



CODE OF CONDUCT

THE LOGICALIS WAY OF DOING BUSINESS

This document sets out our Code of Conduct and is intended to be a guideline to assist all employees of Logicalis Group and its subsidiaries (the “Company”, “Logicalis” or “Logicalis Group”). It describes the way we expect and will support everyone to work at Logicalis. It provides guidelines to assist everyone to act with honesty and integrity in all matters.

Please ensure you read it and complete the on-line training which accompanies this document and is designed to give you some practical help. It will also check your understanding of the Code of Conduct.

As a member of the Logicalis team, and as part of the Datatec group:

- You must act with **Honesty** and **Integrity** in all matters relating to the Company;
- You will be held accountable by the Company for your actions on the Company’s behalf;
- You should feel free to seek guidance, when you are in doubt about how to proceed on the Company’s behalf.

FOREWORD BY BOB BAILKOSKI



Hello I'm Bob Bailkoski. I wanted to take the opportunity to talk to you all personally about the importance of our Code of Conduct and the way we should do business. Honesty and integrity are at the heart of everything we do. At Logicalis we see a clear link between ethical behaviour and profitable behaviour and we see that this is critical to maintaining successful relationships with our customers and partners. We are all responsible for creating our company culture and we will support you to do the right thing.

Our Code of Conduct is designed to guide you in the Logicalis way of working. You must make sure you have read and understood it. There are many supporting policies which may also affect the way you work and it is your responsibility to make yourself familiar with them. This training is designed to highlight the key parts of our Code of Conduct and to provide you with some practical help to ensure that the code is applied to everything we do.

The Code, and the training cannot answer every question though and if you are ever in doubt as to what to do, ask. Be it your manager, your HR representative or one of your Senior Managers. Every employee has access to confidential Navex Global whistleblowing platform on logicalis.ethicspoint.com, should you ever need it, for raising matters of serious concern regarding risks to our business integrity.

I guarantee that no one will ever be sanctioned for raising any issue in good faith.

To summarise then:

- You must act with honesty and integrity in everything you do at Logicalis.
- You will be held accountable by the Company for your actions on our behalf.
- You should feel free to seek guidance whenever you are in doubt about how to proceed.
- We will support you to do the right thing.

Thank you.

Bob Bailkoski
Logicalis Group CEO

The Ten Principles of the UN Global Compact

The UN Global Compact's ten principles in the areas of human rights, labour, the environment and anti-corruption enjoy universal consensus and are derived from:

- [The Universal Declaration of Human Rights](#)
- [The International Labour Organization's Declaration on Fundamental Principles and Rights at Work](#)
- [The Rio Declaration on Environment and Development](#)
- [The United Nations Convention Against Corruption](#)

The UN Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption:

Human Rights

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and
- [Principle 2](#): Businesses should make sure that they are not complicit in human rights abuses.

Labour

- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): Businesses should uphold the elimination of all forms of forced and compulsory labour;
- [Principle 5](#): Businesses should uphold the effective abolition of child labour; and
- [Principle 6](#): Businesses should uphold the elimination of discrimination in respect of employment and occupation.

Environment

- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges;
- [Principle 8](#): Businesses should undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): Businesses should encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

THE LOGICALIS CODE OF CONDUCT

Our Core Company Principles

Logicalis Group is committed to maintaining and perpetuating the highest standards of ethics and business conduct. These principles flow through all of our dealings including our relationships with our employees, customers, suppliers, shareholders, competitors, and the communities in which we operate.

The ten principles of the UN Global Compact (set out at the start of this Code) form the basis of our ethical standards and business conduct. The board of directors unequivocally supports the UN Global Compact principles and endorses this Code as a means of applying those principles to Logicalis' business to illustrate our commitment to unquestionable organisational integrity.

The Code of Conduct sets our values and standards that guide us in the conduct of our businesses. This Code must be applied to every division we manage and should be an integral part of our daily actions.

Code of Conduct Guidelines

Our Code of Conduct guides our decisions and actions. The Code of Conduct is an articulation of our way of working and represents a structure for decision-making. We ultimately rely upon individual actions of all employees around the world regarding our integrity, reputation and profitability. Each individual is personally accountable for compliance with our Code.

Our standards apply equally to our business partners, so we only engage with business partners who comply with the standards of conduct required by our Code of Conduct, and deal with business partners who share the attitude and standards enshrined in our Code.

In short, we maintain the highest standards of ethics and business conduct and these principles should flow through all of our dealings, including our relationships with our customers, suppliers (including consultants, sub-contractors and professional advisors), vendors, employees, shareholders, competitors, and the communities in which we operate. Although we work in various geographic areas, our Code of Conduct has universal application.

The standards outlined below must be interpreted and applied within the framework of the laws and traditions of the jurisdictions in which we operate, as well as taking into consideration the Logicalis Group policies and good common sense. We must be conscious of avoiding any circumstances and actions that cause or give the appearance of an impropriety or wrongdoing.

Standards of Conduct

The Code sets out the behaviours we must all embrace and is split into six sections:

Section 1: Working Together

Section 2: Working with our Customers, Suppliers and Vendors

Section 3: The Competitive Marketplace

Section 4: Worldwide Communities

Section 5: Company Matters - Shareholders, Assets and Company Records

Section 6: Compliance and Speak Up

Section 1: Working Together

Our core principles for working with employees:

We will treat each other with respect and fairness at all times. We are dedicated to maintaining uniform equal employment opportunity practices. We will not tolerate any form of harassment. We are committed to providing a safe and healthy work environment for all employees, and we respect the right of employees to join employee groups such as trade unions.

A. Equal Employment Opportunity

Logicalis is an equal opportunity employer. The Company does not discriminate against any employee or any applicant for employment because of race, creed, colour, national or ethnic origin, sex and maternity, age, marital or civil partnership status, disability, sexual orientation, gender identity and gender expression, religion or belief or any other reason. We act in a non-discriminatory manner, not only to comply with laws against discrimination, but also because we believe that it is good business practice. This policy applies to all terms and conditions of employment including, but not limited to, recruitment, employment, work assignments, promotions, compensation, leaves of absence, education/training, discipline and, when necessary, termination.

B. Employee Accountability

Our employees will be held accountable for their actions and are expected to act openly, honestly and with integrity in all their dealings, and with all stakeholders: whether with customers, suppliers, vendors, other employees, competitors, shareholders or the communities in which we work.

Employees must be aware of potential conflicts of interest in working with other employees. They should be particularly aware of the dangers of personal relationships with employees where there is a direct reporting line. These can lead or be seen to lead to favouritism or inappropriate decisions.

Employees will be expected to comply with the applicable law within the jurisdictions in which they operate.

Logicalis is committed to providing a safe and supportive working environment for all, free from bullying and harassment, where everyone is treated, and treat others, with respect and dignity.

Harassment is any unwanted physical, verbal or non-verbal conduct that has the purpose or effect of violating a person's dignity or creating and intimidating, hostile, degrading or offensive environment for them. Whereas bullying is offensive, intimidating, malicious or insulting behaviour involving the misuse of power that leaves people feeling vulnerable, upset, humiliated, undermined or mistreated. A single incident can amount to harassment or bullying.

C. Drug and Alcohol Abuse

Logicalis believes that the impairment of any employee, due to his/her use of substances, is likely to result in the risk of injury to employees, the impaired employee or to third parties. "Impairment" or "being impaired" means that an employee's normal physical or mental abilities or faculties have been detrimentally affected by the use of substances.

The employee who begins work while impaired or who becomes impaired while at work is in direct violation of company policy and may be subject to disciplinary action. Disciplinary action can include suspension, dismissal, or any other penalty appropriate under the circumstances. Likewise, the use, possession, transfer, or sale of any substance on company premises, storage area, or job site is prohibited, and violations may be subject to disciplinary action. When an employee is involved in the use, possession, transfer, or sale of a substance in violation of criminal laws, the Company may notify appropriate authorities.

Employees who are taking prescription drugs that may impair their ability to work are under a duty to report this to their manager, supervisor or Human Resources. This information is necessary to ensure the protection of the employee and for safety purposes in case of an adverse reaction to the drug while at work, or so the employee is not falsely accused of taking an illegal substance. Logicalis is aware that substance abuse is a complex health problem that has both a physical and emotional impact on the employee, his or her family and social relationships. A substance abuser is a person who uses substances for non-medical reasons and this use detrimentally affects job performance or interferes with normal social adjustments at work.

Logicalis recognises that individuals sometimes use substances such as alcohol and drugs to an extent that their abilities and senses are impaired. Our position regarding substance abuse is the same whether alcohol, legal and illegal drugs, prescription drugs, or controlled substances are involved.

D. Confidentiality of Employee Information

The Company is committed to safeguarding the confidentiality of employee information and respecting employee privacy, especially where matters regarding medical and personal information are involved. As long as the information is not needed for legitimate purposes, the Company shall maintain employee records in confidence. The only exception to this policy is when the employee signs a release for the transfer of such information to designated persons or agencies.

E. Health, Safety and Workplace Environment

Logicalis is committed to ensuring that all company facilities operate under the core goal of providing its employees with a workplace free from recognised safety and health hazards, discrimination, harassment or personal behaviour not beneficial to a productive work environment. It is also the responsibility of every employee at work to take reasonable care for health and safety of him or herself, and of other persons who may be affected by his or her actions or omissions at work. Employees must cooperate with management to ensure that the Company complies with all provisions of local health and safety laws.

F. IT Governance and Social Media Use

The use of IT systems by a Logicalis Group employee in any manner which is inconsistent with this Code of Conduct is not permitted.

Logicalis Group entities shall ensure that they promote an ethical IT governance culture and awareness of a common IT language. The privacy of employees, customers, suppliers and other stakeholders shall be respected by the maintenance of strong data protection procedures in accordance with the jurisdictions in which the Group operates.

Logicalis has embraced social media as a means to improve communication, transparency and share information with our audiences. However, only members of the Marketing departments may send messages and/or respond to comments via the Logicalis social media accounts about the Company.

Employees are all responsible for making sure that we present Logicalis in the best possible light to our stakeholders and anyone we might interact with on a daily basis. Employees must be very careful in their personal use of social media. Logicalis employees are expected to be professional and never post or create anything that would be potentially embarrassing or considered offensive if connected to the Logicalis brand, or our stakeholders.

Section 2: Working with our Customers, Suppliers and Vendors

Our core principles for working with:

Our customers: We are committed to providing high quality, competitive pricing and honest transactions. All dealings with our customers will be done lawfully and ethically in accordance with fair competition and antitrust regulations applicable at any time.

Our suppliers and vendors: We will deal honestly and fairly with our suppliers and vendors. We will source all products without unlawful discrimination, in a manner supportive of mutually beneficial, long-term relationships.

A. Bribery and Corruption

A bribe is an inducement or reward offered, promised or provided, requested or received in order to gain any commercial, contractual, regulatory or personal advantage. We are bound by the laws of the countries in which we operate, many of which have their own specific anti-bribery legislation. In particular we are required to follow the requirements of the US Foreign Corrupt Practices Act and the UK Bribery Act 2010, both of which apply globally, as well as Brazil's 2013 Anti-Corruption Law.

Corruption also includes fraud, extortion, deception, involvement in a cartel, embezzlement and money laundering.

Bribery and corruption are punishable for individuals by imprisonment, and the Company could face fines, be excluded from competing for public contracts and face serious damage to its reputation.

Logicalis employees must understand the Company's zero-tolerance approach to bribery and corruption and their duty not only to avoid becoming involved in corruption themselves but also to report suspected wrongdoing in this area. The following activities are specifically prohibited:

- Seeking or accepting gifts or any form of compensation from customers, suppliers, vendors, or others doing business or seeking to do business with the Company;
- Offering, authorising or agreeing to gifts or rewards to customers, suppliers, vendors, public or government officials or others to gain any commercial, contractual or regulatory advantage;
- Offering or accepting cash or cash equivalent gifts (such as gift certificates) unless they are provided as part of a marketing campaign;

- Making an additional payment to a government official to speed up an administrative process, such as clearing goods through customs, which is not a legitimate published fee (for which you can get a receipt). The only exception to this rule may be where a request for a facilitation payment is made when an employee is put under duress.

In general, you should be alert to any request, conduct or circumstance which appears to be suspicious or “does not seem right”, particularly if you would not wish your involvement with that request, conduct or circumstance to become a matter of public knowledge.

This does not prohibit offering or accepting customary gifts or hospitality (in Logicalis' name), provided that, in all circumstances, the gift or hospitality is reasonable and justifiable and will not affect a decision in relation to the Company's dealing with the other party, or in any way encourage improper behaviour by the recipient. It is particularly important not to accept or offer gifts or entertainment during a bidding process. If you are offered a gift or hospitality at such a time you must report it to the Finance Director (or CFO) or Managing Director (or CEO) of your operation. The same care needs to be taken to avoid any perception of or actual influence of commercial, contractual or regulatory advantage through any form of sponsorship or charitable donations.

Specific guidance on the levels of gifts or hospitality which are acceptable is given in the Logicalis Anti-Bribery Policy, which should be read by employees in conjunction with this Code of Conduct.

There are also clear rules for aggregate expenditure on donations, hospitality or gifts for a single event or to the same person over a period of time and for government or public officials, both for approvals and recording. We also do not allow the payment of partners' expenses where there is no genuine business reason for their attendance at a meal or an event. Third parties such as consultants or sales agents employed by the Company are similarly prohibited from making improper payments to any official.

Employees should refer to the Logicalis Anti-Bribery Policy for further guidance on their interactions with all third parties, including government officials, customers, vendors (covering their incentive schemes and their marketing and technology funds), suppliers, agents and consultants.

Gifts and hospitality should be given and received in an open and transparent manner. Gifts and hospitality must not be given in secret nor any attempt made to disguise the fact that a gift or hospitality has been provided or received.

B. Conflicts of Interest

Logicalis employees must deal with customers, suppliers, vendors and others doing business with the Company in a manner that avoids even the appearance of conflict between personal interests and those of the Company. The following activities are specifically prohibited:

- Acting as a broker, finder or intermediary for the benefit of a third party in transactions involving the Company;
- The use of third party confidential or non-public information that may be acquired in the course of employment related activities.

In the case where you have any potential conflict of interest you must declare the conflict clearly to your line manager, or if this is not appropriate, to your HR manager. All such declarations of interest must be recorded in the minutes of meetings (such as executive committee or subsidiary board meetings).

C. Sales Practices

It is our responsibility to assess our customers' needs and offer quality products and services at competitive terms and prices. We will sell products and services honestly and will not pursue any sale that requires us to act unlawfully or in violation of these standards.

D. Vendors and Suppliers

It is Logicalis' policy to purchase all equipment, supplies and services on the basis of our professionalism and reputation. Our suppliers, vendors and sub-contractors will be treated with fairness and integrity and without unlawful discrimination. We advise our employees that section 2-A (Bribery and Corruption) above, should be followed in their interactions with vendors, suppliers and sub-contractors and this applies equally to our customers.

E. Confidential Information

Employees shall not, at any time, whether during or after an employee's employment by the Company, directly or indirectly, by any means or devices whatsoever, divulge, use, or permit the use of, any information encountered or coming within his/her knowledge with regard to or arising out of his/her employment by the Company, except as required in the course of employee's employment with the Company. Confidential information includes without limitation: all drawings, specifications, plans, and other materials prepared in connection with the employee's job with the Company, whether in paper or electronic form, and all information relating to the Company's business, its customers and their business affairs, vendors, suppliers, methods, techniques, finances, processes, apparatus and trade secrets but does not include information generally known to the public.

F. Consultants and Agents

When it is required that we engage an individual or a firm as consultants or agents to provide services to or represent a member of Logicalis, we must avoid any conflict of interest between the Company and the person or organisation to be employed. We must only engage consultants who comply with the standards of conduct required by our Code of Conduct and any applicable laws or regulations.

G. Trade Sanctions

No Logicalis Group entity shall undertake any transaction which contravenes trade sanctions administered by:

- HM Treasury (UK);
- The European Union;
- The United States Treasury Department's Office of Foreign Assets Control; and
- The United Nations (UN) or any other body affiliated with the UN.

All the Logicalis employees who are or are likely to be involved in any transaction that could potentially raise economic sanctions compliance concerns must familiarise

themselves with Datatec's policy regarding trade sanctions. That policy sets forth the Company's commitment to comply with applicable sanctions laws and regulations. The policy regarding trade sanctions is available from Logicalis' Chief Risk Officer.

Section 3: The Competitive Marketplace

Our core principles for working with our competitors:

We will compete aggressively, but fairly, for business and will base our efforts on the qualities of our value proposition.

A. Anti-Trust and Competitive Information

We work to ensure open and fair competition and we do not obtain unfair competitive advantage. We respect competition laws to counter price-fixing, market sharing and bid rigging. In the highly competitive global marketplace, information about our competitors is a necessary element of business. We will not seek to obtain competitively sensitive information and we will endeavour to obtain competitive information only through legal and ethical means in full compliance with the competition laws, and we must refuse information that we believe, or suspect was received unlawfully.

B. Marketing and Selling Ethically

Logicalis competes on the basis of the merits of our offerings. When comparing our offerings to those of our competitors, we will avoid disparaging a competitor through inaccurate statements.

Section 4: Worldwide Communities

Our core principles for working with the communities in which we work:

We desire to be responsible corporate community members. Our policies will be designed to comply with international, national and local laws. We will strive to contribute to our communities through the encouragement of employee involvement and corporate benevolence.

A. Political Contributions

Logicalis' policy is not to make any political donations including to Politically Exposed Persons. For any other contributions, charitable or otherwise not involving a Politically Exposed Person, Logicalis employees should refer to the Matrix of authorities/approvals framework for the appropriate approval limits.

For the purposes of this Code of Conduct, the terms:

"Political contributions" includes any donations, loans, gifts, provisions for services, advertising or promotional activities endorsing a political party, purchase of tickets to fundraising events or contributions to organisations with close associations to a political party; and

"Politically Exposed Persons" means individuals or their Associates (as defined below); who have been entrusted domestically or by a foreign country with prominent public functions, for example heads of state, senior politicians, senior government officials,

judicial or military officials, senior executives of state-owned corporations, important political party officials.

“Associates” means the individual’s spouse, civil partner, child, stepchild, relative, body corporate of which the individual is a director or any employee or partner of the individual.

B. Bribery and corruption

As noted under 2-A above we have a zero-tolerance policy towards bribery and corruption. It follows that no employee of the Company may make, authorise or agree to make any contributions, payments or gifts to any Politically Exposed Person, government official, employee or agent or to any official contracting party in violation of the Foreign Corrupt Practices Act of the USA, the Bribery Act of the UK or similar legislation in other jurisdictions. Employees must avoid offering, authorizing or promising anything of value to a government official that could be construed as a bribe to promote the Company’s business interests or a facilitation payment (a small, unofficial payment made to secure or expedite a routine government action by a government official). Third parties such as consultants or sales agents employed by the Company are similarly prohibited from making improper payments to any Politically Exposed Person or similar government official. Further guidance on the avoidance of bribery and corruption and the specific rules in relation to government officials is given in the Logicalis Anti-Bribery Policy.

C. Export Control

The Company will comply fully with applicable export laws of jurisdictions in which we operate worldwide.

D. Community

Logicalis will work to support the organisations and activities of the worldwide communities we share. As a company, Logicalis supports worthwhile civic and charitable causes and we encourage our employees to do the same.

Section 5: Company Matters - Shareholders, Assets and Company Records

Our core principles for working with our shareholders:

We are committed to actions that are intended to provide a superior return on investment for our shareholders. We aim to protect and increase the value of their holdings by seeking to optimize the utilization of our assets.

A. Return on Equity

We will act in a manner that recognises our commitment to uphold our shareholders’ best interests. Logicalis seeks to earn a profit in an ethical manner, to make investments in the Company’s future and to strive to provide an appropriate return on our shareholders’ equity.

B. Accuracy of Company Records

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, personnel records, as well as all financial records. Logicalis’ business transactions worldwide must be properly authorised and must accurately reflect transactions and

events and conform to required accounting principles and Logicalis Group's financial policies. Budget proposals and economic evaluations must justly represent all information relevant to the decision being requested or recommended. Secret and unrecorded cash funds or other assets are forbidden under any circumstances. Company books and records must be kept in accordance with generally accepted accounting principles and the established guidelines of the Group Finance Department. The retention or proper disposal of Company records shall be in accordance with established Logicalis Group financial policies and applicable statutory and legal requirements.

C. Use and Protection of Assets, including Intellectual Property

Every Logicalis employee is responsible for the proper use, conservation and protection of corporate assets, including its property, warehouses and equipment as well as non-tangible proprietary rights. The management of each Logicalis Group entity is responsible for establishing and communicating to employees the policies and procedures necessary to meet these responsibilities.

Logicalis employees often have access to the intellectual property rights and confidential information of the Logicalis Group and third parties, such as business information and technical information, including computer programs, marketing information databases, customer lists and other related rights and information. All employees have the responsibility to protect such intellectual property rights and confidentiality information and only use and disclose them where authorised to do so, including that employees shall:

- not disclose any intellectual property rights and/or confidential information to any person (including to any partner, relation or friend) unless strictly necessary and required for Datatec's business purposes and only where appropriate terms are in place that govern the use and disclosure of any such intellectual property rights and/or confidential information;
- in relation to any third party intellectual property rights and/or confidential information, protect such intellectual property rights and/or confidential information as if they belonged to Datatec Group;
- only store, access and use intellectual property rights and/or confidential information on or via approved devices and systems and keep all device and system user details confidential and secure;
- comply with all Datatec policies and guidelines regarding information protection and IT security.

D. Shareholder Communication

Logicalis will act in accordance with all laws and stock market regulations governing the public disclosure of business information. Specifically, any price-sensitive information must be released in a stock market announcement before it is released anywhere else. All public statements, whether oral or written, must be clear, truthful and accurate. No one may disclose any confidential information regarding the Company without prior proper authorisation.

Section 6: Compliance and Speak Up

Logicalis employees must strive to comply with the Code of Conduct and the policies put into practice by the Company. Any questions of validity or interpretation should be

brought to the attention of senior management. Failure to comply with the Code and associated Logicalis Group policies may result in appropriate disciplinary action.

Reporting Violations

It is each employee's responsibility to identify and report violations or suspected violations of this Code of Conduct.

At Logicalis we have a work environment where employees can raise concerns directly with their managers without any hesitation or fear. Fortunately, it is rare for us to face any serious issue affecting malpractice, serious risks, dangers or wrongdoing. However, if, as an employee, you ever identify a serious concern you should speak up about it. Employees should initially report such violations to their manager but there are situations in which this may not be possible.

We also encourage any of our vendors, customers and suppliers to report violations or suspected violations of the Code of Conduct by a Datatec employee to our anonymous whistleblowing platform (see below).

We have therefore set up confidential processes for reporting any situations which you believe are going against the Logicalis way of doing business:

1. First, if you have questions or concerns regarding the interpretation or application of the Code of Conduct you may contact the Group VP HR on +44 (0) 1753 777394 or the Chief Legal and Risk Officer on +44 (0) 1753 491033 to discuss your concerns.
2. If you are not comfortable with doing this, you may also contact the Datatec Chief Risk Officer directly (+971 44467452), who will handle the matter in confidence in accordance with Datatec's policy for handling complaints
3. If you are not able to do so for whatever reason, and if you wish to report something completely independently of Logicalis or Datatec, then you should contact the confidential Navex Global whistleblowing platform on logicalis.ethicspoint.com or 0800 721 0755 for employees in LatAm. Here you will be able to anonymously report online or by telephone (toll free) any concerns you may have. All matters reported on the anonymous whistleblowing platform will be reported to the Datatec Audit, Risk and Compliance Committee and Social & Ethics Committee. These committees have been established by the Datatec Board and have an approved policy for handling all complaints received.

There will be no sanction against any employee who raises an issue in good faith. Retaliation against any employee for reporting matters relevant to compliance with the Code of Conduct is strictly prohibited.