



## A message from the CEO

Insight is proud of our status as a leading global provider for business technology services and solutions. It's an honor to be at the leading edge of providing Intelligent Technology™ solutions for the many companies with which we do business as well as be named one of the "Best Places to Work" by the Business Journal in our home state of Arizona.

We recognize that our status as a leading solutions provider and great place to work aren't simply granted, but earned, by providing top quality service and value to our clients and partners. And because of that, we hold ourselves to a higher standard. We recognize the accountability that comes with being in our position – accountability to each other, to our clients and partners, our industry and to society.

At the forefront of Insight are our people, teammates working hard each day to fulfill our company Purpose – to build meaningful connections to help businesses run smarter – and represent our Core Values of Hunger, Heart and Harmony. We believe our teammates operate with the highest standards of ethical behavior and practices. These standards are evident in everything we do and are the foundation for our Purpose and Values.

The Insight Code of Business Ethics on the following pages serves as our guiding light, outlining our ethical culture where teammates act with integrity, have a positive impact in the communities in which we do business and work towards improving society as a whole.

We invite you to review our Code of Business Ethics and learn more about the guidelines by which Insight operates – both as a company and as individual teammates – to bring the highest standards of ethical behavior to our company each day.

Warm regards,



Ken Lamneck  
President and CEO, Insight Enterprises, Inc.

## 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 is intended to guide you and to 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 wrong doing.
- 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 have 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 e-mail to [compliance@insight.com](mailto:compliance@insight.com).

A handwritten signature in black ink, appearing to read "Lisanne Steinheiser".

Lisanne Steinheiser  
Global Compliance Officer

**Ask the Compliance Officer:**

In this challenging economy, can we afford to make this kind of commitment to ethics? It seems like everyone is spending time that could be spent on other things. Is the ethics program just one more initiative in our too full schedules?

**Answer:**

Ethics are a critical part of our success. Ethics are all about honesty and trust, and honesty is good for business. It's the foundation of successful relationships with clients, competitors, and one another. It's important for our company to avoid legal and regulatory issues, but in the long run it's even more important to maintain our reputation for integrity.

**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 applies 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 or the Legal Department.

**Code Overlays and Works in Conjunction with Insight Policy and Guidance**

Insight has issued policy and guidance at the global and regional levels for many of the topics discussed in this Code as well on topics that are not 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 where 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 are unable to find a policy, please contact your management, Human Resources or the Compliance Office.

**New Hires and Annual Certification**

The 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.

**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 will be subject to appropriate discipline, up to and including termination where 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 teammate may request a waiver from the Compliance Office by e-mailing [compliance@insight.com](mailto:compliance@insight.com). In general, the granting of waivers is discouraged.

## Reporting Unethical Behavior

It is 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 are 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 management
- Your Human Resources representative
- The Legal Department

## What happens when I make a report?

Many teammates wonder what happens when they make a report to Compliance either through the hotline, 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 a Compliance Officer personally or assigned to one of Compliance's internal business partners. These internal business partners are trained on investigation 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.

### Insight's Alertline

Call:

United States and Canada: 1-877-800-2941

Australia: 1-800-07-1383

China: 400-883-3424

Hong Kong: 800-966-302

Singapore: 800-110-1927

Internet:

United States, Canada and Asia Pacific: [insight.alertline.com](http://insight.alertline.com)

## No Retaliation/Victimization

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/victimization 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 Compliance Officer or e-mail [compliance@insight.com](mailto:compliance@insight.com).

## Contracting Policies

If you have dealings with Insight's clients, suppliers, and other business partners, you are 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", "hand shake" or "gentlemen's agreements" or any other type of agreements or understandings 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 Compliance Officer. When the contract is ready for signature, only certain teammates have the authority to sign contracts on Insight's behalf. If you are 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.

## 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 and also 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 the 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 in the course of 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 or 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.

## **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. 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 the 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.

Some country governments limit gifts and entertainment to public officials. Most, if not all, government agencies strictly prohibit or limit gifts and entertainment for their personnel. Generally, you should refrain from giving a public official anything of monetary value. Although some nominal gratuities may be acceptable, seek compliance, legal or management guidance before providing anything of value to a public official or a person acting on behalf of a government agency. Each Insight region has specific policy guidance on dollar thresholds and limitations on the giving and receiving of gifts. Each Insight teammate should review Insight's intranet for policy guidance and consult with their management, Compliance or Human Resources when faced with a gift situation to ensure that they do not violate applicable policy or law.

### **Ask the Compliance Officer:**

Insight has given me tickets to a sporting event, but I heard that we aren't supposed to take tickets. Can I go to this event?

### **Answer:**

Tickets and other incentives that are given by Insight to you as a teammate and in recognition of your work do not violate our gift policies. It is when the tickets come directly to you from vendors/clients – particularly when there is no real business purpose – that there may be a problem.

At Insight we seek to have a workplace that is safe, professional and supportive of teamwork and trust. We are also committed to having a work environment that values diversity and inclusion of all teammates and where all teammates are treated with dignity and respect.

### **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, 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 are committed to building a high performance work environment in which individual differences are respected and valued.



### **Other Misconduct**

In addition to Insight's policy against discrimination and harassment, we expect all teammates to act in a professional manner. It is 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 act consistently with the 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 conduct themselves in a professional manner at all times.
- Minors are not to consume alcohol at events sponsored by Insight.
- There is to be no pressure on anyone to consume alcoholic beverages.

### **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. In the event that 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.

#### **Ask the Compliance Officer:**

I have been asked to give an endorsement to a candidate for local office in my official capacity with Insight. What should I do?

#### **Answer:**

While Insight supports employees, who wish to participate in civic affairs, we must always keep our personal politics separate from our professional identities. Insight never supports endorsement by teammates of political candidates

### **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 in order to comply with applicable laws.

### **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 is customary for teammates outside the Human Resources Department to provide job references, despite custom, no teammate may provide a job reference without first obtaining approval from Human Resources.

### **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 officer, 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 to make such contact on behalf of Insight, such persons 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.

**Insight conducts business fairly, legally and with integrity. While acting consistent with the best interest of Insight, you have a duty to conduct yourself in an ethical and lawful manner when dealing with teammates, clients, suppliers, and other business partners and competitors**

### **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 making a decision to buy, sell or hold Insight stock. Example of material, non-public information may include information regarding financial information not released to the public, 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 on the basis of 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 or Legal Departments.

#### **Ask the Compliance Officer:**

My sister works in HR at a competitor's company. She told me that the CEO of my company is about to move to her company. Can I sell my company stock and buy hers?

#### **Answer:**

If you buy or sell stock in either company, you – and your sister – could be guilty of insider trading. She was given this information in confidence and has a duty to protect it.



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 Insight 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.

#### **Protection of Insight, Teammate, Client and Vendor Information**

You will receive information about Insight, its teammates, clients or suppliers in connection with the work you do, but it is 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. Proprietary, confidential and non-public information includes in part: business methods; pricing and marketing data; strategies; computer access codes; screens; forms and information about, or received from, Insight or current, former or prospective clients, suppliers, or teammates. 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.

#### **European Union Data/Safe Harbor**

Insight abides by the Safe Harbor 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 Safe Harbor Policy.

#### **Use of Property**

Every teammate must use properly 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 guard against loss and prevent the unauthorized use of all Insight's property within your control. 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 Officer or Human Resources if you have questions regarding the appropriate use of Insight resources.

## 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, may not use Insight's resources to conduct any outside business regardless of whether it conflicts with Insight's business, and 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 Officer 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 Officer.

- **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 on 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 Audit Committee. For all other teammates, you must obtain written pre-approval from the Compliance Officer by e-mailing [compliance@insight.com](mailto:compliance@insight.com).

- **Related Party Transactions**

You must disclose to your manager and the Compliance Officer any situation where you may be conducting business with a member of a teammate's family, a teammate's friend 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 Audit Committee. For all other teammates, you must obtain written pre-approval from a Senior Vice-President or above.

### **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. Teammates can report such concerns to their management, the Compliance Officer, their Human Resources representative or the Legal Department. If the teammate resides in the United States, Canada or Asia Pacific and none of these resources is acceptable, the teammate can make a report to the Insight hotline ([insight.alertline.com](http://insight.alertline.com)).

#### **Ask the Compliance Officer:**

A technician I worked with on a project billed the client for 50 hours when it only took us about 40 hours to complete the work. When I asked him about it, he told me it is in the best interest of Insight and that the client can easily afford to pay. Is this ok?

#### **Answer:**

No. Company records, including billable hours, must be accurate. In a polite but firm way, you should remind him of Insight policy on accurate records and counsel him to correct the billable hours right away. You should also speak to your management about the conduct. If you feel the situation is not being dealt with appropriately, contact Compliance.

## Advertising and Selling

It is 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 or 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.

## 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, or
- Boycotts suppliers or 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 Officer or Legal Department can assist you.

### Ask the Compliance Officer:

After years of competing, two companies who sell IT hardware come to an agreement: Company A will operate in two EU member states, while Company B takes two other states. The agreement says nothing about pricing. Is this agreement legal?

### Answer:

No. EU competition law (and US as well) forbids competitors from dividing territories in this manner. Competitors dividing territories is always a violation of competition law, and this includes attempts to divide up a single European market on a state-by-state basis.

**Ask the Compliance Officer:**

A global client refuses to provide information about the product's end-user. Can I proceed without this information?

**Answer:**

No. Explain to the client that this information is needed to meet export control requirements imposed on Insight. If you cannot obtain the information, contact Compliance for directions.

**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.

**Bribes, Gifts, Kickbacks**

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

Specifically, the US 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 also individually on the teammate. Many countries in which Insight does business have similar and, in some cases, more restrictive bans on public official 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 specific policy as to 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.

**Ask the Compliance Officer:**

I am bidding on a government contract and want to leave a lasting impression with the members of the RFP committee. At the bidder's conference I want to give each of them a Mont Blanc pen to thank them for their time. May they accept?

**Answer:**

No. A Mont Blanc pen would be a valuable gift under most local or state government gift rules, and acceptance of the gift would create a clear appearance of impropriety. In addition, such an offer would violate Insight policy as to government client gifts and entertainment.