



MASTERCARD SUPPLIER CODE OF CONDUCT

Mastercard is committed to partnerships with Suppliers that share the Mastercard dedication to conducting business in a legal, ethical, and socially responsible manner. The Mastercard Supplier Code of Conduct (the "Supplier Code") sets out the minimum principles, guidelines and expectations for establishing and maintaining a business relationship with Mastercard.

As an organization engaging a global supply base, Mastercard understands that there are cultural differences among our Suppliers; however, the Supplier Code contains universal principles and it is expected that all Mastercard Suppliers (1) continually abide by these standards, and (2) uphold these standards throughout the supply chain by encouraging the same of their next level suppliers.

The Mastercard Supplier Code of Conduct applies to any employee, agent, or other representative of a company or other entity (collectively, "Supplier", "you" or "your") that provides any goods or services to, on behalf of, at the request of, or in connection with work completed for Mastercard and all of its operating subsidiaries and affiliates.

Compliance with this Supplier Code is subject to review or audit at the discretion of Mastercard. Failure to comply with the Supplier Code may result in discontinuance of current and/or the prevention of future business relationships between Mastercard and the Supplier and its affiliates.

Raising Concerns and Reporting Questionable Behavior

Suppliers are encouraged to reach out to their designated Mastercard contact with any questions pertaining to the Supplier Code or whenever there are questions related to the appropriateness of any activity connected to their Supplier relationship with Mastercard and associated business conduct. Suppliers may also contact Mastercard's Third Party Risk Management team via TPRM@mastercard.com.

In addition, reports of any ethically questionable behavior may be made using the Mastercard Ethics Helpline at 1-800-405-9318 in the United States; to access the Ethics Helpline from outside the United States, visit www.mastercard.ethicspoint.com for easy access to country-specific dialing instructions or to make a report via the web-based reporting tool. Concerns raised on the Ethics Helpline may be made anonymously, or not, except where restricted by local law. Suppliers must provide details of this Ethics Helpline to every subcontractor in a supply chain which involves goods or services which are eventually supplied to Mastercard.

Ethics and Compliance

Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, their suppliers, customers, and other third parties in connection with the sourcing and/or production of goods or services which are eventually supplied to Mastercard.

Suppliers are required to conduct their business in a responsible and ethical manner and to exercise reasonable care and diligence to prevent any actions (including any contractual conditions or commitments) that could result in a conflict of interest. In order to comply with this Supplier Code,



Suppliers must have high standards for corporate governance, carry out their business honestly and ethically, and operate in full compliance with all applicable laws, rules, regulations and the agreement(s) entered into between Mastercard and the Supplier.

Suppliers must comply with all applicable anti-money laundering and anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act, as well as laws governing lobbying, gifts, donations, hiring, and payments to public officials, political campaign contribution laws, and other related regulations. Suppliers must prohibit any and all forms of bribery, corruption, extortion, and embezzlement. All business dealings shall be transparently performed and accurately reflected in Supplier's business books and records. Compliance monitoring, record keeping, and enforcement procedures shall be implemented to ensure compliance with all applicable anti-corruption laws.

No Supplier shall, directly or indirectly, promise, authorize, offer, or pay anything of value (including but not limited to gifts, travel, hospitality, charitable donations, or employment) to any Government Official or other party to improperly influence any act or decision of such official or any other party.

In order to avoid conduct that creates a conflict of interest and/or other impropriety, Mastercard expressly discourages Suppliers from giving gifts, meals, entertainment, trips, payments and/or loans to Mastercard or to any Mastercard employee. Further, Suppliers shall refrain from performing any direct services on terms other than those available to the general public for any Mastercard employee which are outside of the realm of the services engaged by Mastercard.

Suppliers are prohibited from paying expenses for travel, lodging, gifts, hospitality, entertainment, or charitable contributions for Government Officials on Mastercard's behalf. Travel, meals and entertainment expenses, if approved in advance by Mastercard, must be compliant with Mastercard policies, be reasonable, have legitimate business purposes, and not be excessive or lavish. Do not offer anything of value to obtain or retain a benefit or advantage for the giver, and do not offer anything that might appear to influence, compromise judgment, or obligate the Mastercard employee or any other party. Suppliers may not offer any business courtesy unless it is permissible under both this Supplier Code and the Supplier's gift policy and local law.

"Government Official" refers to all of the following: (i) any employee of a government entity or subdivision, including elected officials; (ii) any private person acting on behalf of a government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by the government; (iv) candidates for political office; (v) political party officials; and (vi) officers, employees and representatives of public international organizations, such as the World Bank and United Nations.

This is not a comprehensive set of issues; these and other issues pertaining to conflicts of interest are more fully described in the [Mastercard Code of Conduct](#).

Suppliers shall comply fully with all applicable sanctions and trade control laws, including those of the United States, United Nations, and those of the jurisdiction(s) where the Supplier provides goods or services to Mastercard

Management of Confidential Information and Personal Information

Suppliers are encouraged to adopt Mastercard's [principles of data responsibility](#):



- Security & Privacy – Companies must uphold best-in-class security and privacy practices
- Transparency & Control – Companies should clearly and simply explain how they collect, use, and share an individual's data and give individuals the ability to control its use
- Accountability – Companies must keep consumer interests at the center of their data practices
- Integrity – Companies must be deliberate in how they use data in order to minimize biases, inaccuracies, and unintended consequences
- Innovation – Companies should be constantly innovating to ensure individuals benefit from the use of their data through better experiences, products and services
- Social Impact – Companies should use their information to identify needs and opportunities to make a positive impact on society

Suppliers may use Mastercard Confidential Information only for the purposes identified and as directed by Mastercard and must report any actual or suspected violations to Mastercard. Suppliers must handle, process or otherwise only use Personal Information as set out in the agreement(s) entered between Mastercard and the Supplier.

Suppliers will be responsible for any unauthorized use or disclosure of Mastercard Confidential Information or Personal Information by their employees, agents, and other representatives, as well as any other entity receiving, or receiving access to, Mastercard Confidential Information from them. Confidential Information and Personal Information must not be disclosed to any third party except as expressly agreed in writing with Mastercard.

Suppliers must safeguard Mastercard Confidential Information and Personal Information at the minimum, as set out in the agreement(s) entered between Mastercard and the Supplier. Suppliers must report any actual or suspected security incident or potential data breach, involving any Confidential or Personal Information, that could potentially affect Mastercard, immediately to Mastercard's global Security Operations Center via telephone (+1-636-722-3600), or via e-mail to Mastercard's Third Party Risk Management team (TPRM@mastercard.com) and to their Mastercard relationship contact.

The foregoing shall be in addition to any other confidentiality or other obligations that Suppliers may have pursuant to a contract or other agreement with Mastercard.

For the avoidance of doubt, in this Supplier Code, the following terms have the meaning as set below:

- "Confidential Information" means any and all of the following which is disclosed, directly or indirectly by Mastercard, to or received by Supplier in the course of discussions, provisioning of services or deliverables or other work undertaken, whether in oral, written, graphic, electronic, or other form and relating in any way to Mastercard technical and business information concerning products, features, know-how, data, process, technique, program, software and source code, design, drawing, formula, test, work in process, engineering, patents, patent applications, research and development plans, manufacturing, marketing, financial or personnel matter, or sales, investor or business information, business methods or operations, business models or plans, or other like business information and/or intellectual property matters of Mastercard which: (1) contains a marking (such as "confidential", "proprietary" or "For Internal Use Only") indicating its confidential



nature; (2) is designated confidential or proprietary expressly or by the circumstances under which it is provided; or (3) is known or reasonably should be known by Supplier to be confidential or proprietary.

- "Personal Information" means any information relating to an identified or identifiable natural person.

Business Resilience

Suppliers are expected to maintain a resilient operating environment and should have a business continuity plan and incident management procedures in place. If you are identified as a critical supplier to Mastercard, you will be subject to more stringent requirements in regard to business resilience.

Management of Mastercard Property

When authorized to use Mastercard property, supplies, equipment, or other assets, Suppliers are required to do so responsibly. Suppliers must protect and use responsibly Mastercard trademarks, copyrights, trade secrets, and other intellectual property when authorized to use such assets, including compliance with licenses and terms of use. Suppliers must not use any trademark or any other intellectual property unless expressly permitted in writing by Mastercard.

Subcontractors

Suppliers that engage subcontractors to supply goods or services to Mastercard must only do so as set out in the agreement(s) entered between Mastercard and the Supplier. Additionally, to the extent that a Supplier processes Personal Information, Suppliers that employ subcontractors to supply goods or services to Mastercard, must only do so as required per the Supplier's contractual obligations to Mastercard. This includes that the Supplier must be able to identify and must disclose the names of all subcontractors to Mastercard and must ensure that all such subcontractors comply with this Supplier Code of Conduct.

Financial Responsibility

Suppliers are required to accurately record and disclose information regarding their business activities, structure, financial situation, and performance in accordance with applicable laws and regulations and prevailing industry practices.

Suppliers are expected to comply with applicable standards and requirements for all communities, locations, and markets in which they conduct business. Additionally, Suppliers must use sound financial practices and ensure transparency in financial dealings by implementing and maintaining adequate internal controls.

Inclusive Supply Chain

Mastercard expects Suppliers to support our efforts to maintain an inclusive supply chain by providing diverse-owned and small businesses with opportunities to participate in subcontracting activities. Specifically in the United States, Suppliers are expected to include women-, minority-, disability-, LGBT-, and veteran-owned businesses to compete for subcontracts they award.

Environment

Suppliers will reduce the services' and/or products' environmental impact during its entire life cycle by



decreasing greenhouse gas emissions, reducing energy consumption, decreasing overall waste generation, and avoiding the use of hazardous materials. Upon reasonable request by Mastercard, Supplier will track, document, and disclose greenhouse gas emissions as well as join Mastercard to implement systems designed to minimize environmental impacts, aligned with Mastercard's Scope 3 emissions target and other goals. Suppliers are required to comply with all laws, regulations, ordinances, rules, permits, licenses, and approvals regarding the environment in their countries of operation.

Health and Safety

Suppliers are required to abide by all local laws, directives, and regulations relating to health and safety in the workplace or in any other locations where production or work is undertaken and to implement changes to accommodate any amendments to these laws, directives, or regulations.

Suppliers are required to have strict procedures that prevent the use of illegal drugs in the workplace or in any other locations other than the workplace where production or work is undertaken.

Human Rights / Labor and Employment Laws

Suppliers must be committed to and have respect for the protection, preservation and promotion of internationally recognized human rights, as shared in our [Human Rights Statement](#). While it is the responsibility of each Supplier to define its own policy and approach to the issue of human rights in its own operations and throughout its supply chains, Suppliers' values and business principles must be consistent with that of Mastercard. Suppliers are also expected to comply with applicable local laws in their countries of operation, including those which prohibit or are intended to eradicate slavery and slavery like conduct (such as servitude and human trafficking).

Forced Labor

Suppliers will not use forced labor, whether in the form of prison labor, indentured labor, bonded labor, or otherwise, and shall not subject workers to situations of modern slavery, including trafficking in persons, slavery, servitude, forced labor, forced marriage, debt bondage or deceptive recruiting for labor.

Child Labor

Suppliers will not use child labor. Suppliers are required to comply with applicable child labor laws and employ only workers who meet the applicable minimum legal age requirement in their countries of operation.

Compensation and Working Hours & Conditions

Suppliers are required to comply with all applicable wage and hour labor laws and regulations governing employee compensation and working hours in their countries of operation. Suppliers must ensure that their facilities and methods of operation meet appropriate occupational health and safety standards. Suppliers must have a disaster recovery plan for emergencies.

Suppliers must provide employees with effective grievance procedures for raising workplace concerns, including concerns involving harassment and discrimination, to the attention of management for appropriate resolution. All forms of retaliation against workers for raising a workplace concern are strictly prohibited.

Non-Discrimination

Suppliers are required to provide an inclusive and nondiscriminatory working environment in which all their employees are valued and treated fairly. Discrimination, retaliation, or attempted retaliation on the basis of sex, gender, gender identity, creed, ethnicity, race, color, national origin, age, religion, citizenship, familial status, marital status, veteran status, alienage, sexual orientation, disability or any other status protected under any applicable law is prohibited. Unlawful discrimination or harassment in the workplace is not tolerated. Suppliers are required to comply with all applicable laws concerning discrimination, harassment and bullying in hiring and employment practices.

Freedom of Association

Suppliers must respect the right of workers to form and join trade unions and bargain collectively; or, where law prohibits these freedoms, facilitate parallel means of communication, association and/or bargaining.

Community / Philanthropy

Suppliers are strongly encouraged to provide resources to support and contribute to the communities and countries in which they operate.

Contingent Workers

Suppliers may use Contingent Workers, i.e., non-employee resources that are doing work for Mastercard and are employed by the Supplier (or in rare instances, are self-employed). Our Suppliers provide Contingent Workers to Mastercard in furtherance of Mastercard's strategic needs and business objectives. As such, Suppliers, and their Contingent Workers are important partners who have a role in safeguarding Mastercard's cyber and physical security, proprietary and sensitive intellectual property, technology, Confidential and Personal Information and business plans. Suppliers also have an important role in helping Mastercard maintain the legal and actual distinction between employees and Contingent Workers. This includes operating in adherence to Mastercard policies and procedures related to Contingent Workers.

Contingent Workers are strictly prohibited from posting information relating to or associated with Mastercard while they are on assignment with Mastercard or thereafter. This includes indicating that the Contingent Worker is assigned to perform Mastercard services or located on Mastercard premises; building, creating, or working on Mastercard business; or posting anything that could give the impression that the Contingent Worker is employed by Mastercard. Equally, the use of the Mastercard logo by Contingent Workers on social media is strictly prohibited.

Mastercard Code of Conduct

For additional information regarding the Mastercard Code of Conduct, Suppliers are encouraged to access same on the Mastercard website, www.mastercard.com, under Corporate Governance (within "Investor Relations").