

PRESIDIO, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

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PRESIDIO, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted on February 24, 2017)

I. INTRODUCTION

A. Purpose and Scope

The Board of Directors (the “**Board**”) of Presidio, Inc. (collectively with its direct and indirect subsidiaries, the “**Company**”, “**we**”, “**our**” or “**us**”) adopted this Code of Business Conduct and Ethics (this “**Code**”) to aid our directors, officers and employees (“**Covered Persons**”) in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. This Code summarizes the ethical standards and key policies that guide the business conduct of all our directors, officers and employees.

We are concerned not only with our business results, but with how those results are achieved. We expect Covered Persons to act lawfully, honestly, ethically and in the best interest of the Company. The purpose of this Code is to promote ethical conduct and deter wrongdoing and ensure that all Covered Persons act in accordance with the letter and the spirit of the law. We expect all Covered Persons to exercise good judgment to uphold these standards in their day-to-day activities and to comply with all applicable policies and procedures, and to avoid any appearance of impropriety or conflict of interest.

Covered Persons must read, understand and abide by the policies set forth in this Code. We encourage Covered Persons to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. If you have questions or concerns about this Code, we encourage you to speak with your supervisor (if applicable) or with the Company’s General Counsel, who has been appointed as our Compliance Officer (the “**Compliance Officer**”). The Code should also be provided to and followed by the agents and representatives, including consultants, of the Company and each of its direct and indirect subsidiaries.

The Code does not cover every issue that may arise, but it provides general guidelines for exercising good judgment. Covered Persons should refer to the Company’s other policies and procedures for implementing the general principles set forth below. Any questions about this Code or the appropriate course of conduct in a particular situation should be directed to the Compliance Officer or Human Resources department, as appropriate. Any violations of laws, rules, regulations or this Code should be reported immediately. The Company will not allow retaliation against an employee or director for such a report made in good faith. Covered Persons who violate this Code will be subject to disciplinary action.

The Board, in conjunction with the Audit Committee of the Board (the “**Audit Committee**”), is responsible for administering this Code. The Board and the Audit Committee have delegated day-to-day responsibility for administering and interpreting this Code to our Compliance Officer. Our Compliance Officer reports directly to our Chief Executive Officer with

respect to these matters and also will make periodic reports to the Board and the Audit Committee regarding the implementation and effectiveness of this Code, as well as the policies and procedures put in place to ensure compliance with this Code.

Each Covered Person must sign the acknowledgement form at the end of this Code and return the form to the Company's Human Resources Department indicating that he or she has received, read, understood and agreed to comply with the Code. The signed acknowledgment form will be placed in the individual's personnel file.

B. Contents of this Code

This Code has two sections that follow this Introduction. The first section, "Standards of Conduct," contains the actual guidelines that Covered Persons are expected to adhere to in the conduct of the Company's business. The second section, "Compliance Procedures," contains specific information about how the Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and disciplined. This second section also contains a discussion about waivers of and amendments to this Code.

C. A Note Regarding Other Obligations

This Code sets forth a *minimum standard* that we expect from Covered Persons in the conduct of our business. It does not reduce or limit the other legal and contractual obligations you may have to the Company.

II. STANDARDS OF CONDUCT

A. Overview

Covered Persons must act with the highest standards of honesty and ethical conduct. We consider honest conduct to be conduct that is free from fraud or deception and is characterized by integrity. We consider ethical conduct to be conduct conforming to accepted professional standards of conduct, especially with respect to the handling of actual or apparent conflicts of interests.

We understand that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company's business ethically and legally; however, a good rule to follow is to consider whether you would feel comfortable if your potential actions or dealings were made public – if the answer is no, you should reconsider following through on them. You should consult with your supervisor or the Compliance Officer if you have any questions.

B. Compliance with Laws, Rules and Regulations

Covered Persons must comply with all laws, rules and regulations applicable to the Company and its business, as well as with applicable Company policies and procedures. Each Covered Person must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek

advice from the Compliance Officer. Violations of laws, rules and regulations may subject the violator to individual criminal or civil liability, as well as to discipline by the Company. Such violations may also subject the Company to civil or criminal liability or the loss of business. Additional information regarding legal compliance can be found in the Company's Global Anti-Corruption Policy.

Any questions as to the applicability of any law, rule or regulation should be directed to the Compliance Officer.

C. Insider Trading

Covered Persons may not trade or enable others to trade the Company's stock or stock of another company, such as a customer, supplier, competitor, potential acquisition or alliance, while in possession of material non-public information about that company. Any questions as to whether information is material or has been adequately disclosed should be directed to the Compliance Officer. Additional information regarding insider trading can be found in the Company's Insider Trading Policy.

D. Conflicts of Interest

You should recognize your responsibility to avoid any conflict between your personal interests and those of the Company. We recognize and respect the right of Covered Persons to engage in outside activities that they deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that Covered Persons must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a Covered Person's personal relationship, financial or other interest interferes with the Covered Person's ability to make sound business decisions on behalf of the Company. This includes the appearance of interference. Conflicts of interest may arise in many situations. Conflicts of interest include relationships with suppliers, contractors, competitors or regulators that may compete for your loyalty to the Company or that affect your independent judgment on behalf of the Company. Conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position with the Company objectively and/or effectively in the Company's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors. Your job duties should be performed based primarily on what is in the best interest of the Company rather than upon personal considerations or relationships.

Conflicts of interest are prohibited. But the mere existence of a relationship with outside entities is not automatically prohibited. Nonetheless, conflicts of interest may not always be clear, so if a question arises, higher levels of management, the Compliance Officer or the Audit

Committee should be consulted. Any Covered Person who becomes aware of a conflict or a potential conflict should bring it to the attention of the appropriate persons within the Company according to the following procedures:

1. Employees other than Chief Executive Officer, Chief Financial Officer and Compliance Officer

As a representative of the Company, you are expected to avoid any activity that creates a situation in which your actions or loyalties are divided between personal interests and the Company's interests, or between the Company's interests and those of another entity or person.

a. If you are an employee who is not an executive officer of the Company, you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by your manager, in consultation with the Compliance Officer.

b. If you are an executive officer of the Company (other than the Chief Executive Officer, Chief Financial Officer, Compliance Officer or any executive officer who is also a director of the Company), you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by the Company's Chief Executive Officer, in consultation with the Compliance Officer.

2. Directors, Chief Executive Officer, Chief Financial Officer and Compliance Officer

If you are a member of the Board or are the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer, you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by the Audit Committee.

Persons in this category who propose to enter into relationships or transactions that could give rise to an actual or potential conflict of interest are expected to promptly notify the Chairperson of the Board or the Chairperson of the Audit Committee (or, if such person is the Chairperson of the Board or the Audit Committee, another member of the Board or the Audit Committee, as applicable) and, if such person is a director, recuse him or herself from participation in any deliberations or decisions made by the Board or the Audit Committee relating to the matter giving rise to the actual or potential conflict.

E. Loans to Directors or Officers

It is our policy not to extend or maintain credit, to arrange for the extension of credit or to renew an extension of credit, in the form of a personal loan to or for any director or officer of the Company. Any questions about whether a loan has been made to a director or officer in violation of this policy should be directed to the Compliance Officer.

F. Outside Directorships and Other Outside Activities

Although a Covered Person's activities outside the Company are not necessarily a conflict of interest, a conflict could arise depending upon the Company's relationship with the other party with whom the employee or director is involved. Outside activities may also be a conflict of interest if they cause, or are perceived to cause, Covered Persons to choose between that interest and the interests of the Company.

Any outside business relationships require good faith and common sense. Covered Persons (other than the Chief Executive Officer, Chief Financial Officer and Compliance Officer) are prohibited from accepting simultaneous employment with or otherwise working for (outside their responsibilities as a director, officer or employee of the Company, as applicable), directly or indirectly, any person or entity with which the Company has a business relationship, without the prior written approval from the Compliance Officer (or, in the case of the Chief Executive Officer, Chief Financial Officer or Compliance Officer, prior written approval from the Audit Committee or the Board). Covered Persons may not work in any capacity for a competitor of the Company. Covered Persons are also prohibited from having a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier, or competitor of the Company. A "**significant financial interest**" means (i) ownership of greater than 1% of the equity of such customer, supplier or competitor or (ii) an investment in such customer, supplier or competitor that represents more than 5% of the total assets of the Covered Person.

You are prohibited from engaging in personal business or outside employment on Company time. You are also prohibited from deriving personal income or material gain from individuals or organizations, which do business with the Company (i.e., vendors or suppliers).

Before serving on the board of directors of any for-profit entity, Covered Persons (other than the Chief Executive Officer, Chief Financial Officer and Compliance Officer) must obtain prior written approval from the Compliance Officer (or, in the case of the Chief Executive Officer, Chief Financial Officer or Compliance Officer, prior written approval from the Audit Committee or the Board). Covered Persons may not serve as a director of a competitor of the Company.

Covered Persons are encouraged to serve as a director, trustee or officer of non-profit organizations in their individual capacity and on their own time and do not need prior written approval unless the non-profit is a material customer, supplier or competitor of the Company.

The guidelines in this Section F are not applicable to directors who do not also serve in management positions within the Company, except that such directors are required to notify the Board prior to serving on the board of directors of any for-profit entity pursuant to the Company's Corporate Governance Guidelines.

G. Corporate Opportunities

Covered Persons owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Covered Persons may not take the following actions, unless such actions are approved or ratified in accordance with the conflict of interest approval procedures described in Section D above:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information, or as a result of his or her position with the Company, unless such opportunity has first been presented to, and rejected in writing by, the Compliance Officer of the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

H. Selection and Use of Third Parties/Procurement (Fair Purchasing)

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of our team and should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with us, they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. In selecting suppliers, the Company does not discriminate on the basis of race, color, religion, sex, national origin, age, sexual preference, marital status, medical condition, veteran status, physical or mental disability, or any other characteristic protected by applicable law. In addition, if any conflict of interest between a third party and a customer (*i.e.*, some connection whereby retaining the third party would benefit a customer representative) is identified during the selection process, this should be raised with the Compliance Officer. The manner in which we select our suppliers and the character of the suppliers we select reflect on the way we conduct business.

I. Antitrust and Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. Unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, Covered Persons must comply with antitrust and competitions laws, and deal ethically and lawfully with our customers, suppliers, competitors and employees in all business dealings on our behalf. Covered Persons should not take unfair advantage of another person in business dealings on our behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts, or any other unfair dealing practices.

J. International Trade Controls

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. We require compliance with laws and regulations governing export controls in both the United States and in the countries where we conduct our business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the United States against countries and certain identified individuals or entities that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports

from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute an export subject to control. Any questions about export control laws and regulations should be directed to the Company's Compliance Officer.

K. Compliance with Anti-Corruption Laws

Covered Persons should understand that special requirements might apply when contracting with any U.S. or foreign governmental body (including national, state, provincial, municipal, or other similar governmental divisions on local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government are:

- Accurately representing which Company products are covered by government contracts;
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract; and
- Hiring present and former government personnel may only occur in compliance with applicable laws and regulations, and in consultation with the Compliance Officer and the Human Resources Department.

Covered Persons must never offer, promise, pay or authorize the payment, directly or indirectly, to a government official to influence or reward any act of such official or otherwise make any payments or provide anything of value in violation of the Anti-Corruption Laws. State and local governments, as well as foreign governments, may have additional rules regarding such payments. Covered Persons must fully comply with all anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (the "FCPA"), which applies globally, and the UK Bribery Act and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules and regulations. Covered Persons must obtain pre-approval from the Compliance Officer, as appropriate, before providing anything of value to a government official or employee. The foregoing does not apply to lawful personal political contributions.

Our policies and procedures regarding compliance with Anti-Corruption Laws are memorialized in our Global Anti-Corruption Policy ("**Anti-Corruption Policy**"). Covered Persons must comply with all anti-corruption laws and our Anti-Corruption Policy. Any questions about anti-corruption laws should be directed to the Company's Compliance Officer.

L. Gifts

Business gifts and entertainment are designed to build goodwill and sound working relationships among business partners. A problem may arise if:

- The receipt by a Covered Person of a gift or entertainment would compromise, or could reasonably be viewed as compromising, that person's ability to make objective and fair business decisions on behalf of the Company; or

- The offering by a Covered Persons of a gift or entertainment would appear to be an attempt to obtain business through improper means or to gain any special advantage in our business relationships, or could reasonably be viewed as such an attempt.

Covered Persons must use good judgment and ensure there is no violation of these principles. No gift or entertainment should be given or accepted by any Covered Persons or family member of any Covered Persons unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, (5) does not violate any laws or regulations (*e.g.*, anti-corruption laws), (6) is not one of a series of small gifts or entertainments that can be construed as part of a larger, expensive gift, and (7) is not otherwise prohibited by any other gift and entertainment policies of the Company then in effect. Any questions about whether any gifts or proposed gifts are appropriate should be directed to the Compliance Officer. You should also review the Company's Global Anti-Corruption Policy regarding specific conditions for gifts and entertainment.

M. Anti-Money Laundering

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose the Company and individuals to severe sanctions. Covered Persons may not knowingly engage in transactions that facilitate money laundering or result in unlawful diversion.

N. Government Customers/Contracting

When doing business with federal, state or local governments, all statements and representations to government procurement officials must be accurate and truthful, including costs and other financial data. If your assignment directly involves the government or, if you are responsible for someone working with the government on behalf of the Company, be alert to the special rules and regulations applicable to our government customers. Additional steps should be taken to understand and comply with these requirements. Any conduct that could appear improper should be avoided when dealing with government officials and employees. Payments, gifts or other favors given to a government official or employee are strictly prohibited as it may appear to be a means of influence or a bribe. Failure to avoid these activities may expose the government agency, the government employee, our company, and you to substantial fines and penalties. For these reasons, any sale of our products or services to any federal, state or local government entity must be in accordance with our Company policy.

O. Political Contributions

Business contributions to political campaigns are strictly regulated by federal, state, provincial, local and foreign law in the U.S., Canada and other jurisdictions. All political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. Covered Persons may not use any of the Company's funds for political contributions of any kind to any political candidate or holder of any national, state,

provincial or local government office, without the approval of the Compliance Officer. Covered Persons may make personal contributions, but should not represent that he or she is making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer. You should also consult the Company's Global Anti-Corruption Policy.

P. Protection and Proper Use of the Company's Assets

Covered Persons must protect our company assets, such as equipment, inventory, computers, servers and information (including salary information and unpublished financial data and reports). Loss, theft and misuse of our assets have a direct impact on our business and its profitability. Covered Persons are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Covered Persons must also take steps to ensure that the Company's assets are used only for legitimate business purposes, in accordance with any guidelines, policies or procedures implemented by the Company for their use. Unless otherwise approved, personal use of the Company's assets is not allowed.

Company assets include intellectual property such as patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy.

Q. Use of Company Computer Equipment

We provide an array of information and technology resources intended to maximize our efficiency in carrying out your job such as: e-mail, computers, computer applications, networks, the internet, the intranet, facsimile machines, cell phones, telephones and voice mail systems. Please remember that these tools are our property and must be used in a manner that reflects positively on us and all who work here. Occasional, limited personal use of these resources is permitted, but cannot interfere with your work performance, or the work performance of your colleagues. We cannot tolerate inappropriate or illegal use of these Company assets and reserve the right to take appropriate disciplinary actions, as needed, up to and including termination of employment.

R. Use of Software

All software used by Covered Persons to conduct Company business must be appropriately licensed. Covered Persons should never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose the employee, director and the Company to potential civil and criminal liability. The Company's information technology department may inspect any Company computers to verify that only approved and licensed software has been installed. Any non-licensed/supported or approved software will be removed.

S. Use of Electronic Communications

Covered Persons must use electronic communication devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, e-mail, connections

to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, telephones or future types of electronic communication. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Covered Persons should use sound judgment whenever using any feature of the Company's communications systems.

T. Intellectual Property and Protecting IP

Our intellectual property is one of our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. Protect intellectual property from illegal or other misuse by making sure it is affixed with or identified by appropriate trademark, service mark, copyright notice or patent marking. Disclose to management any innovation developed on Company time, as part of your duties or using Company information or resources, so that we can decide whether to seek formal protection. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

As an employee, the things you create for the Company belong to the Company. This "work product" includes inventions, discoveries, ideas, improvements, software programs, artwork and works of authorship. This work product is the Company's property (it does not belong to individuals) if it is created or developed, in whole or in part, on company time, as part of your duties or through the use of company resources or information. Partners must promptly disclose to us, in writing, any such work product and cooperate with our efforts to obtain protection for us. To ensure that we receive the benefit of work done by outside consultants, it is essential that an appropriate agreement or release be in place before any work begins.

U. Proprietary and Confidential Information

Proprietary and confidential information generated and gathered in the Company's business plays a vital role in its business, prospects and ability to compete. In carrying out the Company's business, Covered Persons may learn of information about the Company, its customers, prospective customers and other parties that is proprietary and/or confidential. Covered Persons who have received or have access to such information are expected to take special care to keep it confidential, except when disclosure is authorized or legally required. Proprietary or confidential information includes, among other things, any non-public information concerning the Company, including its businesses, financial performance, results or prospects, and any nonpublic information provided by a third party (including customers, partners, distributors and suppliers) with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. Covered Persons must use proprietary or confidential information solely for legitimate company purposes. Covered Persons must return all of the Company's confidential and proprietary information in their respective possession to the Company when they cease to be employed by or to otherwise serve the Company.

Covered Persons should maintain the confidentiality of information entrusted to them by the Company or its affiliates, customers, partners, distributors and suppliers, except when disclosure is specifically authorized by the Company's Chief Executive Officer, Chief Financial Officer or Compliance Officer or required by law. Any questions about whether information is confidential should be directed to the Company's Compliance Officer.

These requirements and your responsibility are explained fully in the [Presidio Confidentiality Policy](#).

V. Employee Information Privacy

We respect the confidentiality of the personal information of employees, including employee medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto our premises or used for Company business.

Additionally, employees should not maintain any expectation of privacy with respect to any electronic communications made using Company equipment, or content stored on Company equipment. To the extent permitted by applicable law, the Company retains the right to gain access to any such information, at any time, with or without your knowledge, consent or approval.

W. Accuracy of Records

The integrity, reliability and accuracy in all material respects of our books, records and financial statements are fundamental to our continued and future business success. Covered Persons may not cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, Covered Persons may not create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

The Company complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Company's document retention policies, when adopted. Any questions about these policies should be directed to the Compliance Officer.

X. Communicating with External Parties

Covered Persons may not disclose any material, non-public information about the Company to anyone outside of the Company (other than those who are bound by a confidentiality obligation to us and have a "need to know" the information), unless the Company has disclosed such information to the public. Only the Company's Chief Executive Officer, the Chief Financial Officer and certain other authorized spokespersons, as designated in the Company's External Communications Policy, when adopted, may disclose material, non-public information.

Covered Persons are not authorized to speak with the media, investors, or analysts on behalf of our Company, unless expressly authorized by Company's Chief Executive Officer, the Chief Financial Officer and certain other authorized spokespersons, as designated in the Company's External Communications Policy, when adopted. Unless authorized, do not give the impression that you are speaking on behalf of the Company in any communication that may become public. This includes posts to online forums, social media sites, blogs, chat rooms and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses, as well as letters to the editor and endorsements of products or services.

Y. Honest Advertising and Marketing

It is our responsibility to accurately represent the Company and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do we will make factual and accurate statements that can be easily verified or reasonably relied upon.

Z. Promoting a Positive and Safe Work Environment

We are committed to creating a supportive work environment and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. We are an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. Discrimination or harassment of any kind on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law is strictly prohibited by us.

We strive to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence in our workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices or dangerous materials in the workplace. You should report to work in condition to perform your duties, free from the influence of illegal drugs or alcohol. The use or possession of illegal drugs in the workplace will not be tolerated.

As an employee of the Company, you must devote your work time to performing your regular job duties. You should conduct yourself in a manner, which does not interfere with the customer or other employees' working time. Any activity by you must respect the rights of the customer and other employees to be free of harassment. In order to meet these objectives, the following guidelines will apply to solicitation and distribution:

1. Solicitation or collection for any cause during working time is prohibited.

2. Distribution of literature or written or printed material during working time or in work areas is prohibited.

3. The only exception to the prohibitions contained in paragraphs 1 and 2 are where the solicitations and distributions are:

a. Approved in advance by your Human Resource Business Partner;

b. Conducted in a manner and time approved by your Human Resource Business Partner;

c. Conducted in a manner, which has the least disruptive impact on employees and customers.

4. Working time is defined as the time that employees are expected to perform their regular job duties, but does not include mealtime or break periods. Employees on non-working time must not interfere with other employees who are on working time.

These guidelines also apply to solicitation by electronic means. Solicitation or distribution of any kind by non-employees on Company premises is prohibited at all times.

To ensure that all postings conform to the Company's mission, only material, which has received prior approval from your Human Resource Business Partner, may be posted on the bulletin boards. An item which may be posted, if prior approval from your Human Resource Business Partner is received, includes:

1. Notices required by law.

2. Important Company policy announcements.

3. Notices of special events of interest to employees, which are sponsored/endorsed by the Company.

4. Company job postings.

5. Other materials which promote the Company's mission.

Employees should not use bulletin boards at customer facilities, except with the prior written approval of the customer's management. For reasons of security, notices by nonemployees on the Company or customer's bulletin board are prohibited. Any employee having knowledge of such activity should contact their manager or their Human Resource Business Partner.

When we travel, we are Presidio's face to the external world and should ensure that we represent the company in the best possible way. All employees are required to ensure that their business travel is intended to further our business interests. Travel and entertainment expenditures should be reasonable, prudent and in accordance with applicable corporate or regional policies. For questions or assistance regarding the [Travel and Expense Policy](#), contact: PNSTravelTeam@presidio.com.

III. COMPLIANCE PROCEDURES

No code of conduct and ethics can replace the thoughtful behavior of an ethical employee, officer or director or provide definitive answers to all questions. Since the Company cannot anticipate every potential situation, certain policies and procedures have been put in place to help Covered Persons approach questions or problems as they arise.

A. Communication of Code

All Covered Persons will be supplied with a copy of this Code upon the later of the adoption of this Code and beginning service at the Company. Updates of this Code will be provided from time to time. A copy of this Code is also available to all Covered Persons on our external website or by requesting one from the Human Resources department.

B. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of the Board or the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service and restitution. Furthermore, violations of some provisions of this Code are illegal and may subject you to civil and criminal liability.

The Company's management will periodically report to the Board or the Audit Committee, as applicable, on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

C. Reporting Concerns/Receiving Advice

1. No Retaliation

We expressly forbid any retaliation against any Covered Persons who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, we will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such person in the terms and conditions of his or her employment or service to the Company. Any person involved in retaliation will be subject to serious disciplinary action by the Company. Furthermore, the Company could be subject to criminal or civil actions for acts of retaliation against employees who "blow the whistle" on U.S. federal securities law violations and other federal offenses. For more information, please see the Company's Whistleblower Policy.

2. Communication Channels

- i. Be Proactive. You are encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other

policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If you believe that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, you are obligated to immediately bring the matter to the attention of the Company's Compliance Officer or the Company's Board or Audit Committee, as appropriate.**

- ii. Seeking Guidance. The best starting point for you to seek advice on ethics-related issues or reporting potential violations of this Code will usually be your supervisor or manager. However, if the conduct in question involves your supervisor or manager, if you have reported the conduct in question to your supervisor and do not believe that he or she has dealt with it properly, or if you do not feel that you can discuss the matter with your supervisor, you may raise the matter with the Compliance Officer.
- iii. Communication and Reporting. You may communicate with the Compliance Officer, or report potential violations of this Code,
 - In writing or via email (which may be done anonymously as set forth below under "Anonymity"), addressed to the Compliance Officer
- iv. Reporting Accounting and Similar Concerns. Any concerns or questions regarding any potential violations of this Code, any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls, auditing or securities law matters will be directed to the Compliance Officer or Audit Committee. You may also communicate directly with the Audit Committee or its designee regarding such matters in writing or via email (which may be done anonymously as set forth below under "Anonymity"), addressed to the Compliance Officer.
- v. Investigations. Reported violations will be promptly investigated. The Board or its designated committee or the Audit Committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board or executive officers. The Board or its designated committee or the Audit Committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. Subject to the general authority of the Board, in conjunction with the Audit Committee, to administer this Code, the Compliance Officer will be responsible for investigating violations (including the initiating of any such investigation) and determining appropriate disciplinary action for other employees, agents and contractors. The Compliance Officer may designate others to conduct or manage investigations on the Compliance Officer's behalf and recommend disciplinary action. The Board reserves the right to investigate violations

and determine appropriate disciplinary action on its own or to designate others to do so in place of, or in addition to, the Compliance Officer. It is imperative that the person reporting the violation not conduct an investigation on his or her own. However, directors, officers and employees are expected to cooperate fully with any investigation made by the Company into reported violations.

- vi. Discipline/Penalties. Covered Persons who violate the laws or regulations governing the Company's business, this Code, or any other Company policy, procedure or requirement may be subject to disciplinary action, up to and including termination. Covered Persons who have knowledge of a violation and fail to move promptly to report or correct it, or who direct or approve violations, may also be subject to disciplinary action, up to and including termination.

Furthermore, violations of some provisions of this Code are illegal and may subject the Covered Persons to civil and criminal liability.

- vii. Misuse of Reporting Channels. You must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.
- viii. Director Communications. In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to this Code by contacting the Board through the Audit Committee.

3. Anonymity

When reporting suspected violations of the Code, we prefer that you identify yourself to facilitate our ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, we also recognize that some people may feel more comfortable reporting a suspected violation anonymously.

If you wish to remain anonymous, you may do so, and we will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. Reports may be made anonymously through the Company's Whistleblower Hotline, a confidential messaging system:

<http://www.openboard.info/PSDO/> OR at (877) 411-1681

In the event the report is made anonymously, however, we may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit us to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

IV. WAIVERS AND AMENDMENTS

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted, the Audit Committee, and (ii) if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to the Company's stockholders if required in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand Presidio, Inc.'s Code of Business Conduct and Ethics (the "**Code**") and agree to abide by the provisions of the Code. I understand my obligation to comply with this Code and with the law, and my obligation to report to appropriate personnel within the Company any and all suspected violations of this Code or of applicable laws, rules, or regulations. I understand that the Company expressly prohibits any director, officer or employee from retaliating against any other such person for reporting suspected violations of the Code or of any laws, rules or regulations. I am familiar with all the resources that are available if I have questions about specific conduct, the Company's policies, or applicable laws, rules, or regulations.

Signature

Name (Printed or typed)

Position

Date