



Practices

Inspiring Trust and Confidence in All Our Stakeholders



At CDW, we know that integrity, trust and good corporate governance matter to all our stakeholders. By ensuring strong governance and ethics and compliance practices, we continue to earn the trust and confidence of our stakeholders, which enables us to sustain our success and create long-term shareholder value.

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Corporate Governance

CDW's commitment to good corporate governance is unwavering – from our Board to our Executive Committee to all levels of our organization. The governance of the company is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

CORPORATE GOVERNANCE HIGHLIGHTS

- Annual election of all directors
- Lead Independent Director
- All of our directors, other than the Chair of our Board, are independent and the independent directors regularly meet in executive session
- 100% independent Audit, Compensation, and Nominating and Corporate Governance Committees
- All of our Audit Committee members qualify as “audit committee financial experts” under SEC rules
- 15-year Board term limit to promote Board refreshment
- Stockholder right to call special meetings
- Proxy access right
- Majority vote to elect directors with resignation policy
- Restrictions on other board service by directors
- Annual Board and Audit, Compensation, and Nominating and Corporate Governance Committee evaluations
- No supermajority vote requirements
- No stockholder rights plan or poison pill





OUR BOARD OF DIRECTORS

The CDW Board of Directors is responsible for providing oversight of the strategic and operational direction of CDW and supporting our long-term interests. To provide a framework for effective governance, our Board has adopted Corporate Governance Guidelines, which outline the operating principles of our Board. The guidelines also outline the composition and working processes of our Board and its committees.

CDW strives to maintain a highly independent, balanced and diverse group of directors that collectively possess the expertise to ensure effective oversight. We have 11 directors, 10 of whom (other than our Chair, President and Chief Executive Officer) are independent.

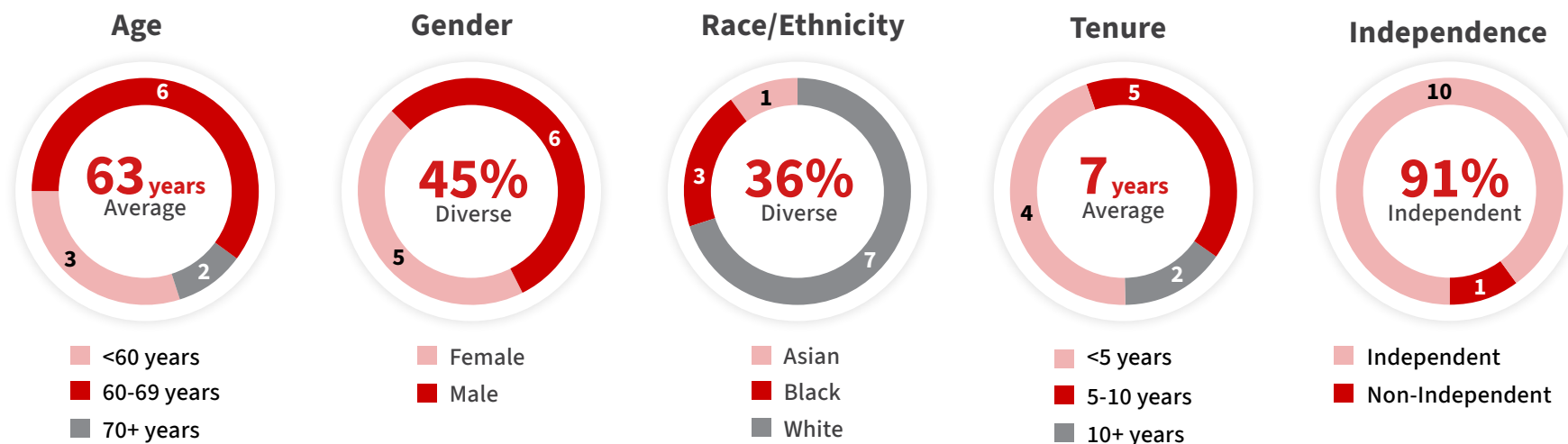
In January 2023, Christine Leahy, CDW President and Chief Executive Officer, was unanimously appointed Board Chair. The previous Board Chair, David Nelms, continues to serve on the Board as Lead Independent Director.

Also in July 2023, the Board elected Kelly J. Grier as director. Ms. Grier recently retired as US Chair and Managing Partner (CEO) and Americas Managing Partner of Ernst & Young LLP (EY), a leading global professional services firm. Her experience helping organizations navigate complex global macroeconomic trends, coupled with her financial acumen and passion for culture, inclusion and innovation, make her a valuable addition to our Board. Over the last six years, CDW has appointed five new directors, all of whom are diverse.

CDW promotes Board refreshment by placing a limit of 15 years on Board members' service. This policy allows for Board stability and continuity, while maintaining a strong refreshment process, ensuring a balance of tenures, perspectives and skill sets.

Our Corporate Governance Guidelines generally restrict the number of public company boards on which our directors may serve. A director who is currently an executive officer of a public company may serve on a total of two public company boards (including our Board) and a director who is not currently an executive officer of a public company may serve on a total of four public company boards (including our Board).

BOARD DIVERSITY AND TENURE



CDW strives to maintain a highly independent, balanced and diverse group of directors that collectively possess the expertise to ensure effective oversight.

All data and information in the Board Diversity and Tenure charts and Board Skills Matrix are based on the 11 Directors who are standing for re-election at our May 21, 2024 annual meeting.



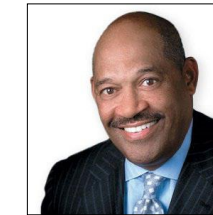
BOARD SKILLS MATRIX

	Senior Leadership	Public Company Board Service	Global	Technology Innovation	Finance, Accounting and Risk Management	People and Culture	Government and Regulatory
Addicott	•	•	•	•	•	•	
Bell	•	•	•		•	•	•
Clarizio	•	•	•	•	•	•	
Foxx	•	•		•	•	•	•
Grier	•	•	•	•	•	•	•
Jones	•	•	•	•	•	•	•
Leahy	•	•	•	•	•	•	•
Mehrotra	•	•	•	•	•	•	•
Nelms	•	•	•	•	•	•	•
Swedish	•	•		•	•	•	•
Zarccone	•	•	•	•	•	•	
Total	11	11	9	10	11	11	8

BOARD OF DIRECTORS



VIRGINIA C. ADDICOTT



JAMES A. BELL
Audit Committee Chair



LYNDA M. CLARIZIO



ANTHONY R. FOXX



KELLY J. GRIER



MARC E. JONES



CHRISTINE A. LEAHY
Board Chair



SANJAY MEHROTRA
Compensation Committee Chair



DAVID W. NELMS
Lead Independent Director

Nominating and Corporate Governance Committee Chair



JOSEPH R. SWEDISH



DONNA F. ZARCONE

“Our Board consists of highly skilled, diverse directors with experience across a broad range of industries. Together, our complementary viewpoints promote innovative thinking and strengthen the Board’s oversight of CDW on behalf of our shareholders.”

Chris Leahy, CDW Chair and Chief Executive Officer



Ethics and Compliance

We understand the level of trust that our coworkers, shareholders, customers, partners, communities and other stakeholders place in us, and we accept our responsibility for maintaining that trust. CDW’s ethics and compliance program is built around our efforts to guard and protect that trust, while ensuring that we adhere to The CDW Way Code and follow all legal and regulatory requirements.

The CDW Way Code, which applies to all coworkers and our Board of Directors, is the basis for how we work at CDW and aligns with our culture of trust, connection and commitment. It defines our standards for corporate behavior and provides direction and insight on the

ethical and legal issues coworkers may face. Further, the Code focuses on the importance of organizational and individual accountability as we work to maintain the trust of our fellow coworkers, customers, shareholders and other stakeholders.

When coworkers begin their careers with us, they receive training on The CDW Way Code as part of their onboarding process. Coworkers are also required to complete an annual acknowledgement and periodic training on the Code. We regularly review the Code for possible updates, as well as oversee related training and annual acknowledgement. In 2023, we added topics on international trade and privacy and introduced a new digital format that improves the organization, readability and utility of the Code.

Digital CDW Way Code Presents Resources in Simplified, Accessible Format

In 2023, we launched a digital version of The CDW Way Code. This refreshed design was created to enhance the user experience and provide improved readability and navigation for our coworkers. Its mobile device functionality and interactive format enhance accessibility, and the search function helps coworkers find information quickly. Available in English, Spanish and French Canadian, the digital code links to appropriate policies and additional detail on key topics, driving more interaction and engagement.

We have controls in place for anyone, inside or outside CDW, to report and address concerns. Our Ethics Helpline can be used to confidentially ask questions, seek advice and/or report possible violations. Reports can also be submitted anonymously. The Helpline is operated by an independent third party, can be accessed by phone or online, and is available 24 hours a day, 365 days a year. Reports received are first reviewed by our ethics and compliance group, which completes an assessment to determine the party best suited to investigate or address the report.

THE CDW WAY

We run our business with passion and integrity

We keep our commitments

We include stakeholders in the decision process

We empower others to do their jobs

We treat others with respect

We live our “philosophies of success” every day

We resolve conflict directly

We listen

We make things happen



ADDITIONAL MEASURES TO MAINTAIN COMPLIANCE

In 2023, we rolled out new anti-bribery and anti-corruption training, which all coworkers across the globe are required to complete. As part of our commitment to our ethics program and our coworkers, we plan to add new robust, topic-specific training modules and offerings in 2024 and beyond.

CDW is committed to maintaining an effective compliance program. We periodically use a third-party partner to assess our program, verify we are meeting specific requirements, and provide insights and suggestions for continuous improvement. Through this process, we developed a three-year strategic road map to help ensure we are properly identifying and addressing risk throughout CDW, and we are making progress on this strategy. In 2023, we updated our Partner Code to incorporate certain environmental, labor and human rights provisions. In 2024, we plan to assess our three-year progress and refresh the roadmap as we strive to elevate our program and maintain strong engagement with coworkers.

We conduct all political engagements in a transparent, legal and ethical manner and in accordance with The CDW Way Code. CDW does not make political contributions within or outside the United States. For more information, see our [Political Contributions Policy](#) on our website.

YOUR VOICE HAS POWER

IT MATTERS WHEN YOU SPEAK UP

How ITs Done

If something seems unethical, improper, or if you need guidance on the best course of action:

Talk to either:
➤ Your manager or supervisor

➤ Coworker Services
coworker@cdw.com

➤ Ethics & Compliance
cdwway@cdw.com

Or contact the Ethics Helpline:

➤ Report online [EthicsPoint - CDW](#)

➤ or Call 877.7.CDWWAY or 877.723.9929

Point your smartphone camera at this QR code, then tap the pop-up notification to go to the [EthicsPoint - CDW](#)



RETALIATION IN ANY FORM IS STRICTLY PROHIBITED

CDW strictly prohibits retaliating against someone who makes a good faith report or participates in an investigation.

WHAT HAPPENS WHEN YOU SPEAK UP

1

YOU HAVE A GOOD FAITH CONCERN OR NEED TO ASK A QUESTION

- You contact your manager or supervisor, Coworker Services, Ethics & Compliance, or [EthicsPoint - CDW](#).
- You provide details about your concern or question.
- You can choose to remain anonymous using [EthicsPoint - CDW](#).

2

WE REVIEW

- We treat your report seriously, fairly, and promptly.
- We treat your report as confidential, sharing as needed to complete our review.

3

WE TAKE APPROPRIATE ACTION

- We take appropriate action if something needs to be fixed.
- For confidentiality reasons, we may or may not be able to make you aware of the outcome of the review or any actions taken.



ENSURING ADHERENCE TO INTERNATIONAL STANDARDS ACROSS THE ENTERPRISE

We have earned multiple International Organization for Standardization (ISO) certifications, and CDW also participates in third-party ISO audits that enable us to evaluate and demonstrate that we have effective, secure processes and vendor partner relationships in place.

The certification and recertification process, the audit program and the resulting ISO certifications are critical to CDW because they:

- Provide evidence that we have implemented processes and procedures throughout the organization to ensure we have a secure supply chain program
- Prevent service and product delivery disruptions to our customers
- Ensure products coming into CDW are genuine and not counterfeit
- Increase our opportunities to win contracts that require ISO certifications
- Maintain our competitive edge

SUMMARY OF CDW'S ISO CERTIFICATIONS

CERTIFICATION	CANADA	UK	US
ISO 9001 (Quality)	●	●	●
ISO 14001 (Environment)		●	●
ISO 20000 (Services)		●	
ISO 27001 (Information Security)	●	●	●
ISO 20243 (Counterfeit Avoidance)			●
ISO 28000 (Secure Supply Chain)			●



ADDITIONAL RESOURCES RELATED TO THIS SECTION:

- [The CDW Way Code](#)
- [Partner Code of Conduct](#)
- [Political Contributions Policy](#)



Cybersecurity, Data Protection and Privacy

The respect and protection of information assets for our business, coworkers, customers and partners is one of our most important responsibilities. It is essential to our business, and upholding stakeholder trust is why we enact robust data privacy and information security programs and strategies.

We continue to prioritize close connectivity with our stakeholders and a unified approach to further secure and sustainable enterprise growth while addressing risk across the business. We codify this approach through a set of global policies, along with related programs, procedures and requirements – all of which are designed further protect the company from cyber risks and threats.

We remain focused on driving global consistency across our capabilities while balancing strategic, risk-appropriate solutions that enable customization of local and regional policies, as well as customer-focused approaches.

OUR APPROACH AND OPERATING MODEL

Our information security function operates under the enterprise-wide organization known as CDW Global Information Security, led by our Global Chief Information Security Officer (CISO). The processes overseen by our Global Information Security Team are integrated with our enterprise risk management program, including routine reporting on cyber risk through different levels of the enterprise risk management governance structure and alignment on risk management frameworks and processes.

Our security function is well-positioned to operate effectively across key stakeholder groups through:

- Core enterprise efforts to protect our business, as well as our customers’ and partners’ data
- Services and solutions that support our customers’ cybersecurity goals
- Digital trust initiatives that provide stakeholder trust and confidence in our strategy, program and outcomes

We also introduced a new Integrated Global Information Security Operating Model for the organization in 2023, aimed at strengthening our ability to effectively address the evolving external threat landscape. The model seeks to enable secure, sustainable growth for the enterprise through focused, yet agile, priorities – underpinned by a strong governance structure. Additionally, the model positions us to identify opportunities to expand and operationalize our security capabilities as a service to our coworkers.

Additional data privacy and information security priorities and highlights for the year included:

- Ensured CDW’s incident response plans meet current and anticipated regulatory requirements applicable to our business, which included formalizing a dedicated incident response disclosure subcommittee in 2023
- Expanded our external partnerships to increase third-party testing and validation

of our internal controls and security program enhancements

- Facilitated closer alignment and regular touchpoints among our US, UK and Canadian information security leaders to promote the sharing of global best practices and actionable intelligence findings

