



**Code of Conduct**

## A Message from the CEO



Rick Hamada  
CEO

Team Avnet,

As the leader in global technology distribution, Avnet has built its global business and reputation by delivering superior value and maintaining the highest ethical standards in our business practices in all of our dealings with customers, suppliers, employees and shareholders. Our Code of Conduct, along with our Core Values and company policies, reflects our commitment to doing business with integrity. We rank Integrity as our number one core value by design. We believe that doing the right thing is always the best course of action and, ultimately, will lead to success for us as individuals and for Avnet as an organization.

Our Code of Conduct provides specific guidelines on expected behavior and demonstrates to our stakeholders that they can count on us to operate in an honest, fair and respectful manner. The Code of Conduct has been revised to make sure the information is as up-to-date as possible and addresses changes in the business environment such as the rise of social media and our growing global footprint. In addition to adhering to our Code of Conduct, by complying with local laws and regulations in our daily actions and decisions, we reinforce to those we work with that we appreciate it is not just ***what*** we do but ***how*** we do it that is important.

As a performance oriented organization, we hold ourselves accountable to delivering our committed results, but we will not strive for these results at the expense of our values. Please take a few minutes to read our Code of Conduct carefully and understand how it applies to you and your job. Ask any questions that come to mind. We best demonstrate our commitment to integrity when we deal with each other with respect and trust each other to honestly and openly ask questions and proactively seek answers when we encounter ethical issues. If you have questions about potential misconduct, please promptly surface any such concerns through one or any combination of the channels available to you, including, your immediate supervisor, HR, Legal or one of our many trusted Code of Conduct Advisors throughout the organization.

I am proud of our culture and the fact that we embrace integrity as our primary compass in guiding our everyday actions. Our Core Values, combined with our Code of Conduct, serve as a solid foundation as we continue on our journey to premier. Please refer to both as you navigate your own personal journey as a member of the Avnet team.

Best regards,

A handwritten signature in black ink, appearing to read "Rick". The signature is fluid and cursive.

Rick Hamada  
CEO

## Our Vision

Avnet will deliver the highest value to our customers, suppliers, employees and shareholders as the premier technology marketing, distribution and services company, globally.

## Our Core Values

Core values define who we are as individuals and as a company. Our core values define us to each other, our customers, our shareholders, our suppliers, our competitors and our communities. Our core values are not just words on paper. We expect to demonstrate these core values in our daily work. We expect these core values to guide us in achieving our vision for Avnet.

### **Integrity:**

We demonstrate honesty, respect for others and trustworthiness in all we do.

### **Customer Service:**

We continuously seek to improve each customer's experience by listening and striving to exceed our commitments.

### **Accountability:**

We each take personal responsibility for our commitments, actions and results.

### **Teamwork:**

We work together to accelerate Avnet's success.

### **Innovation:**

We adapt to and create change in pursuit of our success.



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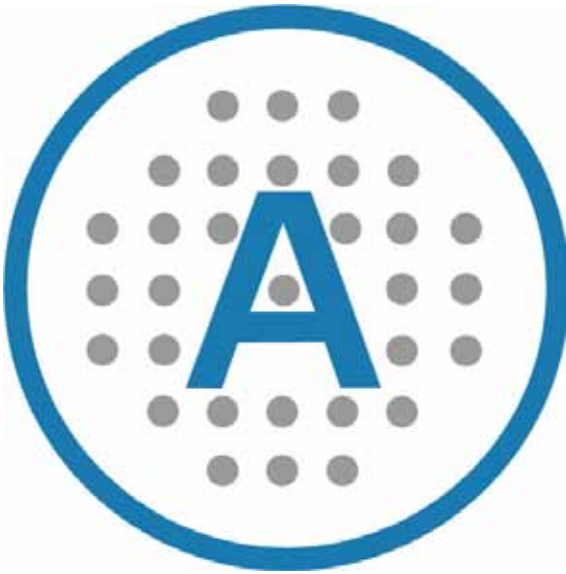
*“Avnet’s ability to sustain its performance and transform itself to meet the changing demands of the market over the past 50 years is remarkable. The company’s staying power, adaptability and growth are accomplishments that deserve great admiration, and we are grateful for our long-lasting partnership.”*

Larry Leibowitz,  
Chief Operating Officer, NYSE  
Euronext



*Lester Avnet (r), president of Avnet Electronic Supply Co., in the 1950s.*

# Introduction to Our Code of Conduct



*Avnet's original company logo represented a circular connector.*

## Getting to Know the Avnet Code of Conduct

Welcome to the Avnet Code of Conduct. Its purpose is to guide us in maintaining our high ethical standards. It provides information about our standards of integrity and explains some of our legal and ethical responsibilities. Our Code of Conduct applies to all employees, officers and members of our board of directors, as well as our company's subsidiaries around the world. We also expect all suppliers, agents and business partners to uphold similar ethical standards when working with Avnet.

While our Code of Conduct addresses many legal and ethical concerns, it cannot possibly cover every situation we may encounter. Therefore, when in doubt as to whether any activity is proper, you should seek guidance through one of the avenues discussed later in this Code of Conduct.

In addition to our Code of Conduct, we should always keep our core values in mind, ensuring that our decisions promote these values in all that we do. It would be wonderful if the right thing to do were

always perfectly clear. Life, however, is not always simple. When the right choice is not obvious or doing the right thing is difficult, remember our core values. Ask yourself:

- Does my action reflect Avnet's core values?
- Does my action harm our company, customers, suppliers, shareholders or my fellow employees?
- Would I take this action if it were published on the front page of a major newspaper?
- How would I feel if this action were taken against me?

If the answers to these questions leave you feeling uncomfortable, it is safe to assume you should not take the proposed action. Instead, seek guidance from one of the resources listed in this Code of Conduct.

## Accepting Our Responsibilities under the Code of Conduct

Our Code of Conduct helps us demonstrate our commitment to conducting business with integrity. To fulfill our responsibilities to our customers, suppliers, employees, shareholders and communities, all of us must honor certain commitments—regardless of our position within our company. To this end, our Company expects us to:

- Accept responsibility for promoting our core values and maintaining our integrity.
- Read, understand and abide by the requirements of our Code of Conduct.
- Remain alert to any actual or suspected illegal or unethical conduct that occurs in connection with Avnet's business.
- Foster a culture that prevents retaliation against anyone who reports actual or



suspected violations of our Code of Conduct.

- Participate in training that explains what our Code of Conduct means and how it applies to our jobs.
- Seek advice from the appropriate person if we have questions or concerns about our Code of Conduct, company policies or the law.
- Demonstrate, through daily conduct, our personal commitment to our Code of Conduct.

In addition to the commitments we all share, our managers have an extra set of responsibilities. Managers are stewards of our Code of Conduct, expected to lead by example and to be models of good, ethical behavior. If you are a manager, you have a duty to:

- Implement and enforce our Code of Conduct.
- Foster a culture that promotes ethical conduct, integrity and trustworthiness in all business activities and relationships.
- Ensure that those reporting to you review and understand our Code of Conduct.

- Ensure that employees receive proper training in what our Code of Conduct means and how it applies to them, their duty to report actual or suspected violations of the Code of Conduct and the various methods for reporting such actual or suspected violations.
- Provide employees with multiple ways to obtain advice and guidance concerning our Code of Conduct.
- Conduct prompt, appropriate investigations of reports of actual or suspected misconduct, escalating issues when necessary.
- Take appropriate action when violations of our Code of Conduct occur.

### **Complying with the Law**

Avnet must operate in full compliance with the laws, rules and regulations of the geographies in which we do business. Many such laws are complex and may change over time, varying between countries. If you have questions about a particular law or regulation, or how it applies to your work at Avnet, please contact your manager or the legal department.



*Avnet Technology Solutions Asia leadership conference to build on their knowledge, culture and teamwork.*

## Participating in an Ethical Culture

### Seeking Guidance and Reporting Violations

We are all responsible for reporting any activity that violates or appears to violate our Code of Conduct, company policies or the law. In doing so, we help preserve an honest, ethical environment.

There are a variety of ways to obtain guidance or to report a suspected violation. In general, you should raise concerns with your manager first. If this is uncomfortable or inappropriate for any reason, there are other options available to you. If you have questions, need guidance or would like to make a report, contact:

- Your manager
- A code of conduct advisor (CCA)
- A human resources representative
- The legal department
- The corporate audit department
- A member of the corporate or regional ethics and compliance committee(s)
- The Avnet Ethics Alertline, online or by telephone (visit the [Office of Compliance page](#) on the intranet for contact information in your location)
- The audit committee of the board

Global Compliance, a third-party provider, operates the Avnet Ethics Alertline. The Ethics Alertline is available 24 hours a day, seven days a week.

When using the Ethics Alertline, you are encouraged to identify yourself to assist in effectively addressing concerns. However, where allowed by local law, you may choose to remain anonymous, and Avnet will respect your decision.

Please note that there may be other options in some countries, such as the works councils, which may also be consulted.

Whatever method you choose to seek guidance or report possible misconduct, our company makes every effort to maintain confidentiality, within the limits of the law.

### Our Company's Non-Retaliation Stance

It is important that you feel at ease making reports of actual or suspected misconduct. It is our policy to not discipline or retaliate against anyone who, in good faith, reports a potential or actual violation of our Code of Conduct. Making a report "in good faith" means you have given a complete, honest account that you believe to be true. Anyone found to have committed an act of retaliation against another person for making a good-faith report will be subject to disciplinary action, up to and including termination.

### Investigations and Consequences of Misconduct

Avnet looks into all reported concerns promptly and confidentially, to the extent possible. At times, you may be asked to participate in an internal investigation of a report. We are all expected to cooperate with such requests.

If an investigation reveals any act of misconduct, our company will take appropriate corrective action. This may include:

- Prompt restitution for any incorrect payment
- Notifying the appropriate governmental agency
- Disciplinary action
- Changes to processes or procedures to prevent future misconduct

Violations of our Code of Conduct are subject to disciplinary action, including verbal or written warning, suspension, termination of employment or restitution.



*Our work at Avnet should be the primary focus of our business activities. Our Company expects us to use discretion, good judgment and common sense in performing our jobs. If uncertain about the right choices, we should ask for advice before taking any action.*

### **Acting in Our Company's Best Interests**

We have a duty to avoid any situation where our personal interests may conflict with those of our company. These conflicts of interest exist when an outside activity, influence or relationship affects our ability to act in Avnet's best interests. Such conflicts also arise when we take advantage of our position with Avnet for personal benefit, or for the benefit of a friend or relative.

We must consider our activities and those of our close family members, to ensure no conflict situation exists. Conflicts of interest can cause serious problems for those involved in them, as well as our company, so we need to avoid even the appearance of a conflict. If you have any doubt about whether a conflict of interest exists or could occur, you should immediately discuss the situation with your manager, CCA, Avnet's legal department or human resources before taking any action. Members of the board of directors must disclose any actual or apparent conflict to the board's governance committee.

The following sections describe some common situations that may create a conflict of interest. Please keep in mind that these are general examples. They are not the only possible conflicts you may encounter.



*College students compete in the Avnet Tech Games.*

## Accepting and Giving Gifts and Entertainment

We always seek to strengthen our relationships with our business partners. Gifts and entertainment can be an appropriate way to build or maintain good relationships between our Company and those with whom we do business. However, giving or receiving gifts and entertainment can create a conflict if such courtesies are exchanged without a clear business purpose. Generally, we may exchange modest gifts or entertainment that fit all of the following guidelines:

- The reason for the gift or entertainment is appropriate to both the circumstance and the business relationship.
- The gift or entertainment helps improve business or community relationships.
- The gift is not cash.
- The exchange of gifts or entertainment is infrequent and unsolicited.
- The receipt of the gift or entertainment will not affect your decision making on behalf of Avnet.
- The gift or entertainment is for a legitimate, Avnet-related business purpose.

It is important to keep in mind that our business partners may have their own policies when it comes to exchanging gifts and entertainment, and that such policies may differ from Avnet's. We should always check to make sure we do not put our business partners in a difficult position before offering business courtesies. If a business partner offers us a gift or entertainment that violates our Code of Conduct and company policy, we must politely refuse.

If a business partner offers a gift or entertainment of unusual value, check

with your manager, a CCA or the chief governance & compliance officer to help you decide whether you may accept it. Remember, the area of giving and receiving gifts or entertainment is one where the "headline test" is particularly appropriate. If you would not want to read about the gift or entertainment in a newspaper, it should not be given or received.

For more detailed information, [please see the \*global anti-corruption policy\*](#).

**Q:** I am traveling on Avnet business, and plan to meet with a longtime customer while I'm out of the country. The customer has invited me to dinner at a popular local eatery, followed by drinks at an exclusive nightclub in the area. It's my first time in the city, and I'd like to experience both venues. May I accept this opportunity?

**A:** A moderately priced meal at a restaurant is generally acceptable, so long as the meal facilitates business discussion and promotes goodwill between Avnet and the customer. However, an additional outing at a nightclub may be inappropriate, depending on the cost and exclusivity. When in doubt, ask your manager or a CCA for guidance.

## Outside Business Interests

A conflict may occur when we have a direct or indirect financial interest in a business with which Avnet may have dealings. Having such an interest in a vendor, customer, competitor or other business with which our company does business can easily impair our judgment. Therefore, we must avoid having any



*Avnet acquired Guild Musical Instruments in 1965, which led to Avnet presenting a Guild Starfire 12 to the Beatles' John Lennon and George Harrison.*

interest, regardless of its significance, which could affect—or appear to affect—our decision making on behalf of Avnet. There is a blanket exception for small amounts of stocks, bonds or other securities issued by a publicly held corporation. In this case, a “small amount” means less than one percent of the value of the company. Otherwise, the corporate ethics and compliance committee must approve exceptions in writing.

In addition, we must never serve on the board of directors of any Avnet customer, supplier, competitor or third-party vendor, unless the CEO and corporate ethics and compliance committee grant specific approval in writing.

### **Outside Employment**

Avnet respects our right to accept employment outside of our company.

However, any outside position we take on must not conflict with the work we do for Avnet. Specifically, you should avoid the following situations:

- Outside employment or activities that involve taking, for your personal benefit, what could have been an opportunity for our company.
- Being unable to devote the time and effort necessary to complete Avnet work assignments.
- Performing outside work on company premises or while on company time.
- Performing outside work using company property, employees, facilities, supplies or equipment.
- Working, in any capacity, for a supplier, customer, vendor or competitor of Avnet.
- Outside employment that would involve using or disclosing any Avnet confidential or proprietary information.



## Employment of Relatives

At times, and so long as this is not limited or forbidden by a labor agreement, our relatives may seek employment with our company. We must never share a direct or indirect reporting relationship with our immediate family members. Doing so could give rise to the appearance of favoritism. “Immediate family members” include spouses, children, stepchildren, parents, stepparents, siblings, in-laws and any other members of your household. We should also avoid engaging in “reciprocity”; that is, we should not hire others’ relatives just because they have hired our employees’ relatives. If you find yourself in a position that violates this policy, disclose the situation to your manager immediately.

Q: My wife’s company is looking to become an Avnet vendor. I think this would be beneficial to both Avnet and to the company where my wife works. Does this create a conflict of interest?

A: It may—particularly if you have decision-making authority in the vendor selection process. Whether or not you have such authority, this relationship could easily create the appearance of a conflict of interest. You should report the situation to your manager, and remove yourself from the decision-making process if you are in any way involved.

## Doing Business Ethically Around the World

As a global organization, Avnet does business with individuals and entities around the world. Because laws governing our global interactions can be strict, it is important that we understand and abide by the rules and regulations in place in the

areas where we work. These include the U.S. Foreign Corrupt Practices Act, UK Bribery Act and similar laws—globally—aimed at preventing corruption. The offering or accepting of bribes, kickbacks or similar hidden payments to anyone is against our company’s policies; it is also illegal. Any payment or gift that is given or promised, directly or indirectly, to a government official designed to influence that person’s decisions is improper. In addition, we must never give anything of value—such as meals, travel, entertainment, lodging or other gratuities—to government personnel with the intent to influence that person. Such actions could subject you and Avnet to substantial criminal liability.

If you become aware of or suspect any questionable business practices, you should immediately contact your manager, CCA or the legal department. For further guidance, see the “Accepting and Giving Gifts and Entertainment” section of the Code of Conduct.

## No Commercial Bribery

Doing business with integrity also means that we do not engage in commercial bribery. “Commercial bribery” is offering something of value—money, gifts, favors or entertainment—to others in an effort to obtain or keep their business, or influence their decisions. In addition, we must not retain a third party to engage in such activity on our behalf. Just as we must not offer a bribe, we must never accept a bribe either.

## International Trade Controls

Due to our global base of suppliers and customers, Avnet is subject to international trade laws and sanctions. We comply with export and import control regulations and

laws of the countries in which we conduct business. Failure to do so could seriously affect our ability to serve our global customer and supplier base, and result in significant financial and criminal penalties.

“Exports” are generally determined to be products, services, technologies or pieces of information that are shipped to a person in another country. Under some laws, including U.S. law, an export can also be technology, technical information or software provided to a non-exempt person (such as a non-U.S. citizen) regardless of where that person is located. Before exporting anything, we have a duty to verify the eligibility of both the delivery location and the end user (or, the person receiving the export). We are also required to obtain all necessary licenses and permits, and pay all applicable duties.

“Imports” — or, goods purchased from an external source and brought into another country—are also subject to various laws and regulations. In particular, import activity may require us to pay duties and taxes, and submit certain filings.

Those of us whose duties involve international operations must be familiar with the relevant export and import laws and regulations that apply to our jobs. We must also familiarize ourselves with our company’s global trade compliance policies, and comply with them. Avnet’s policies governing global trade compliance are located on the intranet. Export and import laws and regulations can be complex; when in doubt, contact the legal department.



*The global IT control room in Chandler, Arizona, is the heart of our communications, data storage and business activities with customers and suppliers.*

Q: I just received a large order this morning from a customer in South America. He informed me that he plans to share some of the products ordered with a colleague located in the Middle East. I think the particular country where this colleague is located is sanctioned, but I assume that after we ship products to our customers, they can distribute them as they choose. Is this right?

A: No. In general, it's a violation of company policy and export control laws to ship products that you know (or have reason to suspect) are destined for a sanctioned country. Because this is a complicated situation, you should contact the legal department for guidance.

- Asset transfers
- Monetary payments
- Provision of services
- Exports of sensitive technology
- Travel to the affected countries

We are responsible for knowing and following applicable restrictions wherever we are doing business. You should consult the legal department if you have any questions about sanctions.

In addition, under U.S. law, and legislation in several other countries, we must not cooperate with requests to participate in boycotts or other restrictive trade practices not sanctioned by the law. This means, in part, that we cannot take any action, furnish any information or make any declaration that could be viewed as cooperating with an illegal boycott. There are severe penalties for violation of these laws. If you believe you have received a direct or indirect request to participate in an illegal boycott, you are required to contact the legal department for guidance. Our company must report all boycott requests to the U.S. government, so it is crucial that you adhere to this policy.

### Sanctions and Boycotts

In addition to export and import laws, we must be mindful of trade sanctions that apply to our work at Avnet. Sanctions imposed by the United States and other countries may restrict or prohibit dealings with certain countries—or individuals who live in or originate from those countries. Activities that may be restricted include:



*Flag ceremony opens the Avnet Global Managers Meeting in 2000 where 700 leaders from around the world gathered.*



## Safeguarding Our Company's Assets and Information

We are entrusted with many of Avnet's assets on a daily basis. It is our duty to safeguard our company's physical property—including all equipment, facilities, funds and documents—and take necessary precautions to protect it against theft, damage, loss or misuse. We are expected to use company property for business purposes only.

One of our most valuable assets is our confidential and proprietary information. Many of us have access to our company's confidential and proprietary information as part of our duties. Such information belongs to Avnet and is critical to our ability to compete.

Examples of confidential Avnet information include:

- Strategic business plans.
- Future or pending sales, acquisitions or mergers.
- Supplier and customer identities and needs.
- Technological information about the products and services we provide.
- Pricing structure, costs, profits and other financial information.
- Business practices and patterns.
- Employees' names, addresses, home phone numbers, salary or wage information, and personnel file information.
- Proprietary and private data developed or purchased by Avnet, or entrusted to us by customers or suppliers, if identified as confidential. Please note, however, that such data is not always explicitly identified as confidential, but may nevertheless be considered as such. If in doubt, please verify with the legal department.



*Repair technician at Avnet Integrated Resources' Columbus, Ohio, facility, which serves the cable TV industry.*

It is important that we protect the confidentiality of this information at all times. Confidential information should be shared only with fellow employees whose jobs require them to have access to it, or as otherwise required by law. We must not attempt to use confidential and proprietary information for personal gain, nor should we disclose confidential, sensitive or non-public information to people outside our company. This includes being diligent and mindful of who may be listening when discussing such information in public places like trains, airports, restaurants or breakrooms.

Keep in mind that when we collect, store, modify, transfer, block, erase or use personal information, we have a duty to comply with Avnet's policies and procedures related to the handling of such information, as well as the privacy and data protection laws that apply in the locations where we work. If you are unsure of your responsibilities related to private personal information, or have any questions about what qualifies as private personal information, please contact your manager or a CCA.

At times, Avnet may disclose confidential information to those who have a business relationship with our company. We must only make such disclosures with the understanding that the receiving party will maintain the information in confidence.

At the time of hire, you may have signed a confidentiality or development agreement that describes more fully your obligations in this area. These obligations may apply even after your employment with Avnet ends.

Q: My coworker and I are together at a restaurant on our lunch break, when she tells me about a new potential business transaction. She starts talking quickly and excitedly about our pricing strategy, sharing many details with me that I probably don't need to know. Should I stop her?

A: Yes. Your coworker shouldn't discuss this information in a public place, where others may overhear. Further, if you do not have a business need to know the information, it should not be shared with you. We must always take special care when discussing confidential matters in public places. You should stop the conversation immediately, and both you and your coworker should report the conversation to your manager or a CCA.

### **Respecting the Intellectual Property Rights of Others**

We respect the copyrights, patents, trademarks and licenses of others, including our competitors and suppliers. We promote "thought leadership"—using our own original ideas to fuel our work, and never copying others' work without

crediting the author. When we sign a contractual agreement with a computer software supplier, that agreement includes a software licensing agreement. This agreement establishes that the supplier remains the owner of the software, and Avnet receives a license to use it under specified conditions. In general, this license prohibits us from reproducing or copying software. Further, these programs usually have copyright protection, and reproducing them without the owner's permission is against the law.

Under no circumstances should you reproduce software, permit software to be reproduced or use reproduced software without the expressed written permission of the program's owner. The same applies to trademarks or logos, whether or not registered or bearing marks such as "©" or "TM."

We must be equally mindful of not violating the terms of our agreements with hardware suppliers regarding hardware patents, copyrights, trademarks and licenses. If you have any questions regarding such terms, please consult with Avnet's legal department.

Further, we must not make photocopies or other reproductions of copyrighted material. Although the copyright law contains "fair use" exceptions that permit the photocopying or reproduction of copyrighted materials in certain limited circumstances, you should not do so without first consulting with Avnet's legal department.

At the time of hire, you may have signed an agreement related to the unauthorized use of software that describes your responsibilities under this policy more fully.

## Putting Electronic Media to Good Use

Avnet provides us with various technologies for use in performing our jobs. Resources such as telephones, networked computers, laptops and Internet access are property of Avnet, and we should use them primarily for Avnet business. Our company permits reasonable personal use on a limited basis, provided such use does not negatively affect our ability to perform our work.

Our use of Avnet information technology must be appropriate. We must never use company technologies to view, download or transmit harassing, abusive, graphic, offensive, obscene or illegal materials or behavior. This includes accessing pornography, circulating hate mail, and attempting to gain unauthorized access to any Avnet system, network or database. It also prohibits us from downloading unlicensed software, and from downloading copyrighted music, movies or other works without permission of the copyright owner and the approval of Avnet.

For more detailed information, [please see the \*global information security policy\*](#).

## Social Media and Networking

The Internet offers us various opportunities to engage with stakeholders, using an assortment of social media tools. Such media include blogs, micro blogs (like Twitter®), social networking sites (like Facebook® and LinkedIn®), wikis, photo and video sharing sites, and chat rooms. Keep in mind that electronic messages are permanent, transferable records of our communications. If released to the public, they can greatly affect Avnet's reputation.

To avoid any negative effects our use of social media may have on our company, we must never give the appearance of speaking or acting on Avnet's behalf unless we are authorized to do so. Further, we may never use social media or networking sites to disclose confidential information regarding our company, our business partners or our fellow employees.

Q: I frequently post updates to Facebook and a couple of other networking sites on my personal time. Recently, I closed a major deal, and I was excited to share this with family and friends. My profile information reflects that I'm an Avnet employee, and I accidentally named the company with whom we won business. I went back and edited this information out of the post. Do I need to report this?

A: Yes. This information may be considered material, non-public information, or may otherwise be confidential. Therefore, any disclosure—even if the statement is later retracted—could be detrimental to our company and our relationships with our business partners. You should inform your manager or the legal department of the accidental disclosure to ensure that Avnet can prepare to respond, where necessary.



*Avnet programs more semiconductor devices than any other company in the world – more than 300 million per year.*



## Acting with Integrity for Our Fellow Employees



*An Avnet connector assembly operation, 1959.*

*At Avnet, we believe we work best in an atmosphere of fairness, cooperation and equal opportunity. As employees, we are thus committed to respecting the dignity of each individual. All of us must conduct ourselves in a mature, responsible, professional and respectful manner. In addition, we all must share the responsibility for maintaining a safe, respectful and productive workplace.*

### **Observing Basic Human Rights**

As part of our commitment to our global community, Avnet values and seeks to uphold basic human rights in all of our operations. Our company provides reasonable working hours and fair wages to those who perform work on our behalf. We do not use or tolerate others' use of forced labor or human trafficking practices, including the exploitation of children. Unlawful child labor violates the integrity of our business, and is not condoned by Avnet. We will never knowingly do business with customers, suppliers and other business partners who violate these policies. If you have reason to believe they are engaging in forced labor or human trafficking practices, report the misconduct immediately.

### **Fostering an Environment of Diversity and Respect**

Treating each other fairly is an integral part

of our commitment to integrity, our number one core value. We are all expected to treat one another with respect and sensitivity, embracing and encouraging a diverse culture of varied backgrounds, experiences and ideas. At Avnet, we base our employment decisions on merit, experience and other work-related criteria. We do not discriminate against anyone based on race, color, ancestry, national origin, sex, marital status, religion, age, mental or physical disability, medical condition, sexual orientation, veteran status or any other legally protected trait.

Further, we are committed to going beyond the minimum standards set forth by anti-discrimination laws. Our goal is to build a high performance work environment in which individual differences are respected and valued, opening the way for more participation and greater job success for all. All of us are expected to support and encourage diversity within Avnet.

### **Prohibiting Harassment in the Workplace**

As part of our commitment to a respectful work environment, we will not tolerate any form of harassment. Harassment can be sexual or nonsexual in nature, physical or psychological, and can come from fellow employees, supervisors or business partners. In general, harassment has the purpose or effect of unreasonably interfering with a person's work performance, or creates an intimidating, hostile or offensive work environment. It can be the result of small, repetitive events or a single, significant one. Unlawful sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. Further, our company will not tolerate any acts of bullying or intimidation

by an individual or group. Should you feel that you have been discriminated against, harassed or bullied, you should promptly report the incident to your human resources representative or a CCA. Complaints will be investigated promptly and thoroughly, and corrective action will be taken as appropriate. You may also make such a report anonymously, where allowed by local law.

Remember, if you make a good faith report of harassment or discrimination, or provide information in connection with an investigation of harassment or discrimination, you will not be subject to any retaliation for doing so. Should retaliation occur, such retaliatory acts will be grounds for prompt corrective action against the individual who committed the retaliation, including termination.

Our company considers harassment a major offense, and engaging in harassing behavior can lead to swift and severe disciplinary action. It is important that we exercise good judgment in our dealings with our fellow employees, and report actual or suspected discrimination or harassment promptly.

Along with policies dealing with sexual and other unlawful harassment and discrimination, our company expects us to follow certain protocols to ensure that our workplace is free of harassment, conflicts of interest, hostility or unlawful discrimination. While it is difficult to develop clear, practical rules and policies to cover every conceivable situation, the following guidelines should help you determine whether an action or behavior is appropriate:

- Our conduct at company-sponsored or -related functions and activities — such

as golf outings, fishing trips and sporting events — must be professional at all times. We may never:

- Pressure anyone to engage in the consumption of alcoholic beverages.
- Take any action that amounts to sexual or other unlawful harassment or discrimination.
- Use language that may be offensive to others.

Company-sponsored events must never exclude or demean others based on a legally protected trait.

Q: I think that my manager may have discriminated against a potential new employee because of his ethnicity. She made several inappropriate jokes about the interviewee to me, and told me that she was likely going to hire someone who was less qualified. No one else in the office heard the jokes or her comment, and I'm afraid that my manager will make my life miserable if I say anything about her behavior. What should I do?

A: Your manager's behavior is discriminatory, and discrimination based on any protected trait is prohibited at Avnet. You are doing the right thing by speaking up, and should not fear retaliation from you manager. If you are making a report in good faith, Avnet's non-retaliation policy ensures that reporting is an encouraged, accepted and protected behavior. In order to help us maintain our ethical way of doing business, we all have a duty to come forward with any concerns or reports of misconduct. If it makes you more comfortable, you may make your report anonymously through the Ethics Alertline.

## **Upholding Workplace Safety and Health**

We strive to maintain safe working conditions for all. To this end, we comply fully with all applicable health and safety laws and regulations in the locations where we work. We are each responsible for familiarizing ourselves with safety rules and need to observe them at all times. To assist with meeting this responsibility, you must immediately report any unsafe conditions to your supervisor or human resources. In addition, any job-related injury or illness must be reported to your supervisor and human resources in order to comply with applicable workers' compensation laws. For more information, please see the local safety policies in your location, which provide guidelines for the majority of safety issues faced in our business.

## **Establishing a Drug-Free Workplace**

Our company is committed to providing a drug-free, safe and secure work environment for all of us. Therefore, the unlawful manufacture, consumption, distribution, possession or use of illegal drugs on company premises, in company vehicles, during work hours or while conducting company business off-site is strictly prohibited. In addition, the use, consumption, distribution or possession of alcoholic beverages in any of the above locations or situations generally is prohibited. In certain instances, moderate alcohol consumption on company property or while conducting company business off-site, such as at a business dinner, may be permitted, but you are expected to show good judgment at all times in connection with alcohol consumption.

Violations of our drug-free workplace policy will result in corrective action, including possible termination, and may also have

legal consequences. The use, possession, manufacture, purchase, sale or transfer of illegal drugs is against the law. Violation of these laws may result in criminal prosecution, fines and imprisonment. As part of company policy, Avnet will confiscate illegal drugs found in the work environment and may notify law enforcement authorities.

Subject to local law, refusal to submit to a reasonable request for a confidential drug or alcohol test when required will be grounds for termination of employment.

If you have knowledge of any prohibited alcohol- or drug-related activities, you should contact human resources. Avnet will not retaliate against us for reporting such activities in good faith.

**Q:** One of my coworkers has alcohol on his breath and is acting a little strangely. He seems to be performing his job normally at the moment, but I think it's obvious he was drinking on his lunch break, and I am concerned. Should I say something?

**A:** Yes. If you think a fellow employee may be under the influence of any substance that could impair his or her work performance, you have a responsibility to report it to your manager. By letting your manager know your concerns, you are protecting your co-worker from injury and upholding Avnet's safety standards.



## Acting with Integrity for Our Customers, Suppliers and Other Third Parties

*Our reputation as an ethical company is one of our most valuable assets. The manner in which we conduct business with our customers and suppliers determines our ability to retain that relationship and our reputation. Consequently, we must treat all customers and suppliers with honesty, fairness and mutual respect.*

### **Being Truthful in Advertising and Sales**

We often provide marketing and advertising information to help educate our customers, increase awareness of our products and services, and recruit new employees. All information we provide about Avnet products and services must be clear and truthful. It is our responsibility to communicate truthfully and precisely, so that our customers understand the terms of our contracts—including product specifications, schedules, prices and responsibilities.

In addition, we do not insult or make untrue statements about our competitors' products and services. Such conduct only invites disrespect from customers and complaints from competitors.

We gather information about the marketplace and our competitors through legal and ethical means. These means include the news media, the Internet and publicly available databases, industry journals and other non-confidential sources. We will not attempt to acquire or accept a competitor's trade secrets or other confidential or proprietary information through unlawful or unethical means. In collecting information about the market and our competitors, we accurately represent ourselves as Avnet employees. We respect the rights and property of our competitors and others.

**Q:** I am negotiating a contract with an existing Avnet customer. He would like me to insert a statement into the contract that guarantees all products provided will be free of defects. While I never anticipate that a customer will be unsatisfied with our products, I know that this is still a possibility, and not something I can promise. May I give this customer verbal reassurance without actually putting language into the contract?

**A:** No. You must only make statements that are completely honest and truthful when negotiating with our customers, suppliers or other business partners. This includes any verbal statements or promises we make. You should tell this customer that, while we stand by our products, we are unable to include such a guarantee in our contracts. Assure this customer that, in the event a defect does occur, Avnet will handle the situation appropriately. Never say something you wouldn't be able to put in writing.



*The Avnet Global Solutions Center has the capacity to integrate and ship more than 700,000 systems per year.*



*Lester, Charles and Robert Avnet.*

### **Honoring Contracts**

Avnet strives to provide services and products that meet our commitments to our internal and external customers. We achieve this by defining, understanding, agreeing to and meeting customer requirements. No one has authority to supply services or products that do not conform to the stipulations set forth in any given contract.

### **Dealing Equitably with Third Parties**

We strive to build good working relationships with our suppliers. At the same time, we encourage and value healthy competition for our business. Therefore, we should base purchasing decisions on objective criteria such as:

- Price
- Quality
- Timely delivery
- Service
- Reputation for integrity

In short, we choose suppliers that offer us the best price, value and contract terms.

In addition, we never seek reciprocity from suppliers. In other words, we will not tell a supplier that Avnet will purchase its goods or services only if the supplier agrees to purchase goods or services from Avnet. Doing so is unethical, and may be unlawful. To avoid allegations of unlawful reciprocal dealing, you should never tell a prospective customer or supplier that

Avnet deserves its business because of purchases our company has made from that customer or supplier.

## **Working with the Government**

Our company's standards for business integrity are no different when the customer is the government. However, these standards may be subject to special rules. We must all take care to comply with legal and contractual obligations in dealing with government customers. National and local governments around the world have specific and varied procurement laws and regulations that exist to protect the public interest. These laws generally prohibit or severely limit gifts, entertainment and travel offered to government officials or employees of state-owned or state-controlled entities. They also often apply to the hiring of current or recently retired officials and their families, and to any conduct that could seem to improperly influence objective decision making. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts.

These laws apply to all of us, regardless of where in the world we are located. If you deal with government officials and contracts, you are responsible for knowing and complying with applicable laws and regulations. Listed below are some of the key requirements of doing business with the government and government contractors:

- We must communicate clearly and precisely so that all parties understand the terms of our contracts—including product specifications, schedules, pricing and responsibilities.
- We must deliver the products and

services that the customer has requested—Avnet will not deviate from contract specifications involving products, components, testing or other items without prior written authorization from the government agency or government contractor.

- Certain laws and policies impose strict limitations on offering government employees meals, entertainment, gifts, gratuities and other things of value—therefore, we may not give or offer to give any of these items to government employees (though an exception may be made for nominal refreshments provided during the course of business meetings).
- We must not pay company or personal funds to government agencies, officials or employees in order to further Avnet's business.
- We must not offer or accept kickbacks, bribes or hidden payments of any kind.
- We must never solicit or obtain proprietary or source-selection information from government officials or contractors prior to the award of a contract.
- We must ensure that billings to the government or government contractors are truthful and accurate, and conform to all pertinent laws and regulations.
- We must not use a third party as a conduit for payments we could not make directly.
- We must select and vet our intermediaries, agents, resellers and business partners carefully and avoid doing business with any such person who does not abide by our standards when dealing with the government.



If you have questions regarding standards of conduct as they apply to a government-related transaction, contact the legal department before taking any action.

Q: I am likely to lose a big contract if I don't pay a local official a bribe. I know that our company upholds our integrity whenever we are doing business, but since bribery is a common practice in this part of the world; can I make an exception in order to obtain business?

A: No. Avnet would much rather lose business if gaining this business requires bribery or other improper means. No contract is worth violating the law or our high standards of business ethics. The potential long-term damage to our company's reputation and credibility more than offsets the short-term gain of winning the contract.

### **Complying with Antitrust and Competition Laws**

We comply fully with the fair competition laws of the United States and other countries in which we do business. These laws are designed to foster free and open competition. Agreements that unreasonably lessen business competition are the core concern of the antitrust laws. Such agreements may result in severe penalties—both civil and criminal—for our company and those who act on our behalf. Like many global regulations, competition laws are complex and vary from country to country.

In general, however, any agreement or understanding—whether written or oral—with one or more competitors (or even some unilateral behavior) that restricts competition is illegal. Such an agreement

may be inferred simply from behavior even where no written or oral contract is established. What matters is that the facts indicate that the parties understood what they would do without necessarily having any blatant communication between them. It is against the law to make agreements with our competitors on any of the following topics:

- Pricing
- Pricing policies or strategies
- Terms or conditions of sale
- Production volume
- Discounts and promotions
- Market allocation
- Whether or how to deal with a customer or supplier

It is also against company policy to have any discussions with competitors about Avnet's business—or the competitor's business—that might be considered an anti-competitive activity. Examples of prohibited activities are:

- Price fixing: Agreements among competitors to raise, lower or stabilize prices. None of us may have any discussion with a competitor during which price information is shared, either directly or indirectly.
- Division of markets: Agreements among competitors to divide up customers, types of products, geographic areas or technology.
- Group boycotts and refusals to deal: Agreements among competitors to refuse to deal with certain customers or other competitors.
- Tie-ins: The sale of one product or service on the condition that the buyer purchases a separate product or service, if the seller has a substantial share of the market for either product or service.

Consult with the legal department before terminating a relationship with, or refusing to sell to, a customer or potential customer if that decision is to be based on anything other than the customer's creditworthiness. While we are free to select our customers, enacting a termination or refusal to sell may lead to real or claimed violations of competition laws.

### Trade Association Meetings

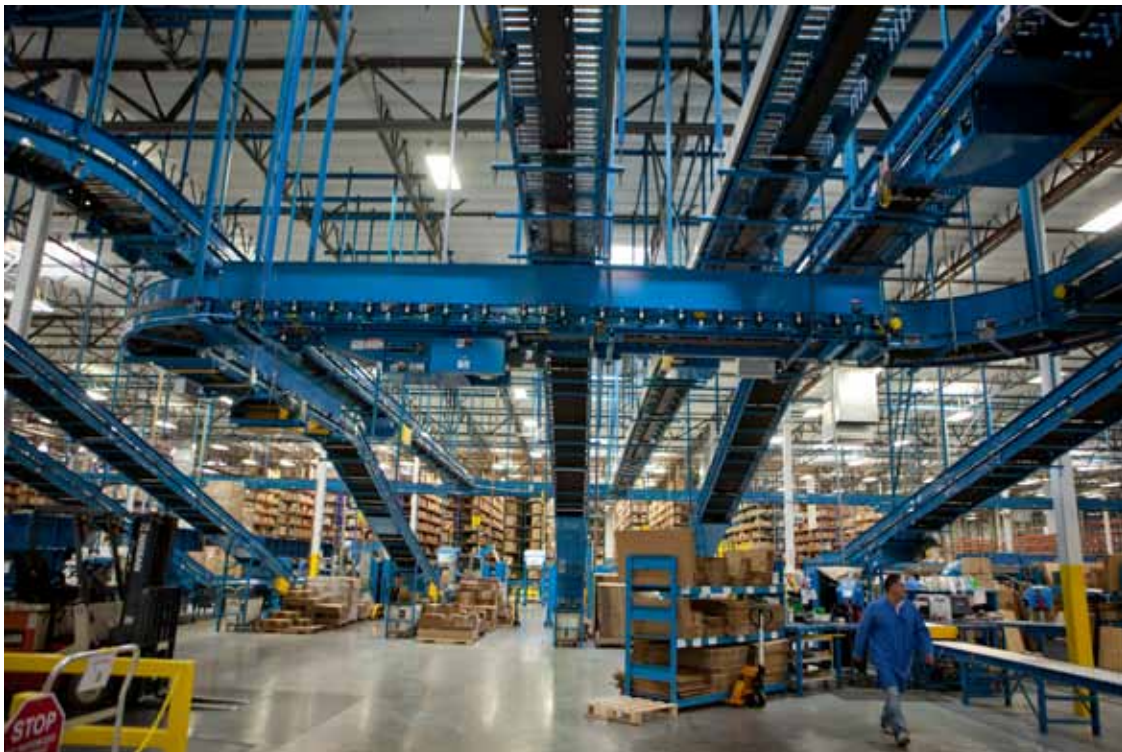
Trade association meetings present special problems, since they may involve meetings of competitors. If you attend a trade association meeting and someone attempts to discuss any of the anti-competitive practices listed above, immediately attempt to stop the discussion, leave the meeting and report the incident to the legal department. By making our objection to anticompetitive conversations clear and memorable, we help protect ourselves and Avnet from antitrust or competition law violations.

### Keeping Third-Party Information Secure

During the course of our business, we often share confidential and proprietary information with, and receive it from, customers or suppliers. This kind of information should be exchanged only after both parties have signed a written non-disclosure agreement. We honor our obligations to protect the confidential information we receive. This means that we must:

- Neither attempt to use confidential or proprietary information for personal gain nor for Avnet's interest beyond the purpose for which the information was disclosed to Avnet.
- Disclose the information that Avnet received in strict compliance with the applicable legal requirements and contractual commitments undertaken by Avnet.

If you have questions regarding confidential or proprietary information, you should bring it to the attention of the legal department.



*Employees at Avnet's Global Logistics Center, Chandler, Arizona, ship more than 13,000 boxes to customers every day.*

## Acting with Integrity for Our Shareholders

*Shareholders are an important part of the Avnet community. They have invested in our company, and we must treat their investment with trust, care and honesty. We must not use our position and access to information unfairly against the interest of the investment community.*

### **Maintaining Transparency in Our Financial Books and Records**

As a public company, Avnet must file reports and documents with the U.S. Securities and Exchange Commission and issue other public communications. Additionally, we must keep accurate books and records to comply with certain reporting standards. We are committed to full, fair, accurate, timely and understandable disclosure in such filings and in our other public communications. To uphold this commitment, each of us must ensure that our company's financial records and reports comply with all applicable laws, generally accepted accounting principles and company policies.

Company records are critical in meeting our financial, legal and management obligations. To ensure accuracy and reliability, we must prepare all records and data entries with the utmost care and honesty. Such records include:

- Sales reports
- Customer invoices
- Purchase orders
- Shipping records
- Expense vouchers
- Time sheets
- Other business-related information

All financial information we record must reflect actual transactions. We may never establish an undisclosed or unrecorded

fund or asset, for any purpose. Our company maintains a system of internal controls to provide reasonable assurance that transactions are:

- Made in accordance with management authorization
- Recorded in a proper manner so that we can maintain accountability of our assets

Please note that avoiding these required procedures is a violation of our Code of Conduct and company policy.

Also be aware that e-mail and voicemail messages constitute business records. Avnet supplies e-mail and voicemail systems for business purposes. Avnet owns such electronic information and has the right to review the substance of these communications. Never write or say anything that you would not feel comfortable putting in a formal correspondence, as our business communications can become public through a number of ways. Actively avoid exaggeration, colorful language, guesswork, legal conclusions, or derogatory remarks or characterizations of people and companies.

We hold customer and employee records in confidence and treat them as company assets. Records should be safeguarded and may be disclosed only with proper authorization by Avnet, or as required by a court order or subpoena. If you receive a subpoena, or have any questions regarding the release of Avnet's records, immediately direct them to the legal department.

We retain company documents in accordance with the law and Avnet's *record retention policy*, which can be found on the intranet.





*Avnet established its corporate headquarters in Phoenix, Arizona, in 1998.*

## **Abstaining from Insider Trading and Tipping**

At times, and in performing our work, we may receive or become aware of information about Avnet or other companies with which Avnet does business. This information may be material and non-public — or “inside information.”

Inside information is information not generally available to the public through press releases, filings with the U.S. Securities and Exchange Commission, newspapers or television reports, or Avnet newsletters, advertisements or video presentations.

Information is “material” if it might affect the value of Avnet’s or another company’s securities, or influence anyone’s decision to buy, hold or sell securities. Examples of material information or developments

include:

- Earnings results
- Acquisitions
- Mergers
- Dividends
- New product releases
- Changes in management

It is illegal and unethical to take advantage of material non-public information. If you have inside information about Avnet or another company, you must wait to trade that company’s stock until the information becomes public. After the information is released to the public, you must wait a reasonable period—typically three days—before acting on it. Similarly, you must not “tip” others to trade on such information. To be clear, trading in stock refers to buying or selling any type of security in the open market, including exchanging traded options, as well as common stock.

Any public statement about Avnet may be deemed material. Therefore, you must refer all calls from the press or investment community (analysts or current or potential shareholders) to Avnet's investor relations or public relations departments. Never attempt to determine for yourself whether information is material.

**Q:** I recently learned through my work at Avnet that one of our business partners is facing major litigation. This information is not yet public, but I'm glad to have found this out; I happen to hold a large number of this company's securities. Can I sell off some of these shares to avoid losing money?

**A:** No. You have come across inside information through your work for Avnet. Insider trading laws prohibit trading the securities of Avnet or its business partners on the basis of such inside information. Similarly, you must avoid sharing such information with others.

### Responding to Government Inquiries

We cooperate with every reasonable request of government authorities seeking information concerning our operations. At the same time, our company is entitled to certain safeguards provided by law, including the representation of legal counsel from the first contact. At times, these authorities may also ask our company to provide information that is protected by privacy laws or attorney-client privilege. In such cases, we are obligated to ensure privacy when responding to such record requests.

If a representative of a government agency requests an interview with you, or asks you for data, copies of documents, or access to

files, personnel records or medical records, report the request to the legal department immediately and take no further action. The legal department is responsible for reviewing the request and providing materials as appropriate.

### Representing Our Company Consistently

To maintain our integrity, it is important for us to have clear, consistent communications with the public about Avnet's financial status and plans. Our interactions with members of the news media and investment community must accurately reflect our company's goals and condition. Therefore, you must never make public statements on behalf of Avnet unless you have been authorized to do so. If you receive a request from an investor, security analyst, press or other key public contact—whether formally or informally—refer the individual to the investor relations or public relations departments. Requests from government officials or attorneys should be referred to the legal department.



*Avnet's Los Angeles and Orange County, California, teams rally for a sales promotion in 1968.*

*It is important that we act with the highest ethical standards when competing in the marketplace. This includes our dealings with competitors, as well as with our customers and suppliers. Our actions in these situations must be consistent with the guidelines set forth in our Code of Conduct.*

### **Promoting Sustainability**

We are committed to protecting our natural environment and the communities in which we do business. To this end, we are striving to comply with all applicable environmental laws and regulations. In locations where environmental laws and regulations are less stringent, we set and adhere to our own high standards. We all must take responsibility for recognizing environmental issues and seeking advice from the legal department, environmental department or Green Council when we have questions.

Environmental laws and regulations govern a wide variety of areas. These include:

- Treatment, storage, disposal and transportation of hazardous materials and waste.
- Emission of air and water pollution.
- Records and reports on environmental matters.
- Overall impact of our business on the environment.

Environmental requirements vary depending on the situation. They may include following special procedures, obtaining permits, conducting studies and issuing reports, taking certain actions or refraining from certain actions. We are responsible for seeking advice on the

specific requirements that apply to our jobs.

Your facility or business unit may already have environmental guidelines to cover your situation. If not, you may contact the legal department, environmental department or Green Council for guidance. You should be particularly aware of environmental compliance issues and seek guidance whenever you are involved in any of the following activities:

- Using, storing or disposing of petroleum products, waste products or hazardous materials, including containers that hold such substances.
- Operating or maintaining equipment that uses petroleum products or that contains hazardous materials.
- Shipping or transporting products that may contain hazardous substances, such as batteries.
- Purchasing or leasing real estate.

If you have concerns about the unsafe storage of a potentially toxic or hazardous substance, the release of any such substance into the environment or any violation of environmental guidelines, report the situation to your manager. Avnet must investigate unsafe situations immediately, and corrective action should be taken when necessary. If you believe that a problem has not been promptly corrected, contact your CCA or the legal department. Keep in mind that violations of environmental laws may subject individuals involved and Avnet to substantial civil penalties, criminal fines and jail terms.



## Supporting the Communities in Which We Live and Work

Our company encourages us to give back to our communities, and supports our personal volunteerism. However, we must maintain a proper business environment and prevent interference with work and inconvenience to others. Therefore, when participating in outside activities and events, we must never:

- Post notices or other written material on Avnet's owned or leased property, or at sites where Avnet is performing work, without prior written approval from human resources.
- Circulate or distribute written material unrelated to Avnet's business in work areas or during work hours.
- Interrupt our fellow employees during work time, including soliciting others on behalf of any club, society, labor union, political party, religious organization or other group.
- Sell or attempt to sell goods on Avnet property, at any time, unless for a charity or non-profit organization—however, our efforts to sell such items must not interfere with our work, or that of our colleagues, nor should employees be

- pressured into buying such items.
- Invite or allow others not employed by Avnet to distribute literature, sell merchandise or solicit for financial contributions—for any cause—on company property.

Avnet permits on-site access to outside vendors that provide an additional benefit to Avnet employees not generally available to the public. However, they must have a written contract with our company. The same is true of outside vendors that improve the health and welfare of Avnet employees and are approved by the appropriate Avnet officer.

## Participating in Outside Political Activities

Just as we are encouraged to give back to our communities through charitable causes, our company supports our right to be involved in the political process. We must keep in mind, however, that we may only participate in such activities on our own time and at our own expense. We must never use Avnet property, facilities, time or funds for political activities. Similarly, you should never expect to be reimbursed—directly or indirectly—for a political contribution. If you have any questions, you should seek guidance from the legal department.



*Avnet's new automated warehouse in Poing, Germany.*

## Waiving Our Code of Conduct

Our company does not expect to grant waivers to anyone, excusing them from complying with any provision of this Code of Conduct. However, anyone who believes that a waiver may be appropriate should discuss the matter with the chief governance & compliance officer. The chief governance & compliance officer may then approve the waiver request, or make recommendations to the corporate ethics and compliance committee or the board's governance committee. Any changes to or waivers of this Code of Conduct for executive officers, senior financial officers or a member of the board of directors may be made only by the governance committee. Avnet will disclose such waivers promptly, as required by law or stock exchange regulation.

## Acknowledgment

As employees and directors of Avnet, we are expected to sign an acknowledgment confirming our receipt of the Code of Conduct and the mandatory company policies it represents. New employees sign this acknowledgment as a condition of employment.

Supporting our Code of Conduct and participating in related training is an important part of our employment at Avnet. Our compliance with the Code of Conduct will be considered when Avnet makes employment-related decisions, including the hiring, promotion and compensation.

*Former Avnet Chairman and CEO Roy Vallee rings The Closing Bell™ with the executive management team to commemorate Avnet's 50th anniversary as a listed company on the New York Stock Exchange. Avnet is only one of 350 companies to be listed that long on the NYSE.*



