

MASTERCARD SUPPLIER CODE OF CONDUCT

The MasterCard Supplier Code of Conduct (the “Supplier Code”) documents the principles, guidelines and expectations for establishing and maintaining a business relationship with MasterCard Worldwide (“MasterCard”). MasterCard is committed to partnerships with Suppliers that share the MasterCard dedication to conducting business in a legal, ethical, and socially responsible manner.

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 meet these standards.

The Supplier Code of Conduct applies to any employee, agent, or other representative of a company, corporation or other entity that provides any goods or services on behalf of, at the request of, or in connection with work completed for, MasterCard.

Compliance with this Supplier Code is subject to an 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 on the one hand and the Supplier and its affiliates on the other.

Suppliers are encouraged to reach out to their Global Supply Management 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. In addition, reports of any ethically questionable behavior may be made using the MasterCard Ethics Hotline at 1-800-405-9318 in the United States; to access the Ethics Hotline from outside the United States, please refer to the access numbers listed in the MasterCard Code of Conduct, which is available at www.mastercard.com. Complaints made on the Ethics Hotline may be made anonymously, or not.

Ethics

Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, their suppliers, customers and other third parties.

Suppliers are required to conduct their business in a responsible and ethical manner and to exercise reasonable care and diligence to prevent any actions or conditions 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 and regulations.

Suppliers must comply with all applicable anti-corruption laws and regulations in connection with their work for or on behalf of MasterCard. Corruption, extortion, embezzlement, bribery and kickbacks in any form are strictly prohibited.

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. These and other issues pertaining to conflicts of interest are more fully described in the MasterCard Code of Conduct.

Management of Confidential Information

“Confidential Information” means any information related to the fact or substance of negotiations, the terms of any agreement between MasterCard and the Supplier, and also including, without limitation, all, or any part of, and originals or copies of, any information, in whatever form embodied that MasterCard has identified as confidential, and all information concerning MasterCard’s past, current, and planned products, services, fees, customer financial institutions, customer data, concepts, methodologies, research, business activities, marketing plans, technical and/or platform interfaces. Confidential Information does not include information which: (a) is now generally known to the public or becomes known to the public; provided, however, that it does not become publicly known through disclosure by the Supplier; (b) is possessed by the Supplier in written form prior to its disclosure by MasterCard; (c) is received by the Supplier lawfully and in good faith from a third party who has no obligation to MasterCard; or (d) is lawfully and independently developed or acquired by the Supplier without reliance in any way on the Confidential Information.

Suppliers may use MasterCard Confidential Information only for the purposes identified and directed by MasterCard and must report any actual or suspected violations to MasterCard. Confidential Information must not be copied or disclosed to any third party except as expressly permitted in writing by MasterCard.

Suppliers must safeguard MasterCard Confidential Information using the same standard they employ to safeguard their own information of like kind, but in no event less than a commercially reasonable standard of care. Suppliers will be responsible for any unauthorized use or disclosure of MasterCard Confidential Information by their employees, agents, and other representatives as well as any other entity receiving or receiving access to MasterCard Confidential Information from them.

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



Management of MasterCard Property

When authorized to use MasterCard property, supplies, equipment and 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 employ subcontractors to supply goods or services to MasterCard must disclose the names of all subcontractors to MasterCard upon request. In addition Suppliers are responsible for ensuring that all such subcontractors comply with this Supplier Code.

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

Specifically in the United States, Suppliers are required to provide minority-, women-, and veteran-owned business enterprises an opportunity to participate in the subcontracts they award to the fullest extent consistent with efficient performance.

Environment

Suppliers are required to operate in an environmentally responsible and efficient manner and strive to minimize adverse impacts to the environment. Suppliers are expected to conserve natural resources, to avoid the use of hazardous materials and to promote activities that include the concepts of reuse and recycle. 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 location other than the workplace 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 location 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 and preservation of human rights. While it is the responsibility of each Supplier to define its own policy and approach to the issue of human rights, Suppliers' values and business principles must be consistent with that of MasterCard and the United Nations Universal Declaration of Human Rights. Suppliers are expected to comply with applicable international and local legal requirements in their countries of operation.

Forced Labor

Suppliers will not use forced labor, whether in the form of prison labor, indentured labor, bonded labor, or otherwise.

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 have a disaster recovery plan for emergencies. Suppliers must ensure that their facilities meet appropriate safety standards.

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, creed, ethnicity, race, color, national origin, age, religion, citizenship, familial status, marital status, veteran status, alienage, sexual orientation or 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 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.

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").