

Business Ethics and Code of Conduct

Business Ethics

The successful business operation and reputation of ScanSource, Inc. and all of its subsidiaries (the “Company”) is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

Our continued success is dependent upon our customers’ and vendors’ trust, and we are dedicated to preserving that trust. Employees owe a duty to the Company, our customers, our vendors, and shareholders to act in ways that will merit the continued trust and confidence of the public.

As an organization, the Company strives to ensure compliance with all applicable laws and regulations. We expect our directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

Code of Conduct

In general, you should find that using good judgment, based on high ethical principles, will guide you to act appropriately. Further, it is the responsibility of every ScanSource employee, officer and director and select third parties with whom we do business with to comply with our Code of Conduct. Our Code of Conduct includes the following 9 policies provided in this same section of the Company Handbook:

Code of Conduct:	Policy #
Business Ethics and Code of Conduct	111
Intellectual Property & Confidentiality	112
Conflicts of Interest	113
Financial and Accounting Matters	114
Insider Trading in Securities	115
Securities Laws and Disclosures	116
Anti-Corruption and International Business	117
Open Door, Anti-Retaliation and Review Policies	121
Equal Employment Opportunity	201

Fair and Honest Dealing

You must deal fairly and honestly with the Company’s employees, shareholders, customers, suppliers, and competitors. You must behave in an ethical manner and not take unfair advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, misrepresentation of material facts, or any other unfair dealing practice.

You must respect the integrity of persons and firms with whom the Company deals. You must limit the fees and commissions paid to agents and other representatives to amounts that are consistent with proper business conduct. You cannot make a payment, directly or indirectly, to any employee, agent or representative of a third party with or through whom the Company does business without full, documented disclosure to all parties.

Other Conflicts of Interest policies which are an integral part of this Code are provided in Policy #113.

The Company and its employees deal with government officials in the course of the Company's business, either out of necessity or in legitimate efforts to develop or maintain good working relationships. It is important that the responsible employees be thoroughly familiar with and comply with laws and regulations applicable to dealing with government officials. Employees should be aware that business practices which are acceptable in a commercial environment (*e.g.*, meals, transportation or entertainment) may not be acceptable when dealing with government officials. Employees should follow Company guidelines in their relationships with government officials, and should direct questions about particular situations to the General Counsel. Personal contributions to any political cause, party, candidate or charity should not be represented as coming from the Company or in any way tied to obtaining or maintaining business from a governmental entity or official. Other policies governing interaction with government officials, and integral to this Code, can be found in Policy #117.

Any investigation or review of the Company or its business practices by any government official is important to the Company. The Company's General Counsel must be notified of any request for information directed to the Company from any government official or agency before any information is furnished and before there is any agreement or understanding to furnish such information. While it is the Company's policy to cooperate with all appropriate inquiries, in order to make certain this is done properly, the General Counsel must be advised at the outset. Under no circumstance should any employee lie to or mislead a government official. Nor may an employee destroy any documents which have been, or which he or she believes will be, requested for inspection by a government official. Nothing in the Code of Conduct prohibits any person from reporting potential violations of law to relevant government authorities.

Compliance with Antitrust Laws

You must comply with applicable antitrust and similar laws that regulate competition in the countries in which we operate. If a question arises as to how the antitrust laws apply to a particular business situation or whether our existing business practices comply with the law, every employee has both the right and the responsibility to review the question by calling the General Counsel. These laws prohibit, among other things:

- Agreements that unreasonably restrain competition including agreements (whether reflected through tacit understandings, side agreements, oral commitments or written contracts) regarding price fixing, bid rigging, market allocation and collusion (including price sharing) with anyone, including competitors, customers and suppliers;
- Monopolization, boycotts, certain exclusive dealing arrangements and price discrimination agreements; and
- Unfair trade practices, including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Compliance with Other Laws, Rules and Regulations

The Company strives to ensure all activity on its behalf is in compliance with applicable laws, rules and regulations. You must comply with all applicable laws, rules and regulations, whether or not specifically addressed in this Code of Conduct. Securities Laws and Insider Trading policies are included as part of this Code as policies #115 and #116. Please contact the Company's General Counsel for additional guidance or if you have questions on any law, rule or regulation.

Proceeds of Illegal Activity

It is a crime under federal and some state money laundering statutes for any person to engage in commercial transactions with the proceeds of criminal activity knowing that the property involved is the proceeds of criminal activity, if the intent in so doing is to promote the criminal activity, conceal or disguise the source or ownership of the proceeds, avoid transaction reporting requirements or evade taxes. If a financial institution, such as a bank or loan company, or a travel agency is involved, and the transaction exceeds \$10,000, it is not even necessary that the person have the intent to promote the criminal activity, conceal or disguise it, evade taxes or avoid a reporting requirement. These statutes are not limited to cash transactions. Transactions such as payments for hotel bills, airline tickets and retail purchases that involve personal checks, company checks or wire transfers may be covered.

While it is often thought that such statutes are limited to drug money laundering, these statutes reach almost every crime that generates large amounts of money. Violations of these statutes are extremely serious and can subject a person to 20 years in prison and a fine of the greater of \$500,000 or twice the amount of money involved in each transaction.

The Company does not want to be misused by those engaged in criminal activity. Each employee is expected to be on the alert for activities indicative of drug trafficking, money laundering or other crimes. If an employee has reason to believe that a transaction involves criminal proceeds, or if the transaction otherwise appears suspicious, the employee must immediately notify his or her supervisor, report the transaction to the General Counsel, or communicate their concerns under the Company's Open Door Policy.

Foreign Countries

As we expand our operations abroad, we encounter new challenges as a result of cultural differences and unfamiliar business practices. While we are bound by U.S. laws and regulations as well as Company policy, we must recognize that in many cases we are introducing our culture and methods of conducting business into different environments. When conducting business in other countries, it is imperative that we be especially sensitive to foreign legal requirements and cultural differences and make every effort to integrate our culture as smoothly as possible. For example, it may be customary in some countries to give gifts or gratuities to customers or business partners, including those working for foreign governments, but such practices may violate U.S. law or laws in countries we do business.

The Company must be careful not to knowingly enter into relationships that, directly or indirectly, expose employees to undue health and safety risks, or that use child, prison or forced labor, or other similarly exploitative practices. The Company and employees will not act illegally to secure or conduct business. The Company will adhere to all applicable legal requirements, both foreign and those in the United States, such as the Foreign Corrupt Practices Act, anti-boycott laws, export laws, and embargo/sanctions regulations.

Delegation of Authority

Only employees who are specifically authorized may commit the Company to others. A "commitment" by the Company includes execution of any written agreement, the making of any oral agreement, or any other undertaking that obligates or binds the Company in any respect, whether or not it involves the payment of money. Employees must never execute a document or otherwise commit the Company unless they have clear authority to do so. You should check with your VP or the General Counsel to determine what authority limits have been delegated to you. Failure to follow this policy may subject you to prompt disciplinary action up to and including termination of employment.

Reporting Violations

You must promptly report any possible violation of Company policies or violations of applicable laws, including any allegation of questionable accounting or auditing activity. Disregarding or failing to comply with this obligation could lead to prompt disciplinary action, up to and including termination of employment. [The Company forbids any retaliation against any employee who makes such a report or who assists in the processing of any claim regarding a possible violation of Company policy or applicable law. We are committed to this principle. Multiple independent channels of communications are available to employees; these are fully described in the Company's Open Door Policy (Policy #121).]

Investigations and Enforcement

Reports of possible violations of Company policy or applicable law will be collected, reviewed and processed by the General Counsel. The Company may refer reports that are submitted, as it determines to be appropriate to the Board of Directors, an appropriate committee of the Board or to legal authorities. Any reports submitted that involve the Company's accounting, auditing and internal auditing controls and disclosure practices will be presented directly to the Audit committee of the Board of Directors on a periodic basis, unless immediate attention by the Audit Committee is warranted.

The Company will investigate reports of possible violations of Company policy or applicable law and, if a violation is substantiated, disciplinary action will be taken, where necessary, including appropriate sanctions for the individual(s) involved, up to and including termination of employment. Any executive officer or director suspected of having been a potential participant in a possible violation shall not be permitted to participate in any investigation or recommendation for disciplinary action or sanctions. The existence of any such investigation and the conclusions of any investigation are confidential and must not be disclosed without appropriate Company approval or as may be required by law.

Violations of Company policy or applicable law shall be addressed, which may include making a report to civil or criminal authorities for further action. In addition, the Company may, under certain circumstances, be required to disclose violations of the Code to the stockholders of the Company.

The Company may also from time to time conduct reviews to assess compliance with Company policy or applicable law. The policies concerning the reporting and review of potential violation of Company Policy or law is found in Policy #121.

Senior Financial Officers

Additional guidelines and standards for the Company's principal executive officer, principal financial officers, principal accounting officer or controller, or persons performing similar functions (the "Senior Financial Officers") can be found under "Supplemental Standards for Senior Financial Officers" within the Financial and Accounting Matters policy #114.

Amendments and Waivers

Only ScanSource, Inc.'s Board of Directors may amend this Code of Conduct. Only the Board of Directors or an authorized committee of the Board may waive a part of the Code. ScanSource will disclose publicly all material amendments and any waivers to the extent required by law.

THE CODE OF CONDUCT, IS NOT AN EMPLOYMENT CONTRACT. EMPLOYMENT IS AT-WILL.