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## The Mercury Code of Business Conduct

### **What is the Mercury Code of business Conduct? Who does it apply to and how does it work?**

As a growing global business, Mercury works within a complex matrix of legal and other regulatory requirements. It is Group policy that wherever we operate we will always abide by the law. The Code of Business Conduct sets out the key responsibilities and obligations with which employees of the Group should comply. The Code applies to all Mercury staff and Board members and we should also ensure that any business partners we work with operate within the Code as respects their dealings with Mercury i.e. Mercury expects all its suppliers, contractors, agents and consultants to conduct all business with the Group in accordance with terms of the Code.

The Code sets out the minimum standards expected from our employees no matter where they work. Additional local requirements or best practice should also be taken into account, so long as they are no less stringent than this Code and reflect the underpinning values of the Group. Where local policies are stricter than this Code, the local policies prevail. The Code supplements and does not supersede other Group policies.

All employees have responsibility for making sure they understand the Code and relevant training will be provided. Any breaches of the Code will be treated very seriously and may result in disciplinary action including, but not limited to, dismissal, as outlined in the Company's disciplinary procedures, and/or possible legal action where appropriate.

If you have any queries in relation to the Code contact your manager in the first instance or if this is not appropriate in the particular circumstances, your local HR team. You may also raise your concerns with HR if you believe it is more appropriate to do so.

Any such communication is completely confidential. As long as you are acting in good faith and your concerns are genuine, you are protected and will not be at risk of losing your job or suffering any form of sanction or retribution as a result of raising a concern, even if you are mistaken.

This Code applies to all Mercury employees and senior management are charged with responsibility to see that it is respected and forms part of the Group's culture. Compliance with the Code of Conduct will be monitored by Internal Audit.

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### **1 Competition**

Mercury operates within a very competitive market. It is our ability to compete effectively that determines our success. Competition laws exist within most of the territories in which we operate and it is Mercury's policy to operate always within these laws. Any breach of competition law may lead to severe criminal and civil penalties for both the company and for individuals. In summary, competition law prohibits agreements or arrangements with competitors in regard to participation in bidding processes or bid prices or other commercially sensitive information, (e.g. arrangements with suppliers or customers) in a way which distorts competition.

### **2. Fraud, Bribery and Corruption**

Mercury is committed to maintaining the highest standards of ethics and integrity in the way we operate around the world. This is reflected in the Group's values statement. It is improper to give or accept bribes or any illegal payments designed to induce improper performance of duties by others or to obtain an improper benefit whether from the Group or any third party. Any such act is taken extremely seriously and will expose any employee involved to disciplinary action. We also expect our agents, business partners and other third parties that we work with to adopt the same high standards and any failure in that regard should be reported to your manager or, if that is not appropriate in the circumstances, to the Chairman.

Bribery and corruption are illegal in all the territories in which the Group operates and those breaking the rules are liable to be prosecuted. We recognise that in some of the territories it is standard for payments to be made to third parties such as agents and sponsors and these are permitted under local legislation and business practices. It should, however, be borne in mind that such practices may amount to bribery or corruption under the laws of another country with which the relevant contract or the Group is connected.

Mercury is committed to the prevention of fraud within the Group whether the intended victim is the Group or a third party such as a customer or supplier. Actions constituting fraud include, but are not limited to, the misappropriation of funds, of stock or any other asset, impropriety in the handling or reporting of money or financial transactions, deliberate misrepresentation of information, or of performance or results, alteration or forgery of business documents etc. All instances of suspected fraud should be referred to the Chairman of the Audit Committee and, if substantiated, will be reported to the Board. Any verified instance of fraud by any employee will of course give rise to disciplinary procedures.

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### **3. Conflicts of Interest**

A conflict of interest happens when a situation arises where your position in the business affords you or a connected party, such as a relative, an opportunity to make a personal gain or obtain a benefit over and above your normal terms and conditions of employment. Each employee must make sure their personal interests do not conflict with the interests of the business and if that situation arises they should immediately notify their immediate manager.

These conflicts could arise from having dealings with third parties who have family or close friend connections to you or from the acceptance of lavish and/or frequent hospitality or gifts from third party Group connections, or from awarding any contract to a relative or personal friend etc. In all such situations, where there is an actual or potential risk of a conflict arising or appearing to arise, you must make full disclosure to your manager.

### **4. Gifts and Improper Payments**

It is Mercury's policy that we will never seek to exert or expose ourselves to improper influence by the giving or receipt of gifts or any other inducements, no matter what the local practice in the territories in which we operate. In many cultures, the giving and receiving of gifts, entertainment or services at a reasonable level is an important part of building relationships and doing business. However, this should NEVER influence, or appear to influence, our business decisions in any way.

The HR department will maintain a local gift register. All gifts, services, entertainment or any other benefit of a monetary value in excess of €250, or such lower amount as decided and communicated by the local regional manager, should be recorded on the Register. There is an onus on the part of the employee to report such gifts to the HR department. Failure to do so may result in disciplinary action in line with the Group's disciplinary procedures.

### **5. Accurate Accounting & Money Laundering**

It is Mercury's policy to comply fully with the financial regulations and money laundering legislation in each of the jurisdictions in which it operates. Mercury's activities must be accurately reported in its financial accounts to meet our legal obligations and to retain the trust of stakeholders and key business partners. It is essential therefore that there should be no intentional or negligent misstatement of records or accounts relating to Mercury's business activities, nor any failure to record expenditure or income.

Mercury and its employees must also be alert to the possibility of individuals attempting to use Mercury to launder illegally obtained funds, for example through using cash to pay for significant resources or services.

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Any money laundering offence may result in severe criminal and civil penalties for both the Group and individuals. If money laundering is suspected or if any employee has reason to believe that inaccurate or falsified records are being kept, it should be reported to the Chairman of the Audit Committee or via the "confidential employee private line".

### **6. People**

It is Mercury policy to recruit, and promote, its employees on merit only and not to discriminate based on age, gender, disability, sexual orientation, race, colour, religion, ethnic origin, political beliefs or any other basis of discrimination as covered by national law. It is the responsibility of every employee to operate in line with this policy.

Mercury does not accept abusive or unacceptable behaviour in the workplace in any form, as detailed in the Bullying and Harassment policy. Employees should interact with their co-workers with civility and courtesy at all times. They should also be sensitive to actions or behaviours that may be acceptable in one culture but not in another. Employees found to have engaged in unacceptable behaviour will face serious consequences including, but not limited to, dismissal in line with the Company's disciplinary process and to possible legal action.

If you feel you have been the victim of discrimination or unacceptable behaviour you should contact your manager, HR department or the "confidential employee private line", as you deem appropriate.

### **7. Political Activity**

Mercury as a group does not have any political affiliations. We work with governments and other parties around the world only on issues that are vital to the interests of the Group.

Where employees are citizens of the country in which they work they enjoy the same rights as any other citizen to be politically active as long as it is kept separate from, and does not impinge on, the good working practices of the Group.

### **8. Intellectual Property (IP)**

Mercury requires that employees take reasonable steps to protect the intellectual property rights of the Group and also to respect such rights of others in the normal course of business. Intellectual property includes, but is not limited to all patents, trade-marks, design rights, copyright, or other confidential know how. All intellectual property rights of the Group should be protected as soon as possible so that it is not diminished by the departure of any employee, by unauthorised use by others or for any other reason. All intellectual property developed by directors or employees in the course of the Group's business belongs to the Group.

### **9. Group Information Technology (IT)**

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Every employee has a duty to use Group IT resources responsibly and appropriately in line with IT policies. All IT resources should be used responsibly and solely for the business purposes for which they are intended i.e. they may not be used for any external business, or illegal or unethical purpose. Mercury's IT assets should be protected from misuse, theft and waste, and Group property should be respected as you would your own. Group assets should not be removed from the premises or destroyed without obtaining proper prior authorisation.

There is an end user computing policy in place that all Mercury employees are required to sign during induction and such policy must be adhered to.

### **10. Data Protection**

We have an important duty to all our employees, and other third parties with whom we work, to secure, protect and respect the information we hold about them and ensure it is at all times handled and stored responsibly. We have legal obligations to do so under relevant data protection legislation in the various territories in which we operate. If you are unsure about how to handle sensitive information or data take a cautious approach and seek advice from your Manager. It is important that all such information is accurately recorded, securely kept and only released to persons rightfully entitled to receive it.

### **11. Health, Safety and Environment (HSE)**

The maintenance of a safe and healthy working environment helps to prevent occupational accidents, injuries and illnesses. It is Mercury's policy to comply with all relevant Health, Safety and Environmental legislation in the territories in which it operates. Managers should make sure their teams are aware of all relevant legislation and with the Group's health and safety practices and policies. Any suspected breaches of legislation or practice should be reported to your manager, to the HSE department or by using the "confidential employee private line". Failure to do so may result in disciplinary action in line with the Company's disciplinary procedures up to and including dismissal and, if necessary, legal action will be taken.

Employees are also specifically prohibited from risking the health and safety of themselves or other employees by working under the influence of alcohol or drugs or having such items in their system.

### **12. Confidential Information**

Confidential information includes, but is not limited to, financial business and contractual information, technical information, designs and drawings, software codes and programmes, supplier and client data and employee information whether relating to the Group, its

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employees, its contracts, suppliers or customers. The release of any such confidential information to third parties could severely damage Mercury's business and reputation and, conceivably, that of others. Employees are therefore not permitted to disclose confidential information to any party, even a fellow employee, unless authorised to do so beforehand, or where it is necessary in the normal course of their duties to do so or where appropriately protected by a written confidentiality or non-disclosure agreement.

### 13. Speaking Up

Speaking up relates to the disclosure of information by an employee if they have a genuine concern about breaches of this code. The Group is committed to ensuring that any employee's concerns will be taken seriously and investigated. Every effort will be made to protect the identity of anyone speaking up on such matters. In particular, any employee who makes a bona fide disclosure of any instance of a breach or suspected breach of the Code will not be subjected to any sanction or retribution by the Group on that account.

Depending on the nature of the matter being reported employees should raise their concerns with either their Manager or the local HR Manager. Anonymous allegations will not be automatically disregarded but are normally less credible than those from named individuals.

Speaking up is not, however, acceptable when its purpose is solely to pursue a grievance about a personal matter or situation. Any malicious allegation that proves to be false or materially incorrect may result in disciplinary action being taken against the informant.

**Alternatively if you want to speak to Mercury's independent whistleblowing service please use the free phone options below or alternatively you can report an issue on line.**

Country	Free Phone Number
IRELAND	1800 812740
UK	0800 9151571
POLAND	00 800 72332255
RUSSIA	810 800 72332255

GLOBAL ONLINE REPORTING
<a href="http://www.safecall.co.uk/report">www.safecall.co.uk/report</a>