

Code of Conduct

Message from the CEO

Paul Bay



At Ingram Micro, the six Tenets of Our Success – Results, Courage, Integrity, Responsibility, Imagination, and Talent – reflect who we are and how we operate. Integrity is at the root of our unfailing commitment to maintaining the highest ethical standards. Complying with laws and regulations that govern our industry is one critical step. Even more important is that we do the right things, the right way, every day. Our partners, associates and investors expect nothing less.

Often the right path is clear, but we live and work in a complex world and sometimes it's ambiguous. This Code of Conduct serves as a guide to operate our business ethically, make good decisions, and speak up and ask questions without fear of retaliation when we have concerns about a business practice or conduct. These are the behaviors that drive our success and enable us to better serve our customers and vendor partners.

Although the Code discusses Ingram Micro compliance policies, it is not intended to directly address every situation you may be confronted with in your work. That is why you should always use good judgment and seek guidance when needed from your supervisor, Human Resources, or the Legal Department.

Embracing our tenets, and this Code as the cornerstone of our compliance program, is part of the commitment we each make to Ingram Micro and to each other. Failing to do so puts you, your colleagues, and Ingram Micro at risk. So, let's all do our part to live and work by this Code and the ethical standards on which it is based.

Thanks.

Sincerely,

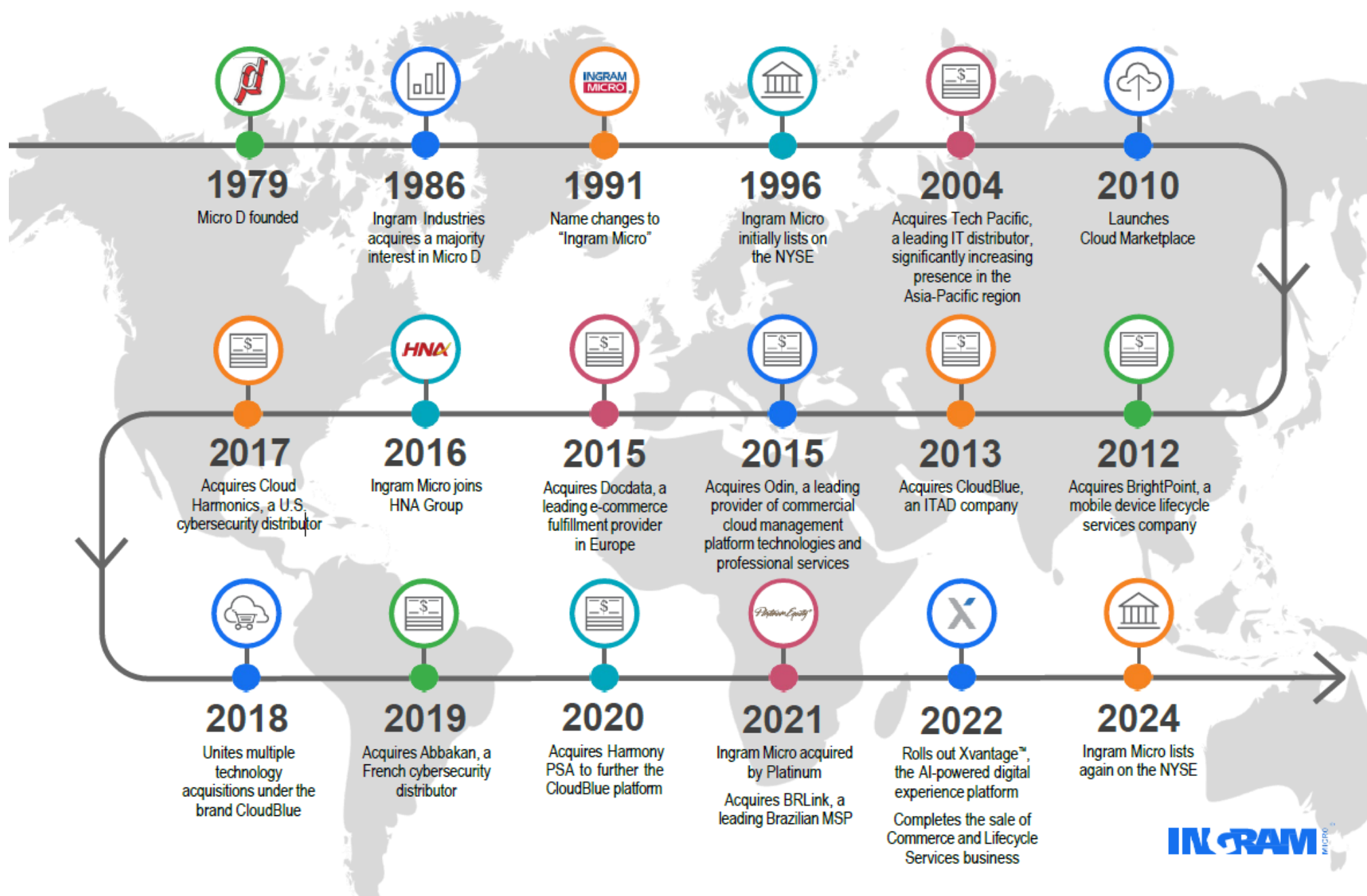
A handwritten signature in black ink, appearing to read 'Paul Bay'.

Paul Bay
Chief Executive Officer
Ingram Micro Holding Corporation

Inside this guide

- 
- 
- 4** A long, proud history continues
 - 5** Why are we so successful?
 - 6** Why we need a Code of Conduct
 - 6** Who does it apply to?
 - 7** What we ask of you
 - 8** How the code is enforced
 - 8** How are violations of the code addressed
 - 9** How associates should report violations
 - 10** How officers and directors should report violations
 - 10** How customers, business partners or other Ingram Micro stakeholders should report violations
 - 10** Our Pledge
 - 11** What are the principles of the Code of Conduct that apply to me?
 - 11** No boycotting
 - 12** Don't bribe anyone
 - 12** Play fair
 - 13** Avoid conflicts of interest
 - 13** Export lawfully
 - 14** External communications
 - 14** How to be social
 - 14** How to talk about financial stuff
 - 15** How to do competitive intel
 - 16** Inside information
 - 16** Keep sensitive info safe
 - 16** How to gift and receive
 - 17** Record keeping
 - 17** Responsibility matters
 - 17** Help limit loss
 - 18** Amending or waiving the Code of Conduct
 - 19** Using the Ingram Micro Hotline
 - 20** Hotline—Asia Pacific
 - 21** Hotline—Europe
 - 23** Hotline—North America
 - 24** Hotline—Latin America
 - 25** Hotline—Middle East, Turkey and Africa

Ingram Micro: A long, proud history continues



Why are we so successful?

Our dedication to a shared set of principles unites and guides us to better decisions and behaviors, enabling us to focus on the success of our business partners and associates.



Results

Delivering successful outcomes and a superior experience for everyone, every time, matters for our business partners, ourselves and our teams.

Integrity

We exemplify the highest ethical standards, led by honesty, fairness and dignity in every action we take, everywhere, every time, with everyone.

Imagination

Creativity, agility and resourcefulness reinforce a competitive, entrepreneurial spirit. There is no substitute for forward-looking actions and the desire to achieve more.

Talent

Our people and their diverse talents define us. We are committed to learning, collaboration, transparency and innovation. Attracting, inspiring, retaining and celebrating our best individuals is the foundation of our success.

Responsibility

We say what we do and we do what we say. We are responsible for our individual and team actions, meeting our customer and financial commitments, and recognizing our social, community and environmental responsibilities.

Courage

Embracing change and making difficult decisions delivers better results to our customers, suppliers and fellow associates. We are not afraid of experimenting or doing what we know is right.



? Should I report it?

I think there could be an ethics violation occurring in my business unit, but I'm afraid to report it. I'm concerned my supervisor or peers could retaliate against me. What should I do?

Please speak up!

Ingram Micro policy protects you from any and all retaliation, disciplinary action or other adverse employment consequences if—in good faith—you report a suspected legal or ethical compliance violation or conflict of interest—irrespective of whether your suspicion turns out to be valid.

Why we need a Code of Conduct

Establishing behavioral expectations is important for any community, and especially in the workplace where the success of our company depends on the performance of each associate. Knowing what's acceptable behavior and what is not creates a clear picture of how we ought to conduct ourselves in order to be successful. It also creates a sense of value: for ourselves, our co-workers and our company. This Code of Conduct is meant to help establish that value in every associate and help them understand that the work they do has intrinsic worth that transcends jobs, markets, and Ingram Micro itself.

Who does it apply to?

Everyone. That means all Ingram Micro employees around the world—including officers and the Board of Directors—are required to follow our Code of Conduct. Contractors and third parties aren't exempt either. It's our goal that everyone working with or for Ingram Micro should value and demonstrate their commitment to integrity, honesty, and fairness. Every day.

This Code of Conduct was adopted by the Ingram Micro Board of Directors on March 3, 2003, and revised on Aug. 24, 2005, Nov. 7, 2007, Nov. 29, 2011, March 6, 2012, June 21, 2012, Sept. 18, 2012, Oct. 10, 2012, Mar. 10, 2015, Jan. 26, 2017, July 23, 2020, January 12, 2022, and October 25, 2024.



What we ask of you

The goal of this Code of Conduct and [related policies](#) is to provide guidance so that each of us acts ethically and fairly. To do that, we ask that you both adhere to the Code and report any legal or ethical missteps you witness. We understand that reporting issues might sometimes be uncomfortable, but it's the right thing to do.

Hiding problems won't help anyone but will actually make things worse. You shouldn't be afraid of speaking out either. It is what Ingram Micro expects from you! It's called the "Sunshine Rule," because it sheds light on potential violations in order to correct

them. Ingram Micro also has a zero-tolerance policy for retaliation, so rest assured, you will not be punished for voicing concerns in good faith.

If you have questions or doubts about the Code of Conduct or any [Ingram Micro policy](#), speak with your leader, a Human Resources associate or our Legal department. If you aren't comfortable doing that, you can always contact the [Ingram Micro Hotline](#). Remember that ignorance is not an excuse for violating the Code or company policy, and no one has the authority to force you to violate them either.

? I am confused about retaliation.

What is retaliation and how do I recognize it?

Retaliation can take many forms, but regardless of its form, it will always negatively impact you and your career. You may experience retaliation in response to reporting a suspected legal or ethical compliance violation or a potential conflict of interest. If you feel you have been the target of retaliation, or if you witness retaliation against a colleague, immediately notify the Company through one of the channels outlined here.



How the code is enforced

Under supervision of the Audit Committee of the Board of Directors, Ingram Micro's General Counsel is responsible for enforcing and interpreting all company policies, including the Code of Conduct, and for providing related guidance.

How are violations of the code addressed?

Violating the Code of Conduct or Company Policy can result in disciplinary action, including termination of employment. Disciplinary actions can take the form of:

 **Verbal warning**

 **Written warning**

 **Performance improvement plan**

 **Pay claw-back**

 **Suspension**

 **Demotion**

 **Termination**

? **What happened to the issue I reported through the Ingram Micro Hotline?**

I followed the Sunshine Rule and reported a suspected violation through the Ingram Micro Hotline but never heard anything back.

All issues reported through the Hotline are investigated by Compliance and ultimately reported to the Ingram Micro Board of Directors. However, please note that privacy and confidentiality considerations may limit our ability to share with you the results of our investigation. You can always check on the status of your complaint reported through the Hotline by clicking on "Follow up on a Concern or Question" [here](#).



How associates should report violations

If you witness a Code of Conduct violation (or any other [Company policy](#) violation) or want to report a potential conflict of interest, contact your supervisor immediately. If they're unavailable, you can also contact:



Human Resources



The Chief Compliance Officer



The Legal department



The General Counsel



Your local Compliance Officer

If you'd rather submit your report anonymously, visit the [Ingram Micro Hotline](#).



Does the Code apply to THIS?

I'm not sure if the Code of Conduct applies to a certain situation I'm in. What should I do?

The Code of Conduct wasn't designed to anticipate every situation that might arise in the workplace. If you're unsure whether the Code of Conduct applies to your specific situation, you have a few options. You can either contact your Regional Compliance Officer, the Chief Compliance Officer or the Legal or Human Resource departments. You can also use the [Ingram Micro Hotline](#) and someone will be happy to answer your question to the best of their abilities.



? Is this legal?

A reseller brought us a \$2 million (USD) sale to deliver software licenses to a police department. The reseller then asked us to negotiate with the software vendor for an additional margin because their pre-sales activity costs are higher than they anticipated. What should I do?

You should report this situation (and any situation like it) to our Legal department immediately. This could amount to bribery and must be investigated further before the sale can be allowed to proceed. Don't forget that both direct AND indirect bribery are illegal. All Ingram Micro associates are required to immediately report any illegal activity they witness.

How officers and directors should report violations

Officers or directors who suspect a Code of Conduct or Company policy violation or need to disclose a potential conflict of interest should contact the General Counsel who will, in turn, notify the Audit Committee.

If the disclosed potential conflict of interest or suspected Code of Conduct or policy violation involves the General Counsel, then directly contact the Audit Committee.

How customers, business partners or other Ingram Micro stakeholders should report violations

You can report any legal or ethical related concerns you have or ask questions by visiting the Ingram Micro Hotline. Many of the links found within this Code of Conduct will only work for associates with an active Ingram Micro account, but we are happy to help if you have questions. If you would like to learn more about our internal policies and resources, please email ingrammicro.compliance@ingrammicro.com.

Our Pledge

No matter who you are and how you choose to share your concern or report violations, as long as it's in good faith, we pledge to address your submission promptly and fairly.

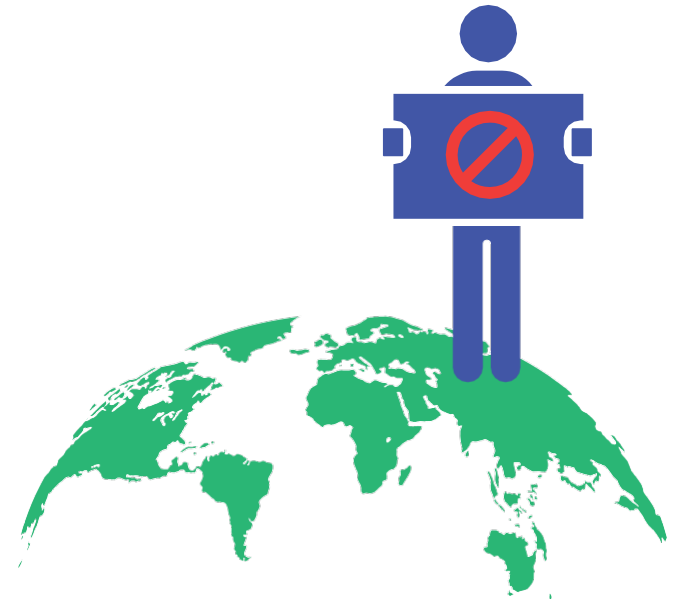
What are the principles of the Code of Conduct that apply to me?

At Ingram Micro, we are all expected to adhere to the highest standards of legal and ethical conduct, including compliance with all the laws and regulations of the countries in which we do business. To help you understand your responsibilities, we have developed specific policies that can be accessed on our [Global Legal Connect website](#). Please familiarize yourself with them. They are available in 14 languages and may be amended or supplemented from time to time.

Here are a few of our most important policies:

No boycotting

Ingram Micro complies with all U.S. Anti-Boycott laws and does not support any unsanctioned foreign boycott. This is in line with our Anti-Boycott Laws Policy that you can access on our [Global Legal Connect website](#).



I overheard something suspicious

I was at a vendor event and witnessed a competitor and the vendor discussing profit margin and cost regarding a certain bid. What should I do?

You should ask them to stop their discussion or simply excuse yourself and leave. Next, you should contact our Legal department to report the incident. This sort of discussion could violate antitrust law and is potentially illegal. If you witness dealings like this regarding prices, T&Cs, markets, customers, profits, margins, or intent to bid, you need to report it—if you don't, you could potentially be named a co-conspirator in any legal proceedings that arise.

What are the principles of the Code of Conduct that apply to me? *(continued)*

Don't bribe anyone

At Ingram Micro, we do not authorize, provide, promise, or offer to provide money or anything of value to induce any person to improperly perform their function or influence their decisions, regardless of local law or customs. In the same spirit, you cannot request, agree to receive or accept money or anything of value with the intent of being influenced in the performance of your functions.

These behaviors constitute bribery. They are both illegal and against our Code of Conduct. So don't do it. It doesn't matter if it is done directly or via a third party (vendors, resellers or another service provider). Also, please remember that we have specific rules for making charitable contributions which can be found in our [Anti-Bribery Policy](#).

Play fair

It's important that we conduct business in a fair and honest way with our customers, suppliers and competitors. That's why we comply with all applicable antitrust and competition laws (e.g., we don't fix prices or margins). When in doubt, please contact the Legal department.



? Is it OK to accept this?

A vendor invited me to join them at a local sports event so we can discuss business opportunities while we watch the game. I was told the seats cost \$250 (USD). What should I do?

This situation falls under business entertainment, and it's ok to accept the invitation. But when in doubt, you should always consult with your supervisor.

Please note: if a vendor offers those same tickets with no plans to discuss business or even accompany you, that qualifies as a gift, and you should decline. That amount exceeds the acceptable limit in our Gifts & Entertainment policy. When it comes to entertainment or gifting situations, we expect you to use your best judgment. Is the offer reasonable or lavish? If you accept an offer like this, would it create the perception that the vendor has an undue influence over you?



What are the principles of the Code of Conduct that apply to me? *(continued)*

Avoid conflicts of interest

Any situation where personal interests could affect your professional duties is what is called a conflict of interest. An example might be if a relative reported to you at work: your personal relationship with that relative could compromise your professional behavior towards them. Bear in mind that even the perception of a conflict of interest could damage your personal reputation. You also should not use Ingram Micro property (computer, phone, office, etc.) for your personal benefit—this includes gaining personal business opportunities from the use of company property, information, or your position. Avoid these situations at all costs and report them immediately to your leader or Human Resources if/when they happen. For more information, refer to the Conflict of Interest Policy on our [Global Legal Connect website](#).

Export lawfully

We respect and comply with export control laws in every country where we do business. This includes not transacting with members of the Restricted Parties List or with certain designated countries. You can find the relevant policy [here](#).

? May I work at Ingram Micro and also engage in other business ventures?

You may engage in outside business activities, provided you disclose these activities to your manager and HR, you do not violate any confidentiality or other obligations to Ingram Micro that you have agreed to, and the activities do not violate the Conflict of Interest Policy or otherwise adversely affect Ingram Micro or your job performance. Please note that you may never engage in any business activity that is competitive with, or harmful to the best interests of, Ingram Micro.

What are the principles of the Code of Conduct that apply to me? *(continued)*

External communications

When it comes to interacting with the media for matters affecting Ingram Micro, only a limited number of us are authorized to do so. Please contact Corporate Communications for further guidance. We also ask that you do not disclose any information about non-public internal matters or developments, including to your relatives or friends. This, however, does not prohibit you from complying with applicable laws and regulations, including those dealing with reporting emergencies to appropriate agencies.

How to be social

Social media has become a cultural phenomenon. Most of us use it every day to stay in touch with, well, everyone—including loved ones, customers and co-workers. However, we ask that you comply with our [Social Media Handbook](#) when posting or blogging on behalf of or about Ingram Micro.

How to talk about financial stuff

All public communications about the financial performance of Ingram Micro should be made only by authorized individuals and should always be as fair, accurate, understandable, and as timely as possible.

What are the principles of the Code of Conduct that apply to me? *(continued)*

How to do competitive intel

Doing research on our competitors is a healthy way to stay informed on industry trends and measure ourselves against the competition. That said, never gather competitive intel in a way that might violate antitrust and competition laws. It's also especially important to never exchange competitive intelligence with our competitors. For more information, view the [Competitive Guidelines and Q&A](#) on our [Global Legal Connect website](#).

Inside information

While you work at Ingram Micro, you may be exposed to inside information about our company or about a publicly traded vendor, supplier or client we do business with. Trading, or advising others to trade, any type of securities based on material nonpublic information is not permitted. For more information, refer to our Insider Trading Policy available on our [Global Legal Connect website](#).



What are the principles of the Code of Conduct that apply to me? *(continued)*

Keep sensitive info safe

In our job we may receive information that is confidential or proprietary. We are also entrusted with intellectual property. Some of that is ours and some belongs to third parties. It's our responsibility to protect it from any and all loss, theft, unauthorized modification, or unauthorized disclosure. The same goes for any personal data because we only collect, store, process and transmit such data in accordance with all applicable data privacy laws and regulations. You can find more information on the Data Protection and Privacy program [here](#).

How to gift and receive

It's never OK for you to solicit gifts from anybody. You can accept gratuities, entertainment or other courtesies from current or prospective vendors or offer the same to our customers as long as they are not excessive and comply with the Gift and Entertainment Policy (which varies based on your region and is available on our [Global Legal Connect website](#)). And remember, if you are ever going to offer or receive a gift, gratuity, entertainment, or other courtesy to or from a public official (irrespective of its value), contact the Legal department first to get their advice and approval.



What are the principles of the Code of Conduct that apply to me? *(continued)*

Record keeping

We follow our record retention schedule to ensure that we maintain our business records properly. You can view the schedule [here](#).

Responsibility matters

As a global partner, we regularly communicate our efforts in the areas of environmental and social impact to stakeholders. We publish corporate social responsibility information on [Ingram Micro ESG](#) and expect all associates and affiliates of Ingram Micro to act in a manner consistent with our policies, objectives and goals.

Help limit loss

Did you know every year employee theft costs U.S. companies \$50 billion? Did you know you can be a part of the solution and help protect Ingram Micro assets? If you ever witness or suspect a theft or loss, report it right away to:



Your supervisor



Security staff



Human Resources



Amending or waiving the Code of Conduct

Legal and compliance policies of the company can only be changed following the process set by the General Counsel. Amending this Code of Conduct or waiving any provision of the Code of Conduct requires the approval of Ingram Micro's Board of Directors and must be publicly disclosed.

A waiver of the Code of Conduct or company policies on legal and ethical conduct for associates must be approved by the General Counsel, and the waiver must also be immediately reported to the Audit Committee.



Using the Ingram Micro Hotline

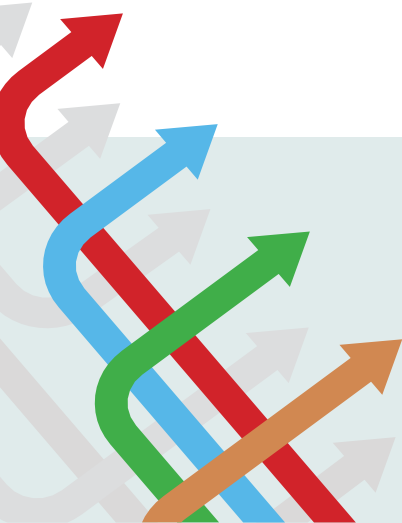
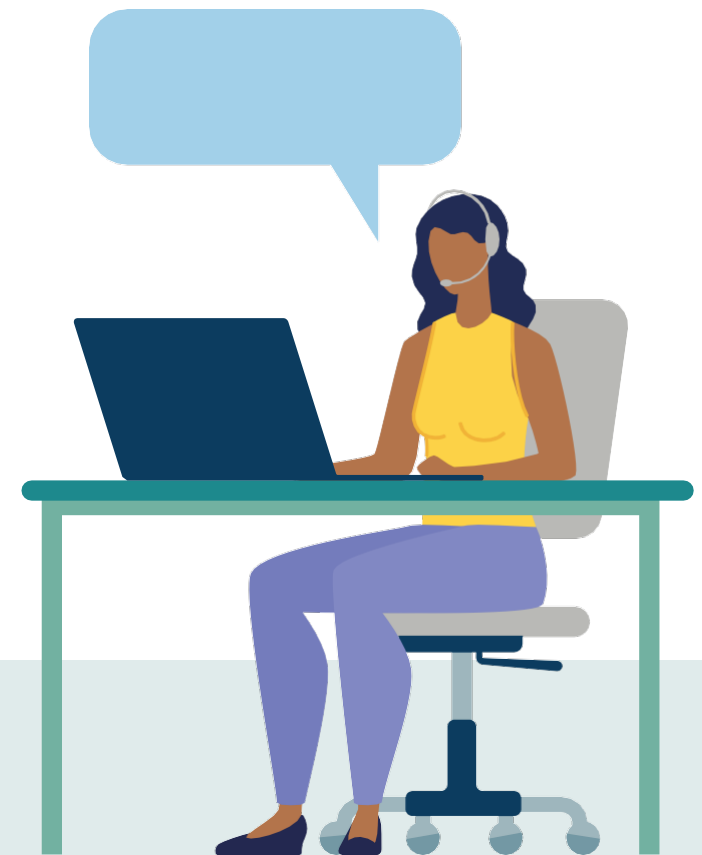
Remember the Sunshine Rule? It requires you to report any potential legal or ethical violations to either:

- A manager
- Human Resources
- The Legal department or
- The Ingram Micro Hotline

Remember: when reporting a violation, **you are protected from any retaliation** as long as your report is in good faith.

[The Ingram Micro Hotline](#) is available to all associates and operated by an independent third party and can be used to report potential ethics and compliance violations or to ask questions about our Compliance program and policies.

You can submit a Hotline report online or by calling the toll-free number. To get started, visit the [Ingram Micro Hotline](#) or dial your country's number listed below.



Using the Ingram Micro Hotline *(continued)*

ASIA PACIFIC

Dial one of the toll-free access numbers below and then, at the prompt, dial 877-INGRAM2 (464-7262).

Country	Toll-free number
Australia	1-800-881-011 or 1-800-551-155
Bangladesh	Web Access only
China	From an outside line dial the OneConnect number 400 120 0459
Hong Kong	800-93-2266
India	000-117
Indonesia	001-801-10
Malaysia	1-800-80-0011
New Zealand	000-911
Pakistan	00-800-01-001
Philippines	105-11
Philippines – for a Tagalog-speaking operator	1010-5511-00
Singapore	800-001-0001 or 800-011-1111
Sri Lanka	Web Access only
Thailand	1-800-0001-33
Vietnam	1-201-0288 or 1-288-0288

Using the Ingram Micro Hotline *(continued)*

EUROPE

Dial one of the toll-free access numbers below and then, at the prompt, dial 877-INGRAM2 (464-7262).

Country	Toll-free number
Austria	0-800-200-288
Belgium	0-800-100-10
Bulgaria	00-800-0010
Croatia	0800-220-111
Czech Republic	00-800-222-55288
Denmark	800-100-10
Finland	0-800-11-0015
France	0-800-99-0011 or 0-800-99-0111 or 0-800-99-1011 or 0-800-99-1111 or 0-800-99-1211 or 0-805-701-288
Germany	0-800-225-5288
Hungary	06-800-011-11
Italy	800-172-444
North Macedonia	0800-94288
Netherlands	0-800-022-9111
Norway	Web Access only
Poland	0-0-800-111-1111

Using the Ingram Micro Hotline *(continued)*

EUROPE *(continued)*

Dial one of the toll-free access numbers below and then, at the prompt, dial 877-INGRAM2 (464-7262).

Country	Toll-free number
Portugal	800-800-128
Romania (Romtelecom)	0808-03-4288
Serbia	From an outside line dial the OneConnect number 0800 800239
Slovenia	503-597-4316 (collect call; charges will be accepted by Ethics Point Contact Center)
Slovakia	Web Access only
Spain	900-99-0011
Sweden	020-799-111
Switzerland	0-800-890-011
United Kingdom	0-500-89-0011 or 0-800-89-0011

Using the Ingram Micro Hotline *(continued)*

NORTH AMERICA

Dial one of the toll-free access numbers below.

Country	Toll-free number
U.S.	1-877-INGRAM2 (464-7262)
Canada—English	1-877-INGRAM2 (464-7262)
Canada—for French operator	1-855-350-9393
Puerto Rico	1-877-INGRAM2 (464-7262)

Using the Ingram Micro Hotline *(continued)*

LATIN AMERICA

Dial one of the toll-free access numbers below and then, at the prompt, dial 877-INGRAM2 (464-7262).

Country	Toll-free number
Brazil	0-800-888-8288 or 0-800-890-0288
Chile	800-225-288 or 800-800-288 or 800-360-311 or 800-800-311 (Easter Island)
Chile—for Spanish operator	800-360-312 or 800-800-312 (Easter Island)
Colombia	01-800-911-0010
Colombia—for Spanish operator	01-800-911-0011
Costa Rica	0-800-011-4114 or 0-800-225-5288
Costa Rica—for Spanish operator	0-800-228-8288
Mexico	01-800-288-2872
Peru	From an outside line dial the OneConnect number (0800) 74674
Puerto Rico	1-877-INGRAM2 (464-7262)
Uruguay	000-410

Using the Ingram Micro Hotline *(continued)*

MIDDLE EAST, TURKEY AND AFRICA

Dial one of the toll-free access numbers below and then, at the prompt, dial 877-INGRAM2 (464-7262).

Country	Toll-free number
Egypt	02-2510-0200 or 2510-0200
Israel	1-80-922-2222 or 1-80-933-3333 or 1-80-949-4949
Lebanon	01-426-801
Morocco	Web Access only
Oman	503-597-4316 (collect call; charges will be accepted by Ethics Point Contact Center)
Saudi Arabia	From an outside line dial the OneConnect number 800 111 1609
Turkey	0811-288-0001
United Arab Emirates	800-555-66 or 8000-021 or 8000-061