



**CODE OF PRACTICE
USA**

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INTRODUCTION

Exertis | Jam is all about music, communication, entertainment and empowering the people and companies who create it.

Exertis is one of the largest and fastest growing technology distribution and specialist service providers. Exertis is the trading name of the businesses in the DCC Technology division, one of four divisions within DCC plc, a FTSE 100 company. We are a global distributor of consumer, business, and enterprise products. Exertis is a leader in distributing technology, driving innovation, and adding value through our specialist services.

At Exertis, our core business is the distribution of products and services from the world's leading and emerging technology companies, some 2,400 of them. We are a key part of the channel that enables our vendors' products and solutions to reach businesses and consumers through our network of resellers and retailers.

“Following the standards in this Code will allow us to develop a business relationship that is sustainable in the long-term”.

At Exertis, we aim to develop successful long-term relationships with all our suppliers. We will work with you constantly to ensure that your products are brought to market in the most effective manner possible and those buyers of your products, receive a high standard of support.

We want to build this relationship on a sustainable basis – one that works for you and works for us in the long-term. So, it's important that while everything we do is commercially focused, it is also ethical and legal. Taking this approach protects your business and reputation as much as our own. We are committed to this approach in every area of our business.

To help us to achieve this, we have developed this Code of Practice setting out the key ethical and legal standards that apply to the business we do together. Please ensure that you take suitable steps to meet the standards set out in this Code, including by communicating this Code to the relevant people within your business.

By each of us following the standards in this Code, we will develop a business relationship that is sustainable in the long-term. Any person who is dealing with us, at any level of seniority, should feel free to raise concerns about whether these standards are being met by Exertis.

If you have a concern, we want to know about it. To the extent we lawfully can, we will treat all notifications in confidence. Please contact me directly or use our dedicated email address doing-the-right-thing@exertis.com

Tim Griffin
Managing Director
DCC Technology & Exertis Group

HEALTH & SAFETY

PRINCIPLE

Ensuring the health and safety of everyone we deal with is fundamental to business performance and long-term business success. No task is so important that you cannot choose to do it safely.

WHAT THIS MEANS

We will always support you when you choose to work safely. If anyone in your business believes safety is at risk of being compromised, they must feel able to intervene and stop the work.

Our suppliers should comply with all applicable laws and regulations regarding occupational health and safety, and are required to provide a clean, safe, and a healthy workplace, designed to prevent accidents, injuries, and illness during work.

Suppliers working at a Exertis | Jam premises must work in a way that (i) assures their own safety and the safety of others and (ii) are compliant with all applicable health and safety requirements including our policies and procedures.

Suppliers should provide their employees, including new or reassigned workers, with regular and recorded health and safety training.

Any emergencies that may impact Exertis activities must be reported promptly. You will facilitate reasonable HSE inspections by us. You will also provide us with accurate HSE Performance information where we request it.

EMPLOYMENT & HUMAN RIGHTS

PRINCIPLE

Exertis | Jam observes internationally recognized human rights standards including the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights, the International Labor Organization's Declaration on Fundamental Principles and Rights at work. We ask that you only appoint reputable suppliers who comply with internationally recognized human rights standards. Our groups place great importance on respecting and promoting human rights and fundamental freedoms. That includes having a zero-tolerance policy approach to all forms of slavery and human trafficking.

WHAT THIS MEANS

Specifically, you should ensure that your employees and other workers are:

- Provided with a safe working environment.
- Paid fairly and on time for the work they do.
- Not subject to any form of duress by your employer, such as having to repay large loans or having their passport retained.
- Not discriminated against because of their gender, disability, religion, age, ethnicity, marital status, sexual orientation, language, or any other status protected by applicable law.
- Not subjected to any form of exploitation, slavery, and human trafficking.
- Not under the legal minimum age of employment.

You should promptly advise us if you are not able to meet these standards at any point. In many countries, national laws set standards that are at least as high as those set out in human rights standards. Where that is the case, national laws should be followed. However, where national laws do not provide a suitable level of protection, human rights standards should be observed. If a conflict between national law and international human rights standards occurs, we expect you to respect national law while endeavoring to protect human rights.

ENVIRONMENTAL PROTECTION

PRINCIPLE

We expect you to comply with all laws, regulations, and standards where you do business, that support the protection of the environment.

WHAT THIS MEANS

You will ensure that your activities are conducted in compliance with all applicable environmental laws and regulations including but not limited to

- (1)** the use of natural resources such as water,
- (2)** licensing of certain operations, storage, and emissions,
- (3)** the safe transport of products,
- (4)** the reuse of packaging and other forms of waste,
- (5)** carbon emissions,

You must observe our policies and procedures on environmental protection while undertaking work for Exertis | Jam, including spillages or releases of products that have an impact on the environment or on third parties.

BRIBERY & CORRUPTION

PRINCIPLE

You will not be involved in bribery, or any other form of corrupt activity and you will comply with all International anti-corruption laws in areas that you do business.

WHAT THIS MEANS

Bribery may exist where a person does not act in the best interests of the organization that they represent because of some personal benefit they have received or hope to receive from a third party.

You will maintain and communicate suitable policies in your business that make clear that none of your employees should offer, give, or accept any bribe.

Specifically, any gifts, hospitality, sponsorship, or other benefits that are offered or received in the context of the work you do for Exertis | Jam must be modest and not designed to improperly influence the outcome of any decision.

CONFIDENTIAL INFORMATION

PRINCIPLE

You will not share confidential information inappropriately or use confidential information that should not be in your possession and will comply with all international laws.

WHAT THIS MEANS

While we always want to hear about developments in the marketplace, we do not want you to share with us confidential information that we are not permitted to receive. Equally, you must not share with any third party any confidential information that you have about us. If you inadvertently send us confidential information that we should not have received, you must notify us immediately. If you inadvertently share confidential information about Exertis | Jam with any third party, you must again immediately let us know.

Data Protection & Privacy

PRINCIPLE

You will collect and use personal information carefully and in compliance with all relevant data protection and privacy laws.

WHAT THIS MEANS

Exertis | Jam may collect information about our employees, customers or other individuals and you may process that data on our behalf. Where this is the case, you must always follow relevant data protection and privacy laws and ensure that all your employees who handle that information understand that it should be used securely and for legitimate reasons.

You must maintain suitable IT and management controls to ensure personal information is properly used and must let us know immediately if you have any incidents – for example, a data security breach – relating to information you are processing on our behalf.

Competition (Anti-Trust) Laws

PRINCIPLE

You will take all steps reasonably necessary to ensure that you are fully compliant with all applicable competition (also known as anti-trust) laws in all countries that that you do business.

WHAT THIS MEANS

You accept that Exertis will always act independently in making its commercial decisions.

As stated in section 5, you must not share confidential information about us with any of our competitors and you must not share with us confidential information that you have about our competitors. You will ensure that you provide suitable training on relevant competition laws to relevant employees within your business.

It is against the law for us to agree with you what price we will sell your products at or to have any agreement or arrangement that puts a floor on the prices we sell them at.

The same also applies to our customers. It is against the law for us to tell them what price they can sell your products at or to require or incentivize them to keep their prices above a certain level.

You will ensure that you provide suitable training on relevant competition laws to relevant employees within your business.

TAX COMPLIANCE

PRINCIPLE

You will not engage in or facilitate any deliberate underpayment of taxes that are due.

WHAT THIS MEANS

You will correctly declare all income and be transparent with tax authorities about your transactions.

You will take reasonable steps to prevent your employees, contractors, or representatives from facilitating tax evasion by third parties.

You will notify us immediately where you have any concerns regarding any action taken by your employees, contractors, or agents in relation to their dealings with Exertis | Jam, or where you suspect that another party in your supply chain may have engaged in tax evasion.

INTELLECTUAL PROPERTY

PRINCIPLE

You will not sell products or provide services that deliberately or clearly infringe on our intellectual property rights or those of any third party, and you will comply with all International Intellectual property laws.

WHAT THIS MEANS

You will respect our intellectual property rights and those of third parties by only using trademarks, designs and technology that have been legitimately acquired and licensed.

PRODUCT SAFETY & QUALITY

PRINCIPLE

We respect the rights of the consumers of the products we sell. Every product you sell to us must be safe, comply with relevant standards and be accompanied by legally required product information.

WHAT THIS MEANS

You must ensure that any product you sell us is safe for the purpose for which it is intended and complies with all relevant standards for that product. You will provide or make available relevant product safety documentation, as may be required by law.

You must also notify us immediately where you have any concerns that a product may be unsafe or not compliant with standards relevant to it.

Where relevant, you will work to satisfactorily address customer concerns about the products you sell us.

EXPORT CONTROLS & SANCTIONS

PRINCIPLE

You will strictly comply and without exception conduct your business in accordance with all applicable export controls, sanctions and embargoes laws and regulations.

WHAT THIS MEANS

Some governments maintain restrictions on products (including their components, materials, designs, and technology) and may prohibit or require licenses prior to supplying controlled products to certain recipients and users. You must also maintain restrictions on doing business with certain countries, industry sectors, organizations, or individuals.

You will maintain suitable controls to ensure that the products, whether hardware, software, information, and services, you sell comply with applicable export controls and sanctions laws.

You must advise us and provide the export control classification information as well as supporting documentation and/or copy of applicable authorization or exemptions if any of the products you sell are classified as dual-use products or are otherwise subject to export controls restrictions.

CONFLICT MINERALS

PRINCIPLE

We will not sell products that contain restricted “conflict minerals”.

WHAT THIS MEANS

The US and the EU have each passed laws restricting the use of minerals from conflict affected countries and regions. We rely on you to ensure that any products we buy from you do not contain conflict minerals and you will comply with the requirements of US and EU laws on this subject.

You must conduct and record appropriate and ongoing due diligence in your own supply chain to ensure that conflict minerals are not used or introduced. You must make evidence of your due diligence available on request by us and you must let us know immediately of any breach that you become aware of.

MANAGING COMPLIANCE

PRINCIPLE

You will have in place appropriate internal policies and procedures to cover your legal and ethical obligations, including the areas covered in this Code of Practice. You will ensure that you keep adequate, accurate and secure records so you can demonstrate compliance.

WHAT THIS MEANS

We expect you to have in place an appropriate set of internal controls to ensure that you meet the standards set out in this Code. These controls should be supported by clear leadership on ethics and compliance matters from senior people in your business.

Keeping records of internal controls, such as risk assessment due diligence, policy communications, training, and other internal communications, are important because it allows you to prove the controls you had in place if there are problems in the future.

In the same way that we engage with you about the subjects covered in this Code, it is your responsibility to communicate your policy on those subjects to your suppliers, representatives and other third parties involved in your business.

We will take suitable steps where a supplier does not follow the standards set out in this Code of Practice. This may include not placing any further orders and the termination of our agreement.