

## Introduction

Mimecast's commitment to maintaining the highest ethical standards starts at the top and resides with every employee as well as third parties with whom we do business. Mimecast's continued success depends upon fostering a culture in which our vendors reinforce our values, and we expect our vendors to operate in compliance with the principles outlined in this Vendor Code of Conduct (this "Code"). Mimecast reserves the right to modify this Code at any time in its sole discretion, without prior notice.

The provisions of this Code are in addition to those specified in any agreement between a vendor and Mimecast. Though vendors must self-monitor, they should be able to demonstrate their compliance with this Code upon Mimecast's request. Failure to comply with the terms of this Code may jeopardize a vendor's relationship with Mimecast, up to and including termination of some or all of the services provided by a vendor to Mimecast.

As used in this Code, "vendor" means any firm or individual that provides a product or service to Mimecast, or any of our customers or clients for or on behalf of Mimecast, whether directly or indirectly. Unless otherwise indicated by the context, the term "vendor" also refers to employees, agents and subcontractors of the firms and individuals described in the preceding sentence ("representatives"). All vendors are expected to educate their representatives to ensure they understand and comply with this Code.

## Culture of Ethics

### Compliance with Laws

Vendors are responsible for complying with all applicable laws and regulations in the locations where they do business. This Code set out the minimum standards applicable to vendors, but where local laws are more stringent, they must be followed.

### Business Integrity

Vendors must exercise high standards of integrity in business interactions. All of their business dealings with Mimecast are subject to the terms of the applicable agreement/terms and conditions with Mimecast and must be accurately reflected in their books and records in accordance with applicable laws and regulations. Such books and records will be made available upon request to Mimecast, or any accounting firm Mimecast may designate, in order to verify vendor's compliance with this Code. Vendors are prohibited from engaging, directly or indirectly, in any activity that constitutes money laundering, terrorist financing, tax evasion or fraud. Vendors must comply with all applicable trade sanctions and export control laws.

### Anti-Bribery and Anti-Corruption

Vendors understand the requirements of the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and any other applicable laws and regulations concerning anti-bribery and anti-corruption and their applicability to

conduct under the agreement with Mimecast. Vendors must ensure strict adherence to anti-corruption laws and must implement appropriate policies and procedures designed to ensure a zero tolerance policy in relation to bribery, corruption, kickbacks, embezzlement by vendor or any of its representatives. Vendors must not take or allow any representative or third party to take, any action or engage in any practice that would violate anticorruption laws or cause another party, including Mimecast, to violate such laws. Vendors must not offer, promise, authorize, give or accept a bribe or anything of value, either directly or indirectly, in order to obtain or retain Mimecast or any other business or to otherwise gain an improper advantage.

### **Intellectual Property and Software**

Vendors must respect all intellectual property rights and software licensing obligations and use technology only in a manner that protects, and is in compliance with, the owner's intellectual property rights.

### **Confidential Information and Data Protection**

Vendors must abide by all Mimecast contractual terms regarding the protection of Mimecast proprietary, confidential, and personal information. Vendors are not permitted to use any such information for any other purpose other than as authorized in writing by Mimecast. Vendors must comply with applicable data privacy and protection laws and regulatory requirements relating to the processing of personal information during the course of its relationship with Mimecast. Where applicable, vendor must adhere to the obligations of a "data importer" and/or enter into approved Standard Contractual Clauses or other data transfer agreements upon Mimecast's request.

### **Obligation to protect professional secrets under Sec. 203 of the German Criminal Code (*Strafgesetzbuch* – "StGB")**

If vendors have access to "professional secrets" (defined below) while performing services for Mimecast, then vendors are subject to Sec. 203 of the German Criminal Code ("StGB") relating to the occupational duties of a person with professional secrets. Vendors are prohibited from disclosing such professional secrets to third parties without authorization. The vendor should be aware that they are subject to the same criminal law obligations (including e.g., Sec. 202a, 203, 204 StGB) as professional secrecy holders. "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 of the German Criminal Code (*Strafgesetzbuch* - "StGB") (e.g., physicians, professional psychologists, lawyers, state recognized social workers).

### **Gifts, Meals and Entertainment**

Vendors shall use good judgment when offering any gift, meal, or entertainment to a Mimecast employee. Vendors shall not offer or provide any gift, meal, or entertainment in a manner which might appear to be a bribe, create a conflict of interest, improperly influence, or appear to improperly influence, an employee's decision in relation to vendor. Vendors shall exercise good judgment, discretion, and moderation when giving or accepting gifts, meals, or entertainment in business settings.

### Conflicts of Interest

Vendors must be free from conflict of interest in dealing with Mimecast and avoid any situation or relationship that creates (or could even appear to create) a possible conflict between its own interests and the interests of Mimecast. For example, vendors must not deal directly with any Mimecast employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the vendor. In the course of negotiating an agreement with Mimecast or performing the vendors' obligations under an agreement, vendors are also prohibited from discussing or dealing directly with any of such vendor employees, whose spouses, domestic partners, or other family members/relatives who are employed by Mimecast. Any relationship that is or could have the appearance of a conflict of interest should be disclosed to Mimecast immediately.

### Insider Trading

Employees of vendor who are aware of material information about an organization that is not generally known or available to the public shall not buy or sell securities of that particular organization. Employees of vendor are also prohibited from disclosing this type of information to others who may trade in securities based on that information.

## Publicity

While vendors have the right to discuss their products or services with the media or third parties, vendors are not authorized to speak about or on behalf of Mimecast without Mimecast's prior written consent. Vendors must not publicly advertise, market or otherwise make known to others any information relating to Mimecast or any agreement without Mimecast's prior written consent. All requests for press releases or any public communications regarding Mimecast must be submitted to Mimecast's Corporate Communications Team for approval at [corpcomms@mimecast.com](mailto:corpcomms@mimecast.com).

## Employment and Labor

### Human Rights and Modern Slavery

Vendors must comply with all applicable anti-slavery and human trafficking laws, statutes, regulations and codes, including but not limited to the UK Modern Slavery Act 2015. All vendors must have and maintain their own policies and procedures to ensure compliance with such laws. Furthermore, vendors must: (i) treat all of their workers fairly and with dignity, (ii) adopt an approach to human rights consistent with the United Nations Universal Declaration of Human Rights and the OECD Guidelines for Multinational Enterprises, (iii) support and respect the protection of internationally proclaimed human rights, (iv) ensure that they are not complicit in human rights abuses, and (v) ensure that all parts of its supply chain are committed to eradicating modern slavery.

### Freedom of Association

Where legally authorized, vendors must respect their employees' rights to join or form trade unions and to bargain collectively, or to conduct similar activities.

### **Employment Practices**

Vendors must not: (i) use any form of slavery, forced, bonded, indentured or involuntary labor, and must fully comply with all laws that prohibit the use thereof, (ii) engage in human trafficking or exploitation, (iii) import goods tainted by slavery or human trafficking, or (iv) retain employees' government-issued identification, passports or work permits as a condition of employment.

### **Commitment to Diversity, Equity, and Inclusion**

Vendors must provide a workplace free of harassment and discrimination in which their employees are treated fairly and respectfully. Vendors must not discriminate against their employees in hiring practices or any other term or condition of employment on the basis of race, color, gender, sex, age, disability, religion, sexual orientation, or any other status protected by law. Vendors must make good faith efforts to identify and, where available and appropriate, use suppliers certified as minority, women, disabled person, lesbian, gay, bi-sexual, transgender and/or veteran-owned.

## **Health, Safety and Environment**

### **Health and Safety**

Vendors must: (i) provide their employees with a safe workplace, (ii) have reasonable procedures to detect, prevent and handle potential risks to the health, safety and security of their employees, and (iii) follow all applicable laws relating to health and safety in the workplace.

### **Environment**

Mimecast expects all vendors to recognize their responsibility towards the planet. Vendors must conduct their business in an environmentally responsible manner, by striving to minimize any adverse impact on the environment and complying with all applicable environmental laws in the countries in which they operate.

## **Reporting Concerns**

### **Reporting**

Mimecast is committed to the highest standards of openness and accountability. Vendors are expected to report concerns relating to the products and/or services they provide to or on behalf of Mimecast, or suspected violations of this Code. To raise concerns or suspected violations, 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 through: Mimecast EthicsPoint <https://mimecast.ethicspoint.com> (may be anonymous)

By emailing: [ComplianceOfficer@mimecast.com](mailto:ComplianceOfficer@mimecast.com) (anonymity may not be maintained)

Vendors must not use these reporting channels in bad faith or in a false or unreasonable manner.

#### **Whistleblower Protection and Anonymous Complaints**

Vendors must protect the confidentiality of any whistleblower employees, prohibit retaliation, and, where legally permitted, provide an anonymous complaint mechanism for their employees or third parties to report concerns in relation to their own policies.

*Effective: September 2022*