

Title:	Anti-Bribery & Anti-Corruption Policy	Date of Original Issue: 01/15/2018
Policy Number:	NSIT – CP001	
Approved for Use by:	Compliance	Versions: 1.0 - 01/15/2018 2.0 – 04/01/2020

Application:	This Policy applies to all of Insight’s domestic and foreign operations, including operations conducted by any departments, subsidiaries, and the operations of any joint venture or similar business enterprise in which Insight is a participant. This Policy also extends to all of Insight’s financial record-keeping activities and is integrated with the obligations to which Insight is already subject by virtue of the federal and state securities laws, including the U.S. Securities and Exchange Act of 1934.
Aim:	Insight is committed to doing business with integrity. This means avoiding corruption of all kinds, including bribery of government officials. This document communicates the Policy, standards of conduct and responsibilities to ensure that risks associated with corruption are managed in accordance with legal and regulatory requirements.

CP001.1	Policy Introduction	<p>Insight has implemented and continuously maintains a compliance program which, in part, educates employees about laws designed to prevent bribery and corruption, and to prevent violations of these laws.</p> <p>The purpose of this Anti-Bribery & Anti-Corruption Policy (“Policy”) is to help Insight comply with applicable anti-corruption laws. Anti-Corruption Laws make it illegal for Insight, its officers, directors, and employees to bribe any person or entity. Insight is also required to keep accurate and complete books and records and to maintain proper internal accounting controls. This Policy should be read in conjunction with the Code of Ethics and</p>
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		<p>Business Practices and compliance policies established by Insight and other general management policies.</p> <p>All teammates are expected to conduct Insight business legally and ethically. Improper gifts, payments or offerings of anything of value to customers, partners, government officials or other third parties could be violations of the Anti-Corruption Laws and might jeopardize Insight’s growth and reputation. The use of Insight funds or assets for any unlawful, improper or unethical purpose is prohibited. Specifically, it is Insight’s policy to comply fully with Anti-Corruption Laws.</p>
<p>CP001.2</p>	<p>Definitions</p>	<p>Anti-Corruption Laws include but are not limited to the Foreign Corrupt Practices Act (US) and the Bribery Act (UK). The UK Bribery Act will be referred to as UKBA in this Policy. Each country or jurisdiction Insight does business in could potentially have local anti-corruption laws that are more stringent.</p> <p>A foreign official means any officer or employee of a foreign government (i.e., other than the United States) or any department, agency, or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a public international organization, any person acting in an official capacity for or on behalf of a foreign government or government entity or of a public international organization, any foreign political party or party official, or any candidate for foreign political office. Thus, foreign officials include not only elected officials but also employees of companies owned by foreign governments, political party officials and others. It should also be noted that employees of state-owned or state-controlled commercial enterprises generally are considered to be government officials under Anti-Corruption Laws and this Policy.</p> <p>Public international organization includes such organizations as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-</p>

		<p>American Development Bank. The Global Compliance Officer should be contacted if there is a question whether an organization falls within the scope of this definition.</p>
<p>CP001.3</p>	<p>Policy Statement</p>	<p>Insight has implemented this Policy against violations of Anti-Corruption Laws, along with complementary standards and procedures required to be followed by Insight’s officers, directors, and employees. This Policy, and its standards and procedures, are intended to reduce or eliminate conduct that may violate Anti-Corruption Laws.</p> <p>In operating its business, Insight frequently comes into contact with foreign officials, government officials and business people while attempting to secure or renew business opportunities. The manner in which Insight may obtain or retain business, whether through: (a) submission of a winning bid; (b) direct negotiation with a prospective customer; (c) joining an existing concession; (d) negotiating a joint venture; or (e) engaging a third party as an agent or reseller, may create an environment in which the risk of bribery or other corrupt behavior is increased.</p> <p>It is against Insight policy to bribe any person, directly or indirectly. Anti-Corruption Laws prohibit companies and their employees and representatives from giving, promising, offering, or authorizing payment of anything of value to any government official in order to obtain or keep business or to secure some other improper advantage. In essence, these laws prohibit the giving of anything of value to influence a government official’s actions. Prohibited payments include, but are not limited to, those designed to:</p> <ul style="list-style-type: none"> • Induce the recipient to award a contract to Insight; • Obtain advantageous tax or customs treatment that would not otherwise be available to Insight; or • Circumvent or cause non-enforcement of laws or regulations applicable to Insight.

		<p>The prohibition on bribery applies to the giving of anything of value, not only money. This includes providing business opportunities, favorable contracts, stock options, gifts and entertainment. Such payments are barred even if:</p> <ul style="list-style-type: none"> • The benefit is for someone other than the party making the payment. • The business sought is not with the government. • The payment does not in fact influence the government official’s conduct. • The foreign government official initially suggested the payment. <p>The UKBA also specifically prohibits the offering or acceptance of corrupt payments and other advantages between private (non-government) persons and entities. Such conduct constitutes commercial bribery, often called “kickbacks.” Such conduct is prohibited by this Policy and our Code of Ethics and Business Practices.</p> <p>Teammates must not knowingly violate any such laws or engage any third party agents that may knowingly violate such laws. If a teammate has any questions about the application of the Anti-Corruption Laws in general, or the use of these Policy guidelines in connection with a transaction, then he or she should consult with the Global Compliance Officer or the Legal Department.</p> <p>Insight’s procedures are designed such that officers and employees will exercise due care to refrain from delegating substantial discretionary authority to individuals, within or outside Insight, who an officer or employee knows, or should know through the exercise of reasonable due diligence, may engage in illegal activities.</p>
CP001.4	Anti-Corruption Laws	<p>Anti-Corruption Laws generally make it illegal to bribe third parties, including but not limited to business people and foreign officials in order to obtain or retain business or to secure</p>

		<p>any improper advantage. The UKBA also makes the acceptance of any corrupt payments illegal.</p> <p>As Anti-Corruption Laws prohibit both direct and indirect payments to third parties, Insight could, under certain circumstances, be liable for improper payments made by its agents or other business associates. Accordingly, corrupt behavior is not excused by inserting a third party between Insight and the prospective customer or foreign official. Nor is Insight excused where such behavior was not sanctioned by Insight, but it knew or should have known that the agent or business associate it employed was likely to engage in such activity based on readily available information.</p>
<p>CP001.5</p>	<p>Facilitation Payments and Political Contributions</p>	<p>Facilitating (or expediting) payments also are prohibited under this Policy. Facilitating payments are small payments paid to non-U.S. government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, providing police protection, providing telephone, power or water service, or loading or unloading of cargo.</p> <p>Although there is a narrow exception for facilitating payments under the Foreign Corrupt Practices Act, such payments are prohibited under the UKBA and the laws of many other countries. Therefore, in order to ensure compliance with all Anti-Corruption Laws, Insight prohibits facilitating payments altogether.</p> <p>If you have routinely made facilitating payments to non-U.S. government officials or encounter a situation that you believe may require a facilitating payment, contact the Global Compliance Officer or the Legal Department immediately.</p> <p>Political Contributions on behalf of Insight or with Insight’s funds are also prohibited. Under</p>

		<p>the UKBA we need to expressly mention that we do not need to know about your trade union membership or any political donations that may be made by a trade union you have joined.</p>
CP001.6	Giving of anything of value to government officials	<p>All teammates are required to obtain approval from the Global Compliance Officer before providing anything of value to a government official.</p> <p>There are two exceptions to this general rule:</p> <ul style="list-style-type: none"> • Payments are permissible without prior approval when a teammate’s safety is at issue, as for example when a payment must be made immediately to ensure safe passage out of a particular geography. Teammates should make whatever payment is necessary to protect their personal safety, and then, as soon as reasonable, report the nature of the incident and related payment to the Legal Department. • In limited cases, the Global Compliance Officer may elect to issue a “blanket approval” for certain routine, recurring interactions with government officials (such as providing free product or meals incident to a trade show) rather than requiring their prior review and approval on each occasion. <p>Teammates who interact directly or indirectly with government officials on behalf of Insight should contact the Global Compliance Officer with questions related to compliance with Anti-Corruption Laws.</p> <p>Although this Policy is intended to provide guidance, anti-bribery matters are not always clear and must often be addressed on a case-by-case basis. In all situations where there is a question, employees should consult the Global Compliance Officer prior to taking action.</p>
CP001.7	Gifts, Meals and Entertainment	<p>It is not always easy to identify whether providing gifts, meals and entertainment (or other hospitality) would be considered a corrupt act under Anti-Corruption Laws.</p>

		<p>Under certain circumstances, it may be permissible under such laws to provide modest gifts or a meal or other entertainment to a client as a social amenity. Generally, gifts, meals and entertainment are permissible, provided that:</p> <ul style="list-style-type: none"> • The gift is not cash or a cash equivalent; • The gift, meal, or entertainment is infrequent, reasonable, and proportionate in amount under the circumstances; • The gift, meal or entertainment cannot influence or reasonably give the appearance of influencing Insight’s business relationship with the client; and • The gift, meal or entertainment does not involve the reciprocation of a business obligation. <p>Each Insight region has specific policy guidance on dollar thresholds and limitations on the giving and receiving of gifts. Each teammate should consult with their senior management and/or the Global Compliance Officer when faced with a gift situation to ensure that they do not violate this Policy or applicable law. For example, under the UKBA there is no acceptable dollar threshold and you should always seek prior approval from a Director (or above) before you promise, give or receive gifts or hospitality.</p>
<p>CP001.8</p>	<p>Record Keeping, Accounting and Payment Practices</p>	<p>The record-keeping provisions of Anti-Corruption Laws require Insight to keep its books, records and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets.</p> <p>Thus, Anti-Corruption Laws prohibit the mischaracterization or omission of any transaction on a company’s books or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for compliance purposes.</p>

		<p>Accordingly, teammates must follow applicable standards, principles, laws and Insight practices for accounting and financial reporting. In particular, teammates must be timely and complete when preparing all reports and records required by management. When dealing with transactions covered by this Policy, teammates must obtain approval from the Chief Financial Officer, and, when appropriate, from the proper foreign governmental entities. Prior to paying or authorizing a payment to a third party and in particular to a foreign official, teammates or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in Insight's books and records. No one may create an undisclosed or unrecorded bank account of Insight for any purpose. False or artificial entries may not be made in the books and records of Insight for any reason. Finally, personal or third party funds may not be used to accomplish what is otherwise prohibited by Insight policy.</p>
<p>CP001.9</p>	<p>Internal Controls</p>	<p>Insight, as a publicly-traded company, has an obligation under law to establish effective accounting controls over all of its business transactions. This legal duty is satisfied by devising and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:</p> <ul style="list-style-type: none"> • transactions are executed in accordance with management's general or specific authorization; • transactions are recorded as necessary (i) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (ii) to maintain accountability for assets; • access to assets is permitted only in accordance with management's general or specific authorization; and • the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

		<p>Insight’s teammates are expected to facilitate Insight’s compliance with its legal requirements to maintain adequate internal accounting and transactional controls and to cooperate fully with Insight’s accountants, financial analysts, internal and external auditors, and all other personnel designated or appointed by Insight to enact and monitor these accounting and financial controls. Any attempt by a teammate to circumvent these internal accounting and financial controls, or a failure by a teammate to cooperate fully with Insight’s accounting and financial personnel charged with devising and maintaining these internal controls, is a serious breach of policy, which may result in disciplinary action, up to and including termination of employment for cause.</p>
<p>CP001.10</p>	<p>Due Diligence</p>	<p>Insight is dedicated to the dynamic and profitable expansion of its operations worldwide. Insight will compete for all business opportunities vigorously, fairly, ethically, and legally, and will negotiate contracts in a fair and open manner. Regardless of any pressure exerted by local custom in a particular region, Insight will conduct business using only legal and ethical means.</p> <p>In the event Insight merges with or acquires another company, Insight will review and evaluate the acquired or merging company to bring about compliance of the merged or acquired company with this Policy and the requirements of Anti-Corruption Laws.</p> <p>All contracts and contract renewals within the scope of the Anti-Corruption Laws should contain provisions that represent that the parties have not engaged in and will not engage in activities which contravene applicable anti-corruption laws.</p> <p>Insight will determine the regions or countries that pose higher risks of corruption. It may also conduct audits of operations in such regions or countries of:</p>

		<ul style="list-style-type: none"> • the operating unit’s books and records, with specific attention to payments and commissions to agents, consultants, contractors, and subcontractors with responsibilities that include interactions with individuals who may be considered foreign officials and to contributions to or by joint ventures; • internal controls in respect to the retention of, and ongoing relationships with, selected agents, consultants, contractors, subcontractors, and joint venture partners sufficient to detect, and ensure compliance with, Insight’s third party retention policies and procedures; • selected third parties; and • statements of employees.
<p>CP001.11</p>	<p>Penalties</p>	<p>Anti-Corruption Laws are generally criminal statutes, and impose severe criminal sanctions and liability on individuals and corporations that fail to comply with their provisions.</p> <p>For example, individuals who violate the anti-bribery provisions of the Foreign Corrupt Practices Act are subject to criminal penalties which include fines of up to \$250,000 USD or twice the amount of the gross pecuniary gain resulting from the improper payment, imprisonment of up to five years, or both. Under the UKBA fines can be unlimited and imprisonment can be up to ten years, or both.</p> <p>Corporations may be fined up to \$2,000,000 USD, or, alternatively, twice their pecuniary gain, for criminal violations of the Foreign Corrupt Practices Act’s anti-bribery provisions. In addition to criminal penalties, a civil penalty of up to \$600,000 USD per violation may be imposed upon any company that violates the anti-bribery provisions, and against any officer, director, employee or agent acting on behalf of a company that violates the Act. The U.S. Department of Justice and the U.S. Securities and Exchange Commission may also obtain injunctions to prevent Foreign Corrupt Practices Act violations.</p>

		<p>Individuals who wilfully violate the accounting provisions of the Foreign Corrupt Practices Act may be fined up to \$1,000,000 USD, imprisoned for up to twenty years, or both per violation. A corporation may be fined up to \$25,000,000 USD. Alternatively, both individuals and corporations found violating the Foreign Corrupt Practices Act’s accounting provisions may be subject to fines of up to twice the amount of any pecuniary gain or loss resulting from such violation. Insight is prohibited by the Act from indemnifying employees or other individuals acting on Insight’s behalf from any personally-imposed fines.</p> <p>In addition to civil and criminal penalties, a person or company that violates the Foreign Corrupt Practices Act or UKBA may be precluded from doing business with the U.S. Government and other government clients. Other penalties include denial of export licenses and debarment from programs under the Commodity Futures Trading Commission and the Overseas Private Investment Corporation.</p> <p>In addition to criminal or civil sanctions by government agencies, violations of Anti-Corruption Laws and/or this Policy will also result in discipline by Insight that may include termination of employment.</p>
CP001.12	Training	<p>To ensure a high level of understanding of the risks in our supply chains and our business, we provide training at time of hire and as needed as a part of a wider ethics training program.</p>
CP001.13	Review and Oversight	<p>This policy shall be reviewed at least annually by the Compliance Department. The Compliance Department will include all applicable stakeholders in its review, implementation and/or evaluation of effective outcomes of the policy.</p> <p>The Board of Directors shall provide the Compliance Department with oversight and guidance with respect to this policy and its subject matter.</p>

<p>CP001.14</p>	<p>Responsibilities of All Insight Teammates and Enforcement</p>	<p>Every Insight teammate whose duties are likely to be carried out in places covered by Anti-Corruption Laws is expected to read, understand, and comply with this Policy. Periodic certifications of compliance with this Policy will be required, as will participation in Insight anti-corruption training sessions as periodically provided by Compliance or management.</p> <p>All Insight teammates are required to adhere to established policies and standards. Violation of Insight policies and standards may result in disciplinary action, up to and including termination.</p> <p>Any suspected violation of an Insight policy or standard should be reported without delay to the Global Compliance Officer (compliance@insight.com) or the Alertline (insight.alertline.com). Insight has a strict no retaliation policy and will not tolerate any kind of retaliation against anyone who, in good faith, reports a violation of Insight policy or law. If you have questions or problems concerning this Policy, you should contact the Global Compliance Officer (compliance@insight.com).</p>
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