

integrity **it** **MATTERS**  
The CDW Way Code





Bring **IT!**

Chris Leahy

## Dear Coworker,

At CDW, our belief in upholding the highest ethical standards is a key component of our goal to be the leading IT solutions provider in the markets we serve. Running our business with passion and integrity is at the very heart of our values and one of the reasons we've been able to establish and maintain trust with our customers, coworkers, business partners, shareholders and communities. The CDW Way Code centers on the values we use to guide our behavior. The conditions around us may change, but holding close to our values will always keep us on the right course.

That's why it is important that we're consistently focused on — and deeply familiar with — the standards set forth in The CDW Way and CDW Way Code. Every coworker should understand and internalize the Code, which provides guidance on the ethical and legal issues we may face in our work at CDW. You will also find references to other resources, such as our Ethics and Compliance Office and the Ethics Helpline, where coworkers can obtain guidance on unique situations or specific questions they may have.

## “‘Can I?’ ‘Should I?’ and ‘Am I sure?’”

are three questions you should keep in mind each day because these questions will help guide the decisions you make throughout your career with CDW. Our ethical standards have given us good reason to be proud of the work we do at CDW, and the way we do it. Thank you for your unwavering commitment to living these standards every day to ensure CDW always maintains the trust of others.

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# The CDW Way

integrity

it

**MATTERS**

The CDW Way Code



**WE** Run our business with passion and integrity.

**WE** Empower others to do their jobs.

**WE** Keep our commitments.

**WE** Treat others with respect.

**WE** Resolve conflict directly.

**WE** Listen.

**WE** Include stakeholders in the decision process.

**WE** Live our “philosophies of success” every day.

**WE** Make things happen.



“ At CDW, we are committed to running our business with honesty, integrity and the highest level of ethics.”

This commitment is reflected in The CDW Way and this CDW Way Code (the “Code”). While The CDW Way lists the shared values that guide our behavior, this Code sets the standards of behavior necessary to ensure we live up to those values every day. Coworkers should use the Code as a resource in determining the right course of action when the right choices seem neither simple nor apparent.

The Code is not intended to be a summary of all CDW policies or a list of rules that addresses every situation that you might encounter. You must always use your independent good judgment and seek guidance when you are unsure of the right course of action.

**This Code applies to all CDW activities, wherever they take place.**





# ACCOUNTABILITY

We run our business with passion and integrity.

## CDW holds each coworker, regardless of position, accountable for:

- **Reading**, understanding and complying with The CDW Way, CDW Way Code, and applicable CDW policies, laws and regulations.
- **Obtaining** guidance for resolving a business practice or compliance concern or if you are uncertain about how to proceed in a situation.
- **Reporting** possible violations of The CDW Way or CDW Way Code, policies, and legal and regulatory requirements.
- **Being** truthful and cooperating fully in any investigations.
- **Completing** all assigned training as required, and attesting to your understanding of and commitment to The CDW Way and CDW Way Code. Failure to read or attest to The CDW Way, CDW Way Code, or other CDW policies does not excuse you from your responsibilities to comply with these obligations.

## We take our reputation for integrity and fair dealing seriously and expect all coworkers to share this commitment.

To that end, failure to live up to the responsibilities set forth in this Code can result in discipline, up to and including termination of employment. Additionally, since many provisions of this Code and our policies are based on legal requirements, violations may also subject the individuals involved and CDW to civil sanctions and/or criminal penalties, including fines or jail sentences.

A waiver of any provision of this Code will only be granted in limited circumstances. Any such waiver request must be directed to our General Counsel. The Board of Directors or a Board Committee must approve waivers for the Company's executive officers, principal accounting officer and directors. Waivers will be promptly disclosed when required by Nasdaq or applicable law.

For convenience, "CDW" and "Company" refer to CDW Corporation and all of its subsidiaries, in the United States and abroad. The term "coworkers" will be used in the Code to refer to coworkers, officers, directors and agents of CDW.



## ADDITIONAL RESPONSIBILITIES OF MANAGERS

Managers have the additional responsibility of creating and sustaining an ethical work environment.

### MANAGERS MUST:

- Lead by example
- Communicate the Code and relevant CDW policies to all of their direct reports and coworkers, and help them understand these requirements
- Share knowledge and maintain skills important and relevant to stakeholders' needs
- Ask questions, make suggestions and report wrongdoing
- Be vigilant to prevent violations of this Code, CDW policies or the law
- Promptly take any necessary corrective or disciplinary action when instances of wrongdoing are identified



## OBLIGATION TO SPEAK UP

**We will not sit by when others put CDW's reputation at risk.**

CDW's reputation for honesty, integrity and fair dealing has been earned through the efforts of many coworkers over many years and is one of CDW's most valuable assets — but it only takes one misguided or inappropriate action to put that valuable reputation at risk. If you suspect that someone is putting that reputation at risk and/or violating this Code, a CDW policy or the law, you must act. Usually, this means raising the issue with your supervisor or manager. However, if you are not comfortable doing that (for any reason) or if you are not satisfied that your concern was adequately addressed, you should contact the Ethics Helpline.

**We ask questions when we are not sure.**

Additionally, if you have any doubt whether an action on behalf of CDW is ethical, legal and/or consistent with company policies, you have a responsibility to find out before taking action. Do not assume someone else will deal with it or that it is somebody else's responsibility. This is the responsibility of every coworker. Again, your first option should be to raise the issue with your supervisor or manager, but you may also contact the Ethics and Compliance Office or the Ethics Helpline.

**We treat others with respect.**

## THE ETHICS HELPLINE

The Ethics Helpline is available for confidential questions and advice (about policies, laws, the right course of action, etc.) and for reports of possible violations (of this Code, CDW policies or laws). Those contacting the Ethics Helpline may also remain anonymous if they wish.

The Ethics Helpline can be reached in several ways:

- **Phone** — See Ethics Helpline Dialing Instructions by country on the following page.
- **Internet** — [CDW.ethicspoint.com](https://cdw.ethicspoint.com)

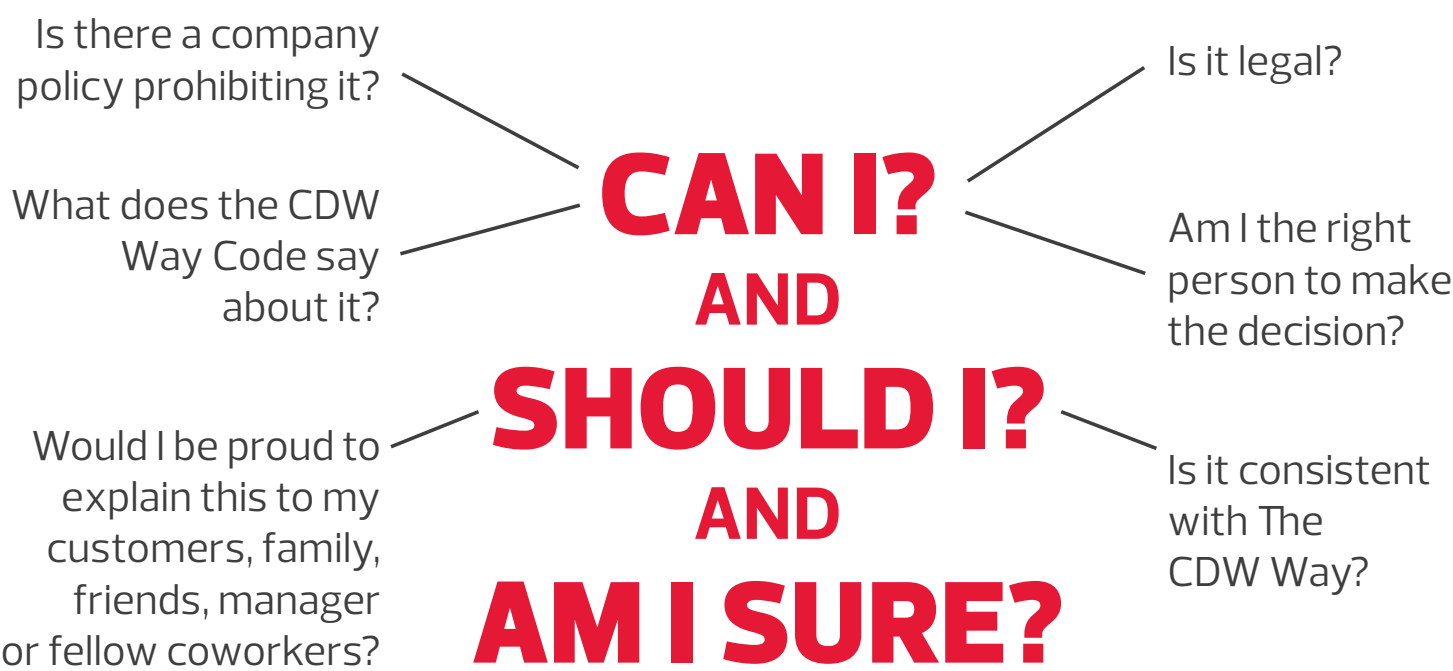
**The Ethics Helpline is operated by an independent third party and is available 24 hours a day, 365 days a year. Translation services are available.**

Coworkers should also feel free to contact the Ethics and Compliance Office directly by calling 847.419.6160 or sending an email to [CDWWay@cdw.com](mailto:CDWWay@cdw.com). Coworkers outside the U.S. wishing to connect via phone should dial +1 847.419.6160.



# TOUGH DECISION?

*Ask yourself ...*

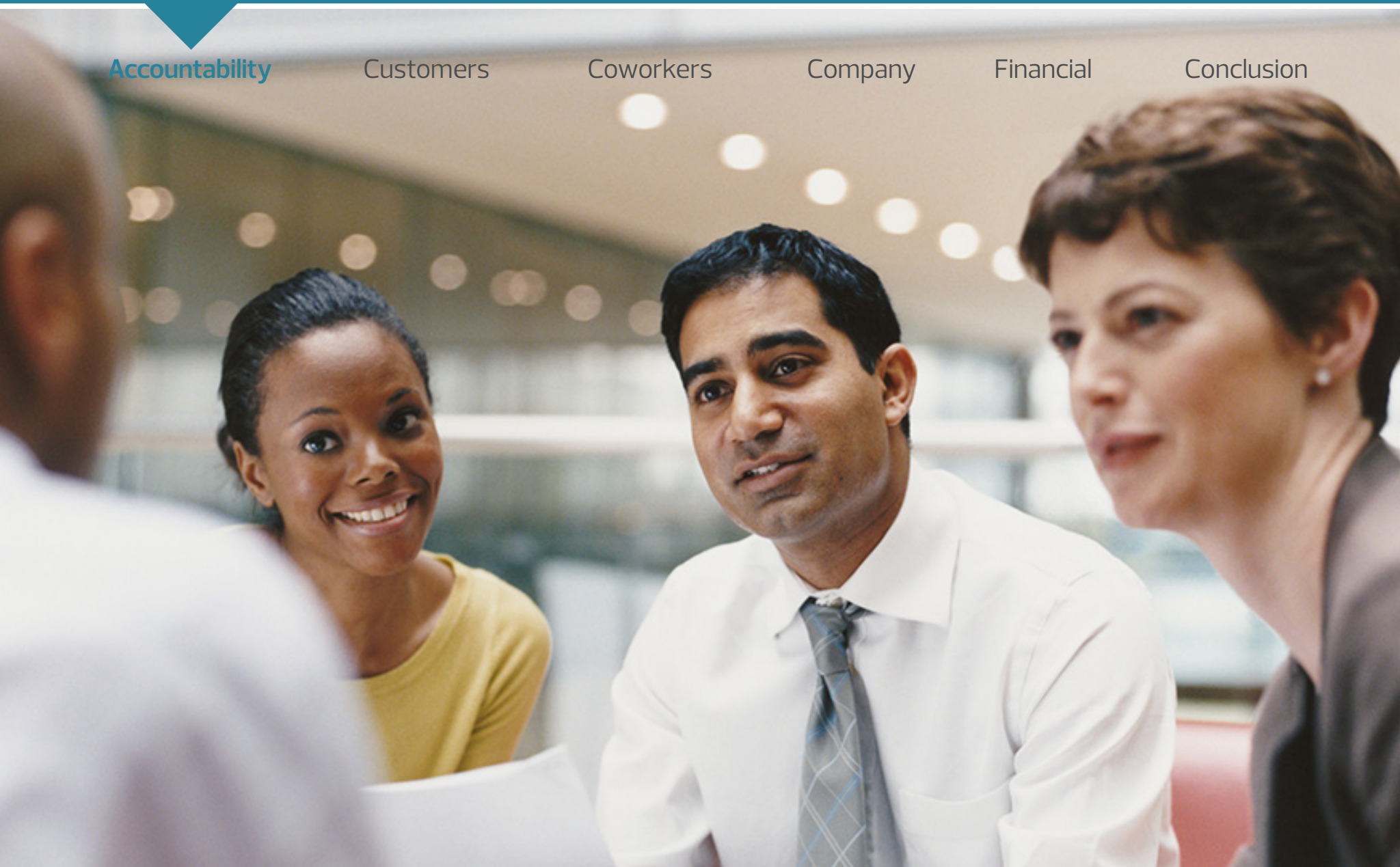


If not, seek guidance from your manager or supervisor. You should also feel free to contact the Ethics and Compliance Office directly for guidance at **847.419.6160** and coworkers outside the U.S. should dial **+1 847.419.6160**. Or, if you prefer to remain anonymous, you can contact the Ethics Helpline.

Country	To place a toll-free call, dial the following:
Australia	1.800.47.2825
Canada	1.877.723.9929
Ireland	Step 1: Dial 1.800.550.000 Step 2: At the prompt, dial 877.723.9929
Singapore	800.110.2176
South Africa	0800.983.110
United Kingdom and Northern Ireland	0808.234.6224
United Arab Emirates	Step 1: Dial 8000.021 or 8000.555.66 (du) Step 2: At the prompt, dial 877.723.9929
United States	1.877.723.9929

Or via a secure, online tool found at [CDW.ethicspoint.com](https://CDW.ethicspoint.com)





## REPORTING

### **We take action and do not retaliate.**

We treat any concerns or issues you report seriously, fairly, and promptly. CDW will handle inquiries discreetly and make every effort to maintain, within the limits allowed by the law, the confidentiality of anyone requesting guidance or reporting a possible violation. We do not tolerate retaliation against any coworker who makes a good faith report, cooperates with an investigation or audit, or refuses to participate in activities that violate applicable laws, regulations, company policies, or standards of ethical conduct. By “good faith report,” we mean that you reasonably believe the information you report is accurate and complete. If it turns out that you made an honest mistake, you will not be in trouble or face disciplinary action. However, if a report is made in “bad faith” — for instance, if a false or misleading report is made in an effort to get someone in trouble (as opposed to an honest mistake) — the person making the report may be subject to disciplinary action.

If you believe you or a fellow coworker has been subjected to retaliation, promptly report the matter to the Ethics and Compliance Office, the Legal Department or contact the Ethics Helpline.



Everything we do revolves around the customer™

# MAINTAINING THE TRUST OF

Our Customers and Others Outside the Company

## TREATMENT OF CUSTOMERS

**We are honest with customers, we treat them with respect and dignity, and we promise only what we can deliver.** Satisfied customers are the key to CDW's success. Earn our customers' continued loyalty every day by treating them fairly, delivering the products and services they want, and exceeding their expectations. All communications with customers, including proposals and contract negotiations, must be truthful and may not omit any material information.



**What should I do if the right thing to do conflicts with making a profit for the company?** We've earned our reputation for integrity by not taking shortcuts to success. Potential profits must never be pursued at the expense of this reputation because such profits will almost always be short-lived and will never be worth risking our reputation. If you are faced with a situation like this and are not sure what to do, contact your manager or supervisor, the Ethics and Compliance Office, or the Ethics Helpline.

## MARKETING PRACTICES

**We describe CDW's products and services truthfully and accurately.** Never mislead customers or potential customers through deceptive acts or practices, false advertising claims, misrepresentations regarding CDW's or our competitors' products and services or other unfair methods of competition.

**We compete fairly and honestly for business.** Do not discuss sensitive market information, including prices, territories or strategies, with CDW's competitors. Never agree to fix prices, divide markets or engage in any other anti-competitive practices. Doing so could violate antitrust and unfair competition laws.

**We include stakeholders in the decision process.**



## WE KEEP OUR COMMITMENTS.

### FAIR DEALING

**We deal fairly with customers, suppliers and competitors.** Do not take unfair advantage of anyone through half-truths, misinformation, lies or any other unfair practice.

We never use, take, copy or give others the confidential or proprietary information of our competitors. Do not request or accept such confidential information from anyone, including our competitors' past or present employees. Improperly collecting or using such information may subject the company and the individuals involved to lawsuits or criminal penalties. If you happen to obtain such information, safeguard it and contact our Legal Department immediately.

**We respect the intellectual property rights of others.** Intellectual property rights include trademarks, copyrights, patents and trade secrets. Specific examples of information typically covered by intellectual property rights are company logos, names of product offerings, photographs and images, product designs and plans, articles published electronically or in print, books, movies and software. If we want to use intellectual property owned by someone else, generally CDW must either purchase these rights or obtain a license to use the property.



**We found an image online that would be great for an upcoming promotion.**

**Can we download the image and use it?** Unless the image is owned by CDW, you generally must obtain a license from the owner before using the image. Please contact our Legal Department for guidance.

### BUSINESS PARTNERS

**We do not do business with others who are likely to harm CDW's reputation.**

All arrangements with third parties must comply with CDW policy and the law. Make sure to conduct all relationships with business partners at arm's length and based on objective criteria, fairness and the best interests of CDW and its customers. Never use a third party to perform any act that you, as a coworker, would be prohibited from engaging in directly or that violates The CDW Way or CDW Way Code.

## COMPLIANCE WITH GOVERNMENT CONTRACTING REQUIREMENTS

**We understand and live up to our special responsibilities as a government contractor.**

Transactions involving government customers have additional legal and regulatory requirements and we are committed to satisfying the obligations these requirements create.

Coworkers involved in the government contracting process – whether through bids, negotiation, administration, support or fulfillment – must:

- Understand and comply with all applicable statutory, regulatory and contractual provisions and controls
- Comply with any applicable security clearance requirements and obligations to protect classified or confidential information
- Provide timely, accurate and complete information in connection with bids, reports, certifications, statements or any other information provided to the government
- Submit only accurate information regarding pricing and never make unauthorized or incorrect charges
- Follow proper protocols, including obtaining customer approval, prior to making any substitutions or deviations from the original contract requirements and specifications
- Adhere to all legal requirements regarding offering gifts, meals and entertainment and other courtesies to government representatives and other employees
- Report any suspected illegal or unethical conduct on the part of a CDW coworker, contractor or business partner in connection with a government contract to the Ethics Helpline
- Engage directly, honestly and truthfully in our discussions with agency representatives and government employees
- Assist Legal and CDW management with any investigations, inspections or inquiries by responding promptly to appropriate requests for information



If you have questions on these obligations or any of the requirements associated with government-related contracts, seek guidance from your supervisor or manager, the Ethics and Compliance Office, the Legal Department or the Ethics Helpline.

## IMPROPER PAYMENTS

**We never offer, make or accept an improper payment for any reason.** CDW does not buy business; nor is our integrity for sale. Never offer, provide or accept bribes or kickbacks. In determining whether something is improper, the value of the item is not the only issue; offering something for the purpose (or apparent purpose) of influencing the recipient's actions is what makes it improper. Making or accepting such payments subjects both the company and the individual(s) involved to possible civil and criminal penalties.

**We prohibit the payments of bribes or kickbacks of any kind, whether in dealings with government employees or individuals in the private sector.** CDW is committed to observing the standards of conduct set forth in the United States Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, and the applicable anti-corruption and anti-money laundering laws of all of the countries where we may do business. No CDW coworker or CDW representative will suffer adverse consequences for refusing to pay or take a bribe or kickback, even if this results in the loss of business to CDW.



## GIFTS, MEALS AND ENTERTAINMENT

We do not provide or accept business gifts, entertainment or anything of value to or from any person or organization that is intended to improperly influence or reward an action or decision by them, or that might otherwise create the appearance of interfering with our independent judgment. CDW wins and retains customers because of our outstanding service and product offerings. Likewise, we select partners, vendors and suppliers based on the quality and value of their service and product offerings. Coworkers may provide and accept business gifts and entertainment — from individuals in the private sector, but it must be modest and infrequent enough so as never to interfere, or appear to interfere, with the recipient's business judgment.

We recognize as a government contractor there are additional restrictions on even modest gifts to government employees. The definition of “government employees” is very broad and can include private parties acting on the government's behalf or employees of government-run organizations. A government employee may include those in a public university or public school district. If you need further information as to whether someone is a government employee or regarding the requirements relating to government employees, please contact the Legal Department.



If you have questions about whether an intended payment or gift is improper, you should consult with your supervisor or manager, the Ethics and Compliance Office, the Legal Department or the Ethics Helpline.

## CONFIDENTIALITY OF CUSTOMER AND BUSINESS PARTNER INFORMATION

We maintain the confidentiality and security of sensitive information of our customers and business partners. Maintain their trust by protecting such confidential information as if it were your own. If you have reason to suspect that the confidentiality, integrity, or availability of confidential information (in electronic or paper form) may have been compromised, such as where it is lost, stolen, disclosed or otherwise accessed by someone without valid authority, contact the CDW Security Operations Center at 847.371.6015. The Security Operations Center is open 24/7. Coworkers outside the U.S. and Canada should contact the Service Desk at [itservicedesk@uk.cdw.com](mailto:itservicedesk@uk.cdw.com) or at 0203.069.5555.

## KEEP IT SECURE!

Protect confidential information, whether it relates to CDW, our customers or our business partners.

- Access it and share it with fellow coworkers only on a need-to-know basis
- Password protect your computer and all sensitive documents
- Secure your notebook, tablet, smartphone or other electronic memory devices from theft or access by others
- Secure confidential papers in your desk or cabinet before leaving your workstation
- Be careful not to discuss confidential information in a place where others may hear
- Although there is often a temptation to discuss CDW with friends and family in relaxed and informal settings, remember that these rules apply in all situations
- Use caution when accessing or storing confidential information on any mobile device
- Do not put credit card numbers, Social Security numbers, health information, or similar confidential information (including your personal information) in email or IM. Such confidential information must always be stored encrypted
- All computers used by coworkers that are connected to CDW's information systems, whether owned by coworkers or CDW, must have anti-virus software installed and enabled





# MAINTAINING THE TRUST OF

## Our Fellow Coworkers



## WE EMPOWER OTHERS TO DO THEIR JOBS.

### INCLUSION, DIVERSITY AND EQUAL OPPORTUNITY EMPLOYMENT

**We are committed to inclusion, diversity and equal opportunity employment.** Always do your best to make everyone at CDW feel welcome. Treat other coworkers with respect and dignity, and help maintain an inclusive workplace in which all coworkers have the opportunity to demonstrate their full potential. CDW respects the unique attributes and perspectives of every coworker. We rely on the diverse perspectives of all coworkers to help CDW build and improve its relationships with customers and business partners. CDW provides equal treatment and equal employment opportunity without regard to race, color, religion, national origin, gender, sexual orientation, gender identity, disability, age, veteran status or any other characteristic protected by law. This applies to all aspects of CDW's employment decisions, including recruitment, hiring, promotions, transfers, demotions, layoffs or terminations, compensation, benefits, training, company-sponsored education, social and recreational programs or events and all other terms, conditions and privileges of employment.



**My coworkers make fun of my sexual orientation. What should I do?** CDW does not tolerate this behavior by your coworkers. Let your coworkers know that this behavior is not appropriate and report the conduct to your manager and your Coworker Services Business Partner.



#### **Be sensitive to others**

What may seem funny or harmless to some people can be hurtful or degrading to others. Be sensitive to how others could perceive your words or behavior. Always speak and treat others in a civil, professional manner. Think first if a joke, comment or action might be taken as threatening, hurtful, offensive or insulting. If it could be — don't say it or do it.





## WE LISTEN

### HARASSMENT

We do not tolerate harassment of any kind, including sexual harassment, racial harassment and any other type of behavior that is hostile, disrespectful, abusive and/or humiliating. Prohibited harassment includes insults, slurs and derogatory jokes or comments that target a certain group (race, gender, religion, etc.); unwanted sexual advances; comments or actions designed to belittle or humiliate subordinates or fellow coworkers; derogatory and/or sexually oriented computer graphics, posters, photography or gestures; unwelcome touching; and any other conduct that has the purpose or effect of interfering with anyone's work performance or creates a hostile, intimidating or offensive work environment.

We all have a responsibility to report any incidents of harassment that we witness or experience. If possible, we should attempt to resolve the matter directly, by informing the other person that his or her behavior was unwelcome or inappropriate. However, if you are uncomfortable with this direct approach, for any reason, or it did not work, you should report the matter to your supervisor or manager, Coworker Services or the Ethics Helpline. Supervisors and managers are required to report all incidents of harassment to Coworker Services immediately, regardless of whether the coworker asked you not to report it.





**I am a manager and one of the coworkers reporting to me feels he is being discriminated against because he is from a foreign country. He doesn't want to report this to Coworker Services and has asked me not to do so. What should I do?**

As a manager, you are responsible for reporting incidents like this. This is true even if you have directed the coworker in question to report it and/or if the coworker asked you not to do anything about it. As a manager, you have an obligation to act and you must report the allegations to Coworker Services or the Ethics Helpline so that the situation can be reviewed.

## WORKPLACE SAFETY

**We are committed to the safety of all coworkers.** Actions that are intimidating or threatening are likewise prohibited. To help ensure a safe work environment for all coworkers, no coworker may issue veiled threats of harm ("you better watch your back"); threaten to harm anyone; engage in dangerous, threatening or unwanted horseplay; fight or challenge another person to a fight; or use or possess firearms, other weapons, explosive devices or dangerous materials at any time while on CDW premises or while conducting business on behalf of CDW. Additionally, coworkers are required to contact their supervisor or manager immediately if they witness or suspect that someone is on CDW premises with firearms, weapons, explosive devices or other dangerous materials.

Follow all applicable safety laws and regulations for the facility where you work and all policies and procedures relating to maintaining a safe working environment. Promptly report all accidents, environmental concerns and dangerous situations to your supervisor or manager, the Security and Safety Department, the Facilities Management Team or the Ethics Helpline.



**One of the coworkers on my team takes shortcuts and ignores safety rules when we have deadlines to meet. What should I do?** Safety must never be compromised.

You must immediately report this behavior to your supervisor or manager, the Security and Safety Department, the Facilities Management Team or the Ethics Helpline.





# MAINTAINING THE TRUST OF

Our Shareholders and Other Stakeholders

## CONFLICTS OF INTEREST

**We avoid conflicts of interest.** We owe our fellow coworkers and shareholders our best impartial judgment and loyalty. A conflict of interest occurs when other interests interfere with that impartiality or loyalty. Because it is impossible to describe every potential situation in which a prohibited conflict may arise, CDW relies on you to exercise sound judgment, and to seek guidance when you are uncertain as to the correct course of action in a given situation. When in doubt, it is always best to disclose the potential conflict and seek guidance in resolving it appropriately.

**We recognize that, when it comes to conflicts of interest, appearances do matter.**

The appearance of a conflict, even if it has no impact on your actions, can lead others to doubt your impartiality and loyalty.

### RECOGNIZE A CONFLICT OF INTEREST

**Recognize a conflict of interest exists if your circumstances would lead a reasonable person to question whether your motivations are in the best interests of CDW.**

A conflict of interest can arise in many situations, including:

- Family and romantic relationships with our coworkers or the coworkers of our suppliers, partners or customers
- Giving or receiving gifts, hospitality or travel in a manner inconsistent with CDW policy
- Outside work activities
- Dealing with family members employed by a vendor or partners
- Dealing with a vendor or partner who employs family members
- Dealing with a partner in which you or a family member have a financial interest

**Report.** Promptly report any actual or potential conflict of interest to your manager before taking any further action.

**Remove or remediate.** After reporting, address the conflict:

- Most often, you will need to remove yourself from the conflicting situation
- In some cases, you may be permitted to engage in the activity if you obtain the approval of your manager and take steps to remediate the conflict

**We resolve conflict directly.**



**Remove yourself from decisions that involve CDW and a family member or connected person (“family member”) or CDW and a company in which you or a family member has a significant financial interest.** In such a situation, you may be tempted to base your decisions on what is best for your family member or the company in which you have a financial interest rather than what is best for CDW. For this reason, our policy is that you should never be in a situation in which you are able to influence the employment conditions of any family member (either with CDW or one of our partners, vendors or customers), and you should never be directly involved in a decision to purchase from, or sell to, any organization that employs a family member, unless the employment of the family member could not reasonably be thought to affect your judgment in making such a purchase or sale.

Additionally, you may not be directly or indirectly involved in any decision by CDW to do business with such a company unless you have obtained permission from the CDW Executive Committee member managing your department.



**For purposes of the Code, who is considered a “family member” and what is considered a “significant financial interest”?** You should consider your spouse, domestic partner, children, parents, in-laws, grandparents, grandchildren, siblings, aunts, uncles, legal guardian and anyone who shares your residence, to be a “family member.” A “significant financial interest” generally means an ownership greater than 5% of your (and/or your immediate family member's) total net worth, or that you own 1% or more of the outstanding shares of a public company or have a partnership interest in a privately held company. If in doubt about whether you have a “significant financial interest” in a company, contact your supervisor or manager, the Ethics and Compliance Office or the Ethics Helpline for guidance.



**My wife works for one of our partners. May I continue to be involved in purchasing decisions with respect to that partner? May I recommend that a customer purchase one of the partner's products?** It depends on your responsibilities at CDW and your wife's responsibilities. If either one of you is in a position to directly impact or directly benefit from the relationship between your wife's company and CDW, this may create a problem. You should promptly disclose this situation to your supervisor or manager, and the CDW Executive Committee member managing your department to determine how best to proceed.

**We do not use corporate opportunities for personal benefit.** Partners, vendors, suppliers or customers might approach you with ideas and opportunities for CDW. As a CDW coworker, we expect that the information you learn through work or as a result of your employment with CDW will be used for the benefit of CDW. It is not acceptable for coworkers to use corporate opportunities or information for personal gain or to support an outside business venture.





**I've been asked to act as an adviser to a software company. I will not be paid for my time, and would like to do this on my own time. Since I don't have a financial interest in the company, can I do this?** You may do so only if the venture will not compete with CDW and it is reasonable to expect that your role with the software company will not affect your judgment in fulfilling your responsibilities at CDW. Since you may not know what CDW's plans are, you should disclose and review the proposed venture with your manager and the CDW Executive Committee member managing your department before accepting any position. You must also honor your obligation not to disclose CDW confidential information or the confidential information of any of our partners, vendors or customers. Please see the Confidentiality of Company Information section of this Code for more details.

## CARE OF CDW ASSETS

**We protect company assets.** These assets include cash and other financial assets, as well as other items such as the CDW name and all of CDW's brand names, information, intellectual property (IP), data held or sent on company computers, information systems, supplies, equipment, telephones, computer resources and company-sponsored credit cards. Coworkers must comply with company expense policies and safeguard all CDW assets from loss through theft, carelessness, misuse or waste.

**We only use CDW assets for authorized CDW business.** CDW assets are not to be used for personal purposes or in support of a non-CDW business or activity. Some assets, such as telephones and computers, may be used for limited personal reasons in accordance with CDW policies, provided such use is appropriate, minimal and does not interfere with job performance. To the extent permitted by law, CDW may monitor communications that are made through the use of CDW assets to ensure compliance with the law and CDW policy.

**We only make commitments we are authorized to make.** CDW has guidelines that outline the authority of coworkers to make commitments on behalf of our company. Consult these guidelines, your manager or the Legal Department before making commitments on behalf of CDW.

## INSIDER TRADING

**We do not trade in securities based on inside information.** Inside information is any information about CDW or another company that has not reached the public but would likely be considered important by investors in deciding whether to buy, sell or hold their stock. Examples include news about CDW's financial results before the news is formally released; planned acquisitions; planned reorganizations; unreported sales results; planned actions regarding CDW's stock; and unannounced senior management changes. Inside information also includes nonpublic information about other companies that any coworker receives in the course of his or her employment at CDW including customers, vendors, suppliers and other business partners.

Never trade in securities or other property based on inside information. Never "tip" others who might make an investment decision based on inside information. Doing either is illegal. Contact the Legal Department if you have questions about whether a transaction would be appropriate given the information you possess.



**I have been contacted by a group looking for my insight on the industry.**

**They have even offered to pay me for my "consulting" time. It's OK if I do this, right?**

No. These solicitations are often organized by investor groups or analysts to get insight (or inside information) regarding the industry, CDW or our partners. Because we work with all major technology vendors, these investors may see us as a great source of such information. However, because the information you share could be considered "inside information," your participation in such a program may expose you and CDW to legal liability and you should politely decline, unless you receive preapproval in writing from the Legal Department.

## CONFIDENTIALITY OF COMPANY INFORMATION

**We keep all nonpublic information about CDW confidential.** CDW operates in highly competitive markets and has an important interest in protecting nonpublic information. Nonpublic information includes any information about CDW, its suppliers, its customers or its coworkers that has not been generally disclosed and might be harmful to them if disclosed, or useful to competitors. Such information includes, among other things, revenue and profit figures, financial reports, new product plans, marketing strategies and information relating to internal operations, future business plans, potential acquisitions, divestitures and investments.

**If you have reason to suspect that confidential information (in electronic or paper form) may have been lost, stolen, disclosed or otherwise accessed by someone without valid authority, contact the CDW Security Operations Center at 847.371.6015. The Security Operations Center is open 24/7. Coworkers outside the U.S. and Canada should contact the Service Desk at [itservicedesk@uk.cdw.com](mailto:itservicedesk@uk.cdw.com). or at 0203.069.5555.**

## CAREFUL COMMUNICATIONS AND SOCIAL MEDIA

**We are thoughtful and exercise good judgment when communicating with internal and external stakeholders.** We all have a responsibility to communicate in a manner that is consistent with CDW's values. Effective communications are clear, respectful and professional. Sharing confidential company information, harassing coworkers, or engaging in inappropriate behavior all reflect negatively on you and put CDW's reputation at risk.

Coworkers should use good judgment and common sense whenever participating in social media in a manner covered by our policies.

## COMMUNICATING WITH THE GOVERNMENT AND THE PUBLIC

**We are committed to making full, fair, accurate, timely and understandable financial disclosures to governmental agencies and the public.** CDW is a public company and, as such, must follow strict guidelines regarding the release of company-related information to the public, including quarterly and annual reports to the United States Securities and Exchange Commission. To ensure that information is disclosed accurately and at the appropriate times, only certain officers of CDW are authorized to disclose information to the public about CDW.

If you are contacted by a shareholder, investor, analyst or other securities industry professional, a member of the financial media or anyone else outside the company asking questions regarding CDW's business or the company's financial performance, or they invite you to participate in a survey or speak at a public event concerning CDW's business or financial performance, please refer them to Investor Relations. All nonfinancial media inquiries must be referred to Corporate Communications. Any inquiry from a government agency, subpoenas and complaints threatening or initiating litigation must be forwarded to the Legal Department.

## POLITICAL ACTIVITY

**We respect coworker engagement.** Coworkers are free to participate in personal political activity, but your involvement must be on an individual basis, on your own time and at your own expense. In doing so, make it clear that your views and actions are your own and not those of CDW. Do not use CDW's assets or resources for any political activities without the prior approval of the Legal Department. Any coworker running for public office, or wishing to engage in political activities or lobbying on behalf of CDW, must inform the Legal Department.



## WE LIVE OUR “PHILOSOPHIES OF SUCCESS” EVERY DAY.

### ACCURACY OF BUSINESS RECORDS

**We keep accurate records.** Create, maintain, modify and dispose of business records only in accordance with CDW policies. You are responsible for the accuracy of all CDW records that you help create, approve, or maintain including time sheets, expense accounts and financial records. Follow all processes and controls designed to ensure the accuracy of CDW's financial results. Never include any false or misleading information in any business records. Do not establish or maintain any company accounts that are not recorded in the company's books and records. Records or documents relevant to litigation or an investigation must never be altered, falsified, covered up, concealed, mutilated or destroyed.

We follow prescriptive retention requirements, best practices, and policies that map record retention obligations and long-term business needs.







# THE FINANCIAL

## Integrity Code of Ethics

While all coworkers have a responsibility to live up to the letter and spirit of this Code, our officers (including all members of the executive committee), all members of the Company's internal disclosure committee, **and all managers and above in the Finance Department** must also adhere to the following Financial Integrity Code of Ethics **designed to safeguard and promote the culture of integrity and fair dealing at CDW which helps ensure the full, fair, accurate, timely and understandable reporting of the Company's financial results and condition:**

- **Act with Integrity** — act with honesty and integrity in all dealings on behalf of or relating to the Company's business
- **Avoid Conflicts** — avoid actual or apparent conflicts of interest in personal and professional relationships; report to the General Counsel any transaction or relationship that might reasonably be expected to give rise to a conflict of interest
- **Never Abuse Power for Personal Gain** — never use the power and authority entrusted to you by the Company to promote your own interests at the expense of the Company or any of its coworkers, customers or business partners
- **Be Transparent** — provide, and encourage others to provide full, fair, accurate, timely and understandable disclosures in reports and documents that the Company files with, or submits to, governmental agencies and in other public communications
- **Comply with Law** — comply and insist that other coworkers comply with applicable governmental laws, rules and regulations
- **Act in Good Faith** — act in good faith, responsibly, and with due care, competence, and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated
- **Maintain Confidences** — respect the confidentiality of information acquired in the course of doing your work; such confidential information must never be used for personal advantage
- **Cooperate with Auditors** — never, directly or indirectly, take any action to coerce, manipulate, fraudulently influence or mislead the Company's independent public auditors
- **Be a Role Model** — proactively promote and be an example of ethical behavior in the work environment and the community
- **Use Resources Responsibly** — encourage responsible use of and control over all assets and resources employed by or entrusted to you
- **Report Violations of Law and the Code** — promptly report to the General Counsel, the Chairman of the Audit Committee, or the Ethics Helpline any conduct that you believe to be a violation of law or the Code





# CONCLUSION

We Make Things Happen.

This CDW Way Code provides you with resources to support you in making the right decisions on behalf of CDW. While this Code sets forth the minimum standards of acceptable behavior, it is not intended to cover every issue that may arise. Your independent good judgment must always be your guide. It is important that coworkers live up to the standards of behavior outlined in this CDW Way Code. Failure to do so could lead to disciplinary action up to and including termination.

If you ever need additional help deciding how to handle a particular situation at work, need to report a situation or need support in doing the right thing, you should turn to your manager or the Ethics and Compliance Office.

If you do not feel comfortable speaking about the issue with your manager and/or would prefer more confidential guidance, you can make a report online at [CDW.ethicspoint.com](https://CDW.ethicspoint.com) or alternatively by calling your local Ethics Helpline number.



For more information and additional resources, including access to CDW policies, U.S. and Canada Coworkers should refer to the [Policy Library on Connect](#). Coworkers outside the U.S. and Canada will similarly find additional information, resources, and access to policies within the [Coworker Handbook](#) section on the Intranet.



integrity **it MATTERS**  
The CDW Way Code

[CDW.ethicspoint](https://CDW.ethicspoint.com)



[CDW.ethicspoint](https://www.cdw.com/ethicspoint)