

**mimecast**

# Code of Business Conduct and Ethics

Effective April 2024



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# Message from CEO Marc van Zadelhoff



Mimecasters,

Our shared goal is to ensure the security and prosperity of organizations, and we are proud to be their trusted cybersecurity partner. Our rapid growth is a testament to each of your contributions, which have helped us expand our customer base and deliver top-notch cybersecurity solutions.

Our full potential can only be met if we all maintain the highest level of integrity and ethical standards. We all have a personal responsibility to deal honestly and fairly with our customers, prospects, partners, competitors, and each other. This commitment to integrity is core of who we are as a company and is a shared value across Mimecast.

The Mimecast Way provides us with values, and the Code of Business Conduct and Ethics provides us with tools to make the right decisions.

All Mimecasters have an individual and corporate responsibility to uphold our Code. Please familiarize yourself with it in its entirety and incorporate it into your daily business activities.

Sincerely,

*Marc van Zadelhoff*

# Why This Matters

Mimecast is committed to:

- ❖ Upholding the Mimecast Way;
- ❖ Promoting the health, safety, and wellbeing of Mimecasters;
- ❖ Enabling Mimecasters to use their best judgment and common sense when making decisions;
- ❖ Maintaining the reputation of Mimecast and our business practices; and
- ❖ Providing clear expectations of our Mimecasters and third parties.



## **OUR ACTIONS AS MIMECASTERS PROMOTE INTEGRITY FOR OUR COMPANY, THIRD PARTIES WITH WHOM WE DO BUSINESS, AND EACH OTHER.**

Mimecast is committed to compliance with all applicable laws and regulations in the UK, the U.S., and everywhere else we do business. To support this effort, Mimecasters are committed to compliance with this Code of Business Conduct and Ethics (the “Code”), as well as our other corporate policies. If there is uncertainty about how the Code’s provisions or our other policies translate into behavior, don’t guess. Use the Compliance Decision Tree below. Alternatively, ask our [Compliance Office](#), [Legal](#), your HRBP, or your manager.

# Compliance Decision Tree

**ASK FOR HELP**

Contact:  
[Legal](#)  
Or  
[Compliance Office](#)  
Or  
Your HRBP  
Or  
Your manager



**STOP**

Do not proceed.  
There may be serious consequences for this action.

Contact:  
[Legal](#)  
Or  
[Compliance Office](#)

# Mimecast Responsibilities

- ❖ Follow all applicable laws and regulations;
- ❖ Read and understand the Code;
- ❖ Speak up if you have a concern or suspect any violations with our policies (See section 'Seek Guidance & Report Suspected Violations');
- ❖ As coordinated with the Compliance Office, cooperate with any investigations; and
- ❖ Seek guidance if you are unsure about Mimecast's policies:
  - ❖ Legal
  - ❖ Compliance Office
  - ❖ Your HRBP
  - ❖ Your manager



# Build Our Company Together



# Use Sound Judgment in Mimecast's Financial Operations

Mimecasters must comply with all financial reporting and accounting regulations applicable to our business. Our principal executive, financial, and accounting officers will use reasonable judgment and perform their responsibilities honestly, ethically, and objectively to ensure that we comply with these regulatory obligations. We must further cooperate with our internal and external auditors with respect to financial reporting matters.

Mimecasters must use standard agreements and contract processes that reflect the actual deal we enter into. Non-standard terms must be reviewed by Legal and approved by the commercial Finance team prior to entering into contractual commitments. We are prohibited from making side agreements or arrangements with anyone.

We must maintain all necessary records, files, and accounts to fully and accurately reflect corporate transactions and the acquisition, maintenance, and disposition of Mimecast's assets in accordance with generally accepted accounting principles and our accounting policies.

We must immediately report to Mimecast any errors or misstatements with respect to the same.

We must clearly identify accounts, and we will not create or maintain secret or unrecorded funds or assets.

# Use Sound Judgment in Mimecast's Financial Operations

We must follow our [Global Travel and Expense Reporting Policy](#) and not commit fraud, make false, misleading, or fictitious entries, or list fictitious expenses on expense accounts or petty cash vouchers.

We must not make any payment on behalf of Mimecast without adequate supporting documents, and we must not make any payments for any purpose other than what is set forth in the authorizing documentation.

As a private company, we must not share financial or other performance information about Mimecast with unauthorized third parties without prior written approval from our Chief Financial Officer.

We must provide full, fair, accurate, timely, and understandable disclosure in all reports and documents and in public communications we make, including statements we make about Mimecast's solutions.

## Questions?

- ❖ [Travel and Expense Hub](#)
- ❖ [Legal](#)
- ❖ [Compliance Office](#)

# Prohibit Insider Trading

- ❖ As part of who we are and our transparent management philosophy, Mimecasters may have access to material, non-public information about our customers, partners, and other entities with whom we do business. Mimecasters must not use or share this information about any company conducting business with Mimecast for financial gain until it becomes public or is no longer material.
- ❖ This obligation extends to members of our households (e.g., our spouse, significant other, child, parent, or other family member living in the same household).

## **What's "*material, non-public information*"?**

It's information that a reasonable investor would consider important in making a decision to buy or sell company stock (e.g., mergers or acquisitions, new products, changes in senior executive management, non-public information on financial or company performance).

**More Information:**  
**[Insider Trading Policy](#)**

**Questions?**  
**Contact: [Compliance Office](#)**

# Invest in One Another

# Commitment to Workplace Safety

Mimecasters are dedicated to maintaining a safe and violence-free workplace. At no time are we permitted to intimidate or threaten physical violence or carry a weapon of any kind into the office or to any Mimecast-sponsored meetings or functions, including those with Mimecast customers, trading partners, or vendors.

**Questions?**

**Contact: [Human Resources](#)**

# Mindfulness in Social Media Use

- ❖ When sharing Mimecast-related content (e.g., PostBeyond), follow requirements published by Marketing.
- ❖ Be mindful that your profile and any content you post are consistent with the professional image you present to clients and colleagues, particularly if you are “connected” with them.
- ❖ If your social profiles or posts identify you as Mimecast employee, make it clear that your personal posts are on your own opinions.
- ❖ Be aware that you are personally responsible for all communications you post.
  - ❖ Mimecast prohibits racism, bigotry, misogyny, express or implied threats of harassment or physical harm, and/or hate speech in the workplace.



What if a Mimecaster receives a request for quotes or posts?

Internal Communications

**More Information:**  
**Social Media Guidelines**

# Commitment to Diversity, Equity, and Inclusion

We treat each other with respect. Mimecast is committed to providing a work environment that is free of discrimination and harassment and seeks to prevent it.

In our [Equal Employment and Anti-Discrimination Policies](#), we provide equal opportunity employment and do not discriminate. We maintain a strict policy prohibiting unlawful discrimination, harassment, and sexual harassment against both applicants and Mimecasters and prohibit such conduct even if it does not rise to the level of being unlawful.

We prohibit discrimination and harassment in the workplace based on any legally protected characteristic, including without limitation:

- ❖ race or color;
- ❖ religion;
- ❖ sex or gender (including pregnancy, lactation, childbirth, or related medical conditions);
- ❖ gender identity or expression;
- ❖ sexual orientation;
- ❖ age;
- ❖ national origin or ancestry;
- ❖ physical or mental disability;
- ❖ genetic information (including testing and characteristics);
- ❖ veteran status or uniformed servicemember status; or
- ❖ any other status protected by laws wherever we have employees.

**Questions?  
Contact:  
Your HRBP  
Compliance Office**

**More Information:**

**[Equal Employment and Anti-Discrimination Policy](#)**

**[Equal Employment and Anti-Discrimination Policy - Australia](#)**

# Make Things Better



# Involvement with Civic Activities

We encourage Mimecasters to participate lawfully and respectfully in civic and political activities. However, these activities must be conducted on our own time and must not use any Mimecast facilities or assets, including funds for political contributions of any kind. Mimecasters are not permitted to represent that a political contribution was made on behalf of Mimecast.

What if a third party asks for a contribution to their charity?

Contact: Employee Engagement

# Build a Healthy Culture

In our commitment to make Mimecast the place that we do our best work, best teamwork, and greatest learning, Mimecasters should at all times promote a respectful workplace where we have the ability to reach our fullest potential.

We strive to create a workplace that actively promotes mental, physical, and emotional wellbeing, requires appropriate and responsible alcohol use, and is free from influence of illicit drugs.

More Information: Global Illicit Drug and Alcohol Policy



# Commitment to the Environment, Social, and Governance Framework

Mimecasters recognize that our commitment to global community resilience will only succeed with an equally robust commitment to protecting our environment and the conservation of natural resources. We remain committed to measuring, mitigating, and reducing our carbon footprint through energy efficiency measures at each of our facilities. We must fully comply with applicable environmental laws and regulations, including those related to recycling and the disposal of wastes. We expect third parties with which we partner to share these commitments.

Mimecast is committed to supporting the communities in which we work and live. Although we work tirelessly to deliver cyber resilience more cost effectively, more simply, and more comprehensively than any other vendor by innovating through cloud technology, we also work to build more resilience in our world together through corporate donations, employee gift matching, and volunteerism.

We publish our [Modern Slavery Act Disclosure Statement](#) to demonstrate our commitment to supporting and promoting human rights in our supply chain and in the communities in which we live and operate. Mimecast has implemented key governance policies designed to demonstrate and enforce our commitment to supporting the resilience of our global community.

**Questions?**  
**Contact: [ESG Council](#)**

**More Information:**  
**[Environmental, Social, and Governance Report](#)**

# Deliver a Remarkable Experience



**As the stewards of proprietary and confidential information of Mimecast, and that of our third parties with whom we conduct business, as well as the personal data of our employees, applicants, customers, trading partners, and vendors, we work every day to safeguard these assets that make us a leader in cyber resilience.**

# Protect Corporate Opportunities and Assets

We owe a duty of loyalty to Mimecast to always advance its legitimate business interests. Mimecasters are prohibited from diverting to themselves or to others any opportunities that are discovered through the use of Mimecast's property or information, or as a result of their position with Mimecast, for improper personal gain or competing with Mimecast.

**Questions?**

**Contact: [Compliance Office](#)**

# Protect Intellectual Property

Mimecast's intellectual property (e.g., our trademarks, logos, copyrights, trade secrets, "know-how", and patents) are among our most prized assets. Mimecasters know that any unauthorized use of our intellectual property can lead to their loss of value. We must respect intellectual property laws, including laws governing our patents, copyrights, and trademarks, and look to safeguard Mimecast's intellectual property against infringement and misappropriation. Mimecasters must respect the intellectual property rights of others, including rights of former employers. We must always cooperate with our Legal team to preserve all applicable intellectual property rights.

# Maintain Confidentiality

Mimecasters must honor our confidentiality obligations in our agreements with Mimecast and with our customers, trading partners, and vendors, as well as under applicable law. When joining Mimecast and throughout our careers, Mimecasters must not disclose any misappropriated confidential information from former employers or any other third party. While working here, we must use sound judgment in safeguarding, using, and disclosing confidential information of Mimecast and of any other party where confidentiality agreements are in place, or such information is protected by applicable law. When we depart Mimecast, we must leave well and not take any confidential information of Mimecast or any customer, trading partner, or vendor with us.

Questions?  
Contact: [Legal](#)

# Protect Personal Data

Mimecast is committed to the lawful and secure collection, processing, and storage of personal data that is entrusted to us by our customers, applicants, and our employees, as is required by the EU General Data Protection Regulation and other applicable data privacy regulations worldwide.

When handling personal data as part of our responsibilities with Mimecast, we must ensure that we are following the appropriate safeguards that Mimecast has implemented to ensure the protection of such data.

Mimecasters must not collect or otherwise process personal data unless required by our individual roles and there is a valid legal basis to do so, including but not limited to appropriate consent.

We must maintain the confidentiality of personal data that is processed, accessed, or used and must not share it with any other individuals that do not have the appropriate authorization.

We must use personal data for only for the purpose for which it was initially collected, as disclosed in our contractual terms, and/or as permitted by applicable law.

## What is personal data?

Any information relating to an identified or identifiable person such as a **name, telephone number, email address, or IP address**. It can also include more sensitive information such as a **social security number or national ID, banking information, employment record, sexual orientation, race, or family status**.

## Questions?

Contact: **Compliance Office**

**NOTE: professional secrecy obligation under German Law** During the performance of our work, Mimecasters may process confidential information subject to professional secrecy under Sec. 203 of the German Criminal Code (Strafgesetzbuch - "StGB"). Accordingly, Mimecasters may be subject to the same secrecy obligations as a person with professional secrets. A "professional secret" means any information, in particular a secret relating to a person's personal sphere of life or to a business or trade secret which was revealed or otherwise made known to a person subject to professional secrecy under Sec. 203 StGB (e.g., physicians, professional psychologists, lawyers, state recognized social workers). Mimecasters participating in the occupational duties of a person with professional secrets may be liable to prosecution pursuant to Sec. 203 StGB, if they disclose, without authorization, a professional secret that they learned in the course of performing their duties. This also applies to interrogations or questioning by courts, public prosecutors, police departments or other authorities. Against this background, we acknowledge that it is strictly forbidden to disclose professional secrets to third parties.

# Avoid Conflicts of Interest

## No Outside Employment

Mimecasters know that we should not engage in any outside work that could interfere with Mimecast's business interests or violate any employment obligations that apply to us.

We are always responsible for acting in the best interests of Mimecast. To uphold our reputation for integrity, Mimecasters must avoid situations that create actual or perceived conflicts of interest between our personal interests (including members of our families or close friends) and the best interests of Mimecast or any of our customers, trading partners, or vendors. We must not engage in any business or personal relationships with anyone in our reporting chain, including but not limited to, renting property, borrowing, or lending money. As always, when in doubt, ask.

If there is a possibility that an actual or perceived conflict of interest may exist, it should be reported promptly to our [Compliance Office](#) or your HRBP.

Mimecast's General Counsel may notify the Board of Directors of Mimecast Holding Limited, the parent company of the Mimecast Group, regarding any actual or potential conflicts of interest, depending on the facts and circumstances.

Any actual or potential conflict of interest involving a member of the Board of Directors, an executive officer, or member of our Legal team must be disclosed to the Board of Directors.

**Questions?**

**Contact: [Compliance Office](#)**

# Responsibly Use Gifts and Entertainment

We value our relationships with customers, trading partners, and vendors. Building those relationships and creating goodwill might include meals, gifts, and entertainment (but never cash). It is important that giving or receiving anything of value is appropriate and reasonable in the circumstance and does not violate applicable laws and at all times complies with our [Global Travel and Expense Reporting Policy](#).

Gifts and entertainment must never be given to individuals who are not permitted to accept them by applicable law, regulations, or by policies applicable to them.

Giving anything of value to a UK, U.S., or other government official is strictly regulated and, in many cases, prohibited by law. Mimecasters must obtain approval from our [Compliance Office](#) before providing anything of value to a government official.

## Who is considered a government official?

Any officer or employee of a government or governmental department or agency, or of a public organization. They can also be a person acting in an official capacity for or on behalf of a government, governmental department or agency, or of a public organization.

## More Information:

[Global Travel and Expense Reporting Policy](#)



# Bring a Resilient Spirit

# Comply with Anti-Bribery and Anti-Corruption Laws

We pride ourselves on selling our solutions based on their merits and we hold ourselves to high standards when dealing with our prospects and customers. Mimecasters are prohibited from offering anything of value that could be perceived as a bribe to win business. In all cases, we will decline any business opportunity that is tied to the perception of improper influence to close a deal.

Mimecast requires strict adherence to the requirements of the UK Bribery Act 2010, U.S. Foreign Corrupt Practices Act, and any other local laws in the areas where Mimecast conducts business.

**More Information:**  
**[Global Anti-Bribery and Anti-Corruption Policy](#)**

# Adhere to International Trade Controls

Mimecasters must comply with U.S. and international trade laws that govern where Mimecast can sell its solutions, including prohibitions on selling into certain countries and to certain restricted parties. Compliance is required even if it may result in the loss of business opportunities. We will work with [Legal](#) to support our international trade compliance obligations, especially as we move into new markets.

**Questions?**  
**Contact: [Legal](#)**

# Follow Competition and Anti-Trust Requirements

Competition, anti-trust, and other similar laws are designed to promote a fair market for all participants and is beneficial to our customers. While Mimecast will always compete vigorously, we will always compete ethically and fairly and in compliance with these laws in the UK, U.S., and anywhere else we conduct business. Mimecast will never enter into anti-competitive agreements with competitors and others around fixing or controlling prices, bid-rigging, non-solicitation of each other's employees, dividing markets, or other impermissible arrangements. Mimecast will never take unfair advantage of another entity in business dealings on Mimecast's behalf through the abuse of privileged or confidential information, improper manipulation, concealment, or misrepresentation of material facts. In addition, we will not participate in unfair and deceptive trade practices in promoting our solutions, especially with respect to misleading or false claims about competitors and their solutions.

Questions?  
Contact: [Legal](#)

# Seek Guidance & Report Suspected Violations

Mimecast is committed to the highest standards of openness and accountability. As part of our [Whistleblower Policies](#), Mimecasters are expected to report concerns or suspected violations of this Code or other Mimecast policies as soon as we become aware of them. We are encouraged to contact our HR business partner or direct manager, if that is a comfortable option. We can also contact our [Compliance Office](#) or our [Legal team](#).

Certain methods of communications can be anonymous. Mimecast's Compliance Office manages all inquiries and strives to maintain confidentiality to the extent permitted by applicable law.

Mimecasters must not use these reporting channels in bad faith or in a false or unreasonable manner. In addition, we will not use the Reporting Hotline to report grievances that do not involve this Code or other ethics-related issues.

**More Information:**  
[Global Whistleblower Policy](#)  
[Whistleblower Policy - Australia](#)

To raise concerns to our Compliance Office, Mimecast offers the following methods:



By writing via U.S. or international mail to:  
Chief Compliance Officer  
c/o Mimecast North America, Inc.  
191 Spring Street Lexington, MA 02421 USA  
(may be anonymous)



By phoning or making an online report:  
[Mimecast Reporting Hotline](#)  
(may be anonymous)



By emailing:  
[Compliance Office](#)  
(anonymity may not be maintained)

# Disciplinary Action

Mimecast's management shall take reasonable steps to: (i) monitor and audit compliance with this Code, including the establishment of monitoring and auditing systems that are reasonably designed to investigate and detect conduct in violation of this Code; and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of this Code. Disciplinary measures for violations of this Code will be determined at Mimecast's sole discretion and may include, but are not limited to, counseling, oral or written warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution. Mimecast's management may periodically report to the Board of Directors of Mimecast Holding Company Limited on these compliance efforts including, without limitation, periodic reporting of alleged violations of this Code and the actions taken with respect to any such violation.

# Participate in Investigations

Mimecast's Compliance Office coordinates investigations of suspected violations of this Code or our other policies or procedures, or any applicable law or regulation. Mimecast Legal, Human Resources, Security, IT, and other functions may participate in any investigation as may be necessary. Mimecasters always cooperate with Mimecast in any investigation. Mimecasters can always contact our General Counsel with any concerns around any investigation or its outcome.

# Prohibition on Retaliation and Victimization

As part of our [Whistleblower Policies](#), Mimecast expressly forbids any retaliation against any Mimecaster who, acting in good faith on the basis of a reasonable belief, reports any suspected misconduct or participates in an investigation of a possible violation of this Code, other policies or procedures, or any applicable law, rule, or regulation. Any person who participates in any such retaliation is subject to disciplinary action, up to and including termination. Contact our [Compliance Office](#) immediately with any concerns around retaliation and victimization.

**Individuals must not suffer any detrimental treatment as a result of raising a concern in good faith.**

**More Information:**  
[Global Whistleblower Policy](#)  
[Whistleblower Policy - Australia](#)

# Waivers

While some of the policies in this Code must be strictly adhered to and no exceptions are permitted, in other cases exceptions may be possible. Requests for waivers of any part of the Code must be submitted to our [Compliance Office](#) and approved by Mimecast's General Counsel and Chief Human Resources Officer. Waivers requested by executive officers or members of the Board of Directors must be submitted to our Compliance Officer and General Counsel and must also be approved by the Board of Directors.

# Review

This Code is approved by the Board of Directors of Mimecast Holding Limited. The Code is subject to periodic review by Mimecast's General Counsel, Chief Compliance Officer, and Chief Human Resources Officer. Review is conducted in response to significant changes in Mimecast's business practices or applicable law and regulations, and amendments may be made to ensure this Code remains current with Mimecast's strategy and business objectives and applicable law.

**This Code is required to be read and acknowledged annually by all Mimecasters. Electronic affirmation confirms that the Code has been read and understood and that there is agreement to comply with the Code.**