

# Anti Bribery Policy

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Date: March 8, 2019  
Contact: B. Grandguillotte  
Dept: WW Legal  
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## Worldwide Legal Policy

### 1.0 PURPOSE

The Ingram Micro value of integrity provides that “we employ the highest ethical standards, demonstrating honesty and fairness in every action that we take.” Soliciting, receiving, giving or offering bribes, kickbacks, inappropriate gifts or engaging in other corrupt practices to obtain or maintain business or favors conflicts with this value. In addition when the beneficiary of payments, offers of payments, or gifts is a government official, this may also trigger liability under the anti-bribery laws of many countries, for example, the UK Bribery Act or the United States Foreign Corrupt Practices Act (“FCPA”) which prohibit such conduct even if it takes place outside of the UK or the US. In many jurisdictions the anti-bribery also applies to bribes offered to or received from any other party, and not just Public Officials. The purpose of this policy is to emphasize the importance of integrity in our business dealings to all associates as well as educate them in their obligations under the anti-bribery laws of the countries we operate in or do business with.

### 2.0 APPLICABILITY

This policy applies to all Ingram Micro operations and Business Units worldwide.

### 3.0 DEFINITIONS

3.1 “Government Entity” means any agency, office or institution of the government, including any government-owned or controlled institution or enterprise, and any educational or medical institution funded by the government, whether such government is local, regional, state, federal or international or a mixture of the above; any legislative, administrative or judicial body; any public international organization.

3.2 “Public Official” refers to any individual who holds a position of any kind with a Government Entity (employee, official or representative, etc.) or the family of any such Public Official.

3.3 “Facilitating Payments” (sometimes called “grease payments”) mean payments in nominal amounts to low level Public Officials to obtain or expedite routine, non-discretionary duties such as mail delivery or customs clearance.

### 4.0 POLICY

4.1 No associate shall authorize, provide, promise, or offer to provide money, including Facilitating Payments, or anything else of value to:

- any Public Official, officials of public international organizations, political candidates or political parties, for the purpose (or with the intent) of influencing him/her in the performance of his/her official functions in order to obtain or retain business for Ingram Micro or gain an unfair advantage over competitors;
- any other person (whether they are customers, vendors or suppliers, including their respective employees) with the intent to induce such person to improperly perform his/her function or improperly influence his/her decisions.

4.2. No associate shall request, agree to receive or accept money or anything else of value with the intent of being influenced in the performance of his/her functions. Ingram Micro has established a separate policy defining what are considered acceptable gifts, entertainment and hospitality from vendors and other parties.

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4.3 The prohibitions mentioned in Sections 4.1 and 4.2 above apply to both direct payments and indirect payments including charitable contributions used as a way to funnel bribes or those accomplished through any intermediary (including independent contractors engaged on a commission or fee basis to assist or facilitate in obtaining or retaining business for Ingram Micro, also referred to as agents, sales consultants or advisors), vendors, resellers or service providers. This policy does not affect the right of an associate, acting solely in an individual capacity and not as a representative of Ingram Micro, to support political parties or candidates of his or her choice.

4.4 No Ingram Micro operation or associates shall establish secret or unrecorded funds, assets or bank accounts for any purpose, nor make false entries in any books or records of the company for any reason. Approval of any payment by or on behalf of Ingram Micro shall occur only upon adequate supporting documentation. No payment shall be made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment. These principles also apply to any payments or credits received by Ingram Micro.

4.5. Charitable giving in the name of Ingram Micro shall not be permitted until all the steps described in this Section 4.5. have been complied with and all required approvals have been obtained.

4.5.1. Documented due diligence shall be performed on the organization receiving the charitable payment to confirm its legitimacy and its good reputation for integrity. Should such due diligence evidence that the organization is controlled directly or indirectly by a Government Entity or a Public Official or is headed by a Government Entity or a Public Official then at no time shall contributions be made by Ingram

Micro unless a written exception is granted by the Executive VP, Secretary and General Counsel. The preceding prohibition does not apply to situations where a Public Official is only a board member of the organization and does not exercise direct or indirect control over the board.

4.5.2. Audited financial statements (preferably independently audited) shall be obtained to ensure transparency on the use of donations by the recipient organization.

4.5.3. The charitable giving shall be subject to Ingram Micro informing the recipient organization in writing that it shall comply with the U.S. FCPA and any other applicable anti-corruption laws or regulations.

4.5.4. The due diligence report and supporting documentation shall be forwarded to the relevant Compliance Officer for review and submission for approval by the relevant Country Chief Executive.

4.5.5. Payment of the charitable donation shall only be made directly to the vetted recipient organization and not to any other person, entity or to an off-shore account.

4.5.6 In US and Canada, an Ingram Micro Charitable or Philanthropic Committee, organized for the specific purpose of raising money and/or making charitable contributions on behalf of Ingram Micro, may make decisions related to charitable giving as long as: (i) payments are made to the selected charity in accordance with subsection 4.5.5; (ii) such charitable contributions are reasonably consistent with past charitable giving practices and policies set out by such committee; and (iii) contributions are made to either a 501(c)3 charity in the United States or a charity registered with the Canada Revenue Agency in Canada.

4.6. As stated in the relevant Gifts and Entertainment Policies, solicitation of suppliers or customers for

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charitable donations is prohibited unless authorized by Ingram Micro in the conditions described in such policies.

### 5.0 PROCEDURES

5.1 The senior financial officer of each operating unit of Ingram Micro is responsible for:

- Establishing and maintaining a system of internal controls to reasonably ensure compliance with the provisions of the FCPA, local country anti-bribery laws and this policy.
- Establishing and keeping books, records and accounts that accurately and fairly reflect transactions and disposition of assets of Ingram Micro.

5.2 Associates shall immediately contact their supervisor, the Human Resources department or the Legal Department if they suspect that a payment, offer of a payment or gift, or solicitation of a payment or gift, in violation of this policy has been made, or if they have any questions about compliance with the policy. Associates are encouraged, if they prefer anonymity in reporting suspected violations, to contact the Ingram Micro Hotline, details of which are available at Ingram Micro's intranet site and in the Ingram Micro Code of Conduct.

### 6.0 RESPONSIBILITIES

6.1 The compliance team at Ingram Micro has the necessary authority and independence to enforce this policy. It reports directly to the General Counsel and is independent in its function. The Chief Compliance Officer has direct access to the Ingram Micro CEO, and to the Audit Committee of the Board of Directors.

6.2 Every associate is responsible for ensuring adherence to this policy.

6.3 Associates are reminded that breaching this policy may result in them personally committing a criminal offense under applicable anti-bribery laws, for which they may be prosecuted.

### 7.0 DISCIPLINE

Any associate violating this policy shall be subject to discipline up to and including termination.

### 8.0 RELATED DOCUMENTS

8.1 Policy on Use of Agents / Consultants For Government Transactions.

8.2 Policy on Payments for Channel Activities.

8.3 Policy on Gifts, Entertainment and Hospitality.

### 9.0 REVISION HISTORY

This policy was first adopted on 12/14/1999 and revised on 10/29/2009, 03/15/2010, on 10/04/2011 and Nov. 25, 2013. This is Revision 5.

### 10.0 APPROVAL

Date: March 8, 2019

Approval ON FILE - CEO, Ingram Micro Inc.

Approval ON FILE - Executive Vice President, Secretary and General Counsel, Ingram Micro Inc.