

mimecast[®]

ALIVE WITH PURPOSE.



Code of Business Conduct and Ethics

FY24

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Message from our Chief Executive Officer



Mimecasters,

Our value in the world derives from our ability to stop bad things from happening to good organizations by enabling them to Work Protected™. Every day we must deal honestly and fairly with our customers, our prospects, our trading partners, our competitors, and each other.

The Mimecast Way provides us with values, and our social impact and sustainability strategy provides us with tools, to make the right decisions for our community and environment.

We all have a personal and corporate responsibility to maintain the highest level of integrity and ethical standards as we fulfil our commitments. Please familiarize yourself with our Code of Business Conduct and Ethics in its entirety and incorporate it into your daily business activities.

Cheers,

Peter Bauer



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 on 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](#) team, [Human Resources](#), or your manager, if that is a comfortable option.

Additionally, as coordinated by our Compliance Office, we will cooperate fully with any inquiry or investigation by law enforcement or other regulatory authorities regarding any allegations of violation of the law by our directors, officers, or employees. A few obligations that are tantamount to our business are described below.

Compliance Decision Tree

ASK FOR HELP

Contact:

Legal@mimecast.com

Or

ComplianceOfficer@mimecast.com

Or

Ask your manager

Is it legal?

Not Sure

Yes

No

Does it comply with Mimecast policies?

Not Sure

Yes

No

Does it align with our Mimecast Way?

Not Sure

Yes

No

Would it adversely affect Mimecast, our employees, customers, trading partners and/or other applicable third parties?

Not Sure

No

Yes

Would you be concerned if it were a news headline?

Not Sure

No

Yes

The decision to proceed forward appears appropriate.

If you have questions, contact: Legal@mimecast.com or ComplianceOfficer@mimecast.com

STOP

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

Contact:

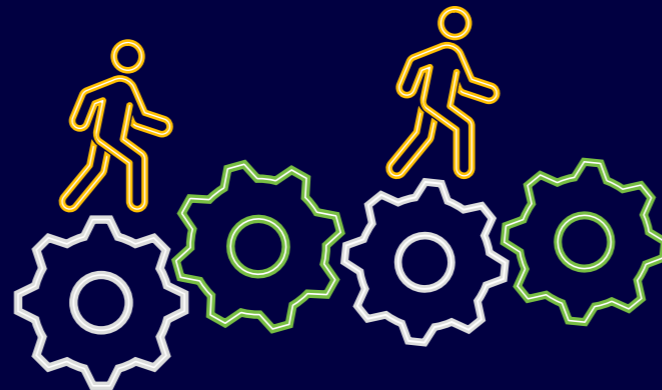
Legal@mimecast.com

Or

ComplianceOfficer@mimecast.com

Mimecaster Responsibilities

- Follow all laws and regulations;
- Uphold the [Mimecast Way](#);
- Read and understand the Code;
- Use your best judgment and use common sense when making decisions;
- Speak up if you have a concern (See section 'Seek Guidance & Report Suspected Violations');
- If you suspect any violations of our policies, please report them immediately to [Compliance Office](#);
- Cooperate with any investigations;
- Seek guidance if you are unsure about Mimecast's [policies](#):
 - Legal@mimecast.com
 - ComplianceOfficer@mimecast.com
 - HR@mimecast.com



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 approved by Legal and 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.



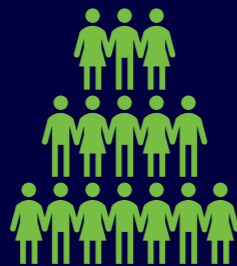
What if I have questions? Reach out to one of the below contacts:

- Legal@mimecast.com
- ComplianceOfficer@mimecast.com
- HR@mimecast.com

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.



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. Any violation of this policy should be immediately reported to [Human Resources](#).



Invest In One Another

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-Harassment Policies](#), 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 based on any protected characteristics, 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.



More Information:

[Equal Employment and Anti-Harassment Policies](#)

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

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 (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](#)

Mindfulness in Social Media Use

Unless Mimecast specifically authorizes a Mimecaster to post content or speak publicly on its behalf, Mimecasters are not permitted to provide any unauthorized quotes or content to social media channels or any other media outlets. If we are expressly permitted to provide quotes or content, we must follow our Social Media Guidelines.



More Information:

[Social Media Guidelines](#)

Make Things Better

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 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.



More Information

[Environmental, Social and Governance Report](#)

Involvement with Civic and Political 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 [Compliance Office](#) or [Legal](#)

More Information:
[Corporate Social Responsibility](#)

Deliver A Remarkable Experience

Protect Corporate Opportunities and Assets

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.

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. Mimecasters must strive to safeguard and wisely use Mimecast's assets. Mimecasters are not permitted to use Mimecast's property or information, or their position, for improper personal gain or competing with Mimecast.



Protect Intellectual Property

Mimecast's intellectual property (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.



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, unless such use is permitted by applicable law.

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.

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 or concerns:

[Compliance Office](#)

Avoid Conflicts of Interest

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](#).

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.

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.



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. It 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. Mimecasters should contact our [Legal team](#) with any questions.

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 some business opportunities. We will work with our Compliance Office to support our international trade compliance obligations, especially as we move into new markets.



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 or concerns:

[Legal team](#)

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 a direct manager or HR business partner. 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.

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)

More Information:

[Global Whistleblower Policy](#)

[Whistleblower Policy - Australia](#)

Disciplinary Action

Mimecast's management shall take reasonable steps from time to time 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 reprimands, 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, rule, 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, in the form of electronic sign-off, by all Mimecasters. Electronic sign-off confirms that the Code has been read and understood and that there is agreement to comply with the Code.