

Message from our Chief Executive Officer

Mimecasters,

Our value in the world derives from our ability to deliver cyber resilience to the organisations we are privileged to call customers – and we DO deliver, thanks to the hard work and dedication of all of you. Each day we assist thousands of organisations worldwide to stand strong in the face of cyberattacks, human error, and technical failure. To maintain our position as a leading cybersecurity provider, our customers and trading partners must be able to trust us.

We all have a personal responsibility to maintain the highest level of integrity and ethical standards as we fulfil our commitments. Every day we must deal honestly and fairly with our customers, our prospects, our trading partners, our competitors and each other. This commitment to integrity is core to who we are as a company, and is a shared value across Mimecast and the Permira team. The Mimecast Way provides us with values, and the Code of Business Conduct and Ethics provides us with tools to make the right decisions. When we take the time to do the right thing, we are building trust and making our company stronger.

Our Code illustrates and reinforces our values and should be used to help guide you in making decisions and solving challenges you may encounter in your role. Be proactive in asking questions, seeking guidance, and reporting concerns if you suspect violations of our Code or other policies. Our Code outlines how you can do this.

Each of us has an individual and corporate responsibility to uphold our Code. Please familiarize yourself with our Code in its entirety and incorporate it into your daily business activities. Together, we will continue to grow Mimecast by offering the best cybersecurity services in accordance with the principles we've all agreed to – and have fun doing it.

Cheers, Peter Bauer

Compliance Decision Tree



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MIMECASTERS ALWAYS FOLLOW THE LAW

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, as well as our other corporate policies. If there is uncertainty on how the Code's provisions translate into behavior, don't guess. Ask our Legal team, HR or a manager, if that is a comfortable option. If not, other in-person resources or our anonymous Mimecast EthicsPoint hotline, discussed further below, are available. 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.

PROHIBITION ON 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 that Mimecast does business with. Mimecasters must not use or share material, non-public information about any company conducting business with Mimecast for financial gain until it becomes public or is no longer material.

- 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).
- This obligation extends to members of our households (our spouse, significant other, child, parent, or other family member living in the same household).
- See our Mimecast's Insider Trading Policy for more detail.

COMPLIANCE WITH ANTI-BRIBERY AND ANTI-CORRUPTION LAWS

We pride ourselves on selling our solutions based on their merits and 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. See our Anti-Bribery and Anti-Corruption Policy for more details.

ADHERENCE TO INTERNATIONAL TRADE CONTROLS

U.S. and international trade laws govern where Mimecast can sell its solutions, including prohibitions on selling into certain countries and to certain restricted parties. Mimecasters must comply with these laws and regulations 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.

COMPETITION AND ANTI-TRUST

Competition, anti-trust, and other similar laws are designed to promote a market that is fair to all participants and beneficial to our customers. While Mimecast will always compete vigorously, we will also 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. Mimecasters must immediately bring any questions or issues about these topics to our Legal team.

RESPONSIBLE USE OF 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. 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.

- Reasonable meals, gifts, and entertainment (but never cash) must be appropriate in the circumstance to promote Mimecast goodwill, but 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 employee 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.

INVOLVEMENT WITH CIVIC AND POLITICAL ACTIVITIES

We encourage Mimecasters to participate lawfully and respectfully in civic and political activities.

- Civic and political activities must be conducted on our own time and expense and must not use any Mimecast facilities or assets.
- Mimecasters must not use any Mimecast funds for political contributions of any kind nor represent that a political contribution was made on behalf of Mimecast.

OUR ACTIONS AS MIMICASTERS PROMOTE INTEGRITY FOR OUR COMPANY, OUR SHAREHOLDERS, AND EACH OTHER.

We use sound judgment with respect to the financial operation of Mimecast

- Mimecasters must comply with all financial reporting and accounting regulations applicable to our business. 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 are entering into with a third party. We must obtain approval for non-standard terms before entering into such agreements, and we are prohibited from making side agreements or arrangements with anyone.
- We must maintain all necessary records, files, and accounts that are required to reflect fully and accurately 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.
- 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.
- Mimecast's principal executive, financial, and accounting officers will use reasonable judgment and perform their responsibilities honestly, ethically, and objectively in order to ensure that we comply with our regulatory obligations.
- 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.

AVOID CONFLICTS OF INTEREST

We are always responsible for acting in the best interests of Mimecast. In order 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 relationships with anyone in our reporting chain, such as renting property, borrowing or lending money, or other personal business deals.

- Mimecasters should not enter into any relationship that could give rise to a conflict of interest. If there is a possibility that an actual or perceived conflict of interest may exist, it should be reported promptly to our Compliance Office. As always, when in doubt, ask.
- Mimecast's General Counsel may notify the Board of Directors of Magnesium Topco 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.

PROTECT CORPORATE OPPORTUNITIES

We owe a duty of loyalty to Mimecast to advance its legitimate business interests at all times. 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 are not permitted to use Mimecast's property or information, or their position, for improper personal gain or competing with Mimecast.

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 SAFEGUARD CONFIDENTIAL INFORMATION OF MIMICAST AND OUR EMPLOYEES, CUSTOMERS, TRADING PARTNERS, AND VENDORS

As the stewards of proprietary and sensitive information of Mimecast as well as confidential information and personal data about our employees, customers, trading partners, and vendors, we work every day to protect these assets that make us a leader in cyber resilience.

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, both by our customers and our employees, as is required by the EU General Data Protection Regulation and other applicable data privacy regulations worldwide.

This personal data can include general information about an individual such as a name, telephone number, email address, home address, or IP address. It can also include more sensitive information such as social security number or national ID, banking information, employment records, sexual orientation, race, or family status.

- 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 legitimate business purpose, or we have the appropriate consent from the individual to do so.
- We must maintain the confidentiality of the 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. We must contact our Compliance Office with any questions.

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.

WE STRIVE TO MAKE MIMICAST THE BEST PLACE TO WORK

In our goal 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 all employees have the ability to reach their fullest potential.

COMMITMENT TO DIVERSITY, EQUITY AND INCLUSION

Mimecast is committed to providing a work environment that is free of harassment. As a result, we maintain a strict policy prohibiting sexual harassment and harassment against applicants and employees based on any protected characteristics. Mimecast prohibits unlawful discrimination and harassment as well as any discriminatory and harassing conduct, even if that conduct does not rise to the level of being unlawful. In our Equal Employment and Anti-Harassment Policy, 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.

COMMITMENT TO WORKPLACE SAFETY

Mimecasters are dedicated to maintaining a safe and violence-free workplace. Mimecasters are not permitted at any time to 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.

COMMITMENT TO THE ENVIRONMENT

Mimecasters are committed to the protection of 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 companies and contractors with which we partner to share these commitments.

COMMITMENT TO SOCIAL RESPONSIBILITY

Mimecasters work tirelessly to deliver cyber resilience more cost effectively, more simply, and more comprehensively than any other vendor by innovating through cloud technology, but we understand that resilience in society comes from many other contributors too. Mimecast partners beyond cyber with unsung heroes who, despite being under resourced or may be facing dangers, make resilience possible in the communities around them. While we are focused on our important day jobs in cyber resilience, we also work to build more resilience in our world together.

WE PROTECT MIMECAST ASSETS

Mimecasters should strive to safeguard and wisely use Mimecast's assets

MAINTAINING ACCEPTABLE USE

Loss, theft, and misuse of Mimecast's assets have a direct impact on Mimecast's business and its profitability. Mimecasters should use sound judgment to protect Mimecast's assets that are entrusted to them and protect Mimecast's assets in general. We are also expected to take steps to ensure that Mimecast's assets are used only for legitimate business purposes. We each have a responsibility to use Mimecast's assets ethically and legally. Mimecast reserves the right to monitor our use of these assets, except as prohibited by local law. For more information, refer to our Acceptable Use Policy.

PROTECTION OF INTELLECTUAL PROPERTY

Mimecast's intellectual property (our trademarks, logos, copyrights, trade secrets, "know-how", and patents) are among our most prized assets. We must always cooperate with our Legal team to preserve Mimecast intellectual property rights. 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, and know to work with our Legal team to protect them.

BE MINDFUL OF SOCIAL MEDIA USE

Unless our role with Mimecast specifically authorizes us to post content or speak publicly on behalf of Mimecast, Mimecasters are not permitted to provide any unauthorized quotes or content to social media channels or any other media outlets. If we receive any requests for quotes or posts, we must contact our Corporate Communications team. If we are expressly permitted to provide quotes or content, we must follow our Social Media Guidelines.

SEEK GUIDANCE & REPORT SUSPECTED VIOLATIONS

Mimecast is committed to the highest standards of openness and accountability. As part of our Whistleblowing Policy, Mimecasters are expected to report concerns or suspected violations of this Code or other Mimecast policies as soon as we become aware of it. We are encouraged to contact a direct manager or HR business partner. We can also contact our Compliance Office or our Legal team as well.

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. 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 the Reporting Hotline or making an online report through:

[Mimecast EthicsPoint](#) (may be anonymous)

By emailing:

ComplianceOfficer@mimecast.com (anonymity may not be maintained)

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.

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 Magnesium Topco 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, HR, 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

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. We should contact our Compliance Office immediately with any concerns around retaliation.

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 the Compliance Officer and General Counsel and must also be approved by the Board of Directors.

REVIEW

This Code is reviewed by the Board of Directors of Magnesium Topco 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, in the form of electronic sign-off, by all Mimecasters. Electronic sign-off evidences that the Code has been read and understood and that there is agreement to comply with the Code.

Effective: September 2022