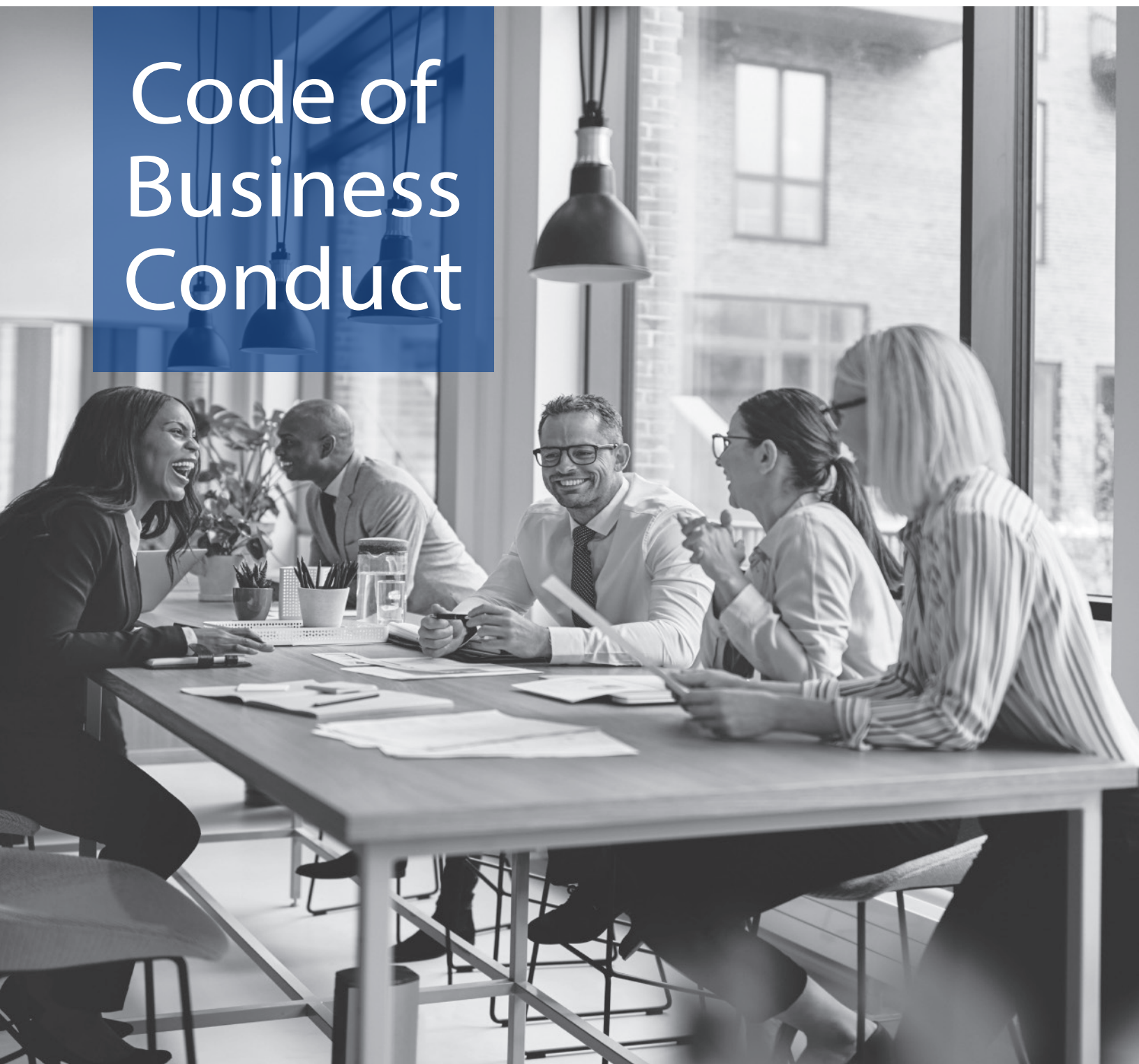


# Code of Business Conduct



# Why do we have a Code of Conduct?



**“Integrity - It’s not just a word at WPG Americas, it is a lifestyle”**

We work to cultivate a culture of integrity, which allows us to develop strong relationships with customers, suppliers, co-workers, government agencies and others.

The WPG Americas staff are more than just employees. They are a collective representation of our company, each with their own uniqueness and style but all invested in WPG Americas, honesty, openness, respect, ethical treatment of others, adherence to laws and regulations, dedication to excellent customer service and personal accountability. Our team focuses on being a trusted partner with our staff, customers and suppliers.

This Code of Conduct provides a guide to what is expected from all levels of the WPG Americas staff and we will not compromise on these values. All employees will be trained on this Code of Conduct, asking everyone to

confirm that they have reviewed and understand the requirements, with retraining conducted annually.

If you see something that appears to be in violation of this code, please reach out and speak up. The Management Team and/or Human Resources are available to discuss any questions or concerns.

Thank you, in advance, for your commitment to the values of WPG Americas expresses in this Code of Conduct. As our business grows, we must continue to focus on doing things the right way, developing strong relationships, and maintaining a high level of personal and corporate integrity. This is who we are.

# Content

|   |    |
|---|----|
| Why do we have a Code of Conduct? .....                                       | 1  |
| General Expectations .....  | 3  |
| Open Door Policy .....  | 3  |
| Anti-Discrimination .....   | 4  |
| Anti-Harassment .....   | 4  |
| Confidential Information, Trade Secrets .....                                 | 5  |
| Personal Data Protection and Privacy .....                                    | 5  |
| Anti-Bribery and Corruption .....   | 6  |
| Insider Trading and Money Laundering .....                                    | 6  |
| Zero Tolerance Policy Regarding Forced Labor and Trafficking in Persons ..... | 7  |
| Conflicts of Interests .....  | 7  |
| Antitrust and Fair Competition .....  | 8  |
| Gifts, Favors, Entertainment and Payments by the Company .....                | 8  |
| Gifts, Favors, Entertainment and Payments Received by Company Employees ..... | 9  |
| Safe Work Environment .....   | 10 |
| Environmental, Health and Safety .....  | 10 |
| No Retaliation .....  | 11 |
| Engaging in Political Activities .....  | 11 |
| Anti-Counterfeit .....  | 12 |
| Trade Compliance .....  | 12 |
| Record Integrity .....  | 13 |
| Physical Assets (Company Property) .....                                      | 13 |
| Inquiries and Investigations .....  | 14 |
| Company Handbook .....  | 14 |
| Questions, Issues and Reporting Violations .....                              | 14 |



## **General Expectations**

We will work together to build and maintain our company's reputation for integrity.

We will be respectful, fair, and honest in the course of our business.

We will strive to understand, value, and utilize various viewpoints from different cultures, making our ideas and approach more diverse and effective.

We will foster and maintain a positive and open-minded work environment, so everyone feels welcome to contribute thoughts and opinions with no fear of harassment or reprisals.

We will not tolerate or engage in unfair, unethical, or illegal activity.

## **Open Door Policy**

WPG Americas has an open-door policy. If you wish to discuss any matter directly with someone at a level higher than your manager, you are encouraged to do so. You may contact any senior level manager or human resources at any time.





## Anti-Discrimination

WPG Americas employs individuals of various backgrounds and values the unique qualities of each of employee.

We will not discriminate (or tolerate discrimination by any employee) against any applicant, employee, contractor, intern or volunteer based on age, sex, gender, gender identity, gender expression, race, ancestry, color, religion, national origin, physical disability, mental disability, medical condition, marital status, military and/or veteran status, status, sexual orientation, transgender status, genetic characteristics or information, or any other characteristic protected under law. WPG Americas also does not discriminate against any applicant, employee, contractor, intern or volunteer on the basis of such person's association with another person who possesses a characteristic protected by law.

WPGA encourages all employees to report any incidents of discrimination forbidden by this policy as early as possible so complaints can be quickly and fairly resolved. You can notify your supervisor, Human Resources or any representative of management with whom you feel most comfortable. Our employee handbook outlines details regarding the reporting and investigation process.

Please also be aware that the U.S. Equal Employment Opportunity Commission and the California Department of Fair Employment and Housing investigate and prosecute complaints of unlawful discrimination in employment. If you think you have been subjected to discrimination or that you have been retaliated against for resisting or complaining about discrimination, you may file a complaint with the appropriate agency. The nearest offices are listed on the agencies' websites – [www.eeoc.gov](http://www.eeoc.gov) or [www.dfeh.ca.gov](http://www.dfeh.ca.gov)

## Anti-Harassment

WPG Americas is committed to providing a work environment free of harassment. We prohibit sexual harassment and harassment on the basis of age, gender, gender identity, gender expression, race, ancestry, color, religion, national origin, disability, marital status, military and/or veteran status, sexual orientation, transgender status, genetic characteristics or information, or any other characteristic protected under law. The Company also prohibits harassment based on a person's association with another person who possesses a characteristic protected by law. Our anti-harassment policy applies to all persons involved in the operation of WPGA and protects our employees, applicants, contractors, interns and volunteers against harassment from any source, including supervisors and co-workers, as well as vendors, customers and other persons.

- Prohibited harassment includes but is not limited to: Epithets, derogatory jokes, slurs or unwanted sexual advances, invitations or comments;
- Derogatory, bigoted, hostile and/or sexually-oriented posters, photographs, cartoons, drawings or other visual images;
- Physical conduct, such as assault, unwanted touching, or blocking normal movement, when such conduct is motivated by the recipient's membership in a protected class; and
- Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss, and offers of employment benefits in return for sexual favors.

WPG Americas encourages all employees to report any incidents of discrimination forbidden by this policy as early as possible so complaints can be quickly and fairly resolved. You can notify your supervisor, Human Resources or any representative of management with whom you feel most comfortable. Our employee handbook outlines details regarding the reporting and investigation process.

## Confidential Information, Trade Secrets

In the competitive world of high technology, one of our greatest assets is our intellectual property, which includes both information and the expertise developed by our employees.

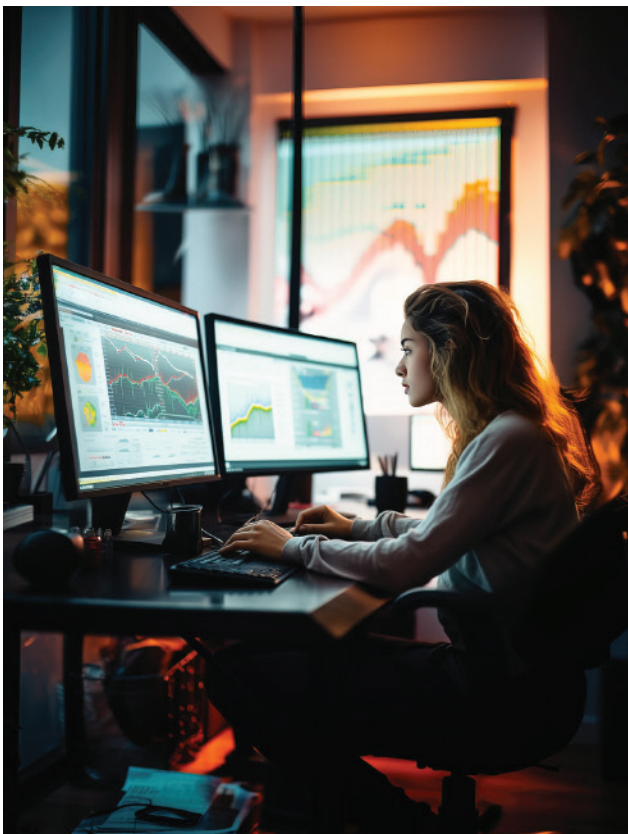
As a member of the WPG Americas team, you share responsibility for protecting the company's confidential information, such as trade secrets, certain marketing information, and other technical and business know-how.

Trade secrets refer to information that is used in business that provides a competitive advantage to WPG Americas by virtue of not being known to others and which the company takes steps to keep confidential. Trade secrets include such things as manuals, computer programs, business plans, formulas, specifications, designs, and procedures.

Confidential information refers not only to patents, inventions, and trade secrets, but to a wide range of WPG Americas materials to which we all have access in the course of doing business. This includes, but is not limited to, records, notebooks, computer stored data, strategies, devices, systems, programs, procedures, industrial or commercial designs, customer/financial marketing information, business opportunities, technology including software and designs, as well as the results of research and development. Sales leads and Supplied Information are also considered to be Confidential Information.

Confidential information, no matter how it is reproduced, summarized, or stored, remains the property of WPG Americas. You may not disclose it to any person inside or outside the company unless you have been specifically authorized to do so.

If you have any questions about how to protect confidential information, consult the WPGA Employee Handbook or contact your manager.



## Personal Data Protection and Privacy

Data protection and privacy laws govern the storage and use of personal data (person information or personal identifiable information). This can include information such as names, addresses, salary, contact information or other personal information collected and stored by WPG Americas.

If you are in a position to have access to personal information, be aware that this information is protected and it cannot be disclosed to any person inside or outside the company, except under very limited circumstances defined by applicable law.

## Anti Bribery and Corruption

WPG Americas is committed to implementing high standard of corporate governance and expects all employees and business partners to embrace the same values.

WPG Americas is committed to conduct its business operations in full compliance with the United States Foreign Corrupt Practices Act of 1977 (15 U.S.C. §78dd-1, et seq.), and any of the applicable local anti-bribery and corruption laws of the countries which WPGA operates in.

WPGA has a zero-tolerance policy for bribery and corruption. The principles that WPGA strongly advocate included:

- To carry out our business fairly, honestly, openly, and ethically.
- To prohibit bribery and corruption conducts in any form whether direct or indirect.
- To ensure all our business stakeholders understand and adhere to our anti-bribery and corruption policy.

“Bribery” refers to the offer, promise or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

“Corruption” refers to the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments
- Phony jobs or “consulting” relationships
- Kickbacks
- Political contributions
- Charitable contributions
- Social benefits
- Gifts, travel, hospitality, and reimbursement of expenses

Any incident of breach of this policy shall be reported to WPG Americas immediately. Please refer to the employee handbook for reporting internal violations. External parties should be directed to Human Resources or Top Management immediately when reporting a breach of this policy.

## Insider Trading

In the course of normal business, you may learn of non-public (insider) information about WPG or other companies that would be considered advantageous for an investor to have when deciding to buy, hold or sell that company's stock or other securities. This information must be kept confidential.

Employees of WPG Americas are prohibited from using this information for personal financial gain or sharing the information with others.

## Money Laundering

Employees are required to comply with all applicable anti-money laundering and anti-terrorism requirements. WPG Americas will not engage in any transaction which directly or indirectly promotes criminal or terrorist activities, nor will we enter into a business relationship with an entity that is known to be compromised by organized crime or terrorism.





## Zero Tolerance Policy Regarding Forced Labor and Trafficking in Persons

WPG Americas respects that rights of all people and does not engage in or tolerate human trafficking, indentured servitude, child labor, slave labor or any other type of forced or coerced labor.

All employees, business partners and contractors are made aware they shall not:

- Engage in trafficking in persons during the period of performance or contract.
- Procure commercial sex acts during the period of performance of the contract.
- Use forced labor in the performance of the contract.

If you have any questions about the meaning of this policy or your responsibility to comply with this policy, please contact your Human Resources representative.

## Conflicts of Interests

The corporate image and business reputation of WPG Americas within the industry, the market, and the community depends upon our employees. Each of us plays an important role in how the Company is perceived by customers, suppliers, and competitors and others.

We must meet the highest standards of conduct in business-related, personal, financial and investment activities and be scrupulous about avoiding potential conflicts of interest or the appearance of impropriety. All WPG Americas employees must conduct themselves in a manner that does not create a conflict between their interests and those of the Company.

Circumstances in which a conflict of interest would exist include, but are not limited to, situations in which:

- An employee has an ownership interest, financial interest or other interest in a competitor of the Company, or otherwise stands to benefit personally from the success of a competitor of the Company.
- An employee has an ownership interest, financial interest, or other interest in a Company vendor, or otherwise stands to benefit personally from the success of a Company vendor.
- An employee has an ownership interest, financial interest, or other interest in a Company customer, or otherwise stands to benefit personally from the success of a Company customer.
- A manager or supervisor has an intimate personal relationship with another Company employee, regardless of whether the employee directly or indirectly reports to the manager or supervisor.
- An employee stands to benefit personally (in the form of "kickbacks," gifts or otherwise) from any transaction involving the Company.

Employees should disclose any actual, potential or apparent conflicts of interest (including conflicts of interest that arise by virtue of marriage or intimate personal relationships between employees in a reporting relationship) for review by the President as soon as they arise.

Business dealings with outside firms should not result in unusual gains for those firms. Unusual gain refers to bribes; product bonuses, special fringe benefits, unusual price breaks, and other windfalls designated to ultimately benefit the employer, the employee, or both. Promotional plans that could be interpreted to involve unusual gain require specific approval from the President.



## Antitrust and Fair Competition

At WPG Americas, we strive to outperform our competition at every level, but will do so in a fair and honest manner.

Antitrust and competition laws are in place to protect markets from deceptive activities, such as price fixing, rigged bids or agreeing to allocate customers, markets or territories with competitors in order to unfairly eliminate competition. These activities are not only prohibited by WPG Americas employees, but they are also criminal and must be avoided.

Employees should never discuss any of the following with competitors, even in a casual or group setting.

- Price or margin information.
- Promotions or special terms available.
- Bid or quote information.
- Customer, territorial areas, or markets.
- Internal hiring, salary, or employee development/training practices.
- Special customer freight allowances.
- Any other topics that might cause the appearance of impropriety.

If you are unsure if a conversation is crossing the line, it is best to either stop or step away. Any unethical or illegal activity related to fair competition is unacceptable and will not be tolerated at WPG Americas.

## Gifts, Favors and Entertainment



### Gifts, Favors, and Payments by the Company

Gifts, favors, and payments may be given to others at WPGA's expense, if they meet all the following criteria:

- They are consistent with accepted business practices.
- They are of sufficiently limited value and in a form that will not be construed as a bribe or payoff.
- Any gift that is accepted, the value of the gift must be below \$250.00 US.
- They are not in violation of applicable law and generally accepted ethical standards.
- Public disclosure of the facts will not embarrass WPGA.

Payments, commissions or other compensation to or for the benefit of employees of customers (or their family members or associates) that are not stipulated in a written contract are prohibited by this policy.



## Gifts, Favors, Entertainment and Payments Received by WPGA Employees

Employees shall not seek or accept for themselves or others any gifts, favors, entertainment or payments without a legitimate business purpose from any person or business organization that does or seeks to do business with or is a competitor of the WPGA.

Employees may accept for themselves, and members of their families' common courtesies usually associated with customary business practices. These include but are not limited to:

- Lunch and/or dinner with supplier if the invitation is extended by the supplier.
- Gifts of small value from suppliers such as calendars, pens, pads, etc.
- Tickets to events (sports, arts, etc.) are acceptable if offered by the supplier and the supplier accompanies the employee to the event. These are not to be solicited by the company employee and must be approved by the appropriate company officer.
- The receipt of alcoholic beverages is discouraged.
- Gifts of perishable items usually given during the holidays such as hams, cookies, nuts, etc., are acceptable.

A strict standard is expected with respect to gifts, services, discounts, entertainment or considerations of any kind from suppliers.

- Day outings such as golf, fishing and hunting are acceptable with prior approval from the appropriate company executive. The supplier must be in attendance and participation by the employee's family member is not acceptable.
- Use of suppliers' facilities (vacation homes, etc.) by employees or their families for personal use is prohibited. In the event the supplier is present for the duration of the visit such a situation is acceptable if it is only once per year and for limited duration (i.e., a long weekend.) The employee must have prior approval from the appropriate company executive.
- It is never permissible to accept a gift in cash or cash equivalent such as stocks or other forms of marketable securities of any amount.

Management employees should not accept gifts from those under their supervision of more than \$100.



## Safe Work Environment

WPG Americas is committed to providing a safe and healthful workplace for all employees. This effort requires your active participation. You are encouraged to raise concerns and make suggestions about safety issues to your supervisor or manager or Human Resources. To express any safety concerns or questions anonymously, you may also write to the President.

### Safety Requirements

- Maintain clean and safe working conditions in and around your workspaces. Inspect your own workplace daily and promptly report unsafe or unhealthful conditions to your immediate supervisor or manager, including defective furniture or other equipment, unless you can correct the situation yourself.
- Abide by the safety rules published by the Company.

- Immediately report all injuries to your supervisor or manager.
- Violence or threats of violence will not be tolerated and must be reported immediately.
- Follow the ergonomic guidelines for performing all work or using any equipment. If a repetitive task causes you discomfort, or you feel it is unsafe or unhealthful, report it to your supervisor immediately.
- Do not work while under the influence of alcohol or illegal drugs and do not bring these substances into the workplace.
- Do not bring any weapons or dangerous substances onto company premises or take any action that endangers the safety of yourself or others.
- Keep your supervisor or manager advised if you require any special safety needs, including emergency situations.

## Environmental Health and Safety

All WPG Americas employees will comply with applicable federal, state, and local laws and regulations concerning the environment, health and safety.

Employees are expected to participate in training sessions and/or drills coordinated by the company as required and report any safety violations or injuries immediately to Human Resources.





## No Retaliation

WPG Americas recognizes that everyone is entitled to exercise various rights and engage in various activities by law, and we have a great respect for those individual rights.

The Company will not retaliate (or tolerate retaliation by its employees) against anyone for exercising a legal right or engaging in legally protected activity.

WPGA encourages all employees to report any incidents of retaliation forbidden by this policy as early as possible so complaints can be quickly and fairly resolved. You can notify your supervisor, Human Resources or any representative of management with whom you feel most comfortable. Our employee handbook outlines details regarding the reporting and investigation process.

## Engaging in Political Activities

The WPG Americas staff is a blend of multiple political affiliations and beliefs. While we encourage and support our employee's right to engage in the political process, we also require that any political contributions or activity remain personal. WPG Americas must not be involved.

As a company, we do not contribute funds or resources for any political activities, parties or candidates. Employees engaging in political activities must do so on their own time and may not use company funds or resources for these activities.

If you choose to seek political office, please notify your manager and Human Resources. While performing political activities, you must not speak on behalf of WPG Americas or give the appearance of a company endorsement. If you hold a political office, any associated functions must be on your personal time.



## Anti-Counterfeit

WPG Americas has adopted an Anti-Counterfeit Policy to eliminate the impact of counterfeit products on WPG Americas, and its customers.

This is a zero-tolerance policy against knowingly and intentionally trafficking in counterfeit goods.

To support this policy of ensuring there is a low risk of counterfeit products entering our supply chain, WPG Americas maintains processes to ensure purchases are only made directly from the Manufacturer or Manufacturer approved sources. This is accomplished through adherence to SAE AS6496 Fraudulent/Counterfeit Electronic Parts: Avoidance, Detection, Mitigation, and Disposition – Authorized/Franchised Distribution requirements.

Should a suspect counterfeit or counterfeit product be found, WPG Americas shall quarantine such material and report the findings to the supplier and appropriate authorities.

This policy has been communicated, understood, implemented and maintained at all levels within WPG Americas.

No WPG Americas employee shall procure material in a manner not in agreement with this policy.



## Trade Compliance

WPGA is an industry leader in global electronic component distribution with a worldwide presence. With this global business comes the responsibility to comply with the export and import regulations of all the countries in which we do business.

It is the obligation of every WPGA employee to adhere to all applicable export/import regulatory requirements and attend annual refresher training to maintain awareness. Our goal is to facilitate and expedite worldwide trade in the most effective and efficient manner by proactively observing all international rules and regulations regarding export.

If you have any questions regarding export regulations or observe signs of a suspicious transaction(s), you should immediately address your questions or concerns to the Export Control Team and Compliance Manager.



## Record Integrity

Reporting, accounting, transactional and other records have a significant impact on WPG Americas decision making, reporting, auditing and operations. Records must be complete, with accurate, and truthful information provided in a timely manner. All employees are responsible for ensuring the records they are responsible for are created and maintained in this manner.

When creating a record, it is never acceptable for any WPG Americas employee to intentionally provide misleading, vague or false information. It is also not acceptable to omit or conceal relevant information by not including it in a record.

All records must be stored in a manner that ensures they are protected and retrievable until their retention time has passed and they are dispositioned by management for either archiving or destruction. No WPG Americas employee may alter or destroy any company records outside of this process.

Copying company records for personal use is strictly forbidden.

## Physical Assets (Company Property)

Employees are expected to exercise due diligence when using company property. Company property is to be used for authorized purposes only. Company property includes but is not limited to telephones, fax machines, computers, inventory, work areas, suppliers, equipment, machinery, facilities, tools, records, data, and information of any kind about the Company.

Company equipment is provided for business purposes and should not be used for personal convenience, except for minimal use of the telephone or email for necessary personal calls or emails that do not interfere with work performance.

Company property that is specifically issued to an individual employee will require the employee to sign an acknowledgement of receiving such property. Company property is not to be misused, removed from Company premises, converted to personal use, or otherwise disposed of, regardless of its condition or value, without proper authorization.

## Inquiries and Investigations

It is your responsibility to cooperate fully, responding honestly and accurately with inquiries and investigations conducted by or on behalf of WPGA.

By establishing a foundation of trust and open communication, if a problem is identified, we can quickly determine the root cause and work together to ensure corrective action is taken to prevent a recurrence of the issue.

## Company Handbook

In addition to this Code of Conduct, employees are required to adhere to the requirements of the employee handbook.

Please reference the WPG Americas Employee Handbook for additional guidance regarding the expectations listed in this Code and additional employee information not referenced in this Code.



### Questions, Issues, Reporting Violations

Questions or concerns regarding this Code of Conduct should be directed to your managers or Human Resources.

WPG Americas is committed to enforcing this Code of Conduct and any other applicable laws or regulations not specifically called out above. Employees are expected to report violations of this code, or any other applicable law or regulation, as soon as possible after the incident so a proper investigation can be conducted.

Reports of potential violations should be made to your supervisor, Human Resources or any other representative of management whom you feel comfortable going to.

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