



Employee Complaint Procedures for Accounting and Auditing Matters

(Whistleblower Policy)

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The Company is committed to maintaining compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. We encourage employees to help maintain the integrity of our Company by reporting any misconduct. To assist in these efforts, any employee of the Company may submit a complaint regarding questionable accounting or auditing matters, instances of corporate fraud or violation of applicable laws ("Compliance Matters") to the management of the Company, through the procedure described below. The Company's Audit Committee will oversee treatment of employee concerns in this area.

The Company's Audit Committee has established the following procedures for (1) the confidential, anonymous submission by employees of concerns regarding Compliance Matters and (2) the receipt, retention and treatment of complaints regarding Compliance Matters.

Submission of Complaints

Employees, officers and directors may report evidence of wrongdoing, complaints, or concerns relating to Compliance Matters by using the Company Reporting Hotline, or to the Chair of the Audit Committee or Allison Leopold Tilley of Pillsbury Winthrop LLP, the Company's outside legal counsel, at any time. This report may be made in person or in writing, and may be anonymous, at the employee's discretion, through the following:

Reporting Hotline:

<https://tdsynnex.ethicspoint.com>

(Select "Report a concern by phone" to find a phone line.)

or

Chair of the Audit Committee
44201 Nobel Drive
Fremont, California 94538
(510) 668-3434 (Telephone)
(510) 668-3707 (Facsimile)

or

Allison M. Leopold Tilley
Pillsbury Winthrop Shaw Pittman LLP 2550 Hanover Street
Palo Alto, California 94304-1115 (650) 233-4518 (Telephone)
(650) 233-4545 (Facsimile) allison@pillsburylaw.com (E-mail)

Employees submitting a report on an anonymous basis are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of their submission, as well as a description of the matter as reported if the report was not in writing.

Employees are encouraged to provide as much specific information as possible, including names, dates, places, events that took place, and the employee's perception of why the incident(s) may be misconduct.

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints relating to any Compliance Matter, including for example:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

Treatment of Complaints

Upon receipt of a complaint, the applicable recipient will (i) determine whether the complaint actually pertains to Compliance Matters (ii) when possible, acknowledge receipt of the complaint to the sender and (iii) forward a copy of the complaint and any acknowledgment receipt to the Chief Legal Officer.

Complaints relating to Compliance Matters will be reviewed, under Audit Committee direction and oversight, by the Chief Legal Officer, internal auditor or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Compliance Matters.

Reporting and Retention of Complaints and Investigations

The Chief Legal Officer will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.