Brief Overview of the Ingram Micro WW Compliance Program for External Communication

The objective of this document is to provide a high level description of the Ingram Micro WW Compliance Program. Any request for detailed information or specific questions should be sent to the Ingram Micro VP, Chief Compliance Officer at: Bruno.grandguillotte@ingrammicro.com

The overall goal of the Ingram Micro Compliance Program is to prevent and detect non-compliance with Company policies, procedures, controls and other legal requirements, taking into account the business strategy and risk tolerance of the Company. In this spirit, the Program aims at: (1) identifying the Company’s most significant compliance risks; (2) defining the controls needed to mitigate these risks/deliver a robust training framework that catches all associates on a regular basis; and (3) monitoring the efficiency of risk mitigation, providing guidance and assistance where and when operational issues are discovered. The Program is established on the foundation of our Company core values:

Innovation
We constantly look for better ways to deliver value to our customers, shareowners, suppliers and fellow associates. We anticipate change and create the solutions before we are asked.

Accountability
We say what we do and we do what we say. We consistently produce results that meet or exceed the expectations of our customers and suppliers. We accept our individual and team responsibilities to meet our commitments.

Integrity
We abide by the highest ethical standards, demonstrating honesty and fairness in every action we take, everywhere, all the time.

Teamwork and Respect
We honor the rights and beliefs of our fellow associates, partners and community. We treat others with the highest degree of dignity, equality and trust, leveraging diversity to meet our common goals. As a team, we deliver more than as individuals.

Learning
We continually acquire new knowledge to improve performance and enable growth, for our company and for ourselves.

Social Responsibility
We partner with our customers and suppliers to minimize our joint impact on the environment. We are responsible, active citizens in our communities through involvement, volunteerism and charitable giving.

Pursuant to our value of integrity, all Ingram Micro directors, officers or associates, are expected to conform to the highest standards of legal and ethical conduct, including compliance with the laws and regulations of the countries in which we do business, in particular anti-bribery laws and regulations such as the United States Foreign Corrupt Practices Act (FCPA) or the UK Bribery Act. To see the Ingram Micro Anti-Bribery Policy, please click on the following link: http://a1920.g.akamai.net/f/1920/1078/8h/www.imimages.com/visitor/corpcomm/anti-bribery-policy-ww-english.pdf

In the same spirit, Ingram Micro expects that third parties working on its behalf also abide by this value of integrity and employ the highest ethical standards, demonstrating honesty and fairness in every one of their actions.

For additional detailed information about our policies, please refer to our Code of Conduct available at: http://phx.corporate-ir.net/phoenix.zhtml?c=98566&p=irol-IronCorpGov.
On an annual basis, our associates are assessed, following a documented process managed by HR, by their supervisor (with a second review by the manager of their supervisor) on their performance in applying these core values in their day to day life at Ingram Micro.

We believe that corporate social responsibility starts with ourselves and the policies and procedures we have in place to guide our personal and corporate behavior. These give us a strong foundation on which to base our decisions, drive innovation and actively manage our operations across the globe. They are developed pursuant to the workflow illustrated below:
A group of 7 associates across the organization has the operational responsibility of the Program in the regions following the leadership of the Ingram Micro Chief Compliance Officer who reports to the General Counsel and has a direct and independent access to the Audit Committee of the Board. The structure ensures cross regional cooperation and leverages assistance from other key departments such as Internal Audit, HR or Security:

Ingram Micro is committed to educating its associates about the Ingram Micro Compliance Program to help them make the right decisions in their day to day professional activities. To achieve this, we are partnering with an online training provider to deliver a core curriculum focused on essential compliance principles. All associates are enrolled into video-based-training available in local language and addressing the Code of Conduct, Global anti-corruption and Sexual harassment/Respect in the Workplace. Also and following a risk based approach, targeted associates (by regions) are enrolled in additional recurrent online training modules focusing on Conflicts of Interest, Reporting or Receiving Legal & Ethical Issues or Competition Regulations. The 2014 online training effort represented a total of 48,913 enrollments in these various courses (for a global employee population of about 21,000 associates).

In addition, the Compliance team (in association with the Legal Dept. in each region) provides in-person training sessions which, around a knowledge testing module, are designed at educating associates on how the general principles learned through the online training program translate into the specific policies and procedures of Ingram Micro.

This covers policies like Anti-bribery, Consultants and Agents, Export Compliance, Money Laundering, Gifts and Entertainment, Channel Payments, etc. In 2014, 3,682 associates were trained In-person.
All online training logs are kept by our provider and accessible through their web-based Learning Management System. For the in-person training, we require the participants to sign a presence sheet which is, together with a copy of the material used for the presentation, kept in a central shared repository.

As an additional educational resource, we have developed a dedicated Compliance portal accessible to all associates on our intranet and which provides general and specific information about the program, direct access to a single WW Policy Repository, training dates, links to outside information, etc.:

To ensure the effectiveness of the Program, we use a mix of auditing (in partnership with Internal Audit), testing and employee surveys. For example, Ingram Micro has developed several years ago its Annual Legal and Compliance Certificate which is constantly refined and inquires associates on specific subjects like conflicts of interest, anti-bribery, books and records and key related policies. In 2014, it was fulfilled by about 13,673 associates or about 63% of our employee population. The responses are analyzed by the Compliance team, investigated when necessary and then reported to the Audit Committee.

In addition and every other year, we anonymously survey our associates globally. Associates are probed on key compliance issues such as their familiarity with Ingram Micro’s legal and ethical compliance policies, their confidence in the Hotline processes/non-retaliation policy, any potential pressure they feel to circumvent Ingram Micro’s Code of Conduct and compliance policies to achieve their objectives and their perception of the “Tone from the Top”.

The resulting data is used to improve the communication around the Program and the various applicable policies. Also and should associates or third parties need to ask questions or report suspected violations of our Code of Conduct or company policies regarding legal and ethical conduct, they have access to the 24X7X365 Ingram Micro hotline operated by an external supplier.
As a conclusion, we attached below a consolidated view of the Compliance Program at Ingram Micro which highlights the pillars of the initiative: