

# Business Partner Code of Conduct and Ethics





Today's innovators to a better tomorrow is a big responsibility, and it's one we count on doing the right way.

# Business Partner Code of Conduct and Ethics

Dear Business Partners,

At the heart of Arrow Electronics, Inc. (“Arrow”) lies our dedication and commitment to our core values: ethics in our conduct, honesty and courage in dealing with each other and the rest of the world, personal accountability for our actions, and a relentless passion for service excellence. Execution of these core values enables us to provide our customers with the best products and services possible.

To adhere to Arrow’s core values of integrity, honesty, and ethical behavior, we seek to form relationships with businesses that share our commitment to these core values. Arrow’s Business Partner Code of Conduct and Ethics expresses our core values and our expectations of our business partners to help us meet the highest possible ethical standards. At Arrow, we require our business partners to strive to achieve best practices, going beyond the requirements expressed in this Business Partner Code of Conduct and Ethics to create a sustainable, ethical work environment for years to come.

Thank you for contributing to the legacy of integrity we enjoy at Arrow.

Sincerely,

Carine Jean-Claude  
SVP, Chief Legal and Compliance Officer, and Secretary

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# Using Arrow's Code of Conduct

Arrow Electronics, Inc. and our wholly owned subsidiaries and affiliates (collectively "Arrow," the "company," "we," "us," or "our") believe a strong relationship with our business partners is key to ensuring our company's success. The Business Partner Code of Conduct and Ethics ("Business Code") is the basis for doing business with all of Arrow's vendors, contractors, consultants, agents, representatives, distributors, independent contractors and sub-contractors, resellers, and providers of goods and services ("business partners" or "partners"). We hold all our business partners to the highest ethical standards. Our business partners must conduct business ethically and must not offer, give, promise, or authorize the payment of bribes or any other improper payments (including facilitation payments). Business partners also must never engage in corrupt practices, including but not limited to money-laundering, terrorist financing, embezzlement, extortion, or fraud.

This Business Code articulates our commitment to ethical practices and our expectations for our business partners. The Business Code is based on the same principles as the [Worldwide Code of Business Conduct and Ethics](#), which applies to all Arrow employees. Business partners are responsible for ensuring compliance with the Business Code and, where appropriate, undertaking appropriate due diligence measures on their own business partners to maintain the standards outlined in the Business Code.

The Business Code is not exhaustive; business partners should conduct their own risk assessments and use their own discretion to ensure compliance with unaddressed topics. For additional information regarding our requirements, refer to our [Worldwide Code of Business Conduct and Ethics](#).



## Legal Compliance

Business partners must follow all applicable laws, rules, and regulations while conducting business.

## Compliance with Due Diligence Processes

Business partners are required to cooperate with Arrow's applicable risk-based due diligence processes and to provide timely and accurate responses to Arrow queries. Arrow reserves the right to not engage in or to terminate business with business partners who fail to cooperate with Arrow's due diligence processes. If it is determined that a business partner does not adhere to the Business Code, the business partner must promptly correct its actions to ensure compliance with the requirements of the Business Code.

## Fair Competition and Antitrust

We require our business partners to abide by all applicable fair competition and antitrust laws in jurisdictions where Arrow and our business partners operate including, but not limited to, the laws of the United States and the European Union.

## Accuracy of Business Records

All books and records must be accurate and up to date, including financial records, to demonstrate compliance with laws, regulations, and contractual obligations with Arrow. Books and records must be accurate, legible, transparent, and reflect actual transactions. Intentionally generating or providing any false, misleading, or inaccurate data in any form is prohibited. Consistent with business partners' contractual arrangements with Arrow and applicable law, all records which Arrow has a contractual right to review (including those relating to transactions involving Arrow) must be made available upon Arrow's request.

## Conflicts of Interest

Business partners must avoid any situation that may involve a conflict or the appearance of a conflict between their personal or financial interests and Arrow's interests and disclose any such conflict or apparent conflict that arises. If at any point there is an existing or potential conflict concerning a business partner's interests, duties, obligations, or activities, including that, subject to privacy requirements, of an individual employee, Arrow must be immediately notified. Report actual and potential conflicts by emailing [compliance@arrow.com](mailto:compliance@arrow.com).

### AlertLine:

1-877-Code-ARW

<http://arrowalertline.arrow.com>

for dialing instructions or to submit via the web.



# Anti-Bribery/Anti-Corruption

Business partners must be in full compliance with all applicable foreign and domestic anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Business partners must never, directly or indirectly (e.g., through third parties), accept, pay, offer, promise, or authorize anything of value (including bribes, kickbacks, and facilitation payments) to secure an improper advantage, obtain or retain business, or direct business to any other person or entity, including any person who works for or is affiliated with a government entity or state-owned enterprises (i.e., a “government official”).

# Gifts and Entertainment

Gifts and entertainment intended to obtain unfair business advantages or to circumvent applicable laws, must not be accepted by, offered to, or provided by business partners to government officials. “Gifts and entertainment” include anything of value, such as travel and/or accommodations, cash, loans, prizes, tickets, meals, or gift certificates/ cards and vouchers.

Gifts or entertainment, of any value, must never be offered to government officials (including associates of government officials and employees of state-owned enterprises) on behalf of Arrow without prior approval from Arrow’s Legal and Compliance Department.

All business partners must fully and accurately record expenditures for any gifts or entertainment expenses in their books and records.



# Global Trade Laws and Anti-Money Laundering

Any business partner involved in importing and/or exporting of goods and technology must provide information and documentation, upon request, for all applicable shipments and exchanges made on Arrow's behalf (e.g., trade licenses).

Business partners must remain in compliance with applicable all applicable national and international trade laws trade-related laws (including, but not limited to, Export Administration Regulations and International Traffic in Arms Regulations) and regulations while representing Arrow. Failure by business partners and their employees to comply with applicable economic sanctions, trade embargoes, and export and import control laws and regulations can have significant adverse consequences for Arrow, the business partner, and the individuals involved in such non-compliance.

Business partners must act in compliance with all applicable anti-money laundering and anti-terrorism requirements and take steps to prevent being used by others to launder money or to finance terrorism, which prohibits the business partner to engage in any business relationship, which, directly or indirectly, promote or result from criminal activities. The business partner will not transact business with any organization that is or has been influenced or compromised by organized crime or terrorism.

Business partners must apply an appropriate risk based due diligence procedure in line with the applicable laws and regulations in standard of international trade and anti-money laundering laws and regulations to review risks, including those involving new customers and to take reasonable steps to prevent and detect unacceptable and suspicious forms of payment. Hence the business partners only conduct business relationships with business partners of whose integrity they have confirmed through a risk based due diligence, when doing Arrow business.

## Subcontractors

Where a contract between Arrow and business partners authorizes the use of subcontractors, business partners must ensure that any of their subcontractors doing work for or on behalf of Arrow acknowledge receipt of either the Business Code or a code which is substantially similar. Business partners will ensure that subcontractors will abide by the requirements of the Business Code or of a substantially similar code.

# Confidentiality

To conduct day-to-day business with Arrow, business partners may need access to confidential/private records. Business partners must ensure that this information is protected, remains confidential and is not misused for any other purpose than the agreed purpose.

Business partners may learn of material information about Arrow or other companies before it is made public. Information is “material” if a reasonable investor would consider the information important when deciding to buy, sell or hold that company’s securities. Business partners are strictly prohibited from using “non-public” information for personal financial benefit or to “tip” others so they can make better investment decisions. Business partners must not disclose this information unless the business partners receive written permission from Arrow and the disclosure is necessary in performing the business relationship. Business partners must maintain the confidentiality of information even after the end of the Arrow relationship and in accordance with any contractual requirements.

**Don't:** Offer or accept bribes, kickbacks or any other kind of improper payment.

**Do:** Be vigilant against cyber-attacks and scams such as phishing and report immediately any incidents.

# Privacy

We all share the responsibility for safeguarding Arrow's assets and making sure that they are used responsibly and appropriately. This includes protecting Arrow property against theft, loss, damage, abuse and unauthorized use. Among the most valuable asset is Arrow's “intellectual property,” including our trade secrets, brands, logos, trademarks and copyrights; business and marketing plans; engineering and manufacturing ideas, designs, databases, records, salary information; and any unpublished financial data and reports. If a third party requests use of Arrow's trademark or other intellectual property, ensure proper authorization prior to distributing.

# Intellectual Property and Undisclosed Trade or Business Secrets

Business partners must respect our intellectual property rights, including trade secrets, brands, logos, trade and service marks, patents, copyrights, processes, business information, technology, customer information and undisclosed trade or business secrets. They must protect, preserve, and return upon request, all material, supplies, equipment, intellectual property, and technology provided in connection with the work. All such assets, including but not limited to drawings, material, and know-how, shall be used only for the purposes specified in the business partners' agreements with Arrow.

**Do:** Know who you are doing business with.

## Workplace Health and Safety Standards

Business partners must provide employees with a healthy and safe workplace, in compliance with all applicable local and national regulations. Subject to data protection and privacy regulations, business partners are required to follow all general workplace standards, including health and safety, environmental, and labor standards, including but not limited to the Occupational Safety and Health Administration (“OSHA”) regulations in the US, EU-OSHA in the European Union, or the local applicable standard.

## Non-Discrimination and Equal Opportunities

Business partners must not discriminate based on gender, gender identity or expression, race, color, national origin, age, religion, sex, sexual orientation including Lesbian, Gay, Bisexual, Transgender, Queer (“LGBTQ”) statuses, physical or mental disability or any other characteristic protected by applicable law. Business partners commit to hire, employ, and compensate employees based on the principle of equal-treatment and fair conditions that are in line with applicable laws, regulations, and international standards. Arrow prohibits discrimination of any kind based on these personal characteristics, or others that may be prohibited by law, and expects the same of its business partners.



# Anti-Harassment

Workers have a right to a workplace free of violence, harassment, and mobbing. Behavior that creates an offensive work environment is not acceptable in the conduct of Arrow business, whether sexual in nature or based on an individual's other characteristics, such as gender, gender identity or expression, ethnic origin, race, color, national origin, age, religion or its absence, sex, sexual orientation, physical or mental disability, or any characteristic protected by applicable law.

# Human Rights

Business partners are expected to adhere to the principles of the United Nations Global Compact initiative and to respect human rights, including the principles set forth in the International Bill of Human Rights, the European Convention on Human Rights, and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work.

# No Forced Labor

Employees must work at their own will and should be free to leave and change their employment when they wish. Arrow will not work with any business partner that operates with unacceptable worker treatment, such as physical punishment, abuse, involuntary servitude, debt bondage, or any form of modern slavery or human trafficking.

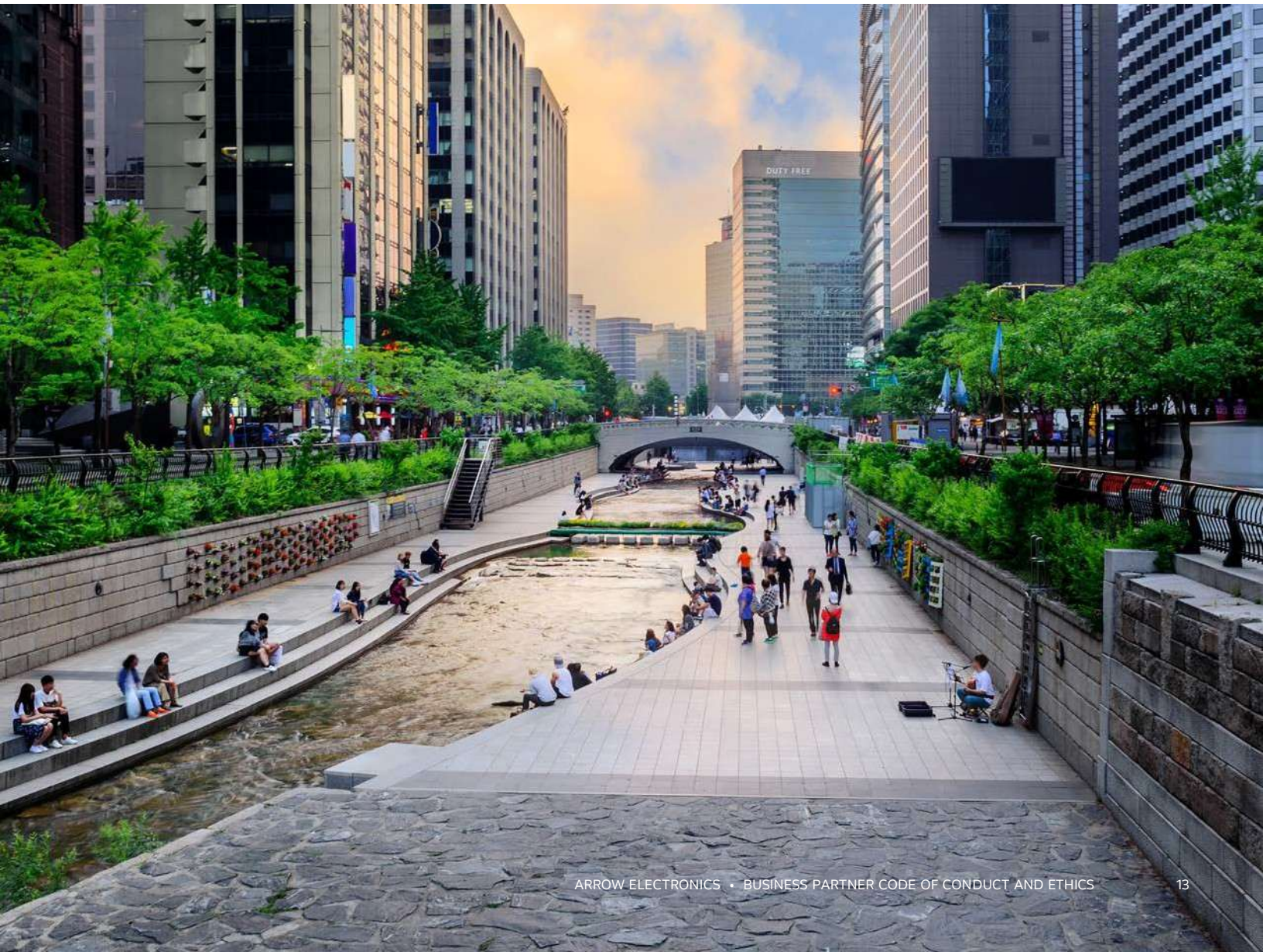


# Child Labor

Arrow will not conduct business with business partners engaging in or associated with any form of child labor. Every child is to be protected from economic exploitation and from carrying out work that can be considered to have a negative effect on the child's education or be harmful to the child's health or development. Business partners must prohibit the use of child labor and ensure that no person shall be employed at an age younger than legally permissible for employment applicable to the respective country.

# Working Time, Wages and Benefits

Business partners must comply with applicable laws and regulations on the maximum working hours and the statutory minimum wage for a standard working week or the local industry standard in jurisdictions where the business partners operate, if higher.



## Freedom of Association

Business partners are required to comply with employees' lawful freedom of association and all legal rights to organize and collectively bargain according to applicable legal regulations.

## Conflict Minerals

Business partners comply with all applicable laws and regulations and due diligence requirements regarding "Conflict Minerals" (e.g., the Dodd-Frank Wall Street Reform and Consumer protection Act, Section 1502, the EU Conflict Minerals Regulation). Arrow expects its suppliers to avoid using raw materials that do not meet the requirements of the Organization for Economic Cooperation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict Affected and High-Risk Areas or similar regulations or national legislation, if applicable.

## Sustainability

Arrow is committed to continuously developing and improving our involvement in environmental sustainability practices. As such, we integrate sustainability values and practices into our daily business operations. Business partners are encouraged to improve their environmental performance, reduce their environmental footprint, and reduce their resource consumption and use—including by implementing improvement plans for waste reduction, recycling, and creating energy conservation policies. We expect our business partners to follow all applicable laws regarding environmental sustainability practices and environmental regulations.

All of Arrow's business partners are encouraged to review our [Corporate Social Responsibility](#) (CSR) Reporting detailing environmental initiatives to learn more about Arrow's environmental and sustainability goals, and how business partners can participate with Arrow to achieve meaningful results. For any additional inquiries, suggestions, or correspondence regarding environmental and sustainability issues and Arrow, please reach out to [compliance@arrow.com](mailto:compliance@arrow.com).

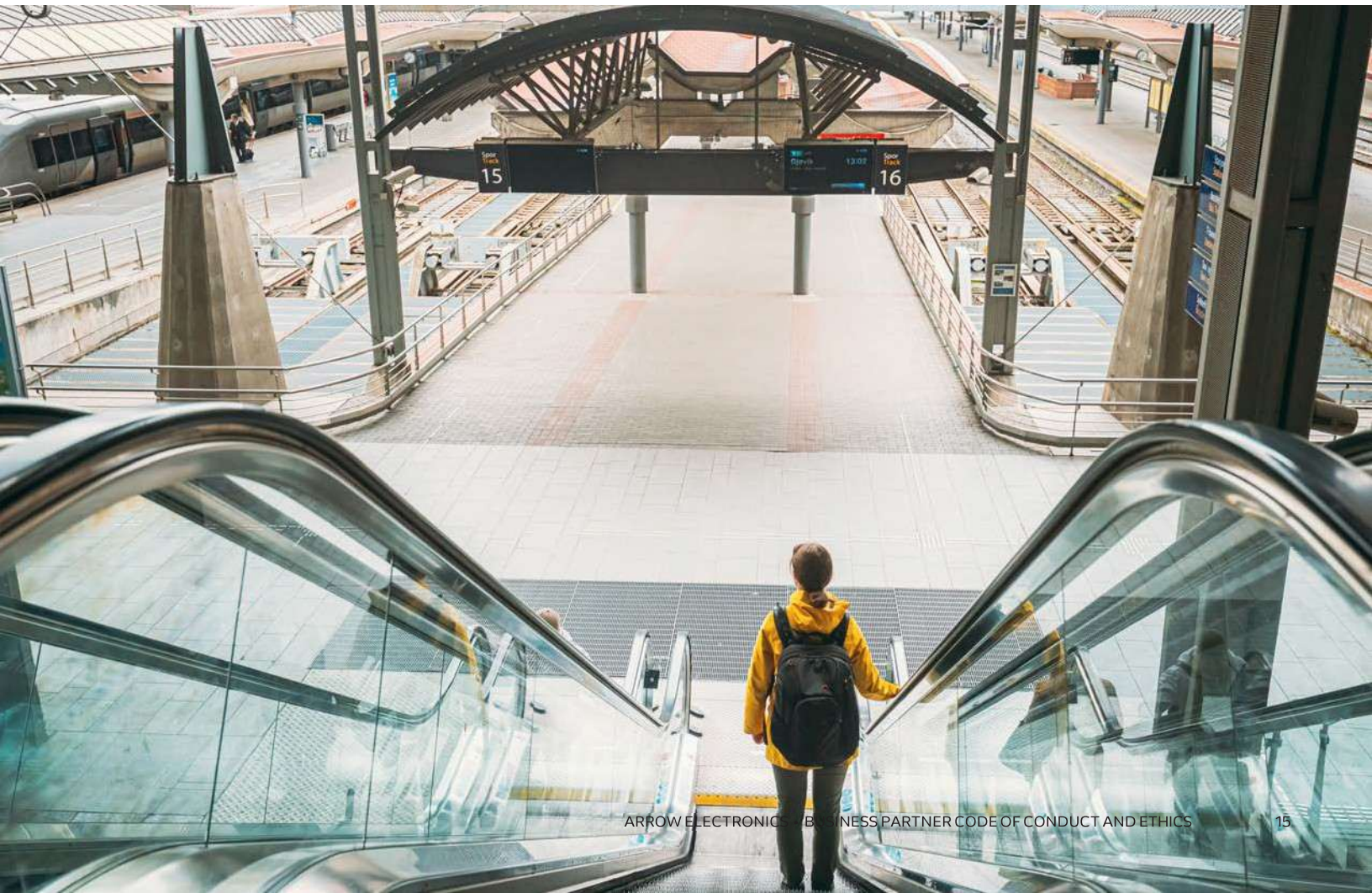
Some Arrow businesses may have more restrictive standards on gifts and entertainment. Employees of those Arrow businesses must not accept any gift or entertainment that violates those standards.

# Reporting Violations

Where permitted by law, business partners may report suspected violations of this Business Code to Arrow's [Alertline](#). The AlertLine provides a method for reporting to the Chief Compliance Officer with complete anonymity (subject to restrictions which may be imposed by laws of your home country). Calls or online reports may be made in any language. To contact the Alertline, please visit our [website](#).

# Penalties for Noncompliance

Part of conducting business with Arrow includes compliance with the Business Code. Where appropriate, Arrow has the right to terminate business with business partners who fail to adhere to the Business Code or commit any action in violation of law.



# Questions, Problems and Reporting Violations

Questions concerning this Code or any other Arrow policy may be directed to your management team, the contacts in Arrow Worldwide Compliance Services or the Arrow Legal Department listed below. Requests for Code or policy waivers and reports of any violation of the Code or of any law or applicable regulation should also be directed to any of the following:

## Arrow Global Legal and Compliance Department

compliance@arrow.com

### **Jeffrey Ellinport**

Vice President Legal Affairs

jeff.ellinport@arrow.com

Telephone: 1 703 752 0608 (U.S.)

### **Rebecca Bower**

Legal Counsel Director

rebecca.bower@arrow.com

Telephone: 1 303 824 3719 (U.S.)

### **Carine Jean-Claude**

SVP, Chief Legal and Compliance Officer, and Secretary

cjeanclaude@arrow.com

Telephone: 1 303 824 3753 (U.S.)

## Arrow Asia Pacific

### **Brenda Chong**

Vice President Legal Affairs

In Cantonese, Mandarin or English

brenda.chong@arrowasia.com

Telephone: +852 2253 3356 (Hong Kong)

### **Cindy Wei**

Director Legal Affairs and Compliance

In Cantonese, Mandarin or English

cindy.wei@arrow.com

Telephone: +852 2484 2895 (Hong Kong)

## Arrow Europe

### **Horst Schwanke**

Vice President Legal Affairs

In English, Dutch or German

HSchwanke@ArrowEurope.com

Telephone: 49 6102 5030 8947 (Germany)

### **Sarwat Ayub**

Director Legal Affairs and Compliance

In English or German

sarwat.ayub@arrow.com

Telephone: +49 6102 5030 8628 (Germany)

## Arrow Latin America

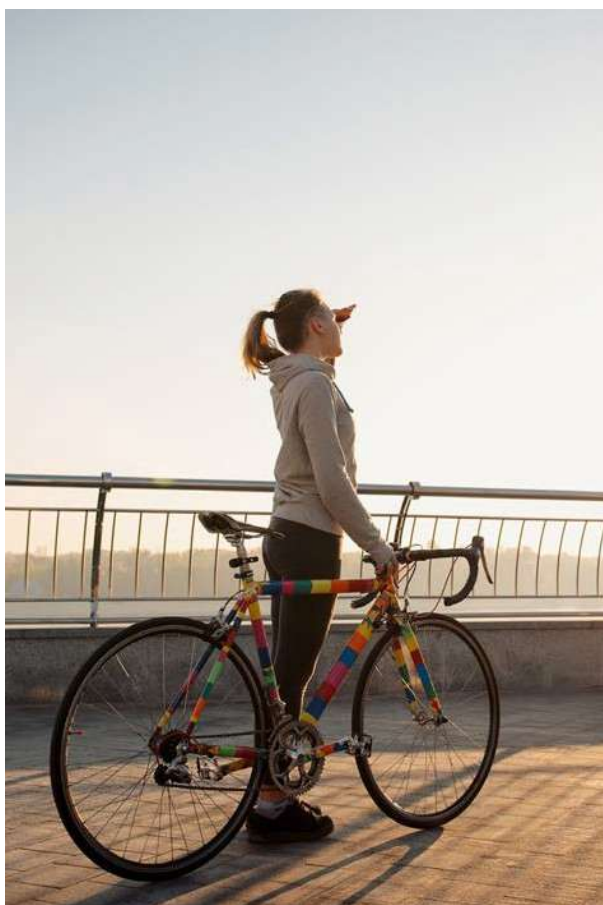
### **Fernanda Ferreira Suarez**

In English or Portuguese

Director Legal Affairs and Compliance

fernanda.suarez@arrow.com

Telephone: +55 11 3613-9300 (Brazil)



Arrow seeks to help protect personal data. All personal data will be treated as confidential.

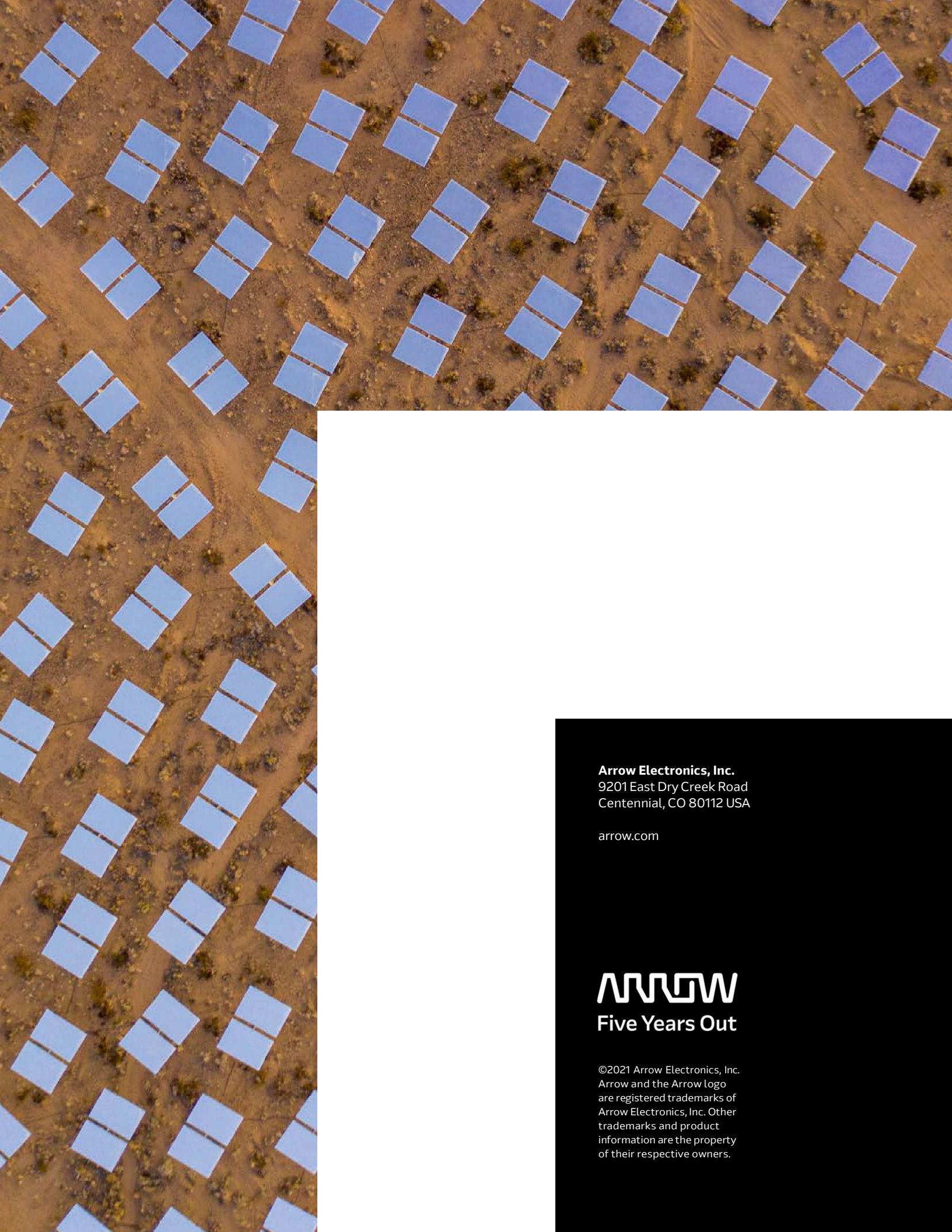


## Confidential Reporting on Arrow's AlertLine

Arrow maintains a 24-hour a day, seven days a week "AlertLine," which provides a method for reporting to the Chief Compliance Officer and, where appropriate, Arrow's Board of Directors with complete anonymity (subject to restrictions which may be imposed by laws of your home country). Reports may be made in any language.

Go to <http://arrowalertline.arrow.com/> to submit a concern online or to obtain dialing instructions if you prefer to call.





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[arrow.com](http://arrow.com)

**ARROW**  
Five Years Out

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