



## Professional Conduct Policy for Attorneys

### Purpose:

Pursuant to Section 307 of the Sarbanes-Oxley Act of 2002, the SEC has adopted regulations which impose standards of professional conduct for attorneys. These professional responsibilities are in addition to the attorney's professional responsibilities under state ethical rules and any applicable foreign laws.

### Policy:

1. Obligation of All Attorneys. All attorneys employed by Western Union are required to familiarize themselves and comply with this Policy and Part 205 to Title 17, Chapter II of the Federal Code of Regulations ("Part 205").
2. Definitions -
  - a. Chief Legal Officer. For purposes of Part 205, Western Union's General Counsel is its Chief Legal Officer.
  - b. In writing. In writing includes by letter, memo, fax or email.
  - c. Material violation. Material violation means a material violation of an applicable United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law.
  - d. Qualified Legal Compliance Committee or QLCC. The Audit Committee of the Board of Directors is the Qualified Legal Compliance Committee or QLCC for Western Union.
3. Reporting Obligation. If any Western Union attorney has reason to believe (as a result of receiving a report from a subordinate attorney or otherwise) that a material violation by Western Union or its subsidiaries or by any of their officers, directors, employees or agents may have occurred, may be occurring or may be about to occur, the attorney is required promptly to notify Western Union's General Counsel in writing.

The reporting attorney must then await and assess Western Union's response to the report, which will be related by Western Union's General Counsel, to determine whether the response is "appropriate." In assessing whether a response is "appropriate," the reporting attorney must reasonably believe (i.e., based upon reliable factual representations and reasonable legal determinations) that:

- o No "material violation" has occurred, is ongoing or is about to occur; or
- o Western Union has adopted appropriate measures to remedy a past or existing violation or to avoid a future violation; or
- o Western Union, with the consent of the Audit Committee, has retained and directed counsel to review the reported "material violation" and either:
  - has substantially implemented any remedial recommendations made by such counsel after a reasonable investigation and evaluation of the reported violation; or
  - has been advised that such counsel may assert a "colorable defense" in any investigation or proceeding related to the reported violation; or
- o Western Union's General Counsel has referred the report to the Audit Committee.

If the reporting attorney does not receive an "appropriate response" to the report within a reasonable time, the attorney is required to report such to the Audit Committee.

If the attorney reasonably believes that it would be futile or prefers not to report to First Data's General Counsel, such attorney may instead make the report directly to the Audit Committee. A report made to the Audit Committee fully satisfies the reporting obligations under this Policy and Part 205.

4. Confidentiality. Nothing in Part 205 overrides an attorney's duty to maintain client confidentiality. Reports made to the Audit Committee are client communications and do not waive confidentiality.
5. Obligation of Supervising Attorneys. Any attorney employed by Western Union who directs or supervises another attorney is required to ensure that attorneys whom he or she supervises comply with this Policy and Part 205. Western Union's General Counsel will institute a program to ensure all attorneys are familiar with the policy.
6. Obligation of Western Union's General Counsel. Upon receipt of a written notice of evidence of a material violation, Western Union's General Counsel will investigate the matter as the General Counsel reasonably believes is appropriate to determine whether the material violation described in the report has occurred, is ongoing, or is about to occur. If the General Counsel determines that no material violation has occurred, is ongoing, or is about to occur, the General Counsel will notify the reporting attorney and advise the reporting attorney of the basis for such determination. Unless the General Counsel reasonably believes that no material violation has occurred, is ongoing, or is about to occur, the General Counsel will take all reasonable steps to cause Western Union to adopt an appropriate response, and shall advise the reporting attorney of the response. At any time and in lieu of conducting an inquiry, the General Counsel may refer a report of evidence of a material violation to the Audit Committee.

The General Counsel shall keep a log of all notices received and the disposition of each matter that is raised in each notice. The General Counsel will report to the Audit Committee upon receipt of any new notices and as to the proposed disposition of any matters raised prior to responding to the reporting attorney.

7. Audit Committee (QLCC). Western Union has designated the Audit Committee as a QLCC that has adopted procedures for the confidential receipt, retention and consideration of reports made under this Policy and Part 205. Any attorney who has made a report to Western Union's General Counsel in accordance with this Policy and continues to have concerns is free to make a report to the Audit Committee as well. Any attorney who wishes to make a direct report to the Audit Committee, instead of to Western Union's General Counsel, may do so by writing to the Chairman at [wuauditcommitteechairman@westernunion.com](mailto:wuauditcommitteechairman@westernunion.com).
8. Non-retaliation Policy. Western Union strictly forbids any retaliation, retribution or other adverse action against an attorney who makes a report required or permitted by this Policy.