

WORLD WIDE TECHNOLOGY HOLDING CO., INC.

ANTI-CORRUPTION POLICY

Effective Date: December 8, 2014

Issued by: Erika Z. Schenk, General Counsel & Vice President of Compliance

The World Wide Technology Anti-Corruption Policy (the “Policy”) applies to World Wide Technology Holding Co., Inc. and all entities directly or indirectly controlled by World Wide Technology Holding Co., Inc. (collectively, the “WWT”).

Section 1. Applicability and Purpose

The Policy is applicable to employees of WWT and its subsidiaries, its board of directors, and anyone authorized to act on behalf of WWT (collectively, “WWT Personnel”). The purpose of the Policy is to: (i) set forth WWT’s commitment to complying with the anti-corruption laws of the United States and other countries where it conducts business and (ii) facilitate WWT’s honest and ethical business in compliance with the WWT Code of Conduct and Ethics Policy.

Section 2. Statement of Policy

WWT does not permit the offering or acceptance of bribes of any kind, including bribes to or from people who work in the public or private sector. This Policy prohibits WWT Personnel from directly or indirectly (through agents, vendors, representatives, advisors, or other third parties acting on WWT’s behalf) from making, soliciting, or accepting any bribe, kickback, or other improper payments.

WWT is committed to complying with the United States Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom’s Bribery Act (the “U.K. Bribery Act”), and other anti-corruption laws in countries where it conducts business. The FCPA prohibits giving, promising, or offering anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business or to secure any improper business advantage. An official of a foreign government includes employees and directors of companies that are government-owned or controlled. Other non-United States governments have similar rules to the FCPA. In addition, the U.K. Bribery Act prohibits bribes to or from employees of commercial entities.

Section 3. Corrupt Payments Prohibited

WWT Personnel are strictly prohibited from directly or indirectly offering, promising, giving, paying, or authorizing the offer, gift, or payment of, anything of value to any:

- government official (including employees of government-owned or controlled entities);
- political party or party official or candidate for public office; or
- employees or others working for or on behalf of private customers and suppliers or potential customers or suppliers

as an inducement or reward for improperly granting business, obtaining a business advantage, or receiving favorable treatment.

WWT Personnel also are strictly prohibited from requesting or accepting or agreeing to accept, for themselves or for anyone else, a financial or other advantage as an inducement or reward for improper performance of employment or any activity in connection with WWT's business.

Section 4. Third Party Business Relationships in Non-U.S. Countries

WWT Personnel must be vigilant in identifying potential anti-corruption issues and signs that improper payments have been made. Monitoring risk is an ongoing process that begins with due diligence before entering a contract or business relationship, and it continues for the duration of that relationship with the continuous monitoring for "red flags" or warning signs that might indicate a potential violation of this Policy, the FCPA, the U.K. Bribery Act, or other relevant anti-corruption laws.

Before WWT hires, engages, or works with a third party in a non-U.S. country, WWT Personnel will perform sufficient due diligence to gain confidence that the use of the proposed third party will not violate the FCPA. Such diligence includes the following procedures:

4.1. Red Flag Assessment. WWT Personnel will review a proposed relationship for "red flags" that might indicate a potential violation of this Policy, the FCPA, the U.K. Bribery Act, or other relevant anti-corruption laws. A list of potential "red flags" is attached as Exhibit 1. While every warning sign does not prove the existence of a violation of the law or this Policy, they do suggest the need for careful scrutiny and determining whether engaging in or continuing a particular transaction is permissible under this Policy.

4.2. Due Diligence. For all third-party relationships in a non-U.S. country, WWT will create a due diligence file for the third party that includes, at a minimum, the items listed in Exhibit 2. When a red flag assessment raises questions, WWT will require additional scrutiny of a proposed third party. Potential additional due diligence steps are also set forth in Exhibit 2. For all third parties that WWT engages, hires, or works with, WWT Personnel will document its red flag analysis and due diligence performed.

4.3. Anti-Corruption Compliance Certification. Before WWT engages, hires, or works with a third party, WWT Personnel will use best efforts to ensure that any contractual agreements with the third party include certifications or comparable contractual provisions stating that the third party is familiar with the provisions of the FCPA and anti-corruption laws relevant for the particular jurisdiction and that the agent has not undertaken and will not undertake any action that would cause WWT to be in violation of the FCPA and other relevant anti-corruption laws. Attached as Exhibit 3 is an example of sample language for possible use in a third party agreement.

Section 5. Hospitality: Gifts, Meals, & Entertainment

5.1. Not Permitted. Gifts, meals, and entertainment shall not be given, directly or indirectly, to officials of foreign governments to improperly influence or reward an official act or decision or as an actual or intended *quid pro quo* for any benefit to WWT.

WWT's Code of Conduct and Ethics Policy and the company's Travel Policy set forth additional guidelines relating to gifts and gratuities generally.

5.2. Permitted With Advance Approval. Gifts, meals, and entertainment promised, offered, or provided on behalf of WWT or any affiliate to a foreign government official must be reasonable in accordance with customary courtesies, related to a legitimate business purpose, and lawful under applicable laws, including the FCPA and local law. No payment or promise of payment for gifts, hospitality, or entertainment to any foreign government official may be made by or on behalf of WWT or any affiliate on the basis that it is permitted as provided above unless such payment or promise has been approved in advance by the General Counsel.

Section 6. Facilitating Payments

A facilitating payment is a payment in a small amount made to a foreign official, political party, or party official for the purpose of expediting or securing the performance of a routine governmental action by a foreign official, political party, or party official. "Routine governmental action" means an action which is ordinarily and commonly performed by a foreign official. Examples include, but are not limited to: (i) obtaining permits, licenses, or other official documents to qualify a person to do business in a foreign country; (ii) processing governmental papers, such as visas and work orders; (iii) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country; and (iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration.

Though "facilitating payments" are allowed by the FCPA, they are prohibited under other anti-corruption laws, such as the U.K. Bribery Act. For that reason, WWT Personnel are prohibited from offering or making any facilitating payment without written advance approval of the General Counsel.

Section 7. Political and Charitable Contributions

7.1. Political Contributions. Contributions of WWT funds to Government Officials or Other Covered Parties to promote the Company's political or commercial interests are prohibited unless the contribution has been approved in accordance with the procedures set forth by the Compliance Committee. The Company will not reimburse personal political contributions.

7.2. Charitable Donations. The Company only makes charitable donations that are legal under the FCPA and applicable local laws. Any charitable contribution made by or on behalf of the Company must be made in accordance with this Policy and approved in advance through the process administered by the VP of Human Resources.

Section 8. Record Keeping

Although WWT as a private corporation is not subject to the record keeping and internal accounting provisions of the FCPA, it is WWT's policy that all transactions involving WWT funds or assets should be recorded accurately and in reasonable detail. Records must completely reflect the transactions and asset dispositions of WWT wherever they take place. Direct or indirect

participation by any WWT Personnel in any “improper transaction” or deviation from established WWT accounting practices, including omitting or falsifying expense reports, is strictly prohibited.

Section 9. Oversight and Administration of the Policy

WWT’s General Counsel shall be responsible for administering and interpreting this Policy and shall give directions and maintain procedures to implement this Policy.

Section 10. Penalties and Discipline

WWT is subject to serious criminal and civil penalties for violations of the FCPA and other applicable anti-corruption laws. WWT Personnel who violate the FCPA or applicable anti-corruption laws may be subject to severe criminal and civil penalties, including imprisonment and very substantial fines, which WWT will not reimburse. In addition, WWT Personnel who violate the FCPA or applicable anti-corruption laws will be subject to discipline, up to and including termination.

Section 11. Reporting Suspected Violations

It is the responsibility of all WWT Personnel to adhere to this Policy. If any WWT officer, director or employee believes WWT, or any individual officer, director or employee of WWT, has violated this Policy, he or she should report such potential violation to WWT’s General Counsel or other appropriate officer. No person who reports such a potential violation will be retaliated against due to such report. If an employee observes or suspects any fraudulent behavior, kickbacks, invoicing irregularities or behavior that violates this Anti-Corruption Policy he/she should immediately notify **WWT’s General Counsel or call the hotline at 314-569-7021 or 800-432-7008 extension 7021**. The hotline is a confidential number for reporting any potential violations of laws, regulations, policies or procedures on an anonymous basis, if desired. The purpose of this hotline is to ensure the timely identification and resolution of all issues that may adversely affect employees, customers or the organization. Employees are expected to report problems or concerns anonymously or in confidence via the hotline when they believe a potential violation has taken place. All disclosures will be thoroughly investigated and no adverse action or retaliation will occur against an individual for bringing a good faith report of a violation or potential violation of this policy to light.

Section 12. Training and Communication

WWT shall effectively communicate this Policy to all personnel, partners and third parties representing WWT’s interests and provide appropriate anti-corruption education and training to appropriate WWT Personnel, including those individuals involved in conducting or supervising international business operations, and to any person whose work brings him or her in contact with foreign government officials.

Section 13. Periodic Risk Assessment

To the extent the Company enters into new countries or the nature of WWT’s business significantly changes in an existing country, WWT’s General Counsel shall, as circumstances may warrant, assess the FCPA and anti-corruption risks of the company’s business in the new markets

and take appropriate action necessary to implement compliance procedures appropriate for addressing such risks.

Exhibit 1: List of Red Flags

The following are examples of potential “red flags” that should trigger further scrutiny before engaging or completing a transaction or continuing a relationship with a third-party agent. Because red flags are context-specific, this is a non-exhaustive list of potential red flags.

- *Geography.* The country in which WWT and the agent will perform services has a history of corruption.
- *Reasonable Financial Relationship.* The proposed agent requests large commissions, retainers, fees, or bonuses for its work and refuses to agree to reasonable financial and other controls.
- *Method of Payment.* The proposed agent requests cash or unusual methods of payment (e.g., transfers to banks in Third World countries or to accounts held in the names of others).
- *Anti-Corruption Compliance.* The proposed agent refuses to comply or certify compliance with the FCPA or other relevant anti-corruption laws or regulations.
- *Legal Compliance.* The proposed relationship with the agent does not satisfy local laws or rules pertaining to business arrangements with foreign officials.
- *Record-Keeping.* The proposed agent refuses to put agreements or proof of expenditures in writing or inaccurately records transactions (e.g., over-invoicing, transactions recorded as “cash” or checks are drawn to cash).
- *Government Relationships.* The proposed agent is owned in whole or in part or controlled by a key government official or relative of such an official. The proposed agent insists on using consultants or representatives who are former foreign officials, relatives of foreign officials, or who have close personal ties to foreign officials.
- *Disclosure of Personnel.* The proposed agent refuses to disclose its complete ownership or has undisclosed sub-contractors who assist in the work.
- *Use of Middlemen.* The transaction involves multiple layers of middlemen or the last minute insertion of previously unfamiliar middlemen.
- *Resource Capacity.* The proposed agent does not have the resources or staff to undertake the scope of work or deliver the services required under the agreement.
- *Qualifications.* The proposed agent cannot contribute anything to the business arrangement except influence.

**Exhibit 2:
List of Due Diligence**

Required Due Diligence:

- Company contact information
- Who recommended the agent and why
- Proposed compensation and payment structure
- Qualifications
- Results of any internet searches on agent

Potential Additional Due Diligence (depending on red flag analysis)

- List of owners, beneficial owners and key personnel and determination of their relationships (if any) to government-owned or controlled entities
- Perform reference checks
- Call to U.S. Embassy in the foreign country for information on agent
- Engage outside contractor to perform in-depth due diligence check on potential agent

Exhibit 3:
Sample Language for Third Party Contracts

In order to comply with the World Wide Technology Anti-Corruption Policy, the following language can be incorporated into World Wide Technology's ("WWT") contracts with third parties in non-U.S. countries:

[Third party] makes the following representations of compliance with the U.S. Foreign Corrupt Practices Act ("FCPA"):

(a) [Third party] is not a foreign official (as the term is defined in the FCPA) or affiliated with, or related to, any foreign official.

(b) [Third party] is familiar with the provisions of the FCPA.

(c) [Third party] has not undertaken and will not undertake any action that would cause WWT to be in violation of the FCPA, or comparable anti-corruption laws, nor has it been accused of conduct that would violate such laws.

(d) [Third party] warrants that in connection with its receipt of any payment or expense reimbursement pursuant to this and any future contract with WWT that it will comply with the provisions of the FCPA, and anti-corruption laws of the country in which payment or transfer were made. [Third party] further warrants that it has not accepted any benefit under this contract for the purpose of obtaining or retaining business, or any improper advantage, on WWT's behalf.