

Mercury Systems, Inc.

Company Policy

COR-P05-15
Code of Business Conduct &
Ethics

Effective Date: December 1, 2021

Approver: Christopher C. Cambria
Authorized By: Executive Vice President,
General Counsel and
Secretary

Introduction

At Mercury, we are committed to achieving the highest standards of business conduct and ethics in our interactions within our company and with our customers, suppliers, government, and communities. This Code of Business Conduct and Ethics (this “Code”) provides principles and guidelines that apply to all employees, officers, directors, suppliers and consultants of Mercury Systems, Inc. and its subsidiaries (collectively, “Mercury”).

We ask everyone working on our behalf to comply with this Code, and to read this Code on an annual basis. If you have any questions about the policies in this Code or any ethical issues, please contact your supervisor or the persons listed in the “Contacts for Questions or Reporting Violations” section of this Code.

Compliance with Laws, Rules and Regulations

Mercury seeks to conduct its business in compliance with all applicable laws. You should not engage in any unlawful activity while performing your day-to-day duties or while otherwise conducting business for Mercury.

You should also not instruct others to engage in any such unlawful activity. Supervisors in particular should be careful not to influence employees to act in a way that is contrary to any laws or this Code.

Conflicts of Interest

You have been given access to Mercury’s information and property so that you can advance Mercury’s interests. You may find yourself in situations where you can use our information or property for your own personal benefit. Mercury expects you to make objective and unbiased decisions while working for us and to avoid conflicts of interest between your personal affairs and the interests of Mercury. Even the appearance of a conflict of interest can harm other people’s perception of yourself and of Mercury.

To avoid conflicts of interest while you work for Mercury, you should not:

- Own any company that is a customer, supplier or competitor of Mercury, or otherwise have a substantial economic interest in a customer, supplier or competitor.
- Work in any capacity for a customer, supplier or competitor of Mercury while you are employed with us.
- Accept gifts, payments or services from those who seek to do business with Mercury, as further explained in the “Entertainment, Gifts and Gratuities” section below.

- Allow your family members to receive any similarly improper personal benefit by using your position at Mercury.

Conflicts of interest are not always clear-cut. You should exercise good judgment when a conflicts situation comes up. And you should disclose any actual or potential conflicts to your supervisor as soon as you become aware of the conflict.

If you have any question about whether you have a conflict of interest or whether a conflict could arise, you should obtain guidance from your supervisor or Mercury's Compliance Officer.

Confidential Information and Trade Secrets

Mercury's confidential information is one of our most valuable assets, and its unauthorized disclosure could significantly harm our business. This confidential information includes all non-public information that a competitor or foreign government may wish to use for their own benefit or which would be harmful to Mercury if disclosed. For example, confidential information can include private information about our products and services, marketing plans, strategic objectives, finances, or other aspects of our business.

To protect our confidential information, you should:

- Not disclose confidential information outside of Mercury unless you are authorized to do so by appropriate authorities within Mercury, such as your supervisor.
- Consider how to limit the disclosure of confidential information to only the proper recipients. For example, be careful about discussing sensitive matters in public spaces where others can overhear you.
- Follow all security, IT, trade compliance and legal policies regarding how to safeguard our confidential information. For example, be careful about sending confidential documents to persons outside of Mercury. If you send confidential information to the wrong person, we may not be able to protect that information.
- Comply with your confidentiality obligations to prior employers or others. For example, if you signed a confidentiality agreement with a prior employer, you should not disclose or use that information while conducting business for Mercury.
- Comply with your confidentiality agreement with Mercury, if you have one.
- Comply with all laws regarding mandatory disclosure of information. If you learn that a governmental authority has requested Mercury's confidential information, you should immediately alert your supervisor or Mercury's Compliance Officer about this request.

Fair Dealing

Mercury expects its employees to deal fairly with our customers, suppliers, competitors, and other employees. You should not take unfair advantage of anyone through false statements, concealment of the truth, abuse of privileged information, or any other unfair practice. For example, you should:

- Not steal proprietary information.

- Not lie about the abilities of Mercury or our competitors.
- Not communicate with competitors to discuss prices or other anti-competitive practices.

Entertainment, Gifts and Gratuities

Mercury seeks to gain competitive advantages through superior performance rather than through unethical or illegal business practices, such as giving or receiving improper gifts, entertainment, or other business courtesies. We do not use or accept bribes, kickbacks, excessive entertainment or any other improper payments or favors to obtain business.

You may give or receive gifts, entertainment or other business courtesies if the following conditions are met:

- General principles. Any gift, entertainment or other business courtesy must support Mercury's business interests. You may not give or receive anything that could create a conflict of interest or even the appearance of impropriety, that could otherwise harm Mercury's reputation, or that could be considered lavish or extravagant.

You should not give or receive anything on a frequent basis unless the item is a business refreshment, meal or other promotional item that is unsolicited and reasonable under the circumstances. For example, you may have normal business meals with non-Mercury employees on a regular basis as explained in more detail below.

- Physical, digital or entertainment items or services. You may occasionally accept or provide physical, digital or entertainment items or services, such as pens, mugs, advertising items, or tickets to events. The value of any physical, digital or entertainment item or service must be \$100 or less, and it must not be solicited by you or the other business. You may not accept cash, gift cards or other cash-like items.
- Meals and refreshments. You may provide or accept meals or refreshments that are unsolicited and reasonable under the circumstances, if:
 - there is a legitimate business purpose, such as discussing Mercury's business; and
 - there is no real or perceived conflict of interest.

For example, you may have lunch with a customer or supplier in the ordinary course of business if you are complying with this policy, including the "General principles" listed above and the conditions in this section.

- Training or business events. You may take and offer trips to a business's facilities for training or other company purposes. You may occasionally attend other business events, if:
 - there is a legitimate business purpose, such as discussing Mercury's business;
 - there is no real or perceived conflict of interest; and
 - it has been offered to other business persons on the same basis as the offer to you.

For example, you may attend a conference or participate in a game of golf, tennis or other sporting activity if you are complying with this policy, including the "General principles" listed above and the conditions in this section.

- **Laws.** You must comply with all laws that govern the types and amounts of gifts, entertainment, or other business courtesies that we may give to others. For example, U.S. government employees and officials must abide by certain limits on entertainment, meals, gifts, gratuities and other things of value that are given to them by companies and persons with whom the government does business or over whom the government has regulatory authority. If you interact with government persons, you should read and abide by the “Public Sector Customers” policy, which is available on OneMercury.

If you receive anything that violates the principles above, you should return it and explain Mercury’s policy to the giver.

If you interact with government persons, you should read and abide by the “Public Sector Customers” policy, which is available on OneMercury.

Antitrust

Mercury intends to compete fairly and lawfully in the marketplace by complying with antitrust laws, which protect consumers and businesses from monopolies and other unfair business practices that reduce competition. We do not enter into business arrangements that would give us an illegal competitive advantage.

You should not do any of the following with our competitors:

- Attempt to fix prices or divide up markets or customers. These types of deals restrain trade and are illegal under the Sherman Act. You should not discuss pricing or other sensitive matters with competitors – even the appearance of impropriety could damage Mercury.
- Limit production or sales of products for anti-competitive purposes.
- Boycott suppliers or customers.
- Engage in any other anti-competitive behavior or discussions.

If a competitor discusses the matters above with you, or an employee tells you about actual or potential discussions with competitors about these matters, then you should immediately report the matter to Mercury’s Compliance Officer. There are severe consequences for violating antitrust laws that range from fines to criminal sanctions and jail sentences. Contact Mercury’s Compliance Officer if you have any doubt about whether a discussion or agreement is lawful or not.

Protecting and Using Mercury’s Assets

You should protect Mercury’s assets and use them efficiently. Mercury provides assets to you so that you can contribute to the company’s success. The misuse or theft of these assets can threaten Mercury’s success.

You should:

- Protect Mercury's assets, including both physical assets (e.g., computers, smartphones, equipment, etc.) and intangible assets (e.g., intellectual property, engineering and manufacturing plans, customer lists, financial information, etc.)
- Use the assets as instructed by your supervisor.
- Not conduct business activity on behalf of another company while using Mercury's assets. You can make personal use of Mercury equipment, such as computers and smartphones, on an occasional and limited basis so long as that use does not interfere with your job performance.
- Contact your manager, human resources business partner, or Mercury's Compliance Officer if you are aware of someone stealing or misusing Mercury's assets.

Accurate Business Records

Mercury is committed to preparing accurate business records that include fair, timely and understandable disclosures. You should comply with Mercury's policies and procedures about business records, financial disclosures, and other reports and documents so that we can properly evaluate and disclose our financial results on an ongoing basis.

You should:

- Prepare and submit business records that are accurate. Do not create any false or artificial entry, or otherwise try to misrepresent, hide or disguise the true nature of the transaction.
- Retain business records for the period of time that is specified in the applicable Mercury policy. Mercury requires information to be retained for various periods of time based on different legal and business requirements.
- Report any concerns that you have about a business record to your manager, Mercury's finance or accounting teams, Mercury's legal department, or Mercury's Compliance Officer.

You can find more information about Mercury's business records policies in the "Public Disclosure Policy", which is available on OneMercury.

Public Sector Customers

Doing business in the public sector is very different from doing business in the commercial marketplace. The laws relating to contracting with the U.S. government are far-reaching and complex, and they place responsibilities on Mercury that are beyond those encountered in the commercial sector. For example, certain types of gifts, meals and entertainment that are a standard part of doing business with commercial customers are forbidden under government contracting rules.

The failure to comply with these laws can have severe consequences for you and Mercury. If we do not comply with these laws, we can receive civil fines or other penalties, we can be criminally prosecuted, we can see our prices reduced, our contracts cancelled, or our ability to

do business with the government taken away. It is imperative that employees conduct Mercury's business in accordance with all applicable laws and regulations.

If you participate directly or indirectly in Mercury's efforts to obtain and perform under government contracts, you must read and abide by the "Public Sector Customers" policy, which is available on OneMercury.

Foreign Officials

The Foreign Corrupt Practices Act ("FCPA") criminalizes the bribery of foreign officials anywhere in the world for the purpose of influencing an official decision or act to obtain a business benefit. It also requires companies with publicly-traded stock in the United States to meet certain standards regarding their accounting practices, books and records and internal controls.

We can be held liable under the FCPA for making improper payments, or for making an offer or promise to pay to someone even if we do not actually make the payment. We can also be held liable if our agents make payments or offer to make payments in situations where we authorize the transaction or if we knew that the payment or offer would be made.

You should:

- Obtain approval from Mercury's Compliance Officer before making any payments to foreign officials.
- Not bribe foreign officials for the purpose of influencing an official decision or act to obtain a business benefit.
- Not allow a Mercury agent to bribe a foreign official. If you are aware of a high probability that a payment or offer will be made, that counts as knowledge under the FCPA and we may be held liable for the agent's action. The best practice is to consult with Mercury's Compliance Officer when doing business with agents in foreign countries.
- Review Mercury's Foreign Corrupt Practices & Anti-Bribery Program for more information, which is available on OneMercury.

Export Controls

The export of goods, services, technology and data is subject to complex federal laws. The term "export" is defined very broadly to include any transfer (physically or through ownership) of an item out of the United States or to a foreign person (other than a U.S. lawful permanent resident alien) or to a foreign entity, even if that foreign person or entity is within the U.S. This definition includes the transfer of services, technology and data, including visual presentation, oral disclosure, or electronic disclosure, to any foreign person (other than a U.S. lawful permanent resident alien), whether in the United States or abroad.

You must strictly comply with all registration and licensing requirements applicable to the exporting of goods, services, technology and data. You should read Mercury's Trade Compliance policies for more information about these requirements. Please contact the Trade Compliance team or Mercury's Compliance Officer if you have any questions about export control laws.

Lobbying and Political Activities

Mercury prohibits employees from engaging in lobbying or other political activities on behalf of Mercury without prior approval. These activities are subject to laws that cover a wide range of activities, and there can be severe consequences for engaging in these activities without forethought.

Lobbying involves communicating with legislators, executive officials or their staff in an effort to influence their official actions. You must obtain the approval of Mercury's Compliance Officer before you engage in any lobbying activities or make any related payments.

You also must obtain authorization from the Board of Directors or its Government Relations Committee before you make any political contributions on behalf of Mercury. You are strictly prohibited from paying or giving anything of value to any person, government official, political organization or business entity with the intent of causing the recipient to illegally influence any transaction for the benefit of Mercury. This includes gifts of money, goods, services, or time. While some political contributions may be lawful under certain circumstances, these activities are heavily regulated and must be carefully considered and pre-approved by our Board of Directors or its Government Relations Committee.

Combating Trafficking in Persons

Mercury complies with laws that prohibit trafficking in persons. You should not engage in any form of trafficking in persons, procure commercial sex acts, or use forced labor in the performance of contracts. The U.S. government and Mercury have zero-tolerance policies concerning such activities. Mercury will subject you to disciplinary action for violating this policy, which can include a reduction in your compensation, the termination of your employment, referral to the government for criminal prosecution, and reimbursement to Mercury or others for any losses or damages resulting from the violation.

Other Policies

You should read and follow any policies issued by Mercury that are applicable to you.

Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or members of Mercury's Board of Directors may only be made by the Board of Directors. These waivers must be promptly disclosed to our stockholders, which ensures that the waiver is not hidden from the public.

Waivers for other employees may be made by Mercury's Compliance Officer, the Board of Directors, or the Audit Committee of the Board of Directors.

Compliance Procedures

The Board of Directors has appointed the Audit Committee to oversee compliance with this Code. The Board has also appointed a Compliance Officer to administer the compliance program.

Mercury's Compliance Officer is Christopher C. Cambria, c/o Mercury Systems, Inc., 50 Minuteman Road, Andover, Massachusetts 01810 (Telephone: 978-967-1302). Ordinarily, questions about this Code should be addressed to an employee's supervisor, who will relay the question to Mercury's Compliance Officer or the Audit Committee. If an employee is

uncomfortable raising a question with his or her supervisor, the question may be addressed to Mercury's Compliance Officer directly.

Contacts for Questions or Reporting Violations

Questions

If you have any questions about this Code or any ethical situation, please contact your supervisor, your human resources business partner, or other appropriate personnel.

Reporting Violations

Please report any violations of this Code or any laws to our Compliance Officer through any of the following methods:

Telephone: 978-967-1302

Email: Christopher.Cambria@mrcy.com

Mail: Christopher C. Cambria, c/o Mercury Systems, Inc., 50 Minuteman Road, Andover, Massachusetts 01810

If you are aware of a potential violation involving accounting, internal accounting controls or auditing matters, and if you are uncomfortable reporting those violations to Mercury's Compliance Officer, you may make a report anonymously through either of the following methods:

Telephone Report: 866-277-5739. You will need to leave a voicemail using this method.

Internet Report: <https://www.whistleblowerservices.com/mrcy>. These whistleblower hotline messages will be encrypted and will be delivered directly to our Chief Financial Officer, General Counsel, and Senior Director of Internal Audit.

If you report any matter anonymously using either method above, please provide as much detail as possible regarding the potential violations. We will not be able to contact you to request additional information. These matters will be investigated by Mercury's Compliance Officer or the Audit Committee or their designees. All reports will be treated confidentially to the extent possible.

Non-Retaliation

Mercury does not tolerate retaliation. You will not be penalized for reporting a violation in good faith. Any employee, officer or director who retaliates against a person for that person's good faith reports of misconduct made by others will be subject to disciplinary action.

Please do not use the reporting channels in bad faith though, such as by making false statements or frivolous reports. Bad faith reports can divert Mercury resources away from actual issues, which will hurt our company's culture and performance.

Disciplinary Action for Noncompliance

Mercury employees who fail to comply with this Code or to cooperate with an investigation will be subject to disciplinary action. Furthermore, any supervisor, manager, officer or director who directs, approves or condones infractions, or has knowledge of them and does not promptly report and correct them in accordance with this Code, will be subject to disciplinary action. This disciplinary action may include termination, required reimbursement to Mercury or others for any losses or damages resulting from the violation, and referral for criminal prosecution.