

**ARROW ELECTRONICS, INC.**

**WORLDWIDE CODE OF BUSINESS CONDUCT AND ETHICS**

October 2014

## **ARROW ELECTRONICS, INC.**

### **WORLDWIDE CODE OF BUSINESS CONDUCT AND ETHICS**

The success of Arrow has been built on the everyday application of our core values: ethics in our conduct of the business, honesty and courage in dealing with each other and the rest of the world, personal accountability for our own actions, and a relentless passion for service excellence. But the demands on each of us and each of our businesses grow more complex every day, and if we are to continue to grow and succeed for the next seventy years and beyond, we must retain our focus on and commitment to those core values.

Arrow's Worldwide Code of Business Conduct and Ethics is intended primarily as a reference point; a way to be certain that what we do and don't do on Arrow's behalf as we deal with each other, our customers, suppliers, competitors and communities meets the high standards we have set for ourselves and complies with the laws and regulations which govern our operations around the world.

Our policy is to require all employees to review the Worldwide Code of Business Conduct and Ethics annually and certify that they have read and understood the Code and agree to comply with it.

Please feel free to contact me with any questions or problems you may have concerning the Code or its application. You can also contact any of the individuals listed in the "Questions, Problems and Reporting Violations" section of the Code.

Yours truly,

Carine Jean-Claude  
Chief Compliance Officer

# **ARROW'S WORLDWIDE CODE OF BUSINESS CONDUCT AND ETHICS**

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## HOW THIS CODE APPLIES AND WHAT IT REQUIRES

The Code applies to all employees of Arrow and all of its subsidiaries, including our officers and directors. Each one of us is bound not to violate its terms. Each one of us is entitled to the benefit of its principles as they are interpreted by management and reflected in Arrow policy. Of course, no section of the Code will apply where or to the extent that it would violate applicable law.

Each employee is responsible for becoming familiar with the Code and complying with its standards. Violations of the Code can lead to discipline, up to and including termination. It is also important to keep in mind that many Code sections are based on the legal requirements of the countries in which we operate, so that a violation of the Code may also involve breaking the law, which could mean civil or criminal prosecution of the violator.

Each employee's personal responsibility for compliance with this Code means that "following orders" will not excuse a violation of the Code: No employee at any level of the organization is authorized to violate the Code, or direct another employee to do so. Except where such a requirement is prohibited by law, all employees are required to report any violation of the Code of which they have knowledge using any of the contacts listed under the heading "**QUESTIONS, PROBLEMS AND REPORTING VIOLATIONS**" below.

## ASKING QUESTIONS AND VOICING CONCERNS

This *Code* provides an overview of the legal and ethical responsibilities that each of us shares. Each of us must uphold these responsibilities. If any aspect of this *Code* is unclear to you, or if you have any questions or face dilemmas that are not addressed, this should be brought to Arrow's attention. If you become aware of a situation in which you believe your legal or ethical responsibilities are being challenged or if you feel that you are being pressured to violate the law or your ethical responsibilities, it is your personal responsibility to communicate this concern to Arrow.

It is important that you communicate a question or concern through one of the many available channels.

You can speak with your direct manager or supervisor, or use the Open Door Policy to talk to someone else in management, Human Resources, or to any of the contacts listed in the "**QUESTIONS, PROBLEMS AND REPORTING VIOLATIONS**" section of the Code. Any of these contacts may be able to directly address the question or concern, or refer the matter to the appropriate person for handling.

Another communication channel is the Arrow Alertline. You may contact the Alertline when you have a concern or want to report a potential violation of Arrow's legal or ethical responsibilities. You can request that your concern be dealt with anonymously; however, giving your name may help in following up on the concern thoroughly. You may use the method of communication with which you feel most comfortable. The important thing is to get the needed guidance, to report what is known, and to get questions answered.

The Alertline, which is answered by an independent third party, is available to all employees, 24 hours a day, 7 days a week. Interpreters are available for language assistance. The Alertline can be reached toll-free at 1-877-263-3279. Individual country codes can be found on the Compliance Services intranet site of PlanetArrow or under the heading "**CONFIDENTIAL REPORTING ON ARROW'S ALERTLINE**" of this Code.

Callers may use the Alertline as a way to report questionable accounting, financial or audit matters, suspected bribery, and subject to any restriction which may be imposed by laws of your home country, potential violations of the Code, Arrow policy, or applicable law, or anything that may affect the vital interest of Arrow or the moral or physical integrity of its employees. The Alertline is not equipped with caller ID, recorders, or other devices that can identify or trace the caller's number. The caller may provide his or her name if they choose to do so.

Some countries' laws restrict the type and manner in which information may be reported through the Alertline. If these laws apply to your location, an Alertline representative will direct you to someone who can assist you with your question or concern in a manner which complies with laws of your location. Country-specific guidance is also available through the Compliance Services intranet site on PlanetArrow.

Regardless of the type of report or the way in which it was received, your identity (if provided by you) will be treated confidentially and shared only with a limited number of people who have a need to know or who are responsible for dealing with reports and investigations. Any personal information that you have provided will be held and used to investigate the report,

but only for such period as is reasonably necessary for this purpose. Thereafter, such information will be handled in accordance with Arrow policy and data privacy laws.

No employee will be disciplined, lose a job, or be retaliated against in any way for asking questions or voicing concerns about our legal or ethical obligations, when acting in good faith. "Good faith" does not mean an individual has to be right. "Good faith" means the individual reasonably believes the information he or she provided is true.

## **COMPLIANCE WITH LAWS**

All Arrow employees must follow all applicable laws, rules and regulations when conducting Arrow business. Employees are not expected to know the details of all laws and regulations, but should know enough about them to determine when they need to get advice from management, from Worldwide Compliance Services, from the Finance Department or from the Law Department.

If you are not certain that what you are doing or have been told to do is in compliance with the law or Arrow policy, you should contact Worldwide Compliance Services or the Law Department before you take action.

Please keep in mind that because we are a publicly traded, U.S.-based company, Arrow operations throughout the world are subject to certain U.S. laws in addition to those of the country in which they are located, including export and re-export controls and rules regarding dealings with public officials and record keeping.

## **INTEGRITY OF ARROW RECORDS**

Most Arrow employees report information of some kind as part of their responsibilities. You are personally responsible for the accuracy of any information you report, data you enter, or document you generate. Intentionally entering any false, misleading or inaccurate data in any form anywhere in the Arrow system is prohibited.

All business records and written communications are official company documents and may become public. When creating a document or making a presentation of any kind do not exaggerate, guess at facts, or make inappropriate or derogatory remarks about Arrow or any of our customers, suppliers or competitors.

All records, data and documents in every format should be retained or destroyed only as directed by Arrow's record retention policies. Do not alter, remove or destroy any records, data, or documents related in any way to any legal proceedings or governmental investigations of which you are aware. Contact the Arrow Law Department regarding documents which might be involved in a proceeding or investigation or if you have other questions concerning document storage or destruction.

## **INSIDER TRADING**

Employees who have access to confidential information about Arrow, our customers, competitors or suppliers are not permitted to use or share that information for trading in stocks or for any other purpose except the proper conduct of Arrow business. All information about Arrow, any of our customers, competitors or suppliers that has not been made available to the general public should be considered confidential or “non-public” information. To use “non-public” information for personal financial benefit or to “tip” others so they can make better investment decision is unethical and illegal.

If you have any questions about whether you may buy or sell stock in Arrow or any of the companies with which we do business, please contact Worldwide Compliance Services or the Law Department.

## **ANTITRUST AND COMPETITION**

All employees must abide by their national laws and Arrow’s policy governing competition and antitrust. Employees who deal directly with competitors, suppliers, customers or trade associations need to understand how those laws and our policy apply to their work. Questions on this subject may be addressed to Worldwide Compliance Services or the Law Department.

The antitrust laws are designed to promote competition by prohibiting agreements or understandings between companies that limit competition, and prohibiting conduct by individual companies that may unfairly create or promote a monopoly or harm other entities. Arrow’s policy goes beyond the minimum requirements of those laws and prohibits:

- Setting or even discussing prices, terms of sale, or other competitive information with competitors, or attending meetings with competitors at which such topics are discussed.
- Dividing customers, markets, or territories with competitors.
- Attempting to dictate or control a customer's resale prices, or allowing a supplier to dictate our resale prices.
- Engaging in any other conduct that violates any applicable antitrust or competition law.

Employees making decisions for Arrow in the marketplace such as where or how much to buy or sell, with whom to deal, what price to pay or charge and what advertising, promotion and credit terms to offer, must do so independently, without any agreement or understanding with competitors, and without imposing requirements which unduly restrict the freedom of our suppliers and customers to make their own independent decisions.

## **CORRUPTION AND BRIBERY**

The laws of many of the countries in which Arrow companies operate prohibit bribery. For example, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the United Kingdom (UK) Anti-Bribery Act prohibit bribes to governments and other officials (such as political candidates, political parties and their officials, employees of government-owned business, United Nations officials, etc.). The UK Anti-Bribery Act also prohibits bribes to commercial parties. Both the FCPA and the UK Anti-Bribery Act apply to activities that take place anywhere in the world. A violation can be a serious criminal offense for all involved. A violation can result in fines and penalties for companies, and fines, penalties, and imprisonment for individuals. Accordingly, you must ensure that payments made by or on behalf of Arrow are made only for legitimate business purposes.

Under no circumstance is it acceptable for an employee to offer or give anything of value directly or indirectly to any commercial counterparties (including their employees or officers), government officials, government contractors or subcontractors, political candidates or political parties, in your home country or anywhere else, in order to obtain or maintain business, or to gain any advantage of any kind.

Under the anti-bribery laws, Arrow, its employees, and its agents also are prohibited from doing indirectly what we are prohibited from doing directly - we cannot make any payment to a third party if all or any part of the payment will be given to a person for a prohibited purpose. Arrow could be held liable for such payments even if Arrow did not know, but should have known, that the payment was going to a person for a prohibited purpose.

If you have knowledge of a violation of this policy you should report it to Arrow’s General Counsel, the Chief Compliance Officer, the Law Department or the Arrow AlertLine.

## **ECONOMIC SANCTIONS, TRADE EMBARGOES, AND TECHNOLOGY IMPORT AND EXPORT LAWS**

Arrow must remain in compliance with applicable trade related laws wherever Arrow business is conducted.

Failure by employees to comply with economic sanctions, trade embargoes, and export and import control laws and regulations can have significant adverse consequences for Arrow and the individuals involved in such non-compliance. Violations of these laws and regulations are “strict liability” offenses, meaning that there can be penalties imposed without regard to the intent, knowledge or the degree of care of Arrow or the involved employees in attempting to comply with those laws and regulations. Of course, if there is an intent to engage in or knowledge of violations of trade related laws or regulations, or a lack of care in attempting to comply with those laws and regulations, then greater penalties can be imposed on Arrow.

All Arrow employees are required to comply with Arrow’s trade compliance policies. Failure by any employee to adhere strictly to Arrow’s trade compliance policies constitutes grounds for corrective action, up to and including termination of employment. Arrow’s trade compliance resources are available on Arrow’s intranet site:

[http://www.planetarrow.com/na/employee\\_resources/logistics/trade\\_compliance/](http://www.planetarrow.com/na/employee_resources/logistics/trade_compliance/)

## **REPORTING OF FINANCIAL AND NON-FINANCIAL INFORMATION**

We have an obligation to make and keep books, records and accounts that accurately and fairly reflect our transactions and to strive to prepare financial reports and financial statements that are not false or misleading, and that present full, fair, accurate, timely and understandable disclosure. Employees responsible for any aspect of our internal accounting controls and financial and tax-reporting systems must be vigilant in recording entries accurately and honestly and in a manner consistent with all applicable legal requirements.

## **PROTECTION AND PROPER USE OF ARROW ASSETS**

Part of every employee's job is protecting, and making efficient use of all of Arrow's property, including information, computing and communication equipment and systems, materials, supplies, software, hardware and facilities, among other items. Among the most valuable of these items are Arrow's "intellectual property," including our trade secrets, our trademarks and copyrights, business and marketing plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. All of Arrow's assets are to be used for Arrow business only.

Every Arrow employee with access to Arrow's information or property has an absolute responsibility to manage these Arrow assets with the highest level of integrity and to avoid any misuse of such assets. Fraud, theft, embezzlement or other improper means of diverting corporate funds is, of course, illegal as well as unethical. Preventing the theft, misuse or misappropriation of Arrow's property by others should be a concern of every Arrow employee. Such losses can often be limited through normal precautions, through handling Arrow assets in a prudent manner and through compliance with our established internal control procedures and processes.

## **CONFLICTS OF INTEREST**

Employees must act in the best interests of Arrow and avoid conflicts of interest. A conflict of interest arises when an employee's private interests either conflict or appear to conflict with Arrow's interests.

Employees may not take for themselves or others business opportunities that have been discovered because of their position with Arrow or using Arrow property or information. No employee may compete with Arrow directly or indirectly.

It is not possible to list all possible types of conflicts of interest, but the following are some examples of unacceptable conflicts:

- Profiting from a personal business transaction that involves Arrow;
- Doing work for, or getting paid by, a supplier, customer or competitor of Arrow;

- Having a financial or other type of interest in a supplier, customer or competitor of Arrow (a shareholding of less than 3% in a publicly traded company is permitted);
- Conducting Arrow business with a family member, or taking a business action which is intended to benefit a family member;
- Permitting an employee to work in any situation where a member of that employee's family is in a position to influence the terms or conditions of his or her employment;
- Dating or conducting a romantic relationship with a fellow employee if you are in a position to influence the terms or conditions of that person's employment or if that employee can influence the terms or conditions of your employment; or,
- Giving special treatment to or accepting from any supplier, customer or competitor of Arrow. This includes giving or taking money, personal gifts, non-business travel, discounts, and loans.

These examples do not include all possible conflicts of interest, and some minor or apparent conflicts may be acceptable if they are fully disclosed and approved by management. (For certain types of conflicts, only Arrow's Board of Directors may waive these requirements.) If you are dealing with a situation that you suspect might be a conflict of interest, or require a waiver for an existing conflict, contact Worldwide Compliance Services or the Law Department.

### **EMPLOYEE POLITICAL ACTIVITY**

Your personal political activities must be kept separate from Arrow. Any such activities should not be carried on in a way that interferes with your job responsibilities or creates a conflict of interest. If you hold or seek political office, you must do so on your own time and cannot give the appearance of acting or speaking on Arrow's behalf. Similarly, if you make a political contribution, you may not refer in any way to your employment at Arrow, unless legally required, or use Arrow funds in connection with your contributions.

You may not accept a political position based on your status as an Arrow employee without first obtaining written approval from the Chief Compliance Officer or the General Counsel.

### **GIFTS**

You may offer or receive gifts of reasonable value to or from suppliers, customers or other business associates for valid business purposes, such as building goodwill and strengthening existing working relationships. A gift is anything of value or something that provides value to the recipient. It can include meals, travel and/or accommodations, services, event tickets, charitable contributions, or a promise to give any of the foregoing or anything else of value whether given or received by an Arrow employee, directly or indirectly.

You should not give or accept a gift to or from anyone with whom Arrow does business, is negotiating to do business where such giving or receiving could influence, or reasonably appear to influence business decisions, or create a potential conflict of interest. Also, any gifts should be infrequent and comply with applicable local laws.

Arrow's Gifts, Travel and Entertainment Global Guidelines set guiding principles for giving, or receiving business gifts, including the specific dollar (or other currency equivalent) value thresholds limits and approval process for giving and accepting gifts. Some Arrow businesses have their own gift policies that are more restrictive than the Arrow's Gifts, Travel and Entertainment Global Guidelines. You are responsible for knowing and complying with the policies that apply to you.

You may give or receive a gift that:

- Is reasonable in value (conforming to Arrow's Gifts, Travel and Entertainment Global Guidelines and your local business gift policy)
- Conforms to the recipient's policies;
- Is appropriate, legal and accurately documented on Arrow's books and records;
- Is infrequent and unsolicited.

If you receive a gift that is not allowed by Arrow policy, you should return the gift to the giver with an appropriate explanation. If it is not possible to do so, the gift should be turned over to the Law Department for appropriate disposition.

In the case of government officials or employees of a state-owned enterprise (from any level of government), no entertainment or gifts may be offered, or travel expenses paid, without the written pre-approval from the Law Department, your region's Chief Financial Officer, and the President of your business unit, even it is customary or a common practice in the country.

For more detailed information, please see Arrow's Gifts, Travel and Entertainment Global Guidelines; your local region or business gift policy.

For additional assistance and guidance, please consult with the Law Department.

## **ENTERTAINMENT**

Entertaining suppliers, customers or other business associates can be an appropriate way to build or maintain good relationships. However, entertainment given or received from suppliers, customers or other business associates must never influence, or appear to influence business decisions.

Arrow's Gifts, Travel and Entertainment Global Guidelines set guiding principles for giving, or receiving business gifts, including the specific dollar (or other currency equivalent) value thresholds limits and approval process for entertainment. Some Arrow businesses have their own business entertainment policies that are more restrictive than Arrow's Gifts, Travel and Entertainment Global Guidelines. You are responsible for knowing and complying with the policies that apply to you.

In entertaining suppliers, customers or other business associates, the following must be observed:

- There must be a legitimate business purpose for any business entertainment;
- The entertainment is reasonable in value (conforming to Arrow's Gifts, Travel and Entertainment Global Guidelines and your business travel and entertainment policy);
- The entertainment conforms to the recipient's policies;
- The entertainment is appropriate, legal and accurately documented on Arrow's books and records.

In the case of government officials or employees on a state-owned enterprise (from any level of government), no entertainment may be offered, or travel expenses paid, without the written pre-approval from the Law Department, your region's chief financial officer, and the president of your business unit, even it is customary or common in the country.

For more detailed information, please see Arrow's Gifts, Travel and Entertainment Global Guidelines; your local region's travel and entertainment policy.

For additional assistance and guidance, please consult with the Law Department.

## **CONFIDENTIALITY**

From time to time, employees may be exposed to confidential information. Arrow generates and receives a great deal of confidential information from customers and suppliers. In general, confidential information includes non-public technical, legal or business information related to Arrow, its customers or suppliers, including information concerning contracts, products, services, proprietary systems and equipment, sales and marketing strategies, pricing, margins, business developments and plans, actual and potential customers and suppliers (including their identity, contacts, and selling and purchasing tendencies), actual and projected financial results, and company earnings.

That information typically remains the property of Arrow, the customer or supplier and Arrow employees must safeguard that information and not disclose it except as authorized by Arrow, the customer or supplier.

Arrow's confidential information remains our property no matter where or how it is created or stored.

When your employment has ended, all documents, records, files, or compilations containing, relating to, or derived from confidential information must be turned in. You must maintain the confidentiality of information even after your employment ends. Confidential information you were entrusted with at a previous employer must be considered the property of that employer and should never be used for Arrow's benefit.

## **CONSULTANTS AND AGENTS**

Arrow may in certain circumstances utilize the services of independent third parties such as agents or consultants to assist in its business activities. These persons or entities can have a significant impact not only on Arrow's sales, but also on its image and reputation. Accordingly, it is important that these persons and entities be selected and screened carefully.

Prior to engaging consultants and agents, a due diligence process should be undertaken that identifies the ownership and reputation of the entity as well as securing a commitment to abide by all relevant anticorruption laws, including the United States Foreign Corrupt Practices Act and provides for inspection of the consultant's or agent's business records by Arrow. All engagements require the approval of your business unit president or the managing director of your region, as applicable. Any engagement in which an outside accounting firm is to be retained requires the consent of the Chief Financial Officer. Any engagement of an IT consultant requires the consent of the Chief Information Officer. Before retaining any outside legal firm you must obtain the consent of the General Counsel. Similarly, the engagement of a human resources consultant requires the consent of the Senior Vice President of Human Resources.

## **EQUAL EMPLOYMENT OPPORTUNITY AND GENERAL LABOR PRINCIPLE**

Arrow is committed to equal opportunity for all qualified employees and job applicants. All employment decisions (such as hiring, discipline, terminations, promotions and job assignments) are to be based on the company's needs and an employee's performance and potential. These decisions must be made without regard to a person's gender, race, color, national origin, age, religion, sexual orientation, physical or mental disability and any other characteristic protected by applicable law. Discrimination of any kind based on these personal characteristics will not be tolerated. Arrow will not employ child labor or use forced or compulsory labor.

## **PROFESSIONALISM and HARASSMENT**

Every Arrow employee should treat each person with whom he or she comes into contact on Arrow business with dignity and respect at all times. All employees throughout the Arrow world are entitled to work and to attend work-related events in a professional atmosphere, free from all forms of harassment, including sexual harassment.

No one, at any level of the organization, may in any way threaten or imply that submission to, or rejection of, sexual advances will in any way influence decisions about employment, compensation, promotion, assignments or any other condition of employment at Arrow.

Conduct that may create an offensive work environment or "sexually charged" atmosphere is prohibited. Such an environment can be created in many different ways, including unwelcome remarks, gestures or physical contact, the display or circulation of sexually explicit or abusive pictures or other materials, sexual or derogatory jokes, and verbal abuse. None of these behaviors are acceptable in the workplace, whether sexual in nature or based on an employee's other characteristics, such as gender, race, color, national origin, religion, or sexual orientation.

If you believe that you are being harassed or think that another employee is being harassed, we encourage you to report it so that rapid and constructive action can be taken. Early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment or discrimination. Arrow needs the assistance of its employees to solve the problem before it becomes severe or pervasive.

## **RELATIONSHIPS AND FAIR DEALING**

Customers, suppliers, competitors and colleagues must be dealt with fairly. Avoid at all times manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other practice that could be considered unfair dealing.

Treat customers and suppliers honestly and fairly. Sales and purchasing decisions should be based on price, product quality, service quality and the consistency and dependability of customer and supplier relationships involved. Giving or receiving any kickbacks, bribes or similar payments of any sort is prohibited. Speak honestly of customers, suppliers and competitors. Avoid exaggeration, damaging or misleading remarks, and the improper or unnecessary disclosure of confidential information.

## **USE OF SOCIAL MEDIA**

Arrow has fully embraced the power of social media and its enormous role in the marketplace. Employees are using social networks to help connect to each other as well as help Arrow connect with customers, suppliers and vendors. Whenever employees use social media – whether for work or for personal use that relates to Arrow in some way – follow Arrow’s Social Media Policy . Employees must use social media sites and tools responsibly and with good judgment and in compliance with Arrow policies. Reference the Social Media Policy on a regular basis for guidelines when doing things like posting to a blog about Arrow. Employees can find the entire policy at <http://www.planetarrow.com/headlines/G066392> .

## **PRIVACY AND PERSONAL DATA**

Information - such as names, identification numbers, and addresses - that identifies specific individuals, whether Arrow employees or the employees of customers or suppliers, will be treated as “personal data.” All personal data is confidential. Personal data may not be gathered or maintained except as relevant to the conduct of Arrow business and reasonable steps must be taken to:

- Insure its accuracy;
- Prevent its inadvertent or inappropriate disclosure; and
- Use it only for purposes compatible with the purposes for which it was received.

Sensitive data, such as employee health care and medical information, is also subject to additional protections in compliance with various legal systems around the world.

## **ARROW'S OPEN DOOR POLICY**

Arrow has an Open Door Policy. If you wish to discuss any matter directly with someone at a level higher than your manager, you are encouraged to do so. You may, without fear of reprisal, contact any senior manager, including the Chairman of the Board, the CEO, the General Counsel, any President, the Vice President of Global Human Resources, and any other manager with whom it may be appropriate for the matter to be discussed. No manager may restrict or discourage your exercise of this policy.

## **RETALIATION PROHIBITED**

Retaliation against any individual who reports discrimination, harassment or any violation of Arrow policy or this Worldwide Code, or who participates in an investigation of such reports is prohibited. Retaliation against an individual for reporting or participating in an investigation of a report is itself a serious violation of this policy and violators will be subject to dismissal or other disciplinary action.

## QUESTIONS, PROBLEMS AND REPORTING VIOLATIONS

Questions concerning this Worldwide Code or any other Arrow policy may be directed to your management team, or to the contacts in Arrow Worldwide Compliance Services and the Arrow Law Department listed below. Requests for Code or policy waivers and reports of any violation of the Code or of any law or applicable regulation should also be directed to any of the following:

### Arrow Worldwide Compliance Services

[compliance@arrow.com](mailto:compliance@arrow.com)

Telephone: 1 631 847 5096 (U.S.)

Carine Jean-Claude, Chief Compliance Officer and Vice President, Legal Affairs  
In English or French

[cjeanclaude@arrow.com](mailto:cjeanclaude@arrow.com)

Telephone: 1 631 847 5097 (U.S.)

### Arrow Law Department

Greg Tarpinian, Senior Vice President and General Counsel

[gtarpinian@arrow.com](mailto:gtarpinian@arrow.com)

Telephone: 1 303 824 3753 (U.S.)

Martin Hillery, Director, Legal Affairs

[mhillery@arrow.com](mailto:mhillery@arrow.com)

Telephone 1 631 847 5092 (U.S.)

Alan Chan, Director, Legal Affairs

[achan@arrow.com](mailto:achan@arrow.com)

Telephone 1 631 847 5095 (U.S.)

Greg Heyman, Director, Legal Affairs

[gheyman@arrow.com](mailto:gheyman@arrow.com)

Telephone 1 631 847 5091 (U.S.)

Derek McKinney, Director, Legal Affairs

[dmckinney@arrow.com](mailto:dmckinney@arrow.com)

Telephone 1 631 847 5093 (U.S.)

Deborah Tighe, Director, Legal Affairs

[dtighe@arrow.com](mailto:dtighe@arrow.com)

Telephone 1 631 847 5087 (U.S.)

### For Arrow Asia Pacific

Brenda Chong, Vice President, Legal Affairs, Asia Pacific  
In Cantonese, Mandarin and English

[brenda.chong@arrowasia.com](mailto:brenda.chong@arrowasia.com)

Telephone: +852 2253 3356 (Hong Kong)

For Arrow Europe

Horst Schwanke, Vice President, Legal Affairs, EMEA

In English, Dutch or German

[HSchwanke@ArrowEurope.com](mailto:HSchwanke@ArrowEurope.com)

Telephone: 49 6102 5030 8947 (Neu-Isenburg, Germany)

## CONFIDENTIAL REPORTING ON ARROW'S ALERTLINE

Arrow maintains a 24-hour a day, seven days a week "AlertLine", which provides a mechanism for reporting to the Chief Compliance Officer and, where appropriate, Arrow's Board of Directors with complete anonymity, subject to any restriction which may be imposed by laws of your home country. Calls may be made in any language. Follow the dialing instructions below:

### Dialing Instructions

**Step 1:** Enter the [AT&T Direct Access Number](#) for the country you are calling from. Access numbers are as follows:

<i>Country</i>	<i>Access Code</i>	<i>Country</i>	<i>Access Code</i>
Argentina	0-800-555-4288 or 0-800-288-5288	Malaysia	1-800-80-0011
Australia		Mexico	01-800-288-2872
Using Optus	1-800 551155	Morocco	00-211-0011
Using Telstra	1-800-881-011	Netherlands	0800-022-9111
Austria	0800-200-288	New Zealand	000-911
Belarus	8^800-101	Norway	800-190-11
Belgium	0800-100-10	Philippines	10511 or 05 1010-5511-00
Bosnia	00-800-0010	Poland	0-0-800-111-1111
Brazil	0800-890-0288 or 0800-888-8288	Portugal	800-800-128
Bulgaria	00-800-0010	Romania	0808-034288
Canada	1-877-CODE ARW (1-877-263-3279) Note: This is a direct, toll free number.	Russia (Within Moscow)	363 2400
China From northern China, the Beijing area	108-888	Outside Moscow	8^495 363 2400
From southern, central China, Shanghai and Guangzhou regions	108-11	Serbia and Montenegro	1-704-556-7046 (ask operator to place a collect call to this number in the U.S.)
Croatia	0800-220-111	Singapore	800-011-1111 or 800-001-0001
Czech Republic	00-800-222-55288	Slovakia	0-800-000-101
Denmark	800-100-10	Slovenia	1-704-556-7046 (ask operator to place a collect call to this number in the U.S.)
Estonia	800-12-001	South Africa	0-800-99-0123
Finland	0 8001 10015	South Korea	
France	0800 99 00 11	Using Dacom	00-309-11
Germany	0-800-2255-288	Using Korea Telecom	00-729-11
Greece	00-800-1311	Spain	900-99-00-11
Hong Kong	800-96-1111 or 800-93-2266	Sweden	020 799 111
Hungary	06 800-011-1	Switzerland	0-800-89-0011
India	000-117	Taiwan	00801-10288-0
Ireland	1-800-550-000	Thailand	1-800-0001-33 or 001-999-111-11
Israel	1-80-949-4949 Using Bezeq Telecom 1-80-922-2222	Turkey	0811-288-0001
Italy	800-172-444	Ukraine	0^100-11
Japan	00-539-111	United Kingdom	0-800-89-0011
Latvia	800-2288	United States	1-877-263-3279 (1-877-CODE ARW) Note: This is a direct, toll free number.
Lithuania	1-704-556-7046 (ask operator to place a collect call to this number in the U.S.)	Vietnam	1-201-0288
Luxembourg	800-201-11	U.A.E.	8000-021 or 8000-555-66

Step 2: When you hear the English-language voice prompt or series of tone prompts, enter the toll-free, dedicated Arrow number: 877-Code-ARW (877-263-3279). (Do not press “1” or “0” before dialing the telephone number.)

Step 3: The call will be connected to Arrow AlertLine. You will hear a short pre-recorded message in English telling you that you have reached the Arrow AlertLine.

Step 4: You will hear a list of languages to choose from. Press:

- 1 – English
- 2 – Spanish
- 3 – Mandarin Chinese
- 4 – Italian
- 5 – German
- 6 – French
- 7 – Korean

Step 5: You will hear a pre-recorded message asking you to hold for a Translation Specialist.

## **AMENDMENT/WAIVERS**

It should be noted that waivers of provisions of this Code will be granted only in exceptional circumstances.

Any amendment of this Code or any waiver of any provision of this Code for any corporate officer or any directors may be made only by the Board, and, in the case of waivers granted to executive officers and directors, will be promptly disclosed as required by the Securities and Exchange Commission and the applicable NYSE listing requirements. Waivers for other employees may be granted by Arrow's Executive Committee.