

EUROPEAN ADDENDUM TO GLOBAL CODE OF CONDUCT

SEPARATION OF EEA SWITCH AND EEA SCHEME

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INTRODUCTION

In order to facilitate competition in the market for card payments, on 29 April 2015 the European Union (“EU”) passed a law called the Interchange Fees for Card-Based Payment Transactions Regulation (“Regulation”). The objective of Article 7 of the Regulation is to ensure that there is a level playing field among different players in the market by creating a separation between payment card schemes and processing entities.

At MasterCard, our success is directly tied to our reputation and the trust people place in our brand, and we are committed to complying fully with the Regulation. This Addendum to MasterCard’s Code of Conduct provides guidance to help you understand the Regulation and lays out the processes and procedures necessary for us to be fully compliant. The Addendum will go into effect on 9 June 2016. Every MasterCard employee is individually accountable for adhering to this Addendum. If you have a question about how to comply with this Addendum, it is your responsibility to ask your manager or contact the Legal Department.

All MasterCard employees must annually certify their compliance with our Code of Conduct, of which this Addendum is an integral part. Please take the time to read and understand this Addendum and most importantly, incorporate it into both what you do and how you do it. Our reputation depends on it.

BACKGROUND

What does the Regulation mean for MasterCard?

Within the 31 countries that make up the European Economic Area (EEA),¹ MasterCard must create and maintain a functional separation between our payment card scheme (“EEA Scheme”) and our processing entity (“EEA Switch”).

The separation between EEA Scheme and EEA Switch required by the regulation includes:

- ❖ **Independent accounting processes** (such as separated profit and loss accounts);
- ❖ **Independent organization** (EEA Scheme and EEA Switch must operate as separate business units, with separate workspaces and independent staff);
- ❖ **Independent decision-making processes** (EEA Scheme and EEA Switch must have separate management bodies responsible for decisions relating to each of EEA Scheme and EEA Switch, and independent reporting lines into such management bodies); and
- ❖ **Non-discrimination** (EEA Scheme and EEA Switch cannot treat each other more favorably than they would treat a third party, including with regard to pricing, ease of access, or the sharing of sensitive, non-public information).

Every MasterCard employee is expected to take the time to read this Addendum, understand how it applies to his or her work, and to comply with it on a daily basis.

¹ The European Economic Area is made up of the member states of the EU (Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom), as well as Iceland, Liechtenstein, and Norway.

What does the Regulation mean for you?

You have a daily responsibility to ensure that you (and those around you) adhere to the processes and procedures set forth in this Addendum.

- ❖ If you are an EEA Scheme employee, please pay particular attention to pages 10-11 of this document.
- ❖ If you are an EEA Switch employee, please pay particular attention to pages 12-13 of this document.
- ❖ If you work in a shared service, please pay particular attention to page 14 of this document.
- ❖ If you work in a value added service which is within the EEA, or which interacts with the EEA, please pay particular attention to page 15 of this document.
- ❖ If you work outside of the EEA, please pay particular attention to page 16 of this document.

SPEAK UP

We are each responsible to speak up.

REPORT YOUR CONCERNS

All MasterCard employees should feel empowered and responsible to speak up, particularly with respect to ethical concerns. It's not always easy to raise an ethical concern, but if you have even the smallest suspicion that something unethical or illegal may have happened, the best thing that you can do is to report it. If your suspicion turns out to be correct, by reporting it you have protected the Company and yourself.

You must promptly report suspected and actual violations of the Code of Conduct, including this Addendum, MasterCard policy, and the law.

RETALIATION IS PROHIBITED

MasterCard will not permit retaliation against you for raising a question, speaking up, providing information or otherwise assisting in an investigation or proceeding regarding any conduct that you believe in good faith constitutes a violation of applicable laws or regulations, the Code, this Addendum, or MasterCard's related policies.

Retaliation against an employee for reporting an issue in good faith is itself a violation of the Code and should be reported.

HOW TO MAKE A REPORT

You can use any of the following channels:

- ❖ Your manager
- ❖ The Chief Compliance Officer
- ❖ The Global Compliance Investigations Team
- ❖ Any member of Global Compliance
- ❖ The General Counsel
- ❖ Any attorney in the Law Department
- ❖ Employee Relations
- ❖ Your Human Resources Business Partner
- ❖ Confidentially through the Ethics Helpline* by visiting www.mastercard.ethicspoint.com for easy access to international access codes and dialing instructions by country, or to make a report via the web-based reporting tool.

* Local privacy and data protection laws may restrict or limit the availability of the Ethics Helpline.

WHO MUST COMPLY WITH THIS ADDENDUM?

WHERE ARE YOU LOCATED?

Are you located within the EEA? You must comply with this Addendum if you work for or represent MasterCard within the 31 countries that make up EEA. This includes:

- ❖ MasterCard employees (including employees of our subsidiaries)
- ❖ MasterCard contractors, contingent workers, and temporary workers (when they act on MasterCard's behalf)

Are you located outside of the EEA? You must comply with this Addendum if and when you interact with our EEA Switch business or our EEA Scheme business.

VIOLATIONS OF THE ADDENDUM

Because MasterCard is committed to doing business the right way, violations of our Code (including this Addendum) or other company policy may result in disciplinary action up to and including termination of employment.

FUNCTIONAL SEPARATION

To ensure compliance with the Regulation, EEA Scheme and EEA Switch will each:

- ❖ Have their own dedicated employees
- ❖ Occupy either separate workspaces or separate areas of workspaces (with access only via individualized security passes)
- ❖ Ensure that employees in EEA Scheme cannot access non-public documents belonging to EEA Switch, and vice-versa (*i.e.*, log-in details and access rights will be specific to either EEA Scheme or EEA Switch)
- ❖ Have separate compensation frameworks that ensure that compensation for employees in EEA Scheme is not dependent on the performance of EEA Switch, and vice-versa
- ❖ Prepare separate accounts
- ❖ Have separate management structures
- ❖ Have separate decision-making processes
- ❖ Have separate reporting lines
- ❖ Enter into separate contracts with customers
- ❖ Enter into arm's length agreements (in the event that either EEA Scheme or EEA Switch needs to coordinate with the other)
- ❖ Issue separate invoices to customers

RESPONSIBILITIES OF EEA SCHEME EMPLOYEES

Are you an EEA Scheme employee who is not on the sales team?

If the answer is yes, the following guidelines apply to you:

DON'TS

- ❖ Don't provide non-public information regarding EEA Scheme to employees of EEA Switch
- ❖ Don't seek non-public information regarding EEA Switch
- ❖ Don't ask others outside MasterCard, or within MasterCard but outside of EEA Scheme and EEA Switch (e.g., those working in the shared parts of the EEA Human Resources or Legal Departments, or in MasterCard Advisors, or in non-EEA parts of MasterCard), to provide EEA Switch with non-public information regarding EEA Scheme, or to provide you with non-public information regarding EEA Switch
- ❖ Don't try to access EEA Switch workspaces
- ❖ Don't try to access any EEA Switch documents on any MasterCard systems
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do raise questions with others in EEA Scheme if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

Are you on the EEA Scheme sales team?

If you are, always comply with the Sales Model used by EEA Scheme, as well as the following guidelines:

DON'TS

- ❖ Don't provide non-public information regarding EEA Scheme to employees of EEA Switch
- ❖ Don't seek non-public information regarding EEA Switch
- ❖ Don't ask others outside MasterCard, or within MasterCard but outside of EEA Scheme and EEA Switch (e.g., those working in the shared parts of the EEA Human Resources or Legal Departments, or in MasterCard Advisors, or in non-EEA parts of MasterCard), to provide EEA Switch with non-public information regarding EEA Scheme, or to provide you with non-public information regarding EEA Switch
- ❖ Don't try to access EEA Switch workspaces
- ❖ Don't try to access any EEA Switch documents on any MasterCard systems
- ❖ Don't discuss pricing, or other terms of business, with EEA Switch employees
- ❖ Don't alert employees at EEA Switch to current or upcoming sales opportunities
- ❖ Don't pass customer contact details to employees at EEA Switch without the customer's prior written consent
- ❖ Don't promote the services of EEA Switch, except as expressly permitted under the Sales Model
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do attend one of the mandatory training sessions on the Sales Model
- ❖ Do comply with the Sales Model, as any departure from the Sales Model may expose MasterCard and yourself to liability
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do raise questions with others in EEA Scheme if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

RESPONSIBILITIES OF EEA SWITCH EMPLOYEES

Are you an EEA Switch employee who is not on the sales team?

If the answer is yes, the following guidelines apply to you:

DON'TS

- ❖ Don't provide non-public information regarding EEA Switch to employees of EEA Scheme
- ❖ Don't seek non-public information regarding EEA Scheme
- ❖ Don't ask others outside MasterCard, or within MasterCard but outside of EEA Switch and EEA Scheme (e.g., those working in the shared parts of the EEA Human Resources or Legal Departments, or in MasterCard Advisors, or in non-EEA parts of MasterCard), to provide EEA Scheme with non-public information regarding EEA Switch, or to provide you with non-public information regarding EEA Scheme
- ❖ Don't try to access EEA Scheme workspaces
- ❖ Don't try to access any EEA Scheme documents on any MasterCard systems
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do raise questions with others in EEA Switch if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

Are you on the EEA Switch sales team?

If you are, always comply with the Sales Model used by EEA Switch, as well as the following guidelines:

DON'TS

- ❖ Don't provide non-public information regarding EEA Switch to employees of EEA Scheme
- ❖ Don't seek non-public information regarding EEA Scheme
- ❖ Don't ask others outside MasterCard, or within MasterCard but outside of EEA Switch and EEA Scheme (e.g., those working in the shared parts of the EEA Human Resources or Legal Departments, or in MasterCard Advisors, or in non-EEA parts of MasterCard), to provide EEA Scheme with non-public information regarding EEA Switch, or to provide you with non-public information regarding EEA Scheme
- ❖ Don't try to access EEA Scheme workspaces
- ❖ Don't try to access any EEA Scheme documents on any MasterCard systems
- ❖ Don't discuss pricing, or other terms of business, with EEA Scheme employees
- ❖ Don't alert employees at EEA Scheme to current or upcoming sales opportunities
- ❖ Don't pass customer contact details to employees at EEA Scheme without the customer's prior written consent
- ❖ Don't promote the services of EEA Scheme, except as expressly permitted under the Sales Model
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do attend one of the mandatory training sessions on the Sales Model
- ❖ Do comply with the Sales Model, as any departure from the Sales Model may expose MasterCard and yourself to liability
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do raise questions with others in EEA Switch if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

RESPONSIBILITIES OF SHARED SERVICES EMPLOYEES

Do you work in a shared service?

A shared service is any MasterCard activity, function, or service that benefits both EEA Scheme and EEA Switch. For example, Human Resources within EEA is a shared service. If you work in a shared service, the following guidelines apply to you:

DON'TS

- ❖ Don't provide non-public information regarding EEA Switch to employees of EEA Scheme
- ❖ Don't provide non-public information regarding EEA Scheme to employees of EEA Switch
- ❖ Don't try to access non-public information on EEA Scheme when working on issues that relate to EEA Switch, and vice versa
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do familiarize yourself with the Sales Model (if you are part of the Legal Department or part of a shared finance-related function)
- ❖ Do separately allocate the time you spend on EEA Scheme issues and EEA Switch issues
- ❖ Do raise questions with others in your department if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

RESPONSIBILITIES OF VALUE ADDED SERVICES EMPLOYEES

Do you work in a value added service which is within the EEA, or which interacts with the EEA?

A value added service is any MasterCard business that does not form part of either EEA Scheme or EEA Switch. For example, MasterCard Advisors is a value added service. If you work in a value added service which is within the EEA, or which interacts with the EEA, the following guidelines apply to you:

DON'TS

- ❖ Don't provide non-public information regarding EEA Switch to employees of EEA Scheme
- ❖ Don't provide non-public information regarding EEA Scheme to employees of EEA Switch
- ❖ Don't try to access non-public information on EEA Scheme when working on issues that relate to EEA Switch, and vice versa
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do familiarize yourself with the Sales Model (if you are part of a sales function within your business, or if you interact with individuals with sales functions in either EEA Scheme or EEA Switch)
- ❖ Do raise questions with others in your department if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened

RESPONSIBILITIES OF EMPLOYEES OUTSIDE THE EEA

Do you work outside the EEA?

If the answer is yes, you must follow these guidelines:

DON'TS

- ❖ Don't provide non-public information regarding EEA Switch to employees of EEA Scheme
- ❖ Don't provide non-public information regarding EEA Scheme to employees of EEA Switch
- ❖ Don't try to access non-public information on EEA Scheme when working on issues that relate to EEA Switch, and vice versa
- ❖ Don't guess – if you have questions about what to do, contact any member of the Legal Department
- ❖ Don't keep your concerns to yourself – contact any member of the Legal Department immediately

DO'S

- ❖ Do attend one of the mandatory training sessions on the Regulation
- ❖ Do comply with our internal controls for systems and data access
- ❖ Do familiarize yourself with the Sales Model (if you are part of the Legal Department, or part of a sales function within your business, or if you interact with individuals with sales functions in either EEA Scheme or EEA Switch)
- ❖ Do separately allocate the time you spend on EEA Scheme issues and EEA Switch issues
- ❖ Do raise questions with others in your department if you are unsure what to do, or if you have questions regarding MasterCard's obligations
- ❖ Do periodically review this Addendum
- ❖ Do speak up – contact a member of the Legal Department if you have any questions, concerns, or if you think something unethical or illegal might have happened