

Responsible Department:	Ethics & Compliance	Approved By:	Jean-Paul Durand, CVP, Ethics & Compliance
Effective Date:	December 5, 2018	Date:	December 5, 2018

## Policy

Tech Data prohibits conduct that creates an actual or potential conflict of interest that interferes with your ability to act or make decisions impartially and in the best interests of our Company. Be aware that even the perception of a conflict could create an issue. You are required to report conflicts of interest following the process outlined in this Policy. Having a conflict of interest is not necessarily a violation of our Code of Conduct and this Policy - but failing to disclose it is.

## Scope

This Policy applies to all officers, directors, employees (whether permanent, fixed-term or temporary), trainees, seconded staff, interns, and agents performing services on behalf of Tech Data, any subsidiary or their employees, wherever located.

## What does this policy mean to you?

A conflict of interest occurs when your personal interests interfere with your ability to act or make decisions impartially and in the best interests of our Company.

If you think you have a conflict of interest, or are in a situation that might be perceived as a conflict, you are required to disclose the details in writing to your manager, using the form in Appendix 1 at the end of this policy. Your manager will review the situation with his or her Vice President and the Human Resources Department to reach a decision. In smaller countries that do not have departmental Vice Presidents, the Country Manager is the appropriate contact person. The Vice President or Country Manager will report the decision to the Ethics and Compliance Department at [EthicsandCompliance@techdata.com](mailto:EthicsandCompliance@techdata.com) before communicating this decision to the employee. Any conflict of interest involving a Director (Tier 5) or higher must be forwarded to the Ethics and Compliance Department before taking a decision. The Ethics and Compliance Department will review the conflict with the Human Resources Department and the applicable functional leader. If necessary, the conflict shall be reported to the Audit Committee of the Board of Directors for resolution.

Below are a few examples of common conflict of interest situations. Conflicts of interest can arise through a wide variety of circumstances and this Policy does not cover every possible conflict of interest situation. If you have any doubt regarding whether you are in a conflict of interest situation, you should disclose it to your manager.

### Financial Investments or Interests.

Business dealings with other companies or individuals related to your work at Tech Data must not result in unusual gains for those third parties, for you or for other employees. Unusual gain refers to bribes, product bonuses, special benefits (such as access to social or sporting clubs or vacation homes), unusually low prices, or other windfalls designed to ultimately benefit you, another employee or any third party. If you or someone with whom you have a close personal relationship has a financial interest, or is planning to obtain a financial interest, in any privately held company Tech Data does business with or could arguably consider doing business with in the future, it must be reviewed and disclosed as described in this Policy to ensure the financial interest does not create a conflict of interest. Although we may invest in publicly-traded competitors, customers or suppliers, our interest in such stock

should not be so material that it affects our business judgment. A material interest is different for each person based on his or her financial holdings and will be determined on an individual basis.

#### Personal Relationships.

- With Third Parties. Personal relationships with others can lead to conflicts of interest, in circumstances where either person in the relationship could receive or give an unfair advantage or preferential treatment related to our business because of the relationship. Examples of such relationships include family relationships, close friendships and romantic relationships with third parties such as people who represent customers or suppliers that do business with Tech Data. Any business relationship between Tech Data and anyone with whom you have a close personal relationship must be reviewed and disclosed as described in this Policy to ensure the transactions are in Tech Data's best interest, including when this close personal relationship arises during your employment at Tech Data. If someone with whom you have a close personal relationship is employed by a competitor, customer or vendor of Tech Data, it should be disclosed to your manager.
- With Employees.
  - Personal relationships with other employees can also lead to conflicts of interest, in case either person in the relationship could receive or give an unfair advantage or preferential treatment related to our business because of the relationship. Examples of such relationships include family relationships, close friendships and romantic relationships with someone who directly or indirectly reports to you. Managers engaged in a romantic or family relationship or close friendship with someone that directly or indirectly reports to them are required to follow the disclosure process described in this Policy. The Company will consider the nature of the employment, and the nature of the relationship, and, if necessary, will make a decision regarding how to effectively remove the potential conflict. Examples of ways conflicts of interest can be removed include changing job placement or reporting lines. In addition, managers who have or had romantic or family relationship or close friendship with a subordinate or employee whose terms and conditions of employment he or she may directly or indirectly influence will not be involved in decisions relating to that individual's promotions, raises, termination or other terms and conditions of employment.
  - In order to promote effective operations and to avoid misunderstandings, perceptions of favoritism, morale problems, misuse of authority, possible complaints of harassment, or potential conflict of interest all Tech Data Executive Officers (as defined by Board resolution from time to time), and all other direct reports to the CEO and Tech Data Board members are strictly prohibited from dating any Tech Data Board member or employee of Tech Data Corporation and all subsidiaries, affiliates, parent or related entities, regardless of position or reporting relationship ("Colleague") or engaging in any romantic or sexual relationships or other intimate encounters with a Colleague.

#### Outside Employment.

While working for Tech Data, you may not work for any competitor, customer, or supplier. Any outside job or other activity—including self-employment—may not affect your job performance at Tech Data or compete with Tech Data's interests. In some countries there may be legal restrictions on your ability to have a job outside of our Company. Please refer to Human Resources for guidance. If you do have an additional job outside our Company, make sure to keep those activities separate and remember that you may not work or solicit work for other companies, including your own company, using Tech Data's assets or resources, such as Company time, systems, supplies, information, or premises. This also means that things like Tech Data's social media channels or customer or vendor contact lists cannot be used to promote or otherwise solicit personal business.

### Board Memberships.

You may not serve as a director or in a similar governance position for any for-profit entity without the approval of a Tech Data executive at or above the Vice President level. Our Executive Officers may not serve on the board of directors of any for-profit entity without the prior approval of our Tech Data's Chief Executive Officer. You do not need Tech Data approval to serve in governance positions for non-profit, community, charitable, or social organizations - provided your service does not conflict with Tech Data's best interests.

### Gifts, Travel and Entertainment.

Gifts, travel and entertainment provided to or received from others- which includes trips, events, services, meals, benefits and other things of value - must always be reasonable. Before any gifts are provided or received, you should determine if this is acceptable under our Gifts and Entertainment Policy. You are prohibited from providing, offering or receiving gifts, travel, or entertainment that inappropriately influences business decisions or is provided to gain an unfair advantage. Tech Data employees may never solicit gifts, travel or entertainment. Gifts of cash or cash equivalents such as gift cards or pre-paid cards are prohibited. For further information, please refer to our Gifts and Entertainment Policy and Code of Conduct.

### Corporate Opportunities.

Each of us has a duty to advance the interests of our Company whenever possible. If you learn of an opportunity that may benefit Tech Data, you must contact your manager, Human Resources or Ethics and Compliance Department to allow the Company to first consider the opportunity.

### Conflicts of Proprietary Interests.

All ideas, inventions and other developments conceived by you, alone or with others, during the term of employment, whether or not during working hours, that are within the scope of employment or that relate to Company work or projects, including, but not limited to, software code, are the exclusive property of Tech Data to the extent permitted by law.

### **Who to Contact**

All conflicts of interest situations must be disclosed by:

- Speaking with or writing to your manager about the situation
- Providing details about why a potential or actual conflict exists
- Speaking with the Human Resources Department or Ethics and Compliance Department for additional guidance as needed.

If you have questions about this Policy, or if you suspect or know of actions of others that could create a conflict of interest, you should contact your manager, the Human Resources Department or the Ethics and Compliance Department at [EthicsandCompliance@techdata.com](mailto:EthicsandCompliance@techdata.com). You can also raise concerns through the various other reporting options available to you.

### **Related Policies**

You should consult Tech Data's *Gifts and Entertainment Policy* when considering gifts.

### **Non-Compliance with Policy or Process**

Any employee who breaches this Policy will face disciplinary action, up to and including termination. The Company also reserves the right to terminate contracts and agreements with anyone who breaches this Policy.

# Appendix I: Disclosure Form

## Purpose

If you think you have a conflict of interest, or are in a situation that might be perceived as a conflict, you are required to disclose the details in writing. This Disclosure Form can be used for this purpose. Please note that conflicts of interest can arise through a wide variety of circumstances. If you have any doubt regarding whether you are in a conflict of interest situation, you should disclose it.

Failing to disclose actual or potential conflicts of interest is a violation of Tech Data's Code of Conduct and the Conflicts of Interest Policy.

## I have the following conflict of interest to report:

(Please provide the following information related to the potential or actual conflict of interest.)

Type of conflict: Other

Individuals involved:

Date when the conflict occurred or started:

Proposed resolution:

Date:

Name: Name

Position: Position

Signature: