

CODE OF ETHICS

For Teammates, Officers and Directors

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1. A MESSAGE FROM THE CEO

As we continue the pursuit of our goal to be the leader in our industry and trusted advisor to our clients, we have implemented this Code of Ethics and Business Practices to support this goal and make it clear to all teammates and those who do business with us that we place significant importance on conducting business in a lawful and ethical manner. This Code builds on Insight's three Core Values:

- **We act with integrity in all we do.**
- **We respect and take care of each other.**
- **We exist to serve our clients.**

This Code is to assist you in conducting business on behalf of Insight. Insight recognizes that succeeding in business is not just about the end result, but how you achieve those results. Insight strives to meet the needs of its clients and teammates in accordance with fair and competitive business practices, and in compliance with all applicable laws and regulations. There may be situations where we will forego business in order to act in an ethical manner. While this result may not appear to be in Insight's best short-term interest, in the long-term we all benefit from making ethical decisions.

These standards apply to all teammates worldwide who work for Insight Enterprises, Inc. or any of its subsidiaries ("Insight"). Each of us has a personal responsibility to review and understand these policies and practice them in our day-to-day business. Insight will not tolerate unethical or illegal business practices. I encourage each of you to address any questions or concerns regarding this Code to your manager or our Compliance Officers. Insight will not retaliate against anyone who raises an issue in good faith relating to this Code of Ethics and Business Practices.

Conducting business in an ethical manner is critical to Insight's reputation and continued success. I appreciate your commitment to adhere to ethical conduct so that we all make Insight a company which we are proud to be a part of.

Kenneth T. Lamneck
Chief Executive Officer

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2. PREFACE

2.1 Insight's Values

Insight's Code of Ethics and Business Practices applies to all Insight teammates worldwide and anyone acting on our behalf. This Code is firmly rooted in our three Core Values:

We act with integrity in all we do.

We respect and take care of each other.

We exist to serve our clients.

The standards set forth in the Code are organized to illustrate how they relate to each of our Core Values. All teammates worldwide are required to be familiar with this Code and to apply it in their everyday work. This Code sets forth fundamental principles of law and ethics governing the way Insight does business, and Insight's commitment to ethics and doing the business "the right way" extends to it teammates, clients, partners, suppliers, vendors, competitors, shareholders and communities. Ultimately, the reputation and success of Insight depends on the individual and collective integrity of its teammates and all other parties who represent Insight.

All teammates worldwide are required to annually certify compliance with this Code. Teammates must report unethical conduct to their manager, People & Development, the Legal Department or the Compliance Officers at compliance@insight.com. All reports of violations will, to the extent practicable, be kept confidential.

Any questions, complaints or other issues regarding this Code may be directed to Insight's Compliance Officers or by sending an e-mail to compliance@insight.com.

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2.2 Framework for Making Ethical Decisions

This Code does not contain answers to every issue or question you may encounter as part of your employment. It is intended to guide you and to help you resolve ethical questions. Sometimes, a law or policy clearly dictates the outcome. More often, situations involving questions of ethics and values are complex and will require further thought to decide the appropriate course of action.

- When faced with an ethical decision, ask yourself these basic questions:
- What feels right or wrong about the situation or action?
- Are you being asked to do something that you think may be wrong?
- Is the action legal?
- Is the action consistent with Insight's Values and this Code?
- How might your decision or course of action appear to others? An innocent action can result in the appearance of wrongdoing.
- Would you be happy explaining what you did to teammates, family and friends without shame or embarrassment?
- Is it the "right" thing to do? As a teammate of an international company, ask yourself how it would be viewed in a global context.

If you have fully explored the consequences of your decision and have not come to an answer, seek advice from your manager, People & Development, the Legal Department or Insight's Compliance Officers.

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2.3 Respecting Different Laws in Different Countries

Insight does business globally, and that means our teammates are subject to the laws and regulations of many different countries and of organizations such as the European Union. Each of us is responsible for knowing and following the laws that apply to us where we work. If you have any questions about any laws or guidelines that may apply, you should contact Insight's Compliance Officers or the Legal Department.

This Code sets forth principles for business conduct that apply to all teammates, regardless of location. Where differences exist because of local customs, norms, laws or regulations, you must apply either this Code or local requirements "whichever establishes the highest standard of behavior. If there is a conflict between this Code and local law, local law must be followed" but if this Code is more restrictive, it must also be followed. For example, the giving of gifts or favors prohibited by this Code may be legal in some countries, but if Insight's Code will not permit it, you cannot give the gift or favor. If you have any questions, you should seek guidance from your manager, People & Development, the Legal Department or Insight's Compliance Officers.

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2.4 Reporting Unethical Behavior

It is critical that we all take responsibility for ensuring that the standards set forth in this Code go beyond mere words and translate into action. This means that if a violation comes to your attention, you are required to take action, because turning a blind eye or ignoring the situation is a way of contributing to the unethical situation. Therefore, each teammate has the responsibility to report unethical behavior to any or all of the following:

- Compliance Officers or compliance@insight.com
- An appropriate manager
- People & Development
- The Legal Department

It is Insight's policy that no teammate who in good faith reports a suspected violation will be subjected to retaliation.

If you still feel uncomfortable raising the matter to Insight's Compliance Officers, an appropriate manager, People & Development or the Legal Department, you are encouraged to contact MySafeWorkplace, which is another reporting mechanism used by Insight. You are strongly encouraged to identify yourself when contacting MySafeWorkplace to allow Insight to thoroughly investigate issues that are raised. MySafeWorkplace and Insight rigorously protect the confidentiality of those who submit reports. Again, no teammate will be subjected to retaliation for submitting a good faith complaint. However, if the matter involves the fields of accounting, internal accounting controls, auditing matters, bribery, banking or financial crime, and you wish to remain anonymous, you can do so. You can contact MySafeWorkplace by phone or by submitting the matter via the Internet:

Call: In the United States, call 1-800-461-9330
In the UK, call collect on 720-514-4400

Internet: www.MySafeWorkplace.com
Available to all teammates in all countries

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2.5 No Retaliation/Victimization

Any teammate who in good faith seeks advice, raises a concern, or reports a violation is following the Code and acting appropriately. Insight will not tolerate retaliation/victimization against that person. Insight takes claims of retaliation very seriously, and all such claims will be investigated thoroughly. Any person who retaliates against an individual for reporting suspected misconduct or other matters covered by this Code of Ethics will be subject to disciplinary action up to and including dismissal. If you believe that you or anyone else has been subjected to retaliation for raising a compliance or ethics issue, you should immediately contact our Compliance Officers or e-mail compliance@insight.com.

Q. Suzanne, an Insight teammate, thinks that her manager and some of her teammates have been taking improper measures to bring in a deal. They have kept this a secret from the company and have threatened Suzanne to keep quiet about their actions. What should she do?

A. Suzanne shouldn't fear reporting their misconduct. Reporting is encouraged, accepted and protected behavior at Insight, and we are committed to ensuring that Suzanne will not be retaliated against for making a report. She has a duty to make this report in good faith, meaning that her report will include all the information she has and believes it to be true. If you ever need to make a good faith report, you should contact a manager you trust, People & Development, a Compliance Officer or the Legal Department as soon as possible. If you wish to remain anonymous, you may also contact MySafeWorkplace by phone or over the web.

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2.6 Waivers

If an Insight teammate or Board Member wants to engage in conduct that is prohibited by this Code, they must seek a "waiver" *prior to* engaging in such conduct. If a teammate engages in conduct in violation of this Code *and* they have not previously obtained a waiver, they will be subject to appropriate discipline. Only Insight's Board of Directors or a designated committee of independent directors may grant waivers from the provisions of this Code involving an executive officer, financial executive or member of the Company's Board of Directors. Any such waiver granted to an officer or member of the Board of Directors must be disclosed on a timely basis as required by law. Any other teammate may request a waiver from the Compliance Officers by e-mailing compliance@insight.com. In general, the granting of waivers is discouraged.

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3. WE ACT WITH INTEGRITY IN ALL THAT WE DO

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

3.1 Accurate Insight Reports

Every teammate records information of some kind and submits it to Insight. For example, a sales representative reports client orders, many teammates submit time records, and an accountant records revenues and costs. Insight expects its teammates and representatives to be truthful and honest in their statements, records and reports. Under various laws, including U.S. Securities and Exchange Commission ("SEC") and tax laws, Insight is required to maintain books and records reflecting Insight's transactions and provide reports that are full, fair, accurate, timely and understandable. You must make sure that all records that you submit to Insight are entirely accurate. Dishonest reporting can lead to civil or even criminal liability for you or Insight or both.

Q. Marcus, an Insight salesperson, is thinking about recording a client order a few days before it's signed in order to boost his group's sales for the quarter. He knows his manager is under a lot of pressure to meet her quota for the quarter, and recording this order early would help their group immensely. He figures it's only three days, and the client has already verbally agreed to the sale. Is this okay?

A. No, Marcus shouldn't record false information for any reason. Even though he's trying to help his group and the quarter is almost over, falsification of records violates Insight's policy on accurate records and may violate the law. All Insight teammates must be committed to maintaining full, fair, accurate, timely and understandable books and records. If you have any questions about recordkeeping, please feel free to ask your manager, a Compliance Officer or the Legal Department.

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3.2 Conflicts Of Interest

Insight expects its teammates to act in the best interests of the Company and not engage in activities which might result in actual, potential or perceived conflicts of interest for the Company. All teammates must avoid any interest or association that interferes with their ability to perform their work in the best interests of Insight and its shareholders.

3.2.1 Outside employment and other volunteer or charitable activities

Insight does not prohibit all outside employment, but you must make sure that any outside employment or other activities do not negatively impact your work at Insight, cause you to misuse Insight information or resources, or result in unfair consequences to Insight. Teammates are not permitted to take any outside job with a company that is in the same business as Insight or is in any way in competition with Insight, may not use Insight's resources to conduct any outside business regardless of whether it conflicts with Insight's business, and may not conduct outside business during Insight working hours regardless of whether the outside business is competitive with Insight's business.

Insight respects all teammates' rights to engage in activities outside their employment which are private in nature (social, community, political, or religious). Except as part of an Insight sponsored event, your volunteer service must be performed on your own time, away from Insight premises and without the use of any Insight resources.

Q. Roger operates a side business that does not compete with Insight but receives products from the same supplier as Insight. This supplier recently cut Roger's side business a deal, and the supplier now expects Roger to favor them over other suppliers when conducting Insight business. Is it okay for Roger to favor this supplier?

A. No, Roger should not favor this supplier in any way. In fact, to avoid a conflict of interest such as this, Roger shouldn't contract with any Insight suppliers for his side business. When taking outside employment or operating a side business, you must make sure that it won't interfere in any way with your ability to make sound, objective business decisions at Insight. If you have any questions about outside employment or other potential conflicts of interest, please contact your manager, People & Development or a Compliance Officer.

3.2.2 Personal benefit or gain from business

In all business associations, both inside and outside Insight, teammates should not permit themselves to be placed in a dual interest or a conflict between self-interest and integrity. No teammate should benefit personally from any purchase of goods or services by Insight nor derive personal gain from direct or indirect actions taken by a teammate as a representative of Insight,

except for wages and other compensation paid by Insight or unless such business dealings have been pre-approved.

You must disclose to your manager and the Compliance Officers all situations where you or your department are conducting business with members of your family, friends or others with whom you have a close personal relationship. Insight will attempt to ensure there is no conflict of interest, but there can be no guarantee that any conflict will be permitted to continue.

3.2.3 Outside directorships

Occasionally, a teammate may be asked to serve on the board of directors of another organization, and this may, in some cases, raise a conflict of interest. Before accepting any position as a board member (including non-profit board membership), a teammate must get prior written approval of People & Development and the Compliance Officers.

3.2.4 Financial interests in other businesses

You may not have a personal or family financial interest in a company that is an Insight client, partner, supplier or competitor that could improperly influence your judgment, has the potential to cause the appearance of divided loyalty, or might result in personal benefit to you because of your role at Insight. Ownership of publicly traded securities of a company is not precluded by this section, provided that such ownership could not reasonably be expected to improperly influence your judgment.

Q. Brenda's husband owns a large company that Insight is considering hiring as a supplier. This would be great for her husband's business, and she'd like to do anything she can to help him win the contract. What can Brenda do to help?

A. Brenda shouldn't do anything to help her husband's company get the contract, and if she's involved in the selection process, she should tell her manager and remove herself from the situation. Helping her husband's company may be seen as a conflict of interest because it could potentially influence her judgment, divide her loyalty or benefit her personally. It's important to avoid even the mere appearance of a conflict of interest.

3.2.5 Disclosing Conflicts

The effectiveness of this policy is, in large part, dependent on teammates' cooperation in disclosing situations that may present issues relating to a conflict of interest. All transactions involving conflicts of interest must be pre-approved in writing. If you are (1) a teammate reporting under Rule 16 of the SEC rules or (2) any Senior Vice-President or above, you must obtain pre-approval from the Audit Committee. For all other teammates, you must obtain written pre-approval from the Compliance Officers by e-mailing compliance@insight.com.

Teammates found to be engaged in or associated with a conflict of interest that has not been pre-approved as described above will be subject to disciplinary action up to and including termination where permitted by law.

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3.3 Insider Trading

In order to protect our investors and comply with applicable laws, members of Insight's Board of Directors, teammates and contractors are prohibited from trading Insight stock while in possession of material, non-public information. Material, non-public information is any information that a reasonable investor would consider important in making a decision to buy, sell or hold Insight stock. Example of material, non-public

information may include information regarding financial information not released to the public, projections of future earnings or losses, unannounced new client deals or vendor relationships, undisclosed mergers or acquisitions or undisclosed negative information about company performance. This prohibition against insider trading includes communicating material non-public information to others who trade on the basis of such information (known as "tipping"). These laws also apply to individuals outside the United States who trade within the United States. In addition, other countries have similar laws against insider trading that may apply.

Q. Sam's mother bought quite a bit of Insight stock when he first starting working here several years ago, but she hasn't kept up with her portfolio. She is undergoing a medical procedure soon and needs to cash in a good portion of her investment. She asks Sam when she should sell, and Sam tells her that she should wait a month because Insight is going to be signing a major contract during that time. Is this okay?

A. No. This is considered "tipping," or communicating material, non-public information to someone who trades based on this information. Tipping is illegal, under any circumstances. Sam should contact his mother immediately and warn her not to trade based on the information he gave her. In addition, he should contact his manager, the Legal Department or a Compliance Officer immediately to inform them that he has shared material, non-public information. This way, in the event of a future investigation, Sam's actions will be viewed more positively in light of his immediate and full disclosure.

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3.4 Business Gifts and Entertainment

The giving or receiving of gifts and entertainment can expand and strengthen relationships in everyday business, but they may also cause a conflict of interest between personal interests and professional responsibilities. The following are general guidelines in giving or receiving gifts or entertainment:

- The gift or entertainment must be appropriate to the circumstances.
- The gift or entertainment cannot influence or reasonably give the appearance of influencing the Company's business relationship with the entity that provided or received the gift.
- The gift or entertainment must not involve the reciprocation of a business obligation.

Gifts in the form of cash payments are not allowed, regardless of the amount. Insight teammates may not receive gifts or entertainment of more than \$250 US or equivalent fair market value per calendar year collectively from any individual client, supplier or partner without approval from the Senior Executive Management member of the teammate's department. Gifts in the form of tickets to a single sporting event or other forms of entertainment may not be subject to the \$250 limit, provided that the teammate has not received other tickets or gifts which, taken together, cause the Senior Executive Management member to conclude the tickets or entertainment is not appropriate. All other entertainment or gifts in excess of \$250 requires notification to and consent of the Senior Executive Management member of the teammate's department. For the avoidance of doubt, you should seek prior approval in writing for the acceptance of gifts or entertainment in excess of \$250. Prior approval may not always be possible due to lack of prior knowledge of the value of the gift or other circumstances; accordingly, if prior approval is not obtained from your Senior Executive Management member and the gift is subsequently determined to be clearly inappropriate, after taking into consideration all of the circumstances, you might have to arrange to repay or return the gift.

In some countries other than the U.S., local custom requires the exchange of gifts under certain circumstances. In such countries, the country manager must request approval in writing from the Compliance Officers. Specific Insight geographic business units may establish more restrictive guidelines with respect to a maximum value for gifts and entertainment with written approval from the Compliance

Officers. Either the Chairman of the Nominating and Governance Committee or the Chairman of the Audit Committee shall approve any gifts or entertainment in excess of \$250 for the Chief Executive Officer or any member of the Board of Directors, taking into consideration all the circumstances.

Q. Regina heard her manager telling coworkers that his new diamond cufflinks are a gift from his wife, but she knows that they're actually a gift from a potential client. She has reason to think this violates Insight's policy on receiving gifts because the cufflinks cost much more than \$250, but doesn't want to get him in trouble. What should she do?

A. Regina is right in thinking that this is an inappropriate gift, and her manager probably knows this too, since he lied about who gave him the gift. Receiving gifts that cost more than \$250 may curry favor with the potential client or appear to do so and this can affect a teammate's ability to work with the best interests of Insight and our shareholders in mind. Regina has an obligation to Insight, her teammates and our shareholders to report this misconduct, and she should not fear being retaliated against or victimized in any way. If you are unsure about the appropriateness of a gift, please contact your manager, People & Development, the Legal Department or a Compliance Officer before offering or accepting it.

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3.5 Antitrust

Insight must comply with all applicable fair competition and antitrust laws. These laws attempt to ensure that businesses compete fairly and honestly and prohibit conduct seeking to reduce or restrain competition. Teammates are strictly prohibited from entering into any understanding (written or otherwise) with a competitor that:

- Limits the competition in the marketplace
- Fixes prices or other items and conditions
- Allocates clients or territories
- Limits availability of products or services, or
- boycotts suppliers or involves other conduct that would tend to result in restraint of trade or unfair business practices

If you are uncertain whether a contemplated action raises unfair competition or antitrust issues, Insight's Compliance Officers or Legal Department can assist you.

Q. Rick, an Insight salesperson, recently attended an industry convention. While there, he had lunch with his friend Donna. Donna is also in sales, but she works for a competitor. Rick and Donna are both currently talking to a large prospective client and are about to bid for its business. Donna subtly suggests that Rick should bid high to this prospective client and implies that she will do the same for the next. She points out that by doing this, they will each most likely win a contract and won't have to be as competitive in their pricing. Rick is uncomfortable with this, but he wants to do the best job he can for Insight's sales. What should he do?

A. Rick should not agree to Donna's suggestion. This violates antitrust laws, as it involves allocating clients and limiting competition in the marketplace. Rick should immediately tell Donna that he is not interested and report the situation for further guidance. Antitrust laws are crucial to our business because they promote fair and honest business, as well as transparency in the market. Violating these laws can carry severe penalties for you and for Insight, so if you have any questions please contact the Legal Department or a Compliance Officer.

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3.6 International Business

Insight subsidiaries conduct business in many different countries. Insight is committed to following the laws and regulations in effect wherever it does business. All transactions must be conducted in accordance with the applicable import, export and money-laundering control regulations. Import and export laws can be very complex. There may also be countries that Insight is legally prohibited from exporting to. Additionally, some suppliers may restrict the sale of their products to certain territories. If you have any questions, you must check with Insight's Legal Department.

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3.7 Use of Property and Information

Every teammate must use properly and safeguard Insight's property from loss or theft and may not use such property for personal gain or improper use. Company property includes not only tangible property (e.g., inventory, office equipment and supplies) but also intangible property (e.g., confidential business and financial information, software, trademarks, patents, copyrights and other know-how). You must guard against loss and prevent the unauthorized use of all Insight's property within your control. You must promote responsible use of and control over all assets and resources entrusted to you.

Q. How can I protect Insight's property?

A. As a general rule, be overly cautious in protecting Insight's property. Never leave any documents, technological devices, inventory, or supplies unattended or unsecured. Do not send any electronic information through unprotected sites or leave your computer in a place where it could be stolen. In addition, be careful not to divulge any confidential information when talking on cell phones or speaking in open areas around people without a business need to know. We must all treat Insight's property with the same care that we would treat our own property.

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3.8 Political Involvement and Lobbying

Insight is proud that some of its teammates choose to get involved in political matters. However, teammates may not make any political contribution or speak publicly regarding political issues as a representative of Insight without authorization from an Insight officer, nor may Insight letterhead or promotional items be used under any such circumstances. You may not request reimbursement from Insight, nor will Insight reimburse you, for any personal contributions you make.

Insight also recognizes the right of its teammates to communicate with their public officials, and the Company encourages teammates to do so as private citizens and not as representatives of the Company. If requested to make such contact on behalf of Insight, such persons must be cognizant of governmental laws regarding lobbying activities and strictly follow the applicable guidelines and reporting requirements, including, when required, registering with applicable governmental agencies in advance. Use of Insight letterhead may only be used if approved in advance by the Compliance Officers.

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4. WE RESPECT AND TAKE CARE OF EACH OTHER

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

4.1 No Discrimination or Harassment

Insight strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, color, religion, national origin, age, sex, mental or physical disability, or any other legally protected basis. Insight will not tolerate sexual advances, actions or comments or racial or religious slurs, jokes or any other comments or conduct in the workplace that create, encourage or permit an offensive, intimidating or inappropriate work environment. We are committed to building a high performance work environment in which individual differences are respected and valued. Insight will not tolerate retaliation against anyone who submits a report in good faith of discrimination, harassment or similar violations.

Q. Sheila, an Insight teammate, has just been promoted. She knows she should be happy about this, but she worries that she was moved up because her manager wants to date her. He often makes crude comments about her outfits and appearance, and he often pressures her to go out for dinner. Since Sheila wants to keep her new position, she's scared to report his behavior. How should she handle this situation?

A. Sheila needs to report her manager's behavior as quickly as possible. Whether or not she was promoted for the wrong reasons, she is being harassed by her manager and needs to report the situation. Her supervisor has created an intimidating and offensive work environment, and Insight does not tolerate this or any other form of harassment. Sheila shouldn't fear losing her position; Insight will not allow anyone to retaliate against her in any way. If you experience harassment or discrimination, please contact a manager you trust, People & Development, a Compliance Officer or MySafeWorkplace.

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4.2 Other Misconduct

In addition to Insight's policy against discrimination and harassment, we expect all teammates to act in a professional manner. It is impossible to develop rules and policies to cover all possible situations, but in general, Insight expects all teammates to reflect a positive image for Insight and not act inconsistent with the [Core Values](#). These rules also apply at Insight sponsored/related functions.

The following additional guidelines apply for events attended on behalf of or sponsored by Insight:

- Teammates should conduct themselves in a professional manner at all times.
- Minors are not to consume alcohol at events sponsored by Insight.
- There is to be no pressure on anyone to consume alcoholic beverages.

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4.3 Workplace Relationships

Members of Insight's management must conduct themselves in a professional manner and be aware of the issues that may arise if they have a relationship with a teammate in their department or team. Insight does not allow managers to have a manager/subordinate relationship with any teammate where there is a

dating, marital or other familial relationship without written approval from People & Development. The People & Development team will act in all cases in accordance with local labor and privacy laws. In the event that a teammate begins dating or becomes a relative of another teammate within the same department and the two have a manager/subordinate relationship, Insight will make reasonable efforts to arrange a transfer of one of the two.

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4.4 Employment References

Insight recognizes that you may wish to provide a job reference for Insight teammates who have left the Company to assist them in obtaining a new job. However, all job references must be coordinated with the People & Development Department. In general, only the People & Development Department may respond to a request for employment reference. In some countries, where it is customary for teammates outside the People & Development Department to provide job references, no teammate may provide a job reference without first obtaining approval from People & Development.

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4.5 Maintaining a Safe Workplace

Insight believes its teammates are entitled to a work environment that is free from safety and health hazards. The sale, purchase, use or possession of weapons or illegal drugs while on Insight premises is strictly prohibited. You must abide by all health and safety rules applicable to your job. If you have any questions about the rules that apply, you should contact the Compliance Officers or Legal Department. To assist with meeting these responsibilities, you must immediately report any unsafe conditions to your manager or People & Development. Further, any job-related injury or illness must be reported to your manager or People & Development in order to comply with applicable laws. No teammate will be retaliated against for reporting unsafe conditions, injury or illness.

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4.6 Related Party Transactions

You must disclose to your manager and the Compliance Officers any situation where you may be conducting business with a member of a teammate's family, a teammate's friend or others who have a close personal relationship with a teammate. For example, a related party transaction includes a marketing teammate doing business with a company to provide advertising brochures that is owned by another teammate's spouse or family member. All related party transactions must be pre-approved in writing. Teammates should obtain at least two (2) bids prior to requesting approval of a related party transaction.

If you are (1) a teammate reporting under Rule 16 of the SEC rules or (2) any Senior Vice-President or above, you must obtain pre-approval from the Audit Committee. For all other teammates, you must obtain written pre-approval from a Senior Vice-President or above.

If an unapproved related Party transaction occurs, the teammates who arranged or participated in the transaction will be subject to disciplinary action, up to and including dismissal where permitted by law.

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5. WE EXIST TO SERVE OUR CLIENTS

5.1 Advertising and Selling

It is imperative that Insight acts with the highest ethical standards in competing in the marketplace, which includes making sure our advertising and sales techniques are truthful and responsible. While advertising laws are not consistent worldwide, in general, all information that Insight provides about the products and services that it sells must be fair, factual and truthful. We should be able to support any specific advertising claims we make about products and services. In addition, be sure that all comparisons to competitors and their products and services are complete, accurate and not misleading. In seeking sales, do not misrepresent facts or create misleading impressions. If silence about a fact could mislead a client, you should disclose the information even if it means losing the sale. Finally, if the advertisement or marketing materials refer to any third party or third party products or any intellectual property not owned by Insight, Insight must ensure that it has the appropriate written consent from that third party to use their name and intellectual property. Remember, our goal is to be the *trusted* advisor to our clients.

Insight also gathers information about the marketplace and its competitors through legal and ethical means. You should not use improper or illegal means to acquire a competitor's trade secrets or other confidential or proprietary information. While we compete in the marketplace, we will only do so through ethical means and respect the rights and property of our competitors and others. Particular care must be taken when dealing with competitors' customers, former customers and ex-teammates.

Q. Steven, a manager for Insight, recently hired a former employee of one of our largest competitors. This new teammate offered to share some invaluable information and implied that it could potentially give Insight a major competitive boost in the future. Can he share this information with Steven?

A. No. Insight takes great pride in acting according to high ethical standards and refuses to gather competitive information in an improper or illegal manner. Just as we ask our teammates to protect Insight's confidential information when they leave our company, we know that our competitors expect their employees to do the same. If we want to be a trusted advisor to our clients, we must always do our work in a trustworthy manner.

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5.2 Public Sector Business

Insight has subsidiaries that sell products and services to governmental entities. When selling to such entities, there are special rules that apply that you must understand. Since these laws vary widely and some are complex, we must be careful in our public sector procurements to comply fully with those laws. Presented below are key ethical guidelines of general applicability which should help you to identify potential problems. If you have any specific questions about any procurement or ethical rules or guidelines, please contact your manager, the Compliance Officers or Insight's Legal Department.

Most, if not all, government agencies strictly prohibit bribes and kickbacks. Generally, you should refrain from giving government officials anything of monetary value, including a gift, entertainment, a loan, local or long distance travel, a favor, hospitality, forbearance, lodging, discounts, training, and meals. Although some nominal gratuities may be acceptable, seek legal or management advice before providing anything of value to any government official or person acting on behalf of a government entity.

Another broadly applicable rule is to refrain from knowingly making false statements or false claims to a government agency regarding Insight's goods and services. "Knowingly" making a false representation or claim is broadly defined as an intentional act, deliberately ignorant act, or a reckless act. Statutes prohibiting false statements and claims are frequently used to prosecute companies and individuals for false statements and claims that are made by company employees to agencies in the course of the competition for or performance of a government contract.

Finally, when Insight is engaged in the bidding process seeking award of a government contract, you should generally avoid communicating with government officials involved in the selection process about bids which have been submitted or the possible results of the selection process. This includes present or former officials, as well as persons advising or acting for the government with respect to an agency procurement, who have had access to procurement information by virtue of their office, employment or relationship to the relevant government entity. Noncompetitive procurements, such as sole-source acquisitions, are generally excluded from this disclosure prohibition.

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5.3 Contracting Policies

If you have dealings with Insight's clients, suppliers, and other business partners, you are required to understand basic principles of business deals and follow Insight's [contracting policies](#) on Infozone. Any time Insight makes promises to or accepts promises from another party (for example, buying or selling products or services), Insight's contracts policy requires a written contract. Teammates may not use "side letters", "off-the-book arrangements", "hand shake" or "gentlemen's agreements" or any other type of agreements or understandings outside of Insight's contracting process. Contact Insight's Legal Department before using letters of intent ("LOI") or memoranda of understanding ("MOU"). If any party asks you to enter a deal that allows improper revenue recognition, expense treatment, sham transactions or other accounting misconduct on the part of Insight or the other party, you must notify your manager, the Legal Department or the Compliance Officers. When the contract is ready for signature, only certain teammates have the authority to sign contracts on Insight's behalf. If you are unclear who has authority to sign contracts, contact your manager or review the [signature authority matrix](#) under the Legal Department webpage on Infozone.

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5.4 Bribes, Gifts, Kickbacks

Neither you nor any member of your family may solicit or accept from a supplier or client money or a gift that could influence or could reasonably give the appearance of influencing the Company's business relationship with that supplier or client. Avoid gifts that involve the reciprocation of a business obligation. If you have any questions, you should seek guidance from your manager, the Legal Department or the Compliance Officers.

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

Specifically, the US Foreign Corrupt Practices Act ("FCPA") generally prohibits Insight from making or offering to make payments or promises of other benefits to foreign officials, candidates for political offices or members of foreign political parties for the purpose of influencing an official act or decision or to obtain or retain business or an improper business advantage. Insight also prohibits "facilitating payments",

which are made to secure or speed up routine government actions, such as issuing licenses or permits). The FCPA also requires that Insight maintain proper accounting controls and keep detailed records about all financial dealings with foreign governments. Violation of this law may impose severe civil and criminal penalties on the Company and also individually on the teammate. You should contact the Compliance Officers immediately with respect to any questions regarding business conduct with foreign officials or entities.

Q. Arlene, an Insight teammate, conducts most of her business in a small Asian country. While on a business trip, a government official asks her for cash in order to make a business transaction go more smoothly and quickly. She feels nervous about complying with his request, but knows that this is part of this country's business culture. Arlene sees her competitors making similar payments. Can she give the requested cash to this official?

A. No. Insight does not allow its teammates to make "facilitating payments" such as this. Penalties for making facilitating payments can be severe for both the individual involved and the company. Exercise caution when conducting business overseas, as it can be difficult to determine who qualifies as a government employee. Remember, it is always best to err on the side of caution. If you have any questions about bribes, gifts or kickbacks, particularly when conducting business overseas, please contact a Compliance Officer or the Legal Department.

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5.5 Information

In the course of doing business, Insight obtains confidential, proprietary and non-public information and protects it under circumstances imposed by contract, obligations imposed by law or both.

5.5.1 Protection of Insight, Teammate, Client and Vendor Information

You will receive information about Insight, its teammates, clients or suppliers in connection with the work you do, but it is not intended that this information, which is considered confidential, proprietary or non-public, will be disclosed outside of Insight's business activities. In addition, because this information belongs to Insight or the other companies with which it works, you may not use the information for personal benefit or advantage. You must take appropriate steps, including securing documents, limiting access to computers and electronic media, and using proper disposal methods, to prevent unauthorized access to such information. Proprietary, confidential and non-public information includes in part: business methods; pricing and marketing data; strategies; computer codes; screens; forms and information about, or received from, Insight or current, former or prospective clients, suppliers, or teammates. In addition, Insight teammates will not reproduce or use software or other technology licensed from suppliers or clients except as permitted by the applicable license agreement or by law.

5.5.2 Teammates in the European Union

Insight abides by the safe harbor framework as set forth by the U.S. Department of Commerce regarding the collection, use, and retention of People & Development data from the European Union ("EU"). Information that is collected about Insight teammates working in the EU is sometimes stored in personnel files that reside on Insight's SAP system, the servers for which reside in the United States, hosted by Insight North America, Inc. For more information on how your personnel information is stored, protected, used and disclosed, please review the Teammate Policy Manual.

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