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1. OVERVIEW

1.1 Purpose

The Mint Payments Limited (The Company) Code of Conduct and Ethics (Code) governs all the Company's commercial operations and the conduct of Directors, employees, consultants, contractors and all other people when they represent the Company (Personnel).

1.2 Provision of this Code

A copy of this Code will be given to all incumbent and new Personnel.

1.3 Questions – Interpretation & Enforcement of this Code

Any questions relating to the interpretation or enforcement of this Code should be forwarded to the Company Secretary.

2 GENERAL PRINCIPLES

2.1 Compliance with Laws

The Company, its subsidiaries and associated entities and Personnel are expected to comply, at all times, with all applicable laws. They are also expected to conduct the Company's operations in keeping with the highest legal, moral and ethical standards. An example of the latter is the Payment Card Industry Data Security Standard.

2.2 Performance of Duties by Personnel

All Personnel of the Company, its subsidiaries and associated entities must conduct the business of the Company with the highest level of ethics and integrity in relation to each other and all others with whom they deal.

Personnel must act:

- (a) ethically, honestly, responsibly and diligently;
- (b) in full compliance with the letter and spirit of the law and this Code; and
- (c) in the best interest of the Company.

3 GIVING OR RECEIVING GIFTS

Personnel must not give, seek or accept in connection with the operation of the Company any gift, entertainment or other personal favour or assistance which goes beyond common courtesies associated with accepted ethical commercial practice. For avoidance of doubt, any gift (or series of gifts) received by Personnel from the one party which might, as a matter of judgement, fall outside the ambit of this paragraph, must be reported to the Company Secretary with full details of the background of the gift.

4 UNACCEPTABLE PAYMENTS & CONTRIBUTIONS

4.1 Prohibited Payments & Contributions

Bribes, kickbacks, inducements or other illegal payments of any kind must not be made to any third party in order to receive favourable treatment for any purpose.

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4.2 Personnel's Responsibilities

Personnel must not seek or accept any type of compensation, fee, commission or gratuity from a third party in connection with the operations of the Company.

5 PROTECTION OF MINT'S ASSETS

5.1 Responsibilities of Personnel

Personnel are responsible for taking all prudent steps to ensure the protection of the Company's assets and resources and Customer data entrusted to the Company. In particular, Personnel should take care to minimise the possibility of theft or misappropriation of the Company's assets and resources, or Customer data, by any person.

5.2 Assets used for the Company's Purpose only

Personnel must ensure that the Company's assets and resources are used only for the purposes of the Company and in accordance with appropriate authorisations.

6 PROPER ACCOUNTING

6.1 Accounting Roles

Personnel must ensure that all the Company's accounting records accurately and fairly reflect, in reasonable detail, all underlying transactions and all of the Company's cash, assets and liabilities.

6.2 Maintenance of Accounting Records

Accounting records must be maintained in accordance with International Financial Reporting Standards and any financial and accounting policies issued by the Company.

7 DEALING WITH AUDITORS

Personnel must fully co-operate with the external auditors of the Company.

Personnel must not make a false or misleading statement to the external auditors of Mint and must not conceal any relevant information from the external auditors of the Company.

8 CONFLICT OF INTEREST

8.1 Use of Position for Personal Benefit

Personnel must not use their position for personal benefit independent from the business of the Company or to benefit any other business or person.

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8.2 Taking Advantage of Property

Personnel must not take advantage of any property or information belonging to the Company, or opportunities arising from those, for personal benefit independent from the business of the Company or to benefit any other business or person.

8.3 Interest in Third Parties

No Personnel, or any family member or companion over which the Personnel has influence, may directly or indirectly have an equity interest in, or have a significant beneficial connection with, any business or individual with whom the Company have entered into a commercial contract, without the prior written consent of the Chairman.

8.4 Outside Business Activity

Personnel must not engage directly or indirectly in any outside business activity involving commercial contact with, or work for the benefit of, third parties with whom the Company have entered into a commercial contract, without the prior written consent of the Chairman.

9 USE OF INSIDE INFORMATION

9.4 Non Disclosure of Confidential Information

Personnel must not disclose confidential Company information or confidential Customer information to any third party without the prior consent of a Director of the Company, or if required by law.

9.5 Confidential Company Documents

Personnel must maintain the confidentiality of all the Company's documents and must not disclose any information contained within the documents to any third party without the prior consent of a Director of the Company.

9.6 Personal Gain

Personnel must not use the Company's information for the purpose of directly or indirectly obtaining personal gain.

10. MINT PERSONNEL SHARE TRADING POLICY

All Personnel must abide by the Mint Share Trading Policy.