



Legal & Compliance

Code of Conduct

.As amended May 25, 2018


Letter From EVO's Chief Executive Officer

EVO's Vision, Mission and Values capture the culture and outlook that has made EVO a payments leader in our markets and will continue to serve as a guide for our future. Our commitment to conduct ourselves consistent with our Vision, Mission and Values includes doing so with the highest ethical standards. Our Values include "Integrity", representing a commitment to "embrace a culture of mutual trust, support and honesty, striving always to make our customers, partners and employees proud of their association with EVO."

Conducting ourselves with integrity is critical to our long term success. Each and every one of us shares a personal responsibility to conduct ourselves consistent with our corporate ethical principles in our daily interactions with colleagues, our customers, and our business partners. EVO's Code of Conduct serves as a moral compass, further defining and guiding our decisions and actions as we go about performing our day-to-day responsibilities. As such, all EVO employees are expected to comply with EVO's Code of Conduct, including the policies and procedures created under the Code.

I ask each and every one of you to join me and the rest of the EVO Management Team in reading, understanding and following our principles of conduct as articulated in our Code of Conduct. By adhering to the Code of Conduct, we will preserve a tradition of integrity that remains critical to our future.

Sincerely,

A handwritten signature in black ink, appearing to read "James G. Kelly", followed by a horizontal line.

James G. Kelly
Chief Executive Officer

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1. Introduction

1.1 Purpose of the Code of Conduct

EVO Payments, Inc. (together with its subsidiaries and affiliates, "EVO" or the "Company") prides itself on its established and unquestioned reputation for integrity. In order to maintain that reputation, we must act in a manner that merits the trust and confidence of our employees, customers, business partners and the markets we serve. EVO has adopted this Code of Conduct (the "Code") to provide general principles to guide those subject to the Code in making ethical decisions and conducting themselves with the utmost integrity. While the Code does not cover every issue that may arise, it sets out basic guidelines for how EVO conducts its business.

For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, this Code shall be the code of ethics for EVO's Chief Executive Officer, Chief Financial Officer, Controller or other chief accounting officer, and any other senior executive or financial officers of the Company performing similar functions and so designated from time to time by the Chief Executive Officer of the Company (collectively, the "Senior Executive and Financial Officers"). The Senior Executive and Financial Officers shall acknowledge their ongoing compliance with this Code annually to the Audit Committee of the Board of Directors (the "Committee").

1.2 Who is Subject to this Code of Conduct

This Code applies to all directors, officers, employees, and staff of EVO, as well as its subsidiaries and affiliates, in all geographic locations. The principles and expectations outlined in this Code are applicable to every person conducting business on behalf of EVO, including the Company's consultants, independent contractors, agents, representatives, and temporary and part time workers. You should become familiar with and promote compliance with the Code. You should comply with the spirit of these guidelines and not attempt to achieve indirectly, through the use of agents or other intermediaries, that which is forbidden directly. Each person subject to this Code of Conduct has an obligation to read and comply with this Code and to acknowledge periodically that he or she has read this Code and agrees to abide by its terms. You will be held responsible for compliance with the Code, as well as the policies and procedures promulgated thereunder, as the same may be amended from time to time.

1.3 Policies and Procedures Implementing the Code

This Code sets forth high level statements explaining our Company's values and standards. We have implemented policies to help us maintain these values and achieve these standards. These policies provide more detailed instructions as to how we conduct ourselves in line with the Code. Finally, there are Company procedures that provide instructions on how to comply with the Code, including instructions for reporting suspected violations of the Code. The Code, policies and procedures should be read together.

1.4 Questions and Concerns; Reporting

Should you have any questions about anything contained in the Code, or its application in any particular situation, you should contact your local compliance officer, the Chairman of the Compliance Committee or the Office of the General Counsel of the Company (the "General Counsel"). If you become aware of a violation or potential violation of the Code, you may report your concern confidentially through EVO's internet-based reporting system called EthicsPoint®, which is managed by a third party reporting service that is independent of EVO and is available twenty-four hours a day, seven days a week as more fully detailed in Section 21 below. EVO does not tolerate retaliation against anyone who reports, in good faith, any observed or suspected illegal or unethical behavior, including, but not limited to, actual or potential ethical violations, incidents of misconduct, or any violation of the Code.

2. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is a fundamental obligation we must respect in all of our activities. Laws and customs vary throughout the world, and it is imperative that we be sensitive not only to local laws and regulations but also to foreign legal requirements and local laws that apply to foreign operations. It is EVO's policy to comply with all applicable laws, rules and regulations applicable to our business, including, without limitation, employment, discrimination, health, safety, antitrust, banking, financial services, securities and environmental laws, rules and regulations, as well as those obligations, rules and regulations with which EVO is contractually obligated to comply, including, without limitation, the rules and regulations promulgated by the payment networks in which the Company participates. Violating any law, rule or regulation while acting on behalf of EVO, or directing another to violate a law, rule or regulation while acting on behalf of EVO, is strictly prohibited.

3. Anti-Bribery

No EVO funds or assets shall be paid, loaned or otherwise disbursed as bribes, "kickbacks," or other payments designed to influence or compromise the conduct of the recipient. Similarly, no person subject to the Code may accept any funds or other compensation for

assisting in obtaining business or for securing special concessions for EVO in any manner other than in compliance with applicable law and the highest ethical standards.

4. Anti-Fraud

EVO is committed to detecting, preventing and addressing potential or actual fraud. Any activity you reasonably believe or suspect constitutes fraudulent activity, including but not limited to fraudulent financial reporting, misappropriation of assets, bribery, forgery, extortion, theft, conspiracy, collusion, embezzlement or corruption involving EVO directors, employees, vendors or clients should be immediately reported in accordance with EVO's Anti-Fraud Policy.

5. Anti-Money Laundering

EVO prohibits any form of money laundering, including (i) engaging in any transaction with funds derived from criminal activity in order to make it appear as if such funds came from a legitimate source and (ii) taking legitimate funds and transferring them for criminal purposes. EVO is committed to only conducting business with reputable customers and third parties engaged in legitimate business activities with funds derived from legitimate sources. EVO has obligations under a variety of anti-money laundering laws in the countries in which we conduct business. EVO takes very seriously its obligations to join with governments and their agencies and regulators, international organizations and other members of the financial services industry to help close off the channels of money laundering.

6. Anti-Trust

EVO is committed to competing lawfully, ethically and fairly in the marketplace based on the merits of our products and services. EVO is subject to antitrust and anti-competition laws and regulations in the countries we conduct business, laws and regulations which are designed to protect the competitive process and prevent anti-competitive conduct. While EVO competes aggressively and creatively based on the merits of our products and services, we are fully committed to doing so in accordance with these laws and regulations at all times, and any attempt to restrain competition in violation of these laws and regulations is strictly prohibited.

7. Discrimination

EVO is committed to ensuring equal employment opportunity to all individuals without discrimination on the basis of race, color, national origin, religion, sex, age, disability, sexual orientation, or any other status protected by law. In furtherance thereof, EVO strives to foster a work environment in which all individuals are treated with respect and dignity. Therefore, the Company expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment.

8. Securities Trading

Every employee and director of EVO is subject to, and has a personal responsibility to review and understand, EVO's Insider Trading Compliance Policy. If any employee or director of EVO has any questions regarding the policy or its requirements, he or she should contact the General Counsel.

9. Harassment

EVO prohibits all types of unlawful harassment, as well as other unprofessional and discourteous actions, including, without limitation, derogatory racial, ethnic, religious, age, sexual orientation, sexual or other inappropriate remarks, slurs or jokes. Harassment, unprofessional or discourteous conduct and any form of discriminatory reason, such as race, sex, national origin, disability, sexual orientation, age, or religion, is strictly prohibited.

10. Conflicts of Interest

A conflict of interest may arise in any situation in which a person's private interest interferes or conflicts with the interests of EVO. We all must avoid circumstances which might cause us to, or that would give the appearance of causing us to, have a conflict of interest. Although unapproved conflicts of interest are prohibited, they are not always clear cut. Some examples of conflicts of interest include:

- > Engaging in or having a personal interest in a competing business.

- > Receiving improper personal benefits as a result of your position at EVO.
- > Using your position with EVO or using Company Information for property for personal gain.
- > Acting as a consultant to or board member of a competitor of EVO.
- > Working simultaneously for a competitor, client, or supplier.
- > Having direct or indirect business connections with EVO clients, suppliers or competitors, except on behalf of EVO.

Nothing in this Code of Conduct shall be read to supersede or conflict with Article VIII of the Company's Amended and Restated Certificate of Incorporation (as may be amended from time to time in accordance with the terms thereof).

11. Confidentiality

All information (verbal and written) relating to EVO, its stockholders, affiliates, partners, customers, prospective customers, suppliers, other third parties and employees which you acquire in carrying out the Company's business constitutes confidential information. You have an obligation to maintain the confidentiality of information entrusted to you, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its business, its systems and infrastructure, marketing, business and pricing strategies, financial information, forecasts, databases, personnel information, customer and supplier lists and data and similar types of information provided by customers, suppliers, business or joint venture partners and other parties (collectively, "Company Information").

12. Books and Records; Financial Reporting

EVO's books, records and accounts must at all times accurately and fairly present the financial position of and transactions undertaken by EVO in reasonable detail and in accordance with EVO's accounting practices and policies. All EVO funds, assets and disbursements shall be properly and accurately recorded in the appropriate records and books of account in accordance with generally accepted accounting principles or such other standards as executive management may deem appropriate.

EVO is committed to full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company. In support of this commitment, EVO has, among other measures, (i) designed and implemented disclosure controls and procedures (within the meaning of applicable SEC rules) and (ii) requires the maintenance of accurate and complete records, prohibits false, misleading or artificial entries on its books and records, and requires the full and complete documentation and recording of transactions in EVO's accounting records. In addition to performing their duties and responsibilities under these requirements, all employees involved in EVO's SEC reporting process, including each of the Senior Executive and Financial Officers, will establish and manage the Company's reporting systems and procedures with due care and diligence to ensure that:

- > reports filed with or submitted to the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts;
- > business transactions are properly authorized and completely and accurately recorded in all material respects on the Company's books and records in accordance with generally accepted accounting principles and the Company's established financial policies; and
- > retention or disposal of Company records is in accordance with applicable legal and regulatory requirements.

13. Information Security

It is the policy of EVO to protect vigorously its data processing systems and the privacy of its data and that of its shareholders, affiliates, partners, customers, suppliers, and employees. EVO's data processing systems and such data are private and confidential, and you may only access or update the systems and data according to the authority given to you. Any unauthorized access, update or use of EVO's systems or data is strictly prohibited. Furthermore, you acknowledge your responsibility to protect the integrity of all systems and data for which you are authorized to access or update, and you will only divulge information related to such systems or data to those having an authorized business requirement. You will not compromise access to such systems or data by communicating your identification and/or password to anyone. EVO has adopted specific security measures which are detailed in the applicable EVO policies which you should review. The policies specify your responsibilities when handling client data and cover the range of security programs in place, including administrative, technical and physical safeguards designed to protect our systems against unauthorized

or accidental destruction, accidental loss, technical errors, falsification, theft or unlawful usage, unauthorized modification, copying, accessing or other unauthorized processing. All those covered by the Code are expressly forbidden from intentionally circumventing any security measures or programs that serve to protect EVO's systems and data.

14. Payment Network

At EVO, our core business is the acquiring and processing of payment transactions. Obeying the rules of the various payment networks is a fundamental obligation we must respect in all of our activities. It is our policy to comply with these payment network rules. Violating any payment network rule while acting on behalf of EVO, or directing another to violate any payment network rule while acting on behalf of EVO, is strictly prohibited.

15. Data Privacy

Non-public, personally-identifiable information is one of EVO's most sensitive and highly protected assets. As such, such information may only be collected, stored, transmitted, accessed and used strictly in accordance with EVO's policies and in compliance with applicable law.

16. Fair Dealing

At EVO, our business is a relationship-driven business that seeks to outperform its competition fairly and honestly through innovation, best in class service, and superior performance. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, gathering competitive intelligence in a manner that is unlawful or unethical, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies, is strictly prohibited. Whether dealing with ISOs, merchants, customers, suppliers, competitors or employees, our commitment is the same: We compete fairly and honestly and will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

17. Health

EVO strives to provide all employees and our guests with a safe and healthy work environment. Every EVO employee is responsible for maintaining a safe and healthy workplace by following security, health and safety policies and procedures and reporting any suspicious or criminal activity. All accidents, injuries and unsafe equipment, practices or conditions must be reported immediately to your supervisor. Performing work while under the influence of alcohol, illegal drugs or improperly used prescription medication is unsafe and puts everyone at risk. These actions are strictly prohibited, and working under the influence of such substances will not be tolerated. If you observe anyone in the workplace who appears to be under the influence of such substances, you should report it immediately to your supervisor. Violence and threatening behavior are not permitted. Any acts or threatened acts of violence must be reported immediately to your supervisor. All such reports will be investigated promptly and confidentially.

18. Corporate Opportunities

We all have a responsibility to legitimately advance EVO's business interests when the opportunity to do so arises. Except as set forth in Article X of EVO's Amended and Restated Certificate of Incorporation, if you learn of a business or investment opportunity through the use of EVO property or information or your relationship with EVO, such as from a competitor or actual or potential supplier, customer or business associate of EVO, neither you nor any member of your immediate family may participate in the business opportunity or make the investment. Such an opportunity should be considered an investment opportunity for EVO only. No person subject to this Code may use corporate property, information or position for personal gain, nor compete with EVO directly or indirectly.

19. Use of Company Property

EVO has extensive tangible and intangible property, such as information, materials, supplies, customer lists, pricing, intellectual property, software, hardware, and facilities, among other property, that is used in connection with EVO's business (collectively "EVO Property"). The safeguarding and protection of EVO Property, along with its proper use, is essential to maintaining EVO's business. EVO Property should only be used for legitimate business purposes of EVO. Personal use of EVO's telephones and computers is permitted in very limited circumstances. Any work product is the property of EVO if it is the result of work performed while at work or with EVO Property.

20. Gifts

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain an unfair advantage with clients or to improperly influence someone's actions. Gifts may only be accepted when it is clear that the donor is not trying to exert any influence over the receiver in connection with a transaction involving EVO. In order to prevent the giving of inappropriate gifts or entertainment, or the appearance of giving inappropriate gifts or entertainment, no business gift or entertainment should ever be offered, given, provided or accepted unless such gift satisfies the criteria of EVO's Policies.

21. Political Contributions

No Company funds may be given directly to political candidates, political parties or political intermediary organizations. Employees and directors may, however, engage in political activity with his or her individual resources and on his or her personal time. Any such political activity shall not be conducted in a way that might appear to be an endorsement or contribution by EVO. EVO will not reimburse its directors or employees for political contributions.

22. Public Communications

It is EVO's policy to disclose material information concerning EVO to the public only in accordance with EVO's Disclosure Policy in order to avoid inappropriate publicity and ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as authorized speakers in the Disclosure Policy may disclose material information concerning EVO to the public. Please see the Disclosure Policy for additional information.

23. Complying With the Code

Any violation of the principles set forth in this Code or any applicable laws and regulations will be grounds for disciplinary action, which may include suspension or termination of employment, and may subject the individual to civil liability and/or criminal prosecution under applicable law. Any individual who authorizes or knowingly permits another to engage in a violation of this Code will also be subject to disciplinary action, including dismissal, and/or other penalties. EVO strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. In addition, each person subject to the Code of Conduct has an obligation to read and comply with this Code and to acknowledge periodically that he or she has read this Code and agrees to abide by its terms. This Code reflects general principles to guide those persons subject to it in making ethical decisions and conducting themselves with the utmost integrity and cannot and is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts EVO from taking any disciplinary action on any matters pertaining to improper conduct, whether or not they are expressly identified in this document.

24. Reporting Suspected Non-Compliance

If you become aware of or suspect violations or potential violations of any provision of this Code, you have an affirmative obligation to advise EVO and to provide as much information as possible, including, but not limited to, details of the suspected misconduct or other activity being reported and the identity of the persons involved, in order to assist EVO in its investigation. You are expected to come forward with any such information, without regard to the identity or position of the suspected offender. Because failure to report criminal activity can itself be understood to condone or abet the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

Reports should be made to your local compliance officer, the Chairman of the Compliance Committee (compliancechair@evopayments.com) or the General Counsel (generalcounsel@evopayments.com), or anonymously via EVO's internet-based reporting system called EthicsPoint® which can be reached (1) through a link on EVO's intranet, (2) directly by going to www.ethicspoint.com, or (3) calling the toll-free hotline 1-855-866-2930 from the United States or Canada. Toll free numbers for other international locations are available at www.ethicspoint.com. As noted, all communications with EthicsPoint® will remain confidential and the identity of the reporting person will not be disclosed to EVO.

Reports of violations will be investigated as appropriate by your local compliance officer, EVO's Global Compliance Committee, Legal Department, Director of Human Resources or other appropriate personnel or, if warranted, the Audit Committee of the Company's Board of Directors. Any reported violations related to accounting, internal accounting controls or auditing matters will be reported to the chairman of the Audit Committee of EVO's Board of Directors. All employees are expected to cooperate fully in the investigation of reported violations.

EVO will treat internal investigations and any reported violations of this Code in a confidential manner (consistent with appropriate evaluation and investigation). To the extent practical and appropriate under the circumstances, EVO will make reasonable efforts not to disclose the identity of anyone who reports a suspected violation. Reports submitted through EthicsPoint® will remain anonymous, unless the reporting person indicates otherwise. Persons subject to this Code should be aware that the individuals conducting the investigation are obligated to act in the best interest of the Company, and do not act as personal representatives or lawyers for any other person.

25. Protection against Retaliation

You may make good faith reports about ethical violations in confidence and without fear of retaliation. Retaliation in any form against an individual who, in good faith, files a report or assists in the investigation of a reported violation, is itself a serious violation of this Code and will not be tolerated. Acts of retaliation should be reported immediately and will be addressed appropriately.

26. Waivers of the Code

From time to time, the Company may waive certain provisions of this Code. Any employee or director who believes that a waiver may be called for should discuss the matter with the General Counsel. Any waiver of this Code for executive officers (including Senior Executive and Financial Officers) may be made only by the full Board of Directors of EVO. Such waivers and the reasons therefor shall be promptly disclosed to EVO's stockholders in accordance with NASDAQ and the SEC's rules and regulations. Any other waivers of this Code for other personnel may be made by the Chairman of the Compliance Committee or the General Counsel. Waiver of a specific provision of this Code with respect to an individual shall not operate as a waiver of that individual's compliance with other requirements herein.

27. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern certain persons involved in the conduct of EVO's business. It is not intended to and does not create any express or implied contract or any other rights in any employee, customer, supplier, competitor, member or any other person or entity. In particular, nothing in this document creates an employment contract between EVO and any other person.

28. General Guidelines

Policies and codes alone cannot guarantee compliance with the law or ethical decision-making. Each of us must do our part. However, in some situations it is difficult to know the right thing to do. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem.

These are the steps to keep in mind:

- > Always ask first, act later. If you are unsure about what to do in any situation, seek guidance before you act.
- > Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- > Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This process will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, don't take the risk of doing it.
- > Discuss the problem with your supervisor. This step is the basic guideline for most situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.

Seek help from leaders other than your supervisor. In situations where it may not be suitable to discuss an issue with your supervisor or where you do not feel comfortable approaching your supervisor with your question, discuss it with one of the persons identified above.