



The CDW Way Code (our code of business conduct and ethics)

Dear Coworker,

At CDW, our belief in upholding the highest ethical standards is a key component of our goal to be *the* leading national IT solutions provider in the U.S. and Canada. Running our business with passion and integrity is at the very heart of our values and one of the reasons we've been able to establish and maintain trust with our customers, coworkers, business partners, investors and communities.



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

“‘Can I?’ ‘Should I?’ and ‘Am I sure?’” are three questions you should keep in mind each day because these questions will help guide the decisions you make throughout your career with CDW. Our ethical standards have given us good reason to be proud of the work we do at CDW, and the way we do it. Thank you for your unwavering commitment to living these standards every day to ensure CDW is always run with passion and integrity.

You make the difference!

A handwritten signature in black ink that reads "Tom Richards". The signature is written in a cursive, flowing style.

Tom Richards

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For convenience, the term "coworkers" will be used in the Code to refer to coworkers, officers, directors and agents of all direct and indirect subsidiaries of CDW LLC. "CDW" and "Company" refer to CDW LLC and all of its subsidiaries, in the United States and abroad. The Code should be interpreted in a manner that is consistent with the equity governance documents of the organization. Also, it is important to note that this Code is not a contract of employment and does not create any contractual rights between CDW and any coworkers. No waivers will be granted from this Code's requirements without prior approval of the CDW Board of Directors or a Board Committee.



The CDW Way

WE RUN OUR BUSINESS WITH PASSION AND INTEGRITY.

WE EMPOWER OTHERS TO DO THEIR JOBS.

WE KEEP OUR COMMITMENTS.

WE TREAT OTHERS WITH RESPECT.

WE RESOLVE CONFLICT DIRECTLY.

WE LISTEN.

WE INCLUDE STAKEHOLDERS IN THE DECISION PROCESS.

WE LIVE OUR "PHILOSOPHIES OF SUCCESS" EVERY DAY.

WE MAKE THINGS HAPPEN.



Introduction

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

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

Accountability

We are each responsible for our own actions. CDW holds each coworker, regardless of position or status, accountable for understanding and complying with the Code, CDW's policies and the law. If you do not understand applicable laws or CDW's expectations for your behavior, you have the responsibility to ask your supervisor or manager, or to seek guidance from other resources available to you such as the Ethics and Compliance Office or CDW Way Direct (our ethics helpline).

We take our reputation for integrity and fair dealing seriously and expect all coworkers to share this commitment. To that end, failure to live up to the responsibilities set forth in this Code can result in discipline, up to and including termination of employment. Additionally, since many provisions of this Code and our policies are based on legal requirements, violations may also subject the individuals involved and CDW to civil sanctions and/or criminal penalties, including fines or jail sentences.



Additional Responsibilities of Managers

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

Managers must:

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



Tough Decision?
Ask yourself...

Is there a company policy prohibiting it? **Can I?** Is it legal?

What does the CDW Way Code say about it? **AND** Am I the right person to make the decision?

Would I be proud to explain this to my customers, family, friends, manager or fellow coworkers? **Should I?** Is it consistent with the CDW Way?

AND

Am I Sure?

If not, seek guidance from your manager or supervisor. You should also feel free to contact the Ethics and Compliance Office directly for guidance at 847.968.0219.
Or, if you'd prefer to remain anonymous, you can contact CDW Way Direct at:

877.7CDW WAY
(877.723.9929)

Or via a secure, online tool found at CDW.ethicspoint.com

Obligation to Speak Up

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

We ask questions when we are not sure. Additionally, if you have any doubt whether an action on behalf of CDW is ethical, legal and/or consistent with company policies, you have a responsibility to find out. Do not assume someone else will deal with it. Again, your first option should be to raise the issue with your supervisor or manager, but you may also contact the Ethics and Compliance Office or CDW Way Direct (our ethics helpline).



CDW Way Direct (our ethics helpline)

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

CDW Way Direct can be reached in several ways:

- Phone – **877.7CDW WAY** (877.723.9929)
- Coworkernet – see the CDW Way Information Center Page (accessible from the "Values, Standards & Policies" quicklink on the Coworkernet home page)
- Internet – CDW.ethicspoint.com

Operators are available 24x7. Translation services are available.

Coworkers should also feel free to contact the Ethics and Compliance Office directly by calling 847.968.0219 or sending an e-mail to CDWWay@cdw.com.



Will I get in trouble if I report a concern and it turns out to be wrong?

CDW strictly prohibits retaliating against someone for making a good faith report of an ethical or legal concern or for assisting in the review of such a report. In many instances, retaliation is against the law. By "good faith report," we mean that you reasonably believe the information you report is accurate and complete. If it turns out that you made an honest mistake, you will not be in trouble or face disciplinary action. However, if a report is made in "bad faith" – for instance, if a false or misleading report is made in an effort to get someone in trouble (as opposed to an honest mistake) – the person making the report may be subject to disciplinary action.

If you believe you or a fellow coworker has been subjected to retaliation, promptly report the matter to the Ethics and Compliance Office, the Legal Department or contact CDW Way Direct (our ethics helpline).

Our Obligations When Working with Customers and Others Outside the Company

Treatment of Customers

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



What should I do if the right thing to do conflicts with making a profit for the company?

We've earned our reputation for integrity by not taking shortcuts to success. Potential profits must never be pursued at the expense of this reputation because such profits will most always be short-lived and will never be worth risking our reputation. If you are faced with a situation like this and are not sure what to do, contact your manager or supervisor, the Ethics and Compliance Office or CDW Way Direct (our ethics helpline).

Marketing Practices

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

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



For more information on the applicable requirements of antitrust and unfair competition laws, see CDW's "Fair Competition (Antitrust) Policy" on Coworkernet.

Fair Dealing

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

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



WE KEEP OUR COMMITMENTS.

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



We found an image online that would be great for an upcoming promotion. Can we download the image and use it?

Unless the image is owned by CDW, you generally must obtain a license from the owner before using the image. Please contact our Legal Department for guidance.

Business Partners

We do not do business with others who are likely to harm CDW's reputation. All arrangements with third parties must comply with CDW policy and the law. Make sure to conduct all relationships with business partners at arm's length and based on objective criteria, fairness and the best interests of CDW and its customers. Never use a third party to perform any act that you, as a coworker, would be prohibited from engaging in directly.



WE RUN OUR BUSINESS WITH PASSION AND INTEGRITY.

Improper Payments

We never offer, make or accept an improper payment for any reason. CDW does not buy business; nor is our integrity for sale. Never offer, provide or accept bribes or kickbacks, whether to or from government officials, prime contractors on a publicly funded program, customers or vendors. Just about anything of value could be considered a bribe or a kickback if it is offered with the intent to influence. For example, this may include entertainment, meals, gifts, money, stock, tickets to a sporting event, etc. The value of the item is not the only issue; offering something for the purpose (or apparent purpose) of influencing the recipient's actions is what makes it improper. Making or accepting such payments subjects both the company and the individual(s) involved to possible civil and criminal penalties.



Do the prohibitions against bribes and kickbacks apply to business outside of the United States?

Yes. First, this Code applies to all CDW activities, wherever they take place. While laws may vary from state-to-state and country-to-country, our values do not. Second, it is illegal to bribe foreign officials when doing business in a foreign country. The law prohibits coworkers from offering, paying or promising anything of value to a foreign official to influence any official decision in a way that helps CDW obtain or retain business, or to enact legislation, regulations or rulings that would benefit our business.

Gifts and Entertainment

We provide and accept only reasonably valued and occasional business gifts and entertainment that do not create the appearance of interfering with our independent judgment. CDW wins and retains customers because of our outstanding service and product offerings. Likewise, we select suppliers and vendors based on the quality and value of their service and product offerings. Coworkers may provide and accept business gifts and entertainment, but it must be modest and infrequent enough so as never to interfere or appear to interfere with the recipient's business judgment.



What is considered a reasonably valued gift?

Generally, a gift is considered acceptable if it is valued at less than \$50 and could not reasonably be thought to affect the recipient's judgment. If anyone offers or sends you a gift valued at more than \$50, you must report the offer or gift to your manager (as outlined in the Gifts and Business Entertainment Policy) who will determine whether or not the gift may be accepted. Occasionally offering or accepting reasonable business entertainment may be appropriate if intended to facilitate a business relationship and as long as it does not compromise, or appear to compromise, the recipient's judgment. It is our policy that coworkers may accept offers of business entertainment (e.g., tickets to a sporting event, golf outings or meals) if: the value of and venue are appropriate to the circumstances; the host will be present throughout the event; and business will be discussed during the event. For more information, see CDW's Gift and Business Entertainment Policy.

Common sense and good judgment must be used in determining what is acceptable. If you would be uncomfortable explaining to your family, friends, manager or coworkers that you accepted or provided the gift – it should not be provided or accepted. If you are not sure, discuss it with your manager or supervisor, the Ethics and Compliance Office or call CDW Way Direct (our ethics helpline).

We never provide anything of value to a government official without prior approval of our managers and the Legal Department. Offering or giving anything of value to a public official (or a prime contractor on publicly funded projects/programs) is prohibited, even if you do not intend to influence his/her official actions or decisions. There are very limited exceptions to this prohibition. Coworkers must obtain the approval of their manager and the Legal Department prior to making such an offer.



For more detailed guidance on Gifts and Entertainment, see the Travel and Entertainment and Gift and Business Entertainment policies on Coworkernet.

If you have questions about whether an intended payment or gift is improper, you should consult with your supervisor or manager, the Ethics and Compliance Office, the Legal Department or CDW Way Direct (our ethics helpline).

Confidentiality of Customer and Business Partner Information

We maintain the confidentiality and security of sensitive information of our customers and business partners. Maintain their trust by protecting such confidential information as if it were your own.



Keep it secure!

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

- Access it and share it with fellow coworkers only on a need-to-know basis
- Password protect your computer and all sensitive documents
- Secure your notebook, BlackBerry, handheld or other electronic memory devices from theft or access by others
- Lock confidential papers in your desk or cabinet before leaving your workstation
- Be careful not to discuss confidential information in a place where others may hear. Although there is often a temptation to discuss CDW with friends and family in relaxed and informal settings, remember that these rules apply in all situations

CDW's information security policies and procedures include additional requirements for safeguarding information and information systems. Coworkers must carefully review and comply with these requirements found on Coworkernet.

WE TREAT OTHERS WITH RESPECT.



Our Obligations to Fellow Coworkers

Inclusion, Diversity and Equal Opportunity Employment

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



Be sensitive to others

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



My coworkers make fun of my sexual orientation. What should I do?

CDW does not tolerate this behavior. Let your coworkers know that this behavior is not appropriate and report the conduct to your manager and your Coworker Services Business Partner.

Harassment

We do not tolerate harassment of any kind, including sexual harassment, racial harassment and any other type of behavior that is hostile, disrespectful, abusive and/or humiliating. Prohibited harassment includes insults, slurs and derogatory jokes or comments that target a certain group (race, gender, religion, etc.); unwanted sexual advances; comments or actions designed to belittle or humiliate subordinates or fellow coworkers; derogatory and/or sexually oriented computer graphics, posters, photography or gestures; unwelcome touching; and any other conduct that has the purpose or effect of interfering with anyone's work performance or creates a hostile, intimidating or offensive work environment. We all have a responsibility to report any incidents of harassment that we witness or experience. If possible, we should attempt to resolve the matter directly, by informing the other person that his or her behavior was unwelcome or inappropriate. However, if you are uncomfortable with this direct approach, for any reason, or it did not work, you should report the matter to your supervisor or manager, Coworker Services or CDW Way Direct (our ethics helpline). Supervisors and managers are required to report all incidents of harassment to Coworker Services immediately, regardless of whether the coworker asked you not to report it.



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

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



For more information concerning CDW's harassment policy, see the Road to Success Coworker Handbook located on Coworkernet.

Workplace Violence

We do not tolerate workplace violence of any kind. Actions that are intimidating or threatening are likewise prohibited. To help ensure a safe work environment for all coworkers, no coworker may issue veiled threats of harm (“you better watch your back”); threaten to harm anyone; engage in dangerous, threatening or unwanted horseplay; fight or challenge another person to a fight; or use or possess firearms, other weapons, explosive devices or dangerous materials at any time while on CDW premises or while conducting business on behalf of CDW. Additionally, coworkers are required to contact their supervisor or manager immediately if they witness or suspect that someone is on CDW premises with firearms, weapons, explosive devices or other dangerous materials.

Workplace Safety

We strive to maintain a safe and healthy working environment for all coworkers and visitors. Follow all applicable safety laws and regulations for the facility where you work. Promptly report all accidents, environmental concerns and dangerous situations to your supervisor or manager, the Security and Safety Department or CDW Way Direct (our ethics helpline).

Using, possessing or being under the influence of illegal drugs on CDW property or during work time is strictly prohibited.



One of the coworkers on my team takes shortcuts and ignores safety rules when we have deadlines to meet. What should I do?

Safety must never be compromised. You must immediately report this behavior to your supervisor or manager, the Security and Safety Department or CDW Way Direct (our ethics helpline).



For more information concerning CDW's employment policies regarding safety and health, workplace violence, and illegal drugs and alcohol in the workplace, see the Road to Success Coworker Handbook found on Coworkernet and the Security and Safety page on Coworkernet.



WE LISTEN.

Our Obligations to the Company and Its Investors

Conflicts of Interest

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

We recognize that, when it comes to conflicts of interest, appearances do matter. The appearance of a conflict, even if it had no impact on your actions, can lead others to doubt your impartiality and loyalty.



Remove yourself from decisions that involve CDW and a family member, or CDW and a company in which you or a family member has a significant financial interest.

In such a situation, you may be tempted to base your decisions on what is best for your family member or the company in which you have a financial interest rather than what is best for CDW. For this reason, our policy is that you should never be in a situation in which you are able to influence the employment conditions of any family member (either with CDW or one of our vendors or customers), and you should never be directly involved in a decision to purchase from, or sell to, any organization that employs a family member, unless the employment of the family member could not reasonably be thought to affect your judgment in making such purchase or sale. Additionally, you may not be directly or indirectly involved in any decision by CDW to do business with such a company unless you have obtained permission from CDW's Executive Committee.



For purposes of the Code, who is considered a "family member" and what is considered a "significant financial interest"?

You should consider your spouse, domestic partner, children, parents, in-laws, grandparents, grandchildren, siblings, aunts, uncles, legal guardian and anyone who shares your residence, to be a "family member."

A "significant financial interest" means an ownership greater than 5% of your (and/or your immediate family member's) total net worth, or that you own 1% or more of the outstanding shares of a public company or have a partnership interest in a privately held company. If in doubt about whether you have a "significant financial interest" in a company, contact your supervisor or manager, the Ethics and Compliance Office or CDW Way Direct (our ethics helpline) for guidance.



My wife works for one of our vendors. May I continue to be involved in purchasing decisions with respect to that vendor? May I recommend that a customer purchase one of the vendor's products?

It depends on your responsibilities at CDW and your wife's responsibilities. If either one of you is in a position to directly impact or directly benefit from the relationship between your wife's company and CDW, this may create a problem. You should promptly disclose this situation to your supervisor or manager, and the CDW officer for your area to determine how best to proceed.

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



I've been asked to act as an advisor to a software company. I will not be paid for my time, and would like to do this on my own time. Since I don't have a financial interest in the company, can I do this?

You may do so only if the venture will not compete with CDW and it is reasonable to expect that your role with the software company will not affect your judgment in fulfilling your responsibilities at CDW. Since you may not know what CDW's plans are, you should disclose and review the proposed venture with your manager and the CDW officer for your area before accepting any position. You must also honor your obligation not to disclose CDW confidential information or the confidential information of any of our vendors or customers. Please see the Confidentiality of Company Information section of this Code for more details about this responsibility.

Care of CDW Assets

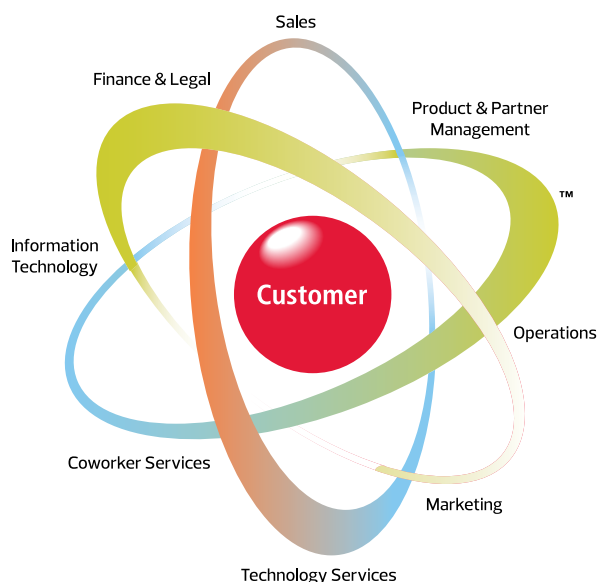
We protect company assets. These assets include cash and other financial assets, as well as other items such as the CDW name and all of CDW's brand names, information, data held or sent on company computers, supplies, equipment, telephones, computer resources and company-sponsored credit cards. Coworkers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

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



For more information concerning the use of computer resources, including CDW's right to monitor the use of such resources, please see the Road to Success Coworker Handbook found on Coworkernet.

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



WE INCLUDE STAKEHOLDERS
IN THE DECISION PROCESS.



Insider Trading

We do not share or trade in securities based on "inside information." In the course of your work at CDW, you may come across non-public information about CDW or other companies (such as customers, vendors, suppliers or other business partners) concerning financial results, planned acquisitions, unannounced sales results or other information that would likely be considered important by investors in making investment decisions. Making investments based on this "inside information" or sharing it with others so they can make an investment is a crime. For example, buying stock in a publicly traded customer after your customer contact shares with you that they are about to announce "fantastic" sales numbers, or investing in a vendor-partner after you confidentially learn that they are about to announce a major new product launch, could land you in jail.

Contact the Legal Department if you have any questions.

Confidentiality of Company Information

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

Communicating with the Government and the Public

We are committed to communicating accurately, consistently and in a timely fashion with the government and the public. There are significant risks associated with inaccurate, inconsistent, or untimely communications with the government and/or the public. To guard against these risks, only certain, specifically designated coworkers are authorized to communicate with the government and the public (including members of the press). If in doubt about whether you are one of these designated coworkers, assume you are not and seek guidance as outlined in our External Communication and Disclosure Policy.



A newspaper reporter contacted me seeking a quote about the company's great performance.

Is there any problem if I provide the quote?

Yes. There are potential legal risks associated with inappropriate, untimely or misleading disclosures to the public. To address this risk, coworkers must refer all media, governmental or other third-party inquiries to the appropriate CDW officer or department.

All media inquiries must be referred to Corporate Communications. Any inquiry from a government agency, subpoenas and complaints threatening or initiating litigation must be forwarded to CDW's Legal Department.



For more information about this policy, please refer to CDW's External Communication and Disclosure Policy found on Coworkernet.



Political Activity

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

Accuracy of Business Records

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



For more information, see CDW's Record Management Policy and related procedures and finance policies found on Coworkernet.

The Financial Integrity Code of Ethics

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

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

Conclusion

This CDW Way Code provides you with resources to support you in making the right decisions on behalf of CDW. While this Code sets forth the minimum standards of acceptable behavior, it is not intended to cover every issue that may arise. Your independent good judgment must always be your guide.

If you ever need additional help deciding how to handle a particular situation at work, need to report a situation or need support in doing the right thing, you should turn to your manager or the Ethics and Compliance Office. If you do not feel comfortable speaking about the issue with your manager and/or would prefer more confidential guidance, contact CDW Way Direct (our ethics helpline) at **877.7CDW.Way** (877.723.9929) or at CDW.ethicspoint.com.



For more information and additional resources, see the CDW Way Information Center on Coworkernet (accessible from the Values, Standards & Policies quicklink on the Coworkernet home page).

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