



# Code of ethics and business practices

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Insight<sup>®</sup> 



## A message from the CEO

In 1988, the ambitious Crown brothers used their college business plan to launch Insight by reselling hard drives in Tempe, Arizona. Today, Insight is a global, Fortune 500 solutions integrator helping businesses run smarter through bold digital transformations.

It didn't happen overnight; and it didn't happen by magic. Consistently pursuing key partnerships, strategic acquisitions and leveraging some of the industry's most innovative minds got us to where we are today. We credit our dedicated teammates who brought their ideas and their commitment to deliver results for clients for our sustained success over the years.

While people have always been at the heart of what we do, it wasn't until 2015 that Insight formalized how important those relationships were by defining our core values of Hunger, Heart and Harmony. It's these values that set the tone for our everyday interactions with each other, our partners and clients, and the Insight Code of Business Ethics.

Our high ethical standards are reflected through our good corporate citizenship, including our charitable outreach through programs like Noble Cause and Reach, and through internal initiatives to advance inclusion and equity like our teammate resource groups. We fully believe and practice good ethical behavior for one simple reason: it's the right thing to do.

We're proud that our values-driven culture has been met with such extensive stewardship across our company, our partners, clients and communities. Insight has been honored regionally with numerous recognitions as a best place to work, by Forbes as one of America's Best Employers for Diversity and as one of the World's Best Employers, and by Fortune as one of the World's Most Admired Companies with one of the most diverse executive leadership teams.

I invite you to review our Code of Business Ethics to learn more about the guidelines by which Insight operates – both as a company and as individual teammates – to bring our values and the industry's highest standards of ethical behavior to the work we do every day.

**Joyce Mullen**

President and CEO, Insight Enterprises, Inc.

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## Insight's Values and Making Ethical Decisions

This Code applies to all Insight teammates worldwide and anyone acting on our behalf. This Code is firmly rooted in our Core Values:

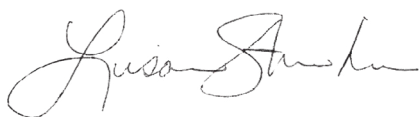


All teammates worldwide are required to be familiar with this Code and to apply it in their everyday work. This Code sets forth fundamental principles of law and ethics governing the way Insight does business and Insight's commitment to ethics and doing business "the right way." The Code's principles apply to teammates, directors, partners, suppliers and vendors. Ultimately, the reputation and success of Insight depends on the individual and collective integrity of its teammates and all other parties who represent Insight.

This Code does not contain answers to every issue or question you may encounter as part of your employment. It's intended to guide you and help you resolve ethical questions. Sometimes, a law or policy clearly dictates the outcome. More often, situations involving questions of ethics and values are complex and will require further thought to decide the appropriate course of action. When faced with an ethical decision, ask yourself these basic questions:

- What feels right or wrong about the situation or action?
- Are you being asked to do something that you think may be wrong?
- Is the action legal?
- Is the action consistent with Insight's values and this Code?
- How might your decision or course of action appear to others? Even an innocent action can sometimes result in the appearance of wrongdoing.
- Would you be happy explaining what you did to teammates, family and friends without shame or embarrassment?
- Is it the "right" thing to do? As a teammate of an international company, ask yourself how it would be viewed in a global context.

If you've fully explored the consequences of your decision and have not come to an answer, seek advice from your manager, human resources, the legal department or Insight's compliance office. Any questions, complaints or other issues regarding this Code may be directed to Insight's compliance office by sending an email to [compliance@insight.com](mailto:compliance@insight.com) or [lisanne.steinheiser@insight.com](mailto:lisanne.steinheiser@insight.com)



**Lisanne Steinheiser**

Global Compliance Officer



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## Respecting Different Laws in Different Countries

Insight does business globally, and that means our teammates are subject to the laws and regulations of many different countries such as the U.S. Anti-Bribery and Fair Competition Act as well as the U.K. Bribery Act. This Code sets forth principles for business conduct that apply to all teammates, regardless of location. Where differences exist because of local customs, norms, laws or regulations, you must apply either this Code or local requirements — whichever establishes the highest standard of behavior. If there is a conflict between this Code and local law, local law must be followed; but if this Code is more restrictive, it must also be followed. For example, the giving of gifts or favors prohibited by this Code may be legal in some countries, but if Insight's Code will not permit it, you cannot give the gift or favor. Each of us is responsible for knowing and following the laws that apply to us where we work. If you have any questions about any laws or guidelines that may apply, you should contact Insight's compliance office.

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## Code Overlays and Works in Conjunction with Insight Policies and Guidance

Insight has issued policies and guidance at both the global and regional levels for many of the topics discussed in this Code as well as on topics that aren't specifically addressed. This Code works in conjunction with those policies and guidance. Infractions of this Code or any of the policies and guidance can lead to disciplinary action to the extent permitted by law.

Teammates are responsible for understanding the Code and the various policies and guidance that apply to their position and their employment with Insight. Policies can be found on Insight's [intranet](#). If you're unable to find a policy, please contact your manager, human resources or the compliance office.



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## New Hires and Annual Certification

This Code is monitored by the Insight Compliance Department under the guidance of the Board of Directors. All new hires are required to attest to the Code and all teammates worldwide are required to annually certify adherence to the Code.

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## Code Waivers/Disciplinary Measures

If an Insight teammate or board member wants to engage in conduct that is prohibited by this Code, they must seek a “waiver” prior to engaging in such conduct. If a teammate engages in conduct in violation of this Code and they have not previously obtained a waiver, they’ll be subject to appropriate discipline, up to and including termination when permitted by law. Only Insight’s Board of Directors or a designated committee of independent directors may grant waivers from the provisions of this Code involving an executive officer, financial executive or member of the Company’s Board of Directors. Any such waiver granted to an officer or member of the Board of Directors must be disclosed on a timely basis as required by law. Any other executive teammate may request a waiver from the compliance office by emailing [compliance@insight.com](mailto:compliance@insight.com). In general, the granting of waivers is discouraged.

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## Reporting Unethical Behavior

It’s critical that we all take responsibility for ensuring that the standards set forth in this Code go beyond mere words and translate into action. This means that if a violation comes to your attention, you’re required to take action, because turning a blind eye or ignoring the situation is a way of contributing to the unethical situation. Therefore, each teammate has the responsibility to report unethical behavior to any or all of the following:



**The compliance  
office**



**Your  
manager**



**Your human resources  
representative**



**The legal  
department**

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## Managers and Supervisors

Managers and supervisors have a special responsibility to lead by example and maintain the highest standards of behavior. If you supervise others, you should create an environment where teammates understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. If an issue is raised, take prompt action to address the concerns and correct problems as they arise. If you become aware of a potential violation of this Code, you must report it immediately to our global compliance officer.

Each teammate under your supervision must also understand our Code and the policies, laws and regulations that affect our workplace. Most importantly, business performance is never more important than ethical business conduct.

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## What happens when I make a report?

Many teammates wonder what happens when they make a report to the compliance office either through the hotline, or an email or phone call to the compliance officer. Insight has a set process for the investigation of complaints or issues. Depending on the nature of the complaint or issue, the investigation will either be done by the compliance officer personally or may be assigned to one of Compliance's internal business partners. These internal business partners are trained to conduct investigations but reside in different internal business units which provide investigative expertise such as accounting, audit or human relations. Throughout the investigation, confidentiality is imperative. Once the investigation is complete, Compliance reviews the findings and makes recommendations and determinations as to the outcome. If necessary, appropriate action will be taken. Insight takes all reports seriously and investigates each to completion. The reporter will be notified when the investigation is closed. At closing, the compliance officer will have supervised all actions deemed necessary and will consider the matter addressed, unless the reporter reopens the issue by submitting an update or another report.

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## No Retaliation

Any teammate who in good faith seeks advice, raises a concern or reports a violation is following the Code and acting appropriately. Insight will not tolerate retaliation against that person. Insight takes claims of retaliation very seriously, and all such claims will be investigated thoroughly. Any person who retaliates against an individual for reporting suspected misconduct or other matters covered by this Code will be subject to disciplinary action up to and including dismissal as permitted by law. If you believe that you or anyone else has been subjected to retaliation for raising a compliance or ethics issue, you should immediately contact our global compliance officer or email [compliance@insight.com](mailto:compliance@insight.com).

Insight  
Compliance Helpline

<http://insightenterprises.ethicspoint.com>





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## Sustainability, Social and Corporate Responsibility

At Insight we embrace values of social and corporate responsibility. A variety of functions including human resources, investor relations, facilities, compliance and legal are involved in and responsible for matters involving human capital development, supply chain management, corporate governance and business ethics, and for establishing environmentally friendly and socially responsible policies. Insight is a member of the Responsible Business Alliance and has signed the United Nations Global Compact and supports its principles of human rights, anti-discrimination, environmental responsibility and anti-corruption.

We place strong emphasis on the protection of fundamental human rights. Insight rejects all forms of discrimination in hiring and employment, slavery, child labor, threats against people who defend human rights and other human rights violations. The protection of fundamental labor and human rights is important to Insight. Additionally, we expect that our business partners also respect human rights and work towards ensuring that our business partners, especially suppliers and subcontractors, observe these principles.



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## Contracting Policies

If you have dealings with Insight's clients, suppliers and other business partners, you're required to understand basic principles of business deals and follow Insight's contracting policies. Any time Insight makes promises to or accepts promises from another party (for example, buying or selling products or services), Insight's contract policies require a written contract. Teammates may not use "side letters", "off-the-book arrangements", "handshakes", "gentlemen's agreements" or any other type of agreement or understanding outside of Insight's contracting process. Contact Insight's legal department before using letters of intent ("LOI") or memoranda of understanding ("MOU").

If any party asks you to enter a deal that allows improper revenue recognition, expense treatment, sham transactions or other accounting misconduct on the part of Insight or the other party, you must notify your manager, the legal department or the global compliance officer. When the contract is ready for signature, only certain teammates have the authority to sign contracts on Insight's behalf. If you're unclear who has authority to sign contracts, contact your manager or review the signature authority matrixes found on Insight's intranet or contact the legal department.

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## Public Sector Business

Insight has certain subsidiaries that sell products and services to governmental entities. When selling to such entities, there are special rules that apply that you must understand. Since these laws vary widely and some are complex, we must be careful in our public sector procurement business to comply fully with those laws. Public sector business should only be handled by teammates familiar with public sector procurement regulations and by Insight subsidiaries that have expertise in public sector contracting. If you have any specific questions about any public sector procurement, ethical rules or subsidiary guidelines, please contact your manager, the compliance officer or Insight's legal department.

Presented below are key ethical guidelines of general applicability which should help you to identify potential public sector problems:

Most, if not all, government agencies strictly prohibit bribes and kickbacks. (This topic is addressed more fully and specifically elsewhere in this Code.) Generally, you should refrain from giving government officials anything of monetary value, including a gift, entertainment, a loan, local or long-distance travel, a favor, hospitality, forbearance, lodging, discounts, training and meals. Although some nominal gratuities may be acceptable, seek legal (or management) advice before providing anything of value to any government official or person acting on behalf of a government entity. Insight has specific policies relating to public sector gifts and entertainment which may differ by region. Review Insight's intranet or contact Compliance or the legal department for guidance.

Another broadly applicable public sector rule is to refrain from knowingly making false statements or false claims to a government agency regarding Insight's goods and services. "Knowingly" making a false representation or claim is broadly defined as an intentional act, deliberately ignorant act or a reckless act. Statutes prohibiting false statements and claims are frequently used to prosecute companies and individuals for false statements and claims that are made by company employees to agencies during the competition for or performance of a government contract.

Finally, when Insight is engaged in the bidding process seeking award of a government contract, you should generally avoid communicating with government officials involved in the selection process about bids which have been submitted or the possible results of the selection process. This includes present and former officials, as well as persons advising or acting for the government with respect to an agency procurement, who have had access to procurement information by virtue of their office, employment or relationship to the relevant government entity. Noncompetitive procurements, such as sole-source acquisitions, are generally excluded from this disclosure prohibition.



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## Business Gifts and Entertainment

The giving or receiving of gifts and entertainment can expand and strengthen relationships in everyday business, but they may also cause a conflict of interest between personal interests and professional responsibilities. Throughout the world, Insight's position is clear: No gift, favor or entertainment should be accepted or provided if it will create an obligation or appear to create an obligation to the person who receives it. This policy applies regardless of whether you use your own or Company resources.

The following are general guidelines in giving or receiving gifts or entertainment:

- Gifts in the form of cash are never allowed.
- The gift or entertainment must be appropriate to the circumstances.
- The gift or entertainment cannot influence or reasonably give the appearance of influencing Insight's business relationship with the entity that provided or received the gift.
- The gift or entertainment must not involve the reciprocation of a business obligation.

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## Improper Payments and Bribes

Neither you nor any member of your family may solicit or accept, from a supplier or client, money or a gift that could influence or could reasonably give the appearance of influencing the Company's business relationship with that supplier or client.

Many foreign and U.S. governmental bodies and many companies strictly prohibit the receipt and/or the giving of any gifts by their employees, including meals and entertainment. You must be aware of and comply with these prohibitions.

Specifically, the U.S. Foreign Corrupt Practices Act ("FCPA") generally prohibits Insight from making or offering to make payments or promises of other benefits to foreign officials, candidates for political offices or members of foreign political parties for the purpose of influencing an official act or decision or to obtain or retain business or an improper business advantage. Insight also prohibits "facilitating payments", which are made to secure or speed up routine government actions, such as issuing licenses or permits. The FCPA also requires that Insight maintain proper accounting controls and keep detailed records about all financial dealings with foreign governments. Violation of this law may impose severe civil and criminal penalties on the Company and the individual teammates involved. Many countries in which Insight does business have similar, and in some cases more restrictive, bans on public officials' payments that may be applicable in conjunction with or in lieu of the FCPA.

One such law is the U.K. Bribery Act. The U.K. Bribery Act prohibits an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. Note that the U.K. Bribery Act extends the corruption prohibitions from the FCPA's foreign public official to the commercial environment as well.

Each Insight region has a specific policy governing gift acceptance and giving. Check Insight's intranet for such guidance. If you have any questions, you should seek guidance from your manager, the legal department or the compliance officer.

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## No Discrimination or Harassment

Insight strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, color, religion, national origin, age, sex, sexual orientation, gender identity, mental or physical disability, or any other legally protected basis. Insight will not tolerate sexual advances, actions or comments, or racial or religious slurs, jokes or any other comments or conduct in the workplace that create, encourage or permit an offensive, intimidating or inappropriate work environment. We're committed to building a high-performance work environment in which individual differences are respected and valued.

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## Other Misconduct

In addition to Insight's policy against discrimination and harassment, we expect all teammates to act in a professional manner. It's impossible to develop rules and policies to cover all possible situations, but in general, Insight expects all teammates to reflect a positive image for Insight and to act consistently with our core values. These rules also apply at Insight sponsored/related functions.

The following additional guidelines apply for events attended on behalf of or sponsored by Insight:

- Teammates should always conduct themselves in a professional manner.
- Minors are not to consume alcohol at events sponsored by Insight.
- There is to be no pressure on anyone to consume alcoholic beverages.





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## Workplace Relationships

Members of Insight's management must conduct themselves in a professional manner and be aware of the issues that may arise if they have a relationship with a teammate in their department or team. Insight does not allow managers to have a manager/subordinate relationship with any teammate where there is a dating, marital or other familial relationship without written approval from human resources. The human resources team will act in all cases in accordance with local labor and privacy laws. Should a teammate begins dating or becomes a relative of another teammate within the same department and the two have a manager/subordinate relationship, Insight will make reasonable efforts to arrange a transfer of one of the two.

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## Maintaining a Safe Workplace

Insight believes its teammates are entitled to a work environment that is free from safety and health hazards. The sale, purchase, use or possession of weapons or illegal drugs while on Insight premises is strictly prohibited. You must abide by all health and safety rules applicable to your job. If you have any questions about the rules that apply, you should contact the compliance officer or the legal department. To assist with meeting these responsibilities, you must immediately report any unsafe conditions to your manager or human resources. Further, any job-related injury or illness must be reported to your manager or human resources to comply with applicable laws.

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## Employment References

Insight recognizes that you may wish to provide a job reference for Insight teammates who have left the Company to assist them in obtaining a new job. However, all job references must be coordinated with the human resources department. In general, only the human resources department may respond to a request for employment reference. In some countries, it's customary for teammates outside the human resources department to provide job references, however, despite custom, no teammate may provide a job reference without first obtaining approval from human resources.



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## Political Involvement and Lobbying

Insight is proud that some of its teammates choose to get involved in political matters. However, teammates may not make any political contribution or speak publicly regarding political issues as a representative of Insight without authorization from an Insight senior executive, nor may Insight letterhead or promotional items be used under any such circumstances. You may not request reimbursement from Insight, nor will Insight reimburse you, for any personal contributions you make.

Insight also recognizes the right of its teammates to communicate with their public officials, and the Company encourages teammates to do so as private citizens and not as representatives of the Company. If requested by Insight to make such contact on behalf of Insight, teammates must be cognizant of governmental laws regarding lobbying activities and strictly follow the applicable guidelines and reporting requirements, including, when required, registering with applicable governmental agencies in advance.



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## Insider Trading

In order to protect our investors and comply with applicable laws, members of Insight's Board of Directors, teammates and contractors are prohibited from trading Insight stock while in possession of material, non-public information. Material, non-public information is any information that a reasonable investor would consider important in deciding to buy, sell or hold Insight stock. Examples of material, non-public information may include financial information not released to the public, including projections of future earnings or losses, unannounced new client deals or vendor relationships, undisclosed mergers or acquisitions or undisclosed negative information about Company performance. This prohibition against insider trading includes communicating material non-public information to others who trade based on such information (known as "tipping"). These laws also apply to individuals outside the United States who trade within the United States. In addition, other countries have similar laws against insider trading that may apply. More information on insider trading and its prohibitions and restrictions is available on Insight's intranet and from the compliance and legal departments.

## Confidential and Proprietary Information

We all have a duty to safeguard our Company's confidential and proprietary information. We must mark such information accordingly, store it securely and limit access to only those who have a business need to know it. This applies to third parties, as well as our Insight teammates. In addition, we must take care not to discuss such information in public places where others may overhear. Confidential and proprietary information may include:

- Product or software designs, processes, techniques, compilations or formulas.
- Customer contracts and/or pricing information.
- Business proposals and/or responses to customer requests for proposal.
- Non-public company financial data, analyses or reports.
- Engineering logbooks, notebooks, development folders, drawings, etc., relating to technical data generated for new products or processes.
- Company budget information and data.
- Market plans, product roadmaps or risk evaluations.
- Press releases (prior to official announcements).
- Personnel files, personal teammate information (salary data, private or family records, etc.) and medical records.
- Long-term business plans and strategic business plans.
- Computer passwords.

You'll receive information about Insight, its teammates, clients, partners or suppliers in connection with the work you do, but it's not intended that this information, which is considered confidential, proprietary or non-public, will be disclosed outside of Insight's business activities. In addition, because this information belongs to Insight or the other companies with which it works, you may not use the information for personal benefit or advantage. You must take appropriate steps, including securing documents, limiting access to computers and electronic media, and using proper disposal methods, to prevent unauthorized access to such information. Such information:

- Must not be disclosed to persons outside of Insight.
- Must not be used for personal benefit or the benefit of persons outside of Insight.
- Should only be disclosed to other Insight teammates on a "need to know" basis.
- Must be used properly and safeguarded from loss or theft.

In the course of doing business, Insight obtains confidential, proprietary and non-public information and protects it under circumstances imposed by contract, obligations imposed by law or both. Be overly cautious in protecting Company information. Never leave documents, technological devices, inventory or supplies unattended or unsecured. Do not send any electronic information through unprotected sites or leave your computer in a place where it could be stolen. In addition, be careful not to divulge confidential information when talking on cell phones or in open/public areas around people without a need to know.

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## European Union Data/ Privacy Shield

Insight has put in place several measures designed to protect data which is transferred from Europe/ United Kingdom/Switzerland to the U.S., including appropriate security measures to safeguard personal data. Insight maintains a network of specific agreements to require contracting parties to observe data protection legislation. Insight Enterprises, Inc. and Insight North America, Inc. have additionally adopted the EU-U.S. Privacy Shield Framework and the Swiss-U.S. Privacy Shield Framework. You can find out more about both Privacy Shield Frameworks and view Insight's certifications here: <https://www.privacyshield.gov/Program-Overview>.

Insight abides by the Privacy Shield framework as set forth by the U.S. Department of Commerce regarding the collection, use, and retention of data from the European Union ("EU"). Information that is collected in the EU may be stored in files that reside on Insight's SAP system, the servers for which reside in the United States, hosted by Insight North America, Inc. For more information on how information is stored, protected, used and disclosed, please review Insight's [Privacy Policy](#) and Privacy Shield Policy.

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## Information Security

Insight recognizes that information security and the governance of data are important elements of the GDPR. Insight implements encryption in transit and encryption at rest to secure and protect its partner and client data.

We understand that the confidentiality, integrity and availability of the information entrusted to Insight by its partners and clients is vital. Insight maintains a formal global Information security program that is compliant with legal and regulatory requirements, as well as our contractual obligations, relevant to ensure that all the data we hold is safe and secure. We enable policies, procedures and technical controls to see that the full lifecycle of data is safely maintained.







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## Social Media in General

In today's world of electronic media, social media exists in many formats. Insight defines social media as all means of communication, posting information or content of any sort (including text, photo and video) on the internet, including your own or someone else's blog, personally maintained web site, social networking or affinity website, web bulletin board or a chat room, whether or not associated or affiliated with Insight, as well as any other form of communication.

The same principles and guidelines found in the Insight Code of Ethics and Business Practices and the Insight Values apply to your activities online. Ultimately, you are solely responsible for what you post online. Before creating online content, whether personal or business, consider some of the risks and rewards involved. Keep in mind that any of your conduct that adversely affects your job performance, the performance of fellow teammates or otherwise adversely affects teammates, clients, vendors, suppliers, people who work on behalf of Insight or Insight's legitimate business interests may result in disciplinary action, up to and including termination. You should always be mindful to maintain the confidentiality of Insight's trade secrets and private or confidential information. Do not post internal reports/information, policies, procedures or other internal business-related confidential information.

In addition, respect financial disclosure laws. It is illegal to communicate or give a "tip" of inside information to others so that they may buy or sell stock or securities. Such conduct may also violate the Insight Insider Trading Policy. Inappropriate postings that may include discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct will not be tolerated and may be subject to disciplinary action, up to and including termination, as permitted by law.

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## Use of Property

Every teammate must properly use and safeguard Insight's property from loss or theft and may not use such property for personal gain or improper use. Company property includes not only tangible property (e.g., inventory, office equipment and supplies) but also intangible property (e.g., confidential business and financial information, software, trademarks, patents, copyrights and other know-how). You must promote responsible use of and control over all assets and resources entrusted to you. Email, voicemail and documents on Insight's systems may not be private. Insight may at any time access those files and documents in the normal course of business to ensure compliance with policy and law.

In addition, Insight teammates will not reproduce or use software or other technology licensed from suppliers or clients except as permitted by the applicable license agreement or by law. Always seek advice from management, the compliance office or human resources if you have questions regarding the appropriate use of Insight resources.

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## Conflicts Of Interest

Insight expects its teammates to act in the best interests of the Company and not engage in activities which might result in actual, potential or perceived conflicts of interest for the Company. All teammates must avoid any interest or association that interferes with their ability to perform their work in the best interests of Insight and its shareholders.

### **Outside employment and other volunteer or charitable activities**

Insight does not prohibit all outside employment, but you must make sure that any outside employment or other activities do not negatively impact your work at Insight, cause you to misuse Insight information or resources, or result in unfair consequences to Insight. Teammates are not permitted to take any outside job with a company that is in the same business as Insight or is in any way in competition with Insight. Teammates may not use Insight's resources to conduct any outside business regardless of whether it conflicts with Insight's business. Furthermore, teammates may not conduct outside business during Insight working hours regardless of whether the outside business is competitive with Insight's business.

Insight respects all teammates' rights to engage in activities outside their employment which are private in nature (social, community, political or religious). Except as part of an Insight-sponsored event, your volunteer service must be performed on your own time, away from Insight premises and without the use of any Insight resources.

### **Personal benefit or gain from business**

In all business associations, both inside and outside Insight, teammates should not permit themselves to be placed in a dual interest or a conflict between self-interest and integrity. No teammate should benefit personally from any purchase of goods or services by Insight nor derive personal gain from direct or indirect actions taken by a teammate as a representative of Insight, except for wages and other compensation paid by Insight or unless such business dealings have been pre-approved.

You must disclose to your manager and the compliance office all situations where you or your department are conducting business with members of your family, friends or others with whom you have a close personal relationship. Insight will attempt to ensure there is no conflict of interest, but there can be no guarantee that any conflict will be permitted to continue.

### **Outside directorships**

Occasionally, a teammate may be asked to serve on the board of directors of another organization or an advisory board, and this may, in some cases, raise a conflict of interest. Before accepting any such position (excluding non-profit board membership), a teammate must get prior written approval from the compliance office.

### **Financial interests in other businesses**

Teammates may not have a personal or family financial interest in a company that is an Insight client, partner, supplier or competitor that could improperly influence that teammate's judgment, has the potential to cause the appearance of divided loyalty, or might result in personal benefit to the teammate because of his role at Insight. Ownership of publicly traded securities of a company is not precluded by this section, provided that such ownership could not reasonably be expected to improperly influence your judgment.

### **Disclosing conflicts**

The effectiveness of this policy is, in large part, dependent upon teammates' cooperation in disclosing situations that may present issues relating to a conflict of interest. All transactions involving conflicts of interest must be pre-approved in writing. Executive officers, financial executives and members of the Company's board of directors must obtain pre-approval from the board's audit committee. For all other teammates, you must obtain written pre-approval from the compliance office by emailing [compliance@insight.com](mailto:compliance@insight.com).

### **Related party transactions**

You must disclose to your manager and the compliance office any situation where you may be conducting business with a member of a teammate's family or others who have a close personal relationship with a teammate. For example, a related party transaction includes a marketing teammate doing business with a company to provide advertising brochures that is owned by another teammate's spouse or family member. All related party transactions must be pre-approved in writing. Teammates should obtain at least two (2) bids prior to requesting approval of a related party transaction.

Executive officers, financial executives and members of the Company's board of directors must obtain pre-approval from the board's audit committee. For all other teammates, you must obtain written pre-approval from the compliance office by emailing [compliance@insight.com](mailto:compliance@insight.com).







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## Accurate Insight Reports/Records

Every teammate records information of some kind and submits it to Insight. For example, a sales representative reports client orders, many teammates submit time records, and an accountant records revenues and costs. Insight expects its teammates and representatives to be truthful and honest in their statements, records and reports. Under various laws, Insight is required to maintain books and records reflecting Insight's transactions and provide reports that are full, fair, accurate, timely and understandable. You must make sure that all records that you submit to Insight are entirely accurate. Dishonest reporting can lead to civil or even criminal liability for you or Insight or both.

Each teammate must fulfill his/her responsibility to ensure that Insight's records are accurate and that they are supported by the appropriate documentation. All business records must be prepared with care and complete candor.

If at any time a teammate becomes aware of the misuse of Insight funds or any irregular accounting or financial activity, the teammate is required to report it. Teammates can report such concerns to their management, the compliance officer, their human resources representative or the legal department. If none of these resources are acceptable, the teammate can make a report to the Insight hotline ([insight.alertline.com](https://insight.alertline.com)).

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## Advertising and Selling

It's imperative that Insight acts with the highest ethical standards in competing in the marketplace, which includes making sure our advertising and sales techniques are truthful and responsible. While advertising laws are not consistent worldwide, in general, all information that Insight provides about the products and services that it sells must be fair, factual and truthful. We should be able to support any specific advertising claims we make about products and services. In addition, be sure that all comparisons to competitors and their products and services are complete, accurate and not misleading (advertising laws in some countries prohibit comparative advertising so ask the legal department before making comparisons in advertisements). In seeking sales, do not misrepresent facts or create misleading impressions. If silence about a fact could mislead a client, you should disclose the information even if it means losing the sale. Finally, if the advertisement or marketing materials refer to any third party, third-party products or any intellectual property not owned by Insight, Insight must ensure that it has the appropriate written consent from that third party to use their name and intellectual property or that proper attribution is given.

Insight also gathers information about the marketplace and its competitors through legal and ethical means. You should not use improper or illegal means to acquire a competitor's trade secrets or other confidential or proprietary information. While we compete in the marketplace, we will only do so through ethical means and respect the rights and property of our competitors and others. Particular care must be taken when dealing with competitors' customers, former customers and ex-teammates.

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## Antitrust

Insight must comply with all applicable fair competition and antitrust laws globally. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. Teammates are strictly prohibited from entering into any understanding (written or otherwise) with a competitor that:

- Limits the competition in the marketplace
- Fixes prices or other items and conditions
- Allocates clients or territories
- Limits availability of products or services
- Boycotts suppliers
- Involves other conduct that would tend to result in restraint of trade or unfair business practices.

If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, Insight's compliance office or legal department can assist you.

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## International Business

Insight subsidiaries conduct business in many different countries. Insight is committed to following the laws and regulations in effect wherever it does business. All transactions must be conducted in accordance with the applicable import, export and money-laundering control regulations. Import and export laws can be very complex. There may also be countries that Insight is legally prohibited from exporting to. Additionally, some suppliers may restrict the sale of their products to certain territories. If you have any questions, you must check with the compliance officer or the legal department.



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## Audits, Investigations and Disciplinary Action

Our Company investigates all reports of actual or suspected misconduct. Reported information will be treated as confidential, to the extent permitted by local law. Our global compliance officer, in coordination with the corporate internal audit department, may also perform audits of compliance with our Code, as necessary. Violations of our Code and/or the law will lead to disciplinary action, up to and including termination, as permitted by law.

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## Complying with the Code

Our Code of Ethics and Business Practices does not replace any laws, regulations or codes that may contain stricter requirements (for example, government ethics rules or state marketing laws). Our Code requires our teammates to comply with all applicable laws, regulations, policies, procedures and business practices. Teammates are strongly encouraged to adopt the Code and Insight's compliance program aimed at (1) promoting Insight's culture that encourages ethical practices and a commitment to comply with the law and (2) preventing and detecting inappropriate conduct.

If you have any questions or concerns related to the Code of Ethics and Business Practices, please, contact the compliance office at [compliance@insight.com](mailto:compliance@insight.com).

