

BrightPoint Code of Business Conduct and Ethics

A Message to all Associates

For more than 20 years, we have demonstrated a commitment to performance and integrity. This commitment has not diminished as we have grown to become a global leader in providing supply chain solutions to the wireless industry. Our Values and our Code of Business Conduct and Ethics serve as our guides to conducting business with the highest integrity and ethical standards.

BrightPoint has six enduring core values that continue to serve us well:

Integrity, Accomplishment, Quality, Respect, Learning, and Community Involvement.

Our Values, created by you, reflect our culture and help ground us by guiding our day-to-day actions with suppliers, customers and colleagues. Similarly, our Code of Business Conduct and Ethics and related policies provide valuable guidance to us as we conduct our daily affairs. They apply to all employees and directors of BrightPoint. As a team, we have worked very hard to build a successful and well-respected company. We simply cannot - and will not - tolerate unethical or inappropriate behavior.

If you have a question or concern about what is proper conduct for you or anyone else, you may always talk to your supervisor, a member of the Legal Department, or your local Human Resources representative. Remember, you may also report possible violations without fear of retaliation by calling the BrightPoint Ethics and Compliance Hotline.

Now more than ever, building a great company requires an unwavering commitment to the highest ethical standards. Each of us is accountable to do the right thing.

Sincerely,

Robert J. Laikin
Chairman and Chief Executive Officer
Our Values

Craig M. Carpenter
Executive Vice President, General Counsel

Our values *define* us. They promote and help maintain compliance with policies and laws, build employee loyalty and commitment, and encourage and support effective decision making. Our values convey our strengths and create a solid foundation for ethical business behavior.

Integrity

We are committed to doing what is right, honest and fair.

Accomplishment

We foster a results-oriented environment, enabling and rewarding achievement.

Quality

We are dedicated to consistently producing results that meet or exceed the expectations of our customers and suppliers.

Respect

We treat all stakeholders with dignity and consideration, and we are committed to fostering an environment of diversity that respects and appreciates individual differences.

Learning

We continually acquire knowledge to improve performance and enable growth.

Community Involvement

We are responsible, active citizens of the places we call home.

Code of Business Conduct and Ethics for BrightPoint, Inc. and its Affiliates

1. Purpose

The Brightpoint, Inc. (“**Company**”) Code of Business Conduct and Ethics (“**Code**”) is a guide to ethical decision-making. While the standards in the Code are mainly based on laws to which we are all subject, in some cases they go beyond legal obligations. In this respect, the Code reflects the Values that define the Company and the principle that we must strive to avoid any circumstances that may give rise to even an appearance of impropriety. The standards in this Code may be further explained or implemented through corporate policies or other compliance manuals, including those relating to specific areas of our business. This Code is available on the Intranet, and related memoranda and manuals are available from our Legal Department or Human Resources Department.

Each of us is personally responsible for making sure that our business decisions and actions comply at all times with this Code. Given the pace of changes in our industry, no set of standards should be considered the final word in all circumstances. When you have doubts about the application of a standard or where we have not addressed a situation that presents an ethical issue, you should seek guidance from your immediate supervisor or from the Company’s General Counsel. In addition, each of us has a duty to report behavior on the part of others that appears to violate this Code or any other compliance policy or procedure of the Company.

All supervisory and management personnel, including all officers and directors of the Company, have a special responsibility to lead according to the standards of this Code, in both words and action. Our supervisory and management personnel are also expected to adhere to and promote our “open door” policy. This means that they are available to anyone with ethical concerns, questions, or complaints. We also maintain a confidential “hot line” that you can call, the details of which are set out at the end of this Code. All concerns, questions, and complaints will be taken seriously and handled promptly, confidentially, and professionally. No retaliatory action will be taken against any employee for raising concerns, questions, or complaints in good faith.

The following standards of conduct will be enforced at all organizational levels. Anyone who violates them will be subject to prompt disciplinary action, up to and including dismissal.

2. Covered Persons

This Code applies to all officers, directors, and employees of the Company and its affiliates.

Wherever we do business, we are required to comply with all applicable laws, rules and regulations. We are also responsible for complying with requirements of contracts that we have entered into with other parties, such as distribution agreements, intellectual property licenses, confidentiality agreements, leases, and other agreements. The standards in this Code must, of course, be interpreted in light of the law and practices of the areas where we operate, as well as good common sense. Any suspected or actual violation of any applicable law, rule, or regulation or our contractual undertakings should be reported immediately to your immediate supervisor or the General Counsel. If you are not comfortable reporting to your immediate supervisor or the General Counsel, you may report the situation to the confidential hotline, the details of which are set out at the end of the Code.

3. Conflicts of Interest

A conflict of interest occurs whenever our private interests interfere with the interests of the Company as a whole. In order for the company to carry out its business effectively, it must be assured of loyalty of each of its officers, directors and employees. We must therefore refrain from entering into relationships that might impair their judgment as to what is best for the Company. Even relationships that give the appearance of a conflict of interest should be avoided. You cannot avoid these standards by acting through someone else, such as a friend or family member.

There are many different ways in which conflicts of interest arise. For example, personal financial interests, obligations to another company or governmental entity or the desire to help a relative or friend are all factors that might divide our loyalties. To clarify what we mean, we have set out below our policies about the most common types of conflict of interest.

If you believe it is not possible to avoid a conflict of interest you must bring this to the attention of, and make full written disclosure of the surrounding circumstances to, your immediate supervisor, who should in appropriate circumstances bring it to the attention of the Company's General Counsel. If your immediate supervisor is unavailable you may bring the matter to the attention of the General Counsel.

a. Employment and Directorships

Executive officers and members of the Board of Directors (the "Board") of the Company may not work for or receive compensation for services from any competitor, customer, distributor, or supplier, without the approval of the Board. In addition, they may not serve on the board of directors of another company or of a governmental agency without the advance approval of the Board. You may not work for or receive compensation for services from any competitor, customer, distributor, or supplier, without the approval of the Company's General Counsel.

Most of these situations are likely to present conflicts of interest. Even where approval is granted, you must take appropriate steps to separate Company and non-Company activities. The General Counsel will assist you in determining what steps are appropriate.

b. Investments

You or any member of your immediate family (your spouse or your children living with you), may not have financial interests in any competitor, customer, distributor or supplier where this would influence, or appear to influence, their actions on behalf of the Company. If there is any doubt about how an investment might be perceived, you should discuss it in advance with your immediate supervisor or the General Counsel.

c. Using the Company's Time and Assets for Personal Benefit

You may not, directly or indirectly, perform non-Company work or solicit that work on the Company's premises or while working on the Company's time, including any paid leave you are granted by the Company. Also, you are not permitted to use Company assets (including equipment, telephones, materials, resources or proprietary information) for any outside work.

d. Loans to Employees

Loans to and guarantees of obligations of employees, officers or directors incurred for personal reasons can also present conflicts of interest. Company loans are prohibited by law in the case of the Company's officers and directors.

e. Acceptance of Gifts and Entertainment

The acceptance of gifts and entertainment by you or members of your family may present a conflict of interest. While you are permitted to accept reasonable gifts of nominal value, such as unsolicited promotional items or holiday gifts, you are prohibited from accepting or soliciting anything that might reasonably be deemed to affect your judgment or that is accompanied by any express or implied understanding that you are in any way obligated to do something in exchange for the gift. Similarly, you may accept entertainment, but only insofar as it is reasonable in the context of the business at hand and facilitates the Company's interests. You are strictly prohibited from soliciting gifts, gratuities or business courtesies for yourself or for the benefit of any family member or friend.

f. Family Members and Close Personal Relationships

The Company's standards of conduct are not intended to intrude on our personal lives. Situations may arise, however, where our relationships with family members and friends create conflicts of interest. Generally, you are prohibited from being in the position of supervising, reviewing or having any influence on the job evaluation or salary of your relatives or friends. If you have family members or friends that work for businesses seeking to provide goods or services to the Company, you may not use your personal influence to

affect negotiations, and if you are an officer or director of the Company, you must notify the Company's General Counsel, who will review the proposed transaction and notify the Audit Committee of the Company's Board of Directors for review and action as it sees fit, including, if necessary, approval by the Company's Board of Directors. If you have relatives or friends that work for competitors, you should bring this fact to the attention of your immediate supervisor and discuss any difficulties that might arise and appropriate steps to minimize any potential conflict of interest.

g. Public Service

We encourage you to be active in the political and civic life of your community, including charitable or educational activities. When doing so and making any public communication, you should clarify that your views are yours individually and are not being expressed as an employee of the Company. Your participation in or service to the community may also at times place you in a situation in which a conflict of interest with the Company could arise. This could occur, for example, where the community is engaged in a negotiation with the Company for goods or services or with respect to some other matter. The law may require or permit you to abstain from any decisions where these circumstances exist, depending on your position within the Company and other factors. Before participating in such a decision, you should seek advice from the Company's General Counsel and should in any event make it clear to the responsible persons that you are an employee of the Company. If you do abstain, you should make it clear that your action is to avoid a potential conflict of interest or the appearance of one. You may not engage in any type of solicitation or distribution activities not relating to the business of the Company on Company premises without the approval of your immediate supervisor.

You may not make any political contribution as a representative of the Company. You must also avoid lobbying activities or even the appearance of lobbying any governmental body or public official as a representative of the Company without the express approval of the General Counsel.

h. Corporate Opportunities

You may not appropriate to yourself, or to any other person or organization, the benefit of any business venture, opportunity or potential opportunity that you learn about in the course of your employment and that is in the Company's line of business without first obtaining the Company's consent. It is never permissible for you to compete against the Company, either directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

4. Electronic Media and Software

All electronic media and communications systems such as voice mail, e-mail, commercial software and access to the Internet through Microsoft Internet Explorer or any other Internet service providers are the property of the Company. Communications on these systems are not private communications, but are business records that may be monitored by the Company or subpoenaed by a court of law, and you should have no privacy expectations with respect to communications sent over these systems.

These systems should not be used to knowingly, recklessly or maliciously post, store, transmit, download or distribute any threatening, abusive, libelous, defamatory or obscene materials of any kind constituting a criminal offense, giving rise to civil liability or otherwise violating any laws.

The Company's policy against sexual harassment and discrimination applies fully to the use of e-mail and other electronic media by you.

5. Shareholder and Media Relations

We will provide accurate, appropriate and timely material information to the public, including our shareholders and the media to keep them informed of matters which affect our organization. To assure consistency and accuracy in these communications and to prevent the inadvertent disclosure of confidential information, you should not give statements to shareholders or the media. If you are contacted by a shareholder, the request should be immediately forwarded to the Company's Executive Vice President of Finance and Chief Financial Officer. If you are contacted by the media,

the request should be forwarded to the Executive Vice President of Finance and Chief Financial Officer of the Company or, if regarding a legal matter, the Company's General Counsel.

6. Securities Laws and Insider Trading

In the course of your duties, you may be exposed to information about the Company or other companies that is not available to the general public. The use of such non-public or "inside" information for securities trading purposes is strictly forbidden, whether by you, any of your family members, or any other person to whom you may have communicated the information. Such use of "inside" information is not only unethical, but also illegal and could expose you to civil and criminal penalties. U.S. law prohibits anyone who possesses "material" non-public information about a company to trade in its stock or other securities. "Material" information is usually defined as any information that might influence a reasonable investor to buy, sell, or hold stock. Common examples include financial results, financial forecasts, possible mergers, acquisitions or divestitures, significant product developments and major changes in business direction. U.S. law also prohibits anyone who possesses material, non-public information from using it to tip anyone else who may trade on it.

Violation of the law may result in civil and criminal penalties, including fines or jail sentences. If you are uncertain about the legal rules governing purchases and sales of securities you wish to make, you should review the Company's "Insider Trading Policy" and, if questions persist, consult the General Counsel before trading. If you engage in insider trading you will be subject to prompt disciplinary action, up to and including dismissal.

7. Confidential and Proprietary Information

Each of us has a duty to safeguard confidential and proprietary information about the Company and information that our suppliers and customers have entrusted to us. Generally speaking, confidential and proprietary information is information that has not been disclosed to the general public or that gives our business an advantage over our competitors or could expose us to harm or liability if released prematurely or inappropriately. Common examples include trademarks and trade secrets, as well as financial information, corporate strategy and information about relationships with our customers and suppliers. If you are unsure about whether information should be treated as confidential or proprietary, you must consult with your immediate supervisor or the General Counsel.

You must remain conscious at all times of your duty to protect confidential and proprietary information. For example, confidential and proprietary information should never be discussed in public places such as elevators, airplanes or restaurants. In no event should confidential or proprietary information be disclosed to third parties, including family members, without the express written consent of the General Counsel, unless this is otherwise legally required. The duty to preserve the Company's confidential and proprietary information is not limited to your period of employment, but continues even after you have left the Company.

8. Avoidance of Unlawful Restraints of Competition

In most countries, there are laws that govern the ways in which the Company may compete. The purpose of these laws (sometimes known as "competition" or "antitrust" laws) is to prevent interference with a competitive market system. Under these laws, companies or individuals may not enter into formal or informal agreements with other companies or individuals or engage in certain other activities that unreasonably restrict competition. Illegal practices can include, among others, price fixing, allocating customers or territories or unlawfully abusing a dominant market position.

In contact with competitors, you are generally prohibited from discussing competitively sensitive information, such as prices, pricing policies, contract terms, costs, inventories, marketing and product plans, market surveys, business plans, plans with respect to renovation or acquisition of property, and other proprietary or confidential information. Such discussions or any collaboration with a competitor about competitively sensitive matters can be illegal. Particular care should be taken when attending or participating in meetings of trade associations and similar industry organizations.

While discussions of some sensitive information may, under certain circumstances, be permissible, no such discussions with competitors should take place without prior approval of the General Counsel. You are required to report promptly to the General Counsel any instance in which a competitor has suggested that you collaborate with them.

9. **Protection on and Proper Use of Company Assets and Property**

The Company's success requires a commitment on the part of all of us to the proper allocation and use of its assets, tangible and intangible. For these purposes, the Company's assets include equipment, contracts or agreements, supplies, real estate, tools, inventory, computer and information systems and equipment, computer software, computer data, customer lists, vehicles, records or reports, non-public information, intellectual property or other sensitive information or materials and telephone, voice mail or e-mail communications, as well as Company funds in any form. We have a duty to protect the Company's assets from loss, damage, misuse, theft or sabotage. We must also ensure the efficient use of the Company's assets. The Company's assets are to be only used for valid business purposes.

Management must approve any use of Company assets or services that is not solely for the Company's benefit.

10. **Accurate Books and Records**

U.S. law requires the Company to make sure that its books and records accurately and fairly represent transactions and dispositions of our assets in reasonable detail. In all of our operations, it is a violation of Company policy, and possibly illegal, for any of us to cause our books and records to be inaccurate in any way. You must never create or participate in the creation of records that are misleading or artificial. If you are asked to falsify the accounting records in any manner or are aware of falsification by anyone else in the Company, you should immediately notify your supervisor. If you prefer a more confidential method, contact the fraud hotline, the procedures for which are set at the end of this Code.

You are expected to cooperate fully with our internal and independent auditors. In particular, the following requirements must be strictly respected by all of us.

a. **Access to Company Assets, Transactions on Management's Authorization**

Access to Company assets is permitted only in accordance with management's general or specific authorization and transactions must be executed only in accordance with

management's general or specific authorizations. Transactions involving the Company must be recorded to permit preparation of our financial statements in conformity with generally accepted accounting principles and related requirements and to maintain accountability for the Company's assets.

b. **Accurate Books**

All Company books and records must be true and complete. False or misleading entries are strictly prohibited, and the Company will not condone any undisclosed liabilities or unrecorded bank accounts or assets established for any purpose.

c. **Proper Payments**

You may not authorize payment of Company funds knowing that any part of the payment will be used for any purpose other than the purpose described in the documents supporting the payment.

d. **Appropriate Controls**

Administrative and accounting controls must be implemented to provide reasonable assurance that the Company is in the compliance with the above requirements and that financial and other reports are accurately and reliably prepared, and fully and fairly disclose all required or otherwise material information.

11. **Complete, Accurate and Timely Disclosure**

The Company is owned by the public and its shares are listed for trading on one or more exchanges. As a result, the Company is obligated to make various disclosures to the public. The Company is committed to full compliance with all requirements applicable to its public disclosures. The Company has implemented disclosure controls and procedures to assure that its public disclosures are timely, compliant and otherwise full, fair, accurate and understandable. All employees, officers and directors responsible for the preparation of the Company's public disclosures, or who provide information as part of that process, have a responsibility to assure that such disclosures and information are complete, accurate and in compliance with the Company's disclosure controls and procedures.

12. **Discrimination or Harassment**

The Company is committed to providing a work environment that is free from any form of discrimination on the basis of race, ethnicity, gender, creed, religion, age, disability or sexual preference. It is our policy to provide equal opportunity to all employees with regard to hiring, pay rates, training and development, promotions and other terms of employment. Employment decisions will comply with all applicable employment laws.

The Company will not tolerate harassment, including sexual harassment, in any form. This includes verbal or physical conduct that demeans or threatens any employee, creates a hostile work environment, unreasonably interferes with an individual's work performance or otherwise adversely affects an individual's employment.

13. **Anti-Corruption Policy**

The Company conducts its business many countries throughout the world. Laws, local customs, and social standards differ greatly from one country to the next. Practices that may be considered acceptable in some commercial business environments, such as providing meals, transportation, entertainment or other things of value, may violate certain local, state, Federal or foreign laws. The Company's policy is to abide by the national and local laws of the countries in which it operates, **except** when such laws or practices violate U.S. laws. Every Company employee has the responsibility to understand and abide by the local and national laws and rules that apply where they are conducting the Company's business.

All Company employees, working inside or outside of the United States, must be aware that providing payments or anything of value to a government employee, regardless of the level, is strictly prohibited and could be interpreted as an attempt to curry favor on behalf of the Company. Consult the General Counsel if there is any uncertainty about permitted interactions with government employees.

The U.S. Foreign Corrupt Practices Act ("**FCPA**") generally prohibits giving money or anything of value to foreign government officials, foreign political parties or candidates for foreign political office for the purpose of influencing a foreign government in order to assist in obtaining or retaining business, or directing business to any person gaining an improper advantage. This includes making any payments through intermediaries, such as sales representatives or consultants. This also includes making "facilitating" or "grease" payments to local customs or other regulatory officials. The FCPA allows companies to make facilitating payments, which are small sums paid to non-U.S. government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary permit, license, visa or phone service. Nonetheless, the Company strictly prohibits making these types of payments in the absence of imminent threat to the health, safety or welfare of an officer, director, or employee of the Company or its affiliates or their respective family members. Moreover, such payments may be illegal under local law (e.g., The UK Bribery Act). Please contact the General Counsel if there are any questions. Violations of the FCPA can result in stiff civil and criminal penalties for both the Company and the individuals involved.

Commercial bribery of any nature is a violation of Company policy and is illegal under U.S. law. You are strictly prohibited from offering any form of bribe, kickback or inducement to any person.

Please refer to the Company's "Anti-Corruption Policy" for detailed guidance.

14. **Trade Sanctions and Boycotts**

The Company must comply with all applicable trade sanctions and boycotts imposed by the U.S. government. Such restrictions prohibit the Company from engaging in certain business activities in specified countries, and with specified individuals and entities. These sanctions include, for example, prohibitions on interaction with identified

terrorist organizations or narcotics traffickers. Sanctions for non-compliance can be severe, include fines and imprisonment for responsible individuals, and the Company may be prohibited from further participation in certain trade.

The Company also must abide by U.S. anti-boycott laws that prohibit companies from participating in any international boycott not sanctioned by the U.S. government. Detailed information on U.S. trade sanctions that may be in effect at any given time can be obtained from the Company's General Counsel.

15. Whistleblower Policy

No officer, director or employee of the Company may discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee to disclose information about fraudulent activity within the company or to cooperate with fraud-related investigations or legal proceedings conducted by the company enforcement agency, to any member or committee of congress or to any person with supervisory authority over the employee or the authority to investigate misconduct within the Company. Further, the Company will not retaliate against an officer, director or employee who participates in a proceeding concerning securities fraud.

16. Charitable Contributions

We realize that there are many worthy organizations to which financial and non-financial contributions can be made by the Company. You are encouraged to support community and charitable organizations as individuals in order to improve your community. Our Company will consider and make financial contributions on a case-by-case basis to organizations which are in the communities in which we operate.

All requests for contributions must be submitted in writing and are subject to prior approval in accordance with the Company's Approval Matrices.

17. Waivers of the Code of Business Conduct and Ethics

Any request for a waiver of any standard in this Code may be granted only by the Board or the General Counsel. Only the Board or a designated committee of the Board may grant waivers involving any of the Company's executive officers or directors, and all waivers granted to executive officers and directors will be disclosed to the Company's shareholders. All personnel should be aware that the Company generally will not grant such waivers and will do so only when good cause is shown for doing so.

18. Audits; Investigations; Disciplinary Action

The Company will conduct periodic audits of compliance with this Code. Allegations of potential wrongdoing will be investigated by the proper corporate or departmental personnel and, upon the advice of the General Counsel, will be reported to the Board of Directors (or an appropriate committee thereof) and to the relevant authorities. Knowingly making false accusations of misconduct will be subject to disciplinary action. You are required to cooperate fully with any internal or external investigation. You must also maintain the confidentiality of any investigation and related documentation, unless specifically authorized by the General Counsel to disclose such information.

Appropriate disciplinary penalties for violations of this Code may include, without limitation, counseling, reprimands, warnings, suspensions with or without pay, demotions, salary reductions, dismissals, and restitution. Disciplinary action may also extend to a violator's supervisor insofar as the Company determines that the violation involved the participation of the supervisor or reflected the supervisor's lack of diligence in causing compliance with the Code. Any person who takes any action whatsoever in retaliation against the employee who has in good faith raised any question or concern about compliance with this Code will be subject to serious sanctions, which may include dismissal for cause.

You are reminded that the Company's document retention policies strictly prohibit the destruction or alteration of documentation undertaken with the intent to obstruct any pending or threatened investigation or proceeding of any nature or in contemplation of a proceeding.

19. **Where to Turn for Advice**

If you have questions about this Code, you should turn to your immediate supervisor in the first instance. The Company's "open door" policy gives you the freedom to approach any member of management with ethical questions or concerns without fear of retaliation. The Company maintains an Ethics and Compliance Hotline ("Hotline") to enhance our commitment to conducting business ethically and to give you a confidential option to report your concerns. If, for any reason, you do not feel comfortable speaking with your supervisor and would prefer to remain anonymous, you may call the Hotline without fear of retaliation. The Hotline is available 24 hours a day, seven days a week by a communications specialist employed by an independent, outside company. It is important to note that all employee communications made in good faith will be treated promptly and professionally and without risk of retribution or retaliation. Specifics on how to place a call on the Hotline and the subsequent processes followed by the Company are outlined in the Hotline policy.

You have the option to confidentially and anonymously submit any concerns regarding questionable accounting or auditing matters to a member of the Audit Committee of the Board. These concerns may be communicated through the Hotline outlined above or they may be communicated through the Company's Vice President, Internal Audit.

Inquiries received through the Hotline or the Company's Vice President, Internal Audit will be directed to the appropriate Company representative for review, investigation, and resolution.