or financial relationship between the entity and the Group, including the provision of charitable contributions, grants or foundation money;
  - The entity is a trade or industry organisation;
  - You receive any type of compensation (e.g., cash, securities, goods, services);

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- You have been asked by the Group to serve the organisation; and
- The entity is any type of government agency or your position is a public office (whether elected or appointed).

Even if the service does not require approval, you must notify the Company of any anticipated negative publicity, and you must follow these guidelines during your tenure:

- never attempt to influence or take part in votes or decisions that may lead to the use of a Group product, service or other type of benefit to the Group; the meeting entity records for the entity must reflect that you abstained from such a vote or discussion; and
- you must ensure the entity conducts its affairs lawfully, ethically, and in accordance with prudent management and financial practices; if you cannot, then you must resign.

**Ownership of an Outside Business**

If you take part in the management of a business which is not part of the Group, or if you own at least 50% of a business outside of the Group, you must seek approval for this ownership and / or management. You will be required to provide pertinent details, such as any relationship with the Group (including employees), any compensation / payment received, time required and potential conflicts of interest (actual or in appearance). Annual re-approval is required as facts and circumstances may change.

**Fiduciary Appointments**

Fiduciary appointments are those where you act as a trustee, executor, administrator, guardian, assignee, receiver, custodian, investment adviser, or any capacity in which you possess investment discretion on behalf of another or any other similar capacity. In general, you're strongly discouraged from serving as a fiduciary unless you're doing so for a family member. All requests to serve as a fiduciary, with the exception of serving for a family member who is not a Group client, require approval.

If there is a client relationship with the Group, there may be restrictions or controls placed on your service, or you may be denied the ability to serve in such a fiduciary capacity. In all situations where you're acting as a fiduciary, you must not permit your appointment to interfere with the time and attention you devote to your job duties with the Group.

**Personal Investment Decisions**

Your personal investments, and those of certain family members, could lead to conflicts of interest. You are required to comply with the Inside Information Policy at section 9 of this Code and Datatec Group's Personal Securities Trading Policy. Certain employees will have additional restrictions placed on their personal investments which may include reporting and pre-clearing various types of securities transactions.

**Dealing with Family and Close Personal Friends**

You should be particularly sensitive to business situations involving family members, household members or close personal friends. In general, a family member or close personal friend should not have any business dealings with you or with anyone who reports to you. This also includes situations where your

family members or close personal friends provide an indirect service to a client for whom you have responsibility.

You must disclose any such situation to your line manager and local Legal Department and co-operate with all efforts to resolve such conflicts.

### **Corporate Opportunities**

You owe a duty to the Group to advance its legitimate business interests when the opportunity arises. You and your family members are prohibited from personally benefiting from opportunities discovered using information that you directly or indirectly obtained through your position with the Group.

Your actions must not compete in any way with businesses the Group engages in, and you may neither ask for, nor accept, a business opportunity that may belong to any Group Company or could appear to belong to it.

You may not give legal, tax, investment or other professional advice to clients, prospects, vendors or suppliers of the Group, unless this activity is part of your regular job responsibilities. You must also be cautious if clients, prospects, suppliers or other employees seek your guidance or your recommendation of a third-party professional who provides these services, such as an attorney, accountant, insurance broker, stockbroker, or real estate agent.

Please refer to the Conflicts of Interest Policy for further details.

## **6. CONDUCTING BUSINESS**

We secure business based on honest competition in the marketplace, which contributes to the success of our Company, our clients and our shareholders. We compete in full compliance with all applicable laws and regulations. We support worldwide efforts to combat financial corruption and financial crime.

We are committed to ensuring there are no human rights abuses occurring in our supply chains or in any part of our business. This includes supporting and respecting the protection of internationally proclaimed human rights and making sure there is no complicity in human rights abuses.

### **Fair Competition and Anti-Trust**

The Group is committed to fair dealing with our clients, suppliers, competitors and employees. The Group is also committed to open competition as we believe this benefits our clients, the company and the community at large. We will compete vigorously but always in full compliance with the laws and regulations of the numerous jurisdictions in which we do business, as well as in the spirit of honesty and integrity.

All Westcon International Group entities must comply with the various "fair competition" and "fair dealing" laws that exist in many countries and "anti-trust" laws in the U.S. The general purpose of these laws is to protect the markets from anti-competitive activities. Some examples of such anti-competitive activities are those that involve entering into formal or informal agreements, whether written or oral, with competitors regarding:

- fixing prices or terms, or any information which impacts prices or terms;

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- allocating markets, sales territories or clients, including sharing marketing plans or strategic documents;
- boycotting or refusing to deal with certain suppliers, vendors or clients (unless required by a law governing body, such as the Office of Foreign Assets Control); and
- making the use of a product or service from a supplier or vendor conditional upon their use of our services or products.

The principles of fair dealing require us to deal fairly with our clients, suppliers, competitors and employees. Unfair advantage may not be taken through:

- manipulation;
- concealment;
- abuse of privileged information;
- misrepresentation of material facts; or
- any other unfair-dealing practices.

Competition and anti-trust laws are many and complex, so if you have any question as to whether a particular activity is legal or in compliance with the spirit of these laws, you should contact a member of your local Legal Department. The following points reinforce the significance and complexity of these laws:

- the laws can vary within the same country or organisation; for example, several states within the U.S. have fair competition laws, in addition to the federal anti-trust laws; likewise, within the EU, individual countries may have laws that apply in addition to EU laws;
- the laws of certain countries may apply to conduct that takes place outside of that country; and
- violations of these laws typically carry harsh penalties; most permit significant monetary penalties for both the company and the individual employee, and some impose criminal penalties on individuals, such as custodial sentences and fines.

### **Anti-Corruption and Improper Payments**

Most countries in which we do business have laws that prohibit bribes to governments, their officials and commercial (non-government) clients. The term “officials” can be applied broadly to include officials of political parties, political candidates, employees of governments and employees of government-owned businesses. Westcon International Group employees are subject to the Foreign Corrupt Practices Act and the UK Bribery Act 2010. You must comply with these laws and the Group’s Integrity, Ethics and Anti-Bribery Policy regardless of the line of business in which you work or your country of residence.

### **Trade Compliance**

The Group must comply with all applicable national and international trade compliance regulations. Trade compliance includes regulations governing the import, export and domestic trading of goods, technology, software and services, as well as international sanctions and restrictive trade practices.

Failure to comply with applicable laws could lead to fines, delays, seizure of goods, or loss of the Company’s current privileges (if any), as well as damage to the Westcon International Group’s reputation or imprisonment for individuals. It is crucial that you understand the requirements of doing business

internationally and help to safeguard the Group's international interests. Please refer to the Export Policy for further details.

### **Human Rights, Modern Slavery & Child Labour**

We have a zero-tolerance approach to breaches of human rights including modern slavery in all its forms such as forced and bonded labour, human trafficking and child labour. We are committed to acting ethically and with integrity in all our business dealings and relationships to ensure that human rights breaches including modern slavery and child labour is not taking place anywhere in our own business or in any of our supply chains. Please refer to the Anti-slavery and Human Trafficking Policy for further details.

You are required to avoid any activity that might lead to, or suggest, a breach of the Anti-slavery and Human Trafficking Policy and should raise concerns about any issue or suspicion of human rights breaches, including modern slavery or child labour in any parts of our business or supply chain at the earliest possible stage.

We expect our vendors to provide us with information relating to the policies and procedures they have implemented to identify and mitigate the risk of human rights issues within their own supply chains, as far as practically possible,

### **Conflict Minerals**

Conflict minerals are coltan, gold, cassiterite and wolframite (and their derivatives tungsten, tin and tantalum) which are sourced from mines in the Democratic Republic of Congo (DRC) or neighbouring countries. They are so-named given that they are often used by militant groups to fund conflicts which contribute to violence and exploitation in and around the DRC. As part of our commitment to ensuring that we do not source and supply products that contain conflict minerals, all vendors will be expected to provide certification as part of the onboarding process that products they will supply us with do not contain conflict minerals. Please refer to the Conflict Minerals Policy for further details.

### **Environmental Concerns**

The Group is committed to minimising its impact on the environment by reducing the amount of waste produced, GHG emissions emitted, energy consumed, and pollution generated. We recognise our role as a global corporate citizen, and we are committed to working with our employees, suppliers, customers, the public and environmental agencies to conduct our operations in an environmentally sound manner. Please refer to the Environmental Management Policy Statement for further details.

## **7. WORKING WITH GOVERNMENTS**

We follow all requirements that apply to doing business with governments. We recognise that practices that may be acceptable when dealing with a private company as a client may cause problems or be a violation of law when working with a government.

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The Group may conduct business with national and local governments and with government-owned entities. Whilst you must always do what is right with each client, you should be aware that there are special rules when doing business with a government.

If you are involved in any part of the process of providing services to a government entity, you have a special obligation to follow the basic principles in this section of the Code. These principles also apply in circumstances where you may be supervising the work of third parties in support of a government client (e.g., consultants, contractors, temporary workers or suppliers).

If you are a manager or recruiter who has responsibility for hiring decisions, you may have additional, unique requirements. For example, certain jurisdictions, such as the U.S. have laws concerning employment discussions and the hiring of former government officials and their family members or lobbyists. If you are unsure what they may be, please consult your local Human Resources Department or Legal Department for further advice.

When dealing with governments, the Group requires that you are aware the following:

- Know the restrictions or limitations on presenting and receiving hospitality;
- Do not offer or accept gifts to or from representatives of governments that do not comply with the Group's Anti-bribery Policy, Gifts, Favours & Entertainment Policy and this Code;
- Never accept or offer anything of value meant to induce or influence government employees or officials, as this can give the appearance of a bribe;
- Do not "tip" government officials or offer "inducement" payments;
- Do not accept or present anything if it obligates you, or appears to obligate you;
- Observe a "higher standard of care";
- Never destroy or steal government property;
- Don't make false or fictitious statements, or represent that agreements have been met if they haven't;
- Don't deviate from contract requirements without prior approval from the government;
- Never issue invoices or charges that are inaccurate, incorrect or unauthorised;
- Cooperate with government investigations and audits;
- Do not avoid, contravene or otherwise interfere with any government investigation or audit; and
- Do not destroy or alter any Group company documents (whether electronic or paper) in anticipation of a request for those documents from the government.

## **8. PROTECTING COMPANY ASSETS**

We must ensure all entries made in each Group Company's books and records are complete and accurate and comply with established accounting and record-keeping procedures. We must maintain confidentiality of all forms of data and information entrusted to us and prevent the misuse of information belonging to the Group, or any client.

### **Financial Integrity**

The Group is committed to keeping honest, accurate and transparent books and records. You are expected to follow established accounting and recordkeeping rules, and to measure and report financial

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performance honestly. All business records must be clear, truthful and accurate, and follow generally accepted accounting principles and laws.

You must not have any secret agreement or side arrangements with anyone — a client, another employee or their family member, a supplier, vendor or agent of the Group. The financial condition of the Group reflects records and accounting entries supported by virtually every employee. Financial books and records also include documents many employees create, such as expense diaries and timesheets.

You are expected to maintain accurate and complete records at all times.

### Group Assets

Group assets include, but are not limited to, company funds, equipment, facilities, supplies, postal and e-mail, and any type of Group-owned information. It also includes your time and the time of those with whom you work; you are expected to use your time at work responsibly.

Group assets are to be used for legitimate business purposes and not for your personal gain. You are expected to use good judgement to ensure that assets are not misused or wasted.

The Group's name and brand is a vital asset. To ensure that we maintain the integrity and value of our brand, it is imperative to adhere to the brand guidelines when using the name, logo or any reference to the brand. For further details about the brand and brand guidelines, please contact the marketing department.

In addition to keeping within brand guidelines to ensure that the name and brand are used appropriately, you should not imply, directly or indirectly, any Group Company sponsorship, unless you have prior and proper approval. This includes refraining from using any Group Company's name to endorse a client, supplier, vendor or any third party without the approval of the marketing department.

Careless, wasteful, inefficient or inappropriate use of any Group assets is irresponsible and inconsistent with our Code. Any type of theft, fraud or embezzlement will not be tolerated.

### Protecting Client and Employee Records and Observing our Privacy Principles

Each Group Company is responsible for ensuring the privacy, confidentiality and controlled access to all client and employee information. All our stakeholders expect us to collect, maintain, use, disseminate and dispose of information only as necessary to carry out responsibilities or as authorised by applicable law.

Nearly every employee in the company has access to private information and personal data of other employees. In addition to the Group's policies, you are expected to adhere to the following key principles in respect of privacy:

- Collection and usage of client and employee information must be consistent with applicable laws and only for a legitimate business purpose;
- Storage and transport of all forms of client and employee information must be safeguarded to prevent its loss, theft, corruption or unlawful access - this means information collected must be maintained in a secured environment, transported by approved vendors and access provided only to those who need to view the information to perform their job duties;

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- If the law or company policy provides that the client or employee be given a right to restrict certain uses of information, you must respect that right;
- You should only retain information for the time period necessary to deliver the service or product and in compliance with applicable retention periods; when it is necessary to dispose of information (regardless of the media on which the information is stored) you must do so in a manner appropriate to the sensitivity of the information; and
- Any compromise of client or employee information must be reported - if you are aware of or suspect that client or employee information has been lost, stolen, missing, misplaced or misdirected, or that there has been unauthorized access to information, you must immediately report the matter through the company's incident reporting process.

Know how to protect records and make sure to follow the Group's policies at all times. The loss of any protected data can be extremely harmful to the Group financially and damage our reputation. Please refer to the Global Privacy Policy for further details.

### **Records Management**

You must follow the Group's Records Retention policy. If there is an investigation, or if litigation is pending or anticipated, certain records may need to be retained beyond established destruction periods. In some cases, you may be notified of the need to retain documents by your local Legal Department if appropriate.

Records is defined in the broadest sense and includes any information created or received that has been recorded on any medium or captured in reproducible form. Records also include any document that is intentionally retained and managed as final evidence of a business unit's activities, events or transactions, or for operational, legal, regulatory or historical purposes.

The media and formats of records take many forms, including:

- papers, e-mails, instant messages, other electronically maintained documents;
- microfilms, photographs and reproductions, voice, text and audio tapes;
- magnetic tapes, floppy and hard disks, optical disks and drawings; and
- any other media, regardless of physical form or characteristics that have been made or received in the transaction of business activities.

### **Use of Computers, Systems and Corporate Information**

As an employee, you have access to the Group's computers, systems and corporate information as part of your role. This access means you also have the obligation to use these systems responsibly and follow the Group's Acceptable Use Policy and guidelines on Information Classification to protect the systems and the information in them.

Electronic systems include, but are not limited to:

- personal computers (including e-mail and instant messages) and computer networks;
- telephones, cell phones, voice mail, pagers and fax machines; and
- other portable communications devices, e.g. Blackberry, iPad.

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Never send sensitive or confidential data over the internet or over phone systems without following the Group's guidelines on Information Classification.

You are given access only to conduct legitimate Group business and are expected to use them in a professional and responsible manner. The Group reserves the right to intercept, monitor and record your communication on these systems in accordance with the law.

You are expected to protect the security of these systems and follow Group policies concerning access and proper use (such as maintaining passwords). In rare cases, where there is a necessary and legitimate business reason, you may disclose your password to another employee who has the right to know what it is.

You are permitted to use the Group's systems, but only if you follow these rules:

- Messages you create should be professional and appropriate for business communication, including those created via e-mail or instant messaging;
- Never engage in communication which may be considered offensive, derogatory, obscene, vulgar, harassing or threatening (e.g., inappropriate jokes, sexual comments or images, comments that may offend, including those based upon gender, race, age, religious belief, sexualorientation, gender identity, disability or any other basis defined by law);
- Do not distribute copyrighted or licensed materials improperly;
- Do not transmit chain letters, advertisements or solicitations (unless they are specifically authorized by the Company); and
- Never view or download inappropriate materials.

The occasional use of Group systems for personal purposes is acceptable, but you are expected to use good judgement and keep personal use to a minimum - personal use of systems is a privilege, not a right. Systems should be used wisely and in a manner that would not damage the Group's reputation, or that of any employee, partner or client of the Group. For further information, please see the Group's Acceptable Use Policy.

## **Social Media**

Social media platforms represent an opportunity for the Group to connect with customers, vendors, business leaders, and the public at large. The Group expects that all colleagues will act ethically, responsibly, professionally and with good judgement in professional interactions on social media platforms. All social media activity should be undertaken in accordance with the Group's Social media Policy.

The Group acknowledges that employees may participate in social and electronic media across both business and personal activities. It is important that employees remember that any information placed on social media platforms can easily become circulated widely and should be approached with caution. Even if your social media activities take place entirely outside of work, you should be aware of any impact you may have on your colleagues and the Group's business. Where you make any comment in your personal capacity, you should ensure this is clear and that you are not representing the views of the Group.

## Confidential Information

As an employee, any information about the Group's businesses that is not in the public domain or related to the private or business affairs of our existing, prospective or former clients, suppliers, vendors and employees is considered confidential. You should hold it in the strictest confidence in accordance with this Code and the Group's Information Classification guidelines. Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its clients, if disclosed.

It is never appropriate to use confidential information for personal gain or pass it on to anyone outside the Company who is not expressly authorized to receive such information. Other employees who do not need confidential information to perform their job duties do not have a right to it. You are expected to protect all such information and failure to do so may result in disciplinary action up to termination of your employment or engagement.

If you are uncertain about whether you are able to share inside or confidential information, you should consult your line manager or local Legal Department before sharing anything.

## 9. INSIDE INFORMATION

Inside information is material non-public information relating to any company whose securities trade in a public market. Information is deemed to be material if a reasonable investor would likely consider it important when deciding to buy or sell securities of that company, or if the information would influence the market price of those securities.

If you are in possession of material non-public information about any other company gained during your engagement or employment with the Group, you may not trade the securities of that company for yourself or for others, including clients. Nearly all countries and jurisdictions have strict securities laws that make you, the Company and any person with whom you share the information, legally responsible for misusing inside information.

## 10. PROPRIETARY INFORMATION

Proprietary information includes business plans, client lists (prospective and existing), marketing strategies, any method of doing business, product development plans, pricing plans, analytical models or methods, computer software and related documentation and source code, databases, inventions, ideas, and works of authorship. Any information, inventions, models, methods, ideas, software, works or materials that you create as part of your job responsibilities or on Company time, or that you create using information or resources available to you because of your employment by the Company, or that relate to the business of the Company, belong to the Company exclusively and are considered proprietary information.

Proprietary information also includes business contracts, invoices, statements of work, requests for investment or proposal, and other similar documents. Any information related to a client, supplier or vendor financial information (including internal assessments of such) which comes into your possession by virtue of your role with the Group, or credit ratings or opinions is considered proprietary. The same is true regarding reports or communications issued by internal auditors, external regulators or accountants, consultants or any other third-party agent or examiner.

Group company-produced policies, procedures or other similar work materials are proprietary and, while they may in certain circumstances be shared with other employees, should not be shared with anyone outside of the Group unless there is a legitimate business need to do so.

### **Intellectual Property**

Intellectual property rights are to be respected, transfer of technology and know-how is to be done in a manner that protects intellectual property rights, and customer and supplier information is to be safeguarded.

## **11. SUPPORTING OUR COMMUNITIES**

We take an active part in our communities around the world, both as individuals and as a Group. Our long-term success is linked to the strength of the global economy and the strength of our industry. We are honest, fair and transparent in every way we interact with our communities and the public at large.

### **Political Activities**

#### **Personal Political Activity**

The Group encourages you to keep informed of political issues and candidates and to take an active interest in political affairs. However, if you do participate in any political activity, you must follow these rules:

- Never act as a representative of the Group unless you have written permission from the Chief Executive Officer, the Chief Operating Officer and the General Counsel of the Group;
- Your activities should be on your own time, with your own resources; you may not use Group company time, equipment, facilities, supplies, clerical support, advertising or any other company resources;
- You may not use Group company funds for any political activity, and you will not be reimbursed or compensated in any way for a political contribution;
- Your political activities may not affect your objectivity or ability to perform your job duties;
- You may not solicit the participation of employees, clients, suppliers, vendors or any other party with whom any Group company does business; and
- You may be required to pre-clear personal political contributions made by you, and in some cases, your family members.

#### **Lobbying**

Lobbying is generally defined as any activity that attempts to influence the passage, defeat or amendment of legislation. Lobbying activities are broad and may cover certain "grass roots" activities where groups of people, such as company employees, are contacted to encourage them to call public officials for the purpose of influencing legislation. Lobbying is prevalent in the U.S. and is gaining influence within the EU and other locations.

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If you are engaged in lobbying, there may be disclosure requirements and restrictions on certain activities. If your job duties include any of the following activities, you must contact your local Legal Department should you require further guidance:

- Government contract sales or marketing;
- Efforts to influence legislation or administrative actions, such as accompanying trade associations in meetings with government officials concerning legislation; and
- Meeting with legislators, regulators or their staff regarding legislation.

Lobbying does not include situations where a government agency is seeking public comment on proposed regulations.

### **Corporate Political Activities**

The laws of many countries set strict limits on political contributions made by corporations. Contributions are defined broadly to include any form of money, purchase of tickets, use of company personnel or facilities, or payment for services. Group Companies may make contributions only as permissible by applicable laws.

### **Media Relations**

Corporate communications must approve all contacts with the media, including speeches, testimonials or other public statements made on behalf of the Company or about its business. You may not respond to any request for interviews, comments or information from any television channel, radio station, newspaper, magazine or trade publication, either on or off the record, unless you have express authorization from the General Counsel.

If you are contacted or interviewed about matters unrelated to your job or to the Group, you may not identify the Westcon International Group as your employer, and you may not make comments about the Group.

### **Participating in Trade Associations, Conferences and Speaking Engagements**

You may participate in trade association meetings and conferences. However, you must be mindful that these situations often include contact with competitors. You must follow the rules related to fair competition and anti-trust referenced in this Code and applicable Group policies.

In addition, meetings where a client, vendor or supplier pays for your attendance should be rare and only occur when it is legally allowed, in compliance with Group policy and always subject to pre-approval being obtained.

If you perform public speaking or writing services on behalf of the Group, any form of compensation, accommodations or gift that you or any of your immediate family members receive must be reported. Remember, any materials that you may use must not contain any confidential or proprietary information and the materials must be approved by your local Legal Department and the appropriate level of management.

## 12. CONCLUSION

### Remember

If faced with a situation in which you are unsure of the correct action to take, contact your local Legal Department of Human Resources Department for further guidance.

## Westcon International Group Compliance & Ethics Hotline

We are committed to an environment where open, honest communications are the expectation.

We want you to feel comfortable in approaching your supervisor, management or local human resources (HR) representative in instances where you believe violations of our Code or policies or standards may have occurred.

However, in situations where you prefer to place a report in confidence, you are encouraged to use our hotline, hosted by a third party hotline provider, NAVEX Global.

To raise a concern, click on this link, <http://westcon.ethicspoint.com>, to log a case online or dial one of the global toll-free telephone numbers in the countries listed below.

Country	Number	Code at Prompt
Argentina ( <i>ALA Spanish</i> )	0800 288 5288	855-562-6314
Argentina ( <i>Argentina Telecom</i> )	0800 555 4288	855-562-6314
Argentina ( <i>Telefonica</i> )	0800 222 1288	855-562-6314
Australia ( <i>Optus</i> )	1-800 551 155	855-859-7716
Australia ( <i>Telstra</i> )	1-800 881 011	855-859-7716
Brazil	0-800 888 8288	855-859-7716
Brazil ( <i>Cellular</i> )	0-800 890 0288	855-859-7716
Canada	1-855 681 1300	
Chile ( <i>AT&amp;T</i> )	171 00 311	855-562-6314
Chile ( <i>AT&amp;T - Spanish Operator</i> )	171 00 312	855-562-6314
Chile ( <i>AT&amp;T</i> )	800 225 288	855-562-6314
Chile ( <i>Telefonica</i> )	800 800 288	855-562-6314
Chile ( <i>ENTEL</i> )	800 360 311	855-562-6314
Chile ( <i>ENTEL - Spanish Operator</i> )	800 360 312	855-562-6314
Chile ( <i>Easter Island</i> )	800 800 311	855-562-6314
Chile ( <i>Easter Island - Spanish Operator</i> )	800 800 312	855-562-6314
China	400 999 4532	
Colombia	01 800 911 0010	855-562-6314
Colombia ( <i>Spanish Operator</i> )	01 800 911 0011	855-562-6314
Hong Kong	800 93 2266	855-562-6314

Hong Kong	800 96 1111	855-562-6314
Indonesia	001 801 10	855-681-1300
Kenya	503 726 2367	
Malaysia	1 800 80 0011	855-562-6314
Mauritius	01 120	855-562-6314
Mexico	001 800 462 4240	855-859-7716
Mexico ( <i>Spanish Operator</i> )	001 800 658 5454	855-859-7716
Mexico	01 800 288 2872	855-859-7716
Mexico ( <i>Por Cobrar</i> )	01 800 112 2020	855-859-7716
Morocco	002 11 0011	855-562-6314
Namibia	503 726 2367	
New Zealand	000 911	855-859-7716
Nigeria	503 726 2367	
Peru ( <i>Telephonica - Spanish Operator</i> )	0 800 50 000	855-562-6314
Peru ( <i>Telephonica</i> )	0 800 50 288	855-562-6314
Peru ( <i>Americatel</i> )	0 800 70 088	855-562-6314
Philippines ( <i>PLDT - Tagalog Operator</i> )	1010 5511 00	855-859-7716
Philippines ( <i>Globe, Philcom, Digitel, Smart</i> )	105 11	855-859-7716
Philippines ( <i>Globe, Philcom, Digitel, Smart - Tagalog</i> )	105 12	855-859-7716
Saudi Arabia	1 800 10	855-562-6314
Singapore ( <i>StarHub</i> )	800-001-0001	855-859-7716
Singapore ( <i>SingTel</i> )	800 011 1111	855-859-7716
South Africa	0800 99 4295	
Thailand	001 999 111 11	855-859-7716
Thailand	1 800 0001 33	855-859-7716
United Arab Emirates	8000 555 66	855-859-7716
United Arab Emirates	8000 021	855-859-7716
United Arab Emirates ( <i>U.S. Military Bases</i> )	8000 051	855-859-7716

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United Arab Emirates ( <i>U.S. Military Bases</i> )	8000 061	855-859-7716
United Kingdom	0808 234 1002	
United Kingdom ( <i>Northern Ireland</i> )	1 800 552 095	
United States	1 855 681- 1300	
Venezuela	0 800 225 5288	855-562-6314
Venezuela ( <i>Spanish Operator</i> )	0 800 552 6288	855-562-6314
Vietnam	1 201 0288	855-859-7716
Vietnam	1 288 0288	855-859-7716
Zambia	503 726 2367	

**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**

30/07/2025

**Version**

Version	Date issued	Summary of changes
1.0	23/01/2019	<ul style="list-style-type: none"> <li>Document published</li> </ul>
1.1	08/02/2023	<ul style="list-style-type: none"> <li>Addition of management systems to section 2</li> <li>Addition of reference to working hours &amp; remuneration in section 4</li> <li>Addition of reference to Occupational H&amp;S in section 5 Adjustment to wording under environmental concerns in section 6</li> <li>Adjustment of wording in section 10</li> </ul>
1.2	02/11/2023	<ul style="list-style-type: none"> <li>Addition of reference to UN Global Compact to section 1</li> <li>Adjustment to wording under Modern Slavery &amp; Child Labour section to reflect broader human rights considerations in section 6</li> </ul>