

# **BAR HARBOR BANKSHARES**



## **CODE OF CONDUCT AND BUSINESS ETHICS**

Approved July 21, 2020  
By the  
Board of Directors



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# CODE OF CONDUCT AND BUSINESS ETHICS

## **The purpose of this Code**

The honesty, integrity, and sound judgment of our directors, officers, and employees is fundamental to the reputation and success of Bar Harbor Bankshares (the “Company”).

In order to promote and assure the proper and ethical performance of its business and to maintain the confidence of the public and our stockholders in the Company, the Board of Directors has adopted the following Code of Conduct and Business Ethics (the “Code”) as a set of expectations and guidance for all directors, officers, and employees. The Company believes that it is essential for all directors, officers, and employees to avoid improper activities (or activities that could give the impression of impropriety) that could damage the Company’s reputation and lead to adverse consequences for the Company or for the individuals involved.

All directors, officers, and employees are expected to be familiar with this Code and to seek guidance on any matters that they feel are unclear.

The Company’s specific procedures contained in memoranda, policies, e-mail, or other guidance, which the Company may distribute from time to time to its directors, officers, and employees, are separate requirements from this Code and are in addition to and not in derogation of this Code.

The Company will not interpret this Code or any of its policies in a way that prevents employees from communicating with each other lawfully about wages, hours, or other terms and conditions of employment or properly engaging in activities protected under the National Labor Relations Act.

## **I. Honest and candid conduct**

Each director, officer, and employee is expected to perform the individual’s duty to the Company with integrity, adhering to high standards of business ethics. Such standards include being honest and candid with stockholders, with customers, with regulators, and with each other, while still maintaining confidential information consistent with Company policies.

## **II. Compliance with laws, rules, and regulations**

Obedying the law, both in letter and in spirit, is one of the foundations on which the Company’s ethical standards are built. All directors, officers, and employees must respect and obey all applicable laws, rules, and regulations in the cities, states, and countries in which the Company operates. It is the responsibility of all directors, officers, and employees to adhere to the standards and restrictions imposed by those laws, rules, and regulations. Although not all directors, officers, and employees are expected to know the details of these laws, rules, and regulations, it is important to know enough to determine when to seek advice from senior managers or outside professionals. All directors, officers, and employees are expected to seek guidance whenever the legality of any activity is in doubt.

## **III. Integrity of financial records and proper recordkeeping**

Directors, officers, and employees must ensure that all of the Company's documents are completed accurately, truthfully, in a timely manner, and properly authorized.

The integrity, reliability, and accuracy of the Company's books, records, and financial statements (for example, internal financial records, customer documents, contracts, invoices, time sheets, personal leave sheets, expense reports and corporate financial statements) are fundamental to the Company's business success. Employees, officers, and directors must comply with all internal control procedures established by the Company for the safeguarding of assets and proper reporting and disclosure of financial information in compliance with all applicable laws and accounting practices.

No director, officer, or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer, or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have a responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets, and transactions on the Company's books and records.

Ensuring accurate and complete business and financial records is everyone's responsibility, not just the obligation of accounting and finance personnel. Accurate recordkeeping and reporting reflects on the Company's reputation and credibility, and ensures that the Company satisfies its legal and regulatory obligations. Always record and classify transactions properly, never falsify any document, and never distort the true nature of any transaction or other company information.

Business records and communications often become public, so they may not contain guesswork or inappropriate characterizations of people and companies that might be misunderstood. This applies equally to e-mail, internal memos, and formal reports.

The Company does not tolerate acts of fraud. Fraud, whether large or small, harms the Company, our employees, our customers, and our business partners. If an employee becomes aware of actual or suspected fraud, including, but not limited to embezzlement, forgery, alteration of checks or other documents, we ask that employees utilize the established channels to report such concerns to enable the company to take proper corrective action as soon as reasonably possible.

Only authorized personnel may sign contracts and commit the Company to financial expenditures. All such activities must be undertaken with approval from the appropriate finance and legal personnel.

Records should always be retained or destroyed according to our applicable policies. The Company seeks to comply fully with all laws and regulations relating to the retention and preservation of records. Under no circumstances may Company records be destroyed selectively or maintained outside Company premises or designated storage facilities.

When there is actual or potential litigation or reasonable likelihood of an external investigation, the Company may determine that it is necessary to preserve information relating to the matter, such as e-mails and other documents that might otherwise be deleted in the ordinary course of business. If an employee becomes aware of any actual or potential litigation, subpoena, or other legal proceeding involving the Company, they should notify the Company so that it can determine what additional document preservation may be necessary. Directors, officers, and employees are expected to comply with any document retention or preservation instructions that you receive from the Company.

#### **IV. Trading in Company stock**

The Company believes that it is important for directors, officers, and employees to invest in the Company's stock, if they are financially able and can make an informed investment decision. Such investments reflect confidence in the Company's business strategy and its ability to compete. Such investments also inspire confidence among the Company's independent investors and the community. However, great care must be taken when insiders make such investments.

Directors, officers, and employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except for the conduct of the Company's business. All non-public information about the Company should be considered confidential in this context. To use non-public information for personal benefit or to "tip" another person or party, including family members, who might make an investment decision based upon this confidential information, is unethical, in violation of this Code, and also illegal. The consequences of such improper trading activity can be severe, including fines, civil judgments, and criminal sanctions against the individuals involved, as well as severe damage to the credibility and reputation of the Company.

Confidential information regarding the Company includes any information regarding the Company's business activities, any information regarding the Company's directors, officers, and employees, and any information regarding the Company's clients for which disclosure, by an individual authorized to make such disclosure, has not been previously made. For the avoidance of doubt, all information regarding the Company's revenue, assets under management, fee structures, number and types of clients, and business plans is confidential unless such information has been previously disclosed by an individual authorized to make such disclosure.

Information is non-public until it has been made available to investors such as through its inclusion in reports filed by the U.S. Securities and Exchange Commission, press releases by the issuer of the securities, or reference to such information in publications of general circulation such as The Wall Street Journal or The New York Times.

Directors, officers, and employees are expected to exercise great care and discretion when trading in Company stock and are reminded to consult with the Chief Financial Officer ("CFO") or the Company's Clerk to ensure that all protocols for timing and reporting stock trades are followed.

Also see the Company's Insider Trading in Securities Policy.

## **V. Background checks and insurance bonding**

The Company is a provider of banking and financial services and its conduct and performance is subject to intense regulatory oversight. In addition, because the relationship between the Company and its customers is built on trust, the Company must ensure that its directors, officers, and employees reflect the highest ethical standards. To that end, all prospective directors, officers, and employees are subject to appropriate background checks as a condition of appointment or employment. In addition, a blanket surety bond covers all directors, officers, and employees. Any director, officer, or employee who becomes uninsurable under this bond will not be able to continue, and must terminate, the individual's relationship with the Company.

As an employee, you must inform your supervisor or the Human Resources Department when you are charged with a criminal offense, and again if you are found guilty of, or plead guilty or no contest to, a criminal offense, including providing information related to the situation. For some employees, the situation will also have to be reported to regulators. There may be employment consequences if an employee is charged with or found guilty of an offense, or pleads guilty or no contest to an offense.

Many motor vehicle-related offenses of a less serious type (e.g., minor traffic violations, speeding) are not criminal offenses, and do not have to be reported. If you are not sure whether a charge, guilty finding or plea should be reported, you should discuss the situation with your supervisor or the Human Resources Department.

The Company is in the business of managing other people's money. Therefore, as employees, we are expected to responsibly manage our own finances. Employees experiencing personal financial difficulties should discuss the situation with their supervisor or the Human Resources Department.

## **VI. Compliance with the Federal Bank Bribery Law of 1985**

In general, it is both illegal and against Company policy for any director, officer, or employee to solicit, for themselves or for another, anything of value from anyone in return for a business service or confidential information of the Company, or to accept anything of value in connection with the business of the Company, either before or after a transaction is discussed or consummated. The Federal Bank Bribery Law of 1985 prohibits gifts given, offered, solicited, or accepted with the intent to influence or be influenced. Ultimately, a director, officer, or employee cannot be certain as to another's intention in offering or making a gift. Consequently, a director, officer, or employee must exercise great caution in acceptance of any gift and no gift or entertainment should ever be offered, given, or provided except as described below.

**Gifts Permitted** – The Company recognizes that in the ordinary course of doing business, directors, officers, and employees, without risk of corruption, may accept something of nominal value (\$50.00 or less) from those doing or seeking to do business with the Company. The most common examples are business lunches, flowers, a holiday season gift, or a thank you gift from a customer.

Other occasions when directors, officers, and employees may accept things of value in connection with Company business are as follows:

- Gifts, gratuities, amenities, or favors may be accepted for any amount from family members or friends when the circumstances make it clear that the relationship, and not Company business, is the motivation for the gift, gratuity, amenity, or favor.
- Meals, refreshments, travel arrangements, accommodations, or entertainment, all of nominal value, may be accepted in circumstances where it is clear that the expense is a business expense under the Internal Revenue Service regulations, is intended to facilitate business discussions or foster better business relations, and would be paid by the Company as a reasonable business expense if not paid by another party.
- Advertising or promotional material of nominal value, such as pens, pencils, note pads, key chains, calendars, and similar items generally available to all vendor clients, may be accepted.
- Discounts or rebates on merchandise or services that do not exceed those available to other customers may be accepted.
- Civic, charitable, educational, or religious organizational awards of nominal value recognizing service and accomplishment may be accepted.
- Loans from other banks or financial institutions may be accepted on customer terms to finance proper and usual activities of Company directors, officers, and employees.
- Gifts of nominal value relating to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, new baby, Christening, or Bar or Bat Mitzvah may be accepted.
- Directors, officers, and employees who are offered or receive something of value outside the scope of this Policy are required to make a written report to the Human Resources Department

regarding all relevant facts about the gift. The Human Resources Department shall maintain these written reports and review them with the Company's Chief Executive Officer (the "CEO") and Board of Directors to determine whether the gift or other item that has been offered or accepted is reasonable and does not threaten or impugn the integrity of the individual or the Company.

## **VII. Conflicts of Interest**

Directors, officers, and employees must avoid any activity or personal interest that creates, or creates the appearance of, a conflict between their interests and the interests of the Company or a customer. A conflict of interest occurs when a person's private interests interfere in any way, or appear to interfere, with the interests of the Company or its customers. A conflict of interest situation can arise when a director, officer, or employee takes actions or has interests that may make it difficult for individuals to perform their Company work objectively or effectively. Conflicts of interest may also arise when a director, officer, or employee or a member of the individual's family, receives improper personal benefits as a result of the individual's position at the Company.

However, it is customary and routine for directors, officers, and employees and their families to do business with a local community bank such as the Company. The Company encourages such relationships as beneficial to both the Company and the customer so long as the relationships are fair, reasonable, and conducted on terms and conditions generally available to those afforded to any similarly situated customer.

Generally, employees are prohibited from being in a position where they can supervise, review, or have any influence on the job evaluation or salary of their close relatives. Directors, officers, or employees who have family members or friends working for businesses seeking to provide goods or services to the Company may not use their personal influence to affect negotiations. Employees who have relatives or friends that work for competitors of the Company, where such relationships might present a conflict of interest with the Company, should bring this fact to the attention of their immediate supervisors.

Because it is almost always a conflict of interest for a Company employee to work simultaneously for the Company and a competitor, customer, or supplier, no Company officer or employee may work for or serve as a consultant to a customer or supplier of the Company without the express written permission from the Company.

Officers and employees may not borrow money from customers or suppliers except where the customer or supplier's normal business practices includes lending, and any such borrowing must be at market rates and on other terms generally available to any similarly situated customer.

Officers and employees are prohibited from processing or performing any transaction in which they have a personal interest or any transaction on their own account, or the account of a relative or someone with whom they are involved in a close personal relationship, including, without limitation, submitting requests for fee reversals. Personal interest includes both the interest of the employee or the employee's immediate family members. These transactions must be handled by another authorized but disinterested officer or employee.

As used in this Code, "relative" includes spouse, domestic partner, parties to a civil union, parties in a romantic relationship, parent, child, grandchild, grandparent, sibling, and guardian. Parent, children, and siblings include biological, adopted, step and in-law relations. Unrelated individuals sharing housing will also be considered "relatives" under this Code (whether they are significant others or simply sharing rent or housing for economic reasons). The list of who is considered a "relative" under this Code is not all inclusive. There may be instances, for example, when it is inappropriate to process certain



transactions for individuals with whom you have a personal relationship, such as cousins, nieces, or nephews.

Kiting, or inflating the balance in an account with artificial funds, usually through manipulating the clearing system and banking machines to gain unauthorized access to cash or credit, is never acceptable, even if it does not cause a loss to the Company. Retail kiting is also prohibited which is defined as transacting by check or debit to receive cash against an insufficient balance.

Officers and employees may not accept a legacy or gift from a customer of the Company under a will or trust instrument unless there is an immediate family relationship. Officers and employees functioning in the Trust Department may not be executor, executrix, trustee, or have any fiduciary responsibility with respect to any accounts unless there is an immediate family relationship.

Any director, officer, or employee, who is uneasy about a situation that might present a potential or actual conflict of interest, or even the appearance of a conflict of interest, should seek clarification from the Company's Chief Human Resources Officer ("CHRO").

### **VIII. Fair dealing**

The Company is committed to promoting the values of honesty and fairness in the conduct of its business and seeks to maintain a work environment that fosters mutual respect, openness, and individual integrity. The Company seeks to outperform competitors fairly and honestly through superior performance, and never through unethical or illegal business practices. Directors, officers, and employees are expected to deal fairly with the Company's customers, suppliers, and competitors and are strictly prohibited from:

- making any false or misleading statements to customers or suppliers;
- personally benefiting from opportunities that are discovered through the use of the Company's property, contacts, information, or position;
- soliciting, demanding, accepting, or agreeing to accept anything of value from any person or entity in conjunction with employment or the performance of duties at or on behalf of the Company; or
- offering something of value to a person or entity the director, officer, or employee transacts business with if the benefit is not otherwise available to similarly situated Company customers or suppliers under the same circumstances and conditions.

The Company will not pay any bribes or kickbacks to any person or entity, including clients, customers and their families or their agents, to facilitate the sale of the Company's products and services. Should any such payment be requested from any director, officer, or employee; the CEO and CHRO should be notified promptly.

The Company has a long history and a strong reputation as an honest and ethical business competitor. The Company does not seek a competitive advantage by using a competitor's confidential information, by misrepresentation of facts, or by speaking disparagingly of competitors, their products or services or their employees. Directors, officers, and employees who engage in such practices, however beneficial to the Company's business, are acting in violation of this Code.

### **IX. Confidential and proprietary information**

One of the most important provisions of this Code is the topic of confidentiality.

This Code strictly prohibits the use of confidential information about the Company or its businesses, customers, suppliers, directors, officers, or employees for personal benefit, or the disclosure of such information to others outside of a director's, officer's, or employee's normal duties on behalf of the Company. Directors, officers, and employees shall maintain the confidentiality of all information entrusted to them by the Company, its business partners, or its customers, except when such disclosure is authorized by the Company or is legally required.

Confidential information includes: information marked "confidential" or "for internal use only"; business or marketing plans, proposals or strategies; Company earnings projections; financial records and information; personnel information; client or customer names, addresses, personal identifying information, lists, account numbers and other information, financial holdings, transactions, preferences, and tax documents; prospect lists, identities and information; pricing, billing and product information; business methods; contracts and contractual forms; software programs; information deemed confidential under applicable law; information which relates to the Company's business, which is not available generally to the public and which has been developed or acquired by the Company with considerable effort and expense; other nonpublic information that if disclosed might be of use to the Company's competitors or otherwise harmful to the Company or its customers and business partners.

To avoid the inadvertent disclosure of confidential information, directors, officers, and employees shall not discuss the Company's confidential information with or in the presence of any unauthorized persons, including family members and friends. Social interactions with former directors, officers, and employees of the Company present a special risk to the preservation of the Company's confidential information. Such persons once had access to the Company's confidential information but no longer enjoy that right, and current directors, officers, and employees must take special care not to disclose or discuss confidential information with former colleagues however innocently intended.

Upon voluntary or involuntary termination, each director, officer, or employee agrees to and shall promptly deliver to the Company all memoranda, files, notes, records, disks, manuals, or other documentation containing confidential information, including all copies of such documents, whether compiled by the director, officer, or employee or furnished by any source while the employment relationship with the Company existed.

All directors, officers, and employees are subject to the requirements of the Gramm-Leach-Bliley Act of 1999, which requires the Company to maintain administrative, technical, and physical safeguards to protect sensitive customer information. The Company requires all directors, officers, and employees to participate in annual training seminars to maintain familiarity with the requirements of this law and the Company's information security program.

Nothing in this Code prohibits a director, officer, or employee from engaging in lawful activity by communicating with any governmental authority or making a report in good faith and with a reasonable belief of any violations of law or regulation to a governmental authority, or disclosing confidential information which the director, officer, or employee acquired through lawful means in the course of the individual's employment or engagement to a governmental authority in connection with any communication or report, or from filing, testifying or participating in a legal proceeding relating to any violations, including making other disclosures protected or required by any whistleblower law or regulation to the U.S. Securities and Exchange Commission, the Department of Labor, or any other appropriate government authority. To the extent a director, officer or employee discloses any confidential information in connection with communicating with a governmental authority; such person will honor the other confidentiality obligations in this Code and will share such confidential information only with the individual's attorney, or with the government agency or entity. Nothing in this Code shall be construed to

permit or condone any unlawful conduct, including but not limited to, the theft or misappropriation of Company property, trade secrets or confidential information.

## **X. Cooperation with legal and regulatory authorities**

It is the policy of the Company to cooperate fully, to the extent permitted by law, with any and all regulatory activities, examinations, or investigations promulgated by the Securities and Exchange Commission, Federal Deposit Insurance Corporation, Federal Reserve Bank, Office of the Comptroller of the Currency, Consumer Financial Protection Bureau, or the Maine Bureau of Financial Institutions. From time to time, these regulatory bodies, seeking information regarding the Company's activities, may consult directors, officers, and employees. The Company expects and requires every director, officer, and employee to answer such inquiries forthrightly and honestly.

It is also the policy of the Company to cooperate with any other governmental investigation to the extent permitted by law. Any employee who receives a subpoena requesting information should refer to the Company's procedures for information on how to proceed. Regardless of the matter under investigation, no director, officer, or employee shall: destroy any Company documents in an effort to avoid disclosure during the course of an investigation; alter any pre-existing Company documents or records; make false or misleading statements to any government investigator; or cause or encourage any other Company employee to provide false or misleading information to any government investigator.

## **XI. Corporate news and information**

The offices of the CEO, CFO, or a senior officer designated by the CEO or CFO will handle all statements to the media concerning the Company's business. In particular, no information regarding the financial performance of the Company will be shared with any person unless such information has been published in reports to the shareholders or through an authorized press release. Release of Company financial performance information is permitted only by the CEO and CFO and then only in accordance with this Code and applicable law.

## **XII. Political activities**

The Company will not make any contribution to any political party or to any candidate for political office in support of such candidacy except as provided in this policy and permitted by law.

Federal law strictly controls corporate involvement in the federal political process. This policy is not intended to prevent the communication of Company views to legislators, governmental agencies, or to the general public with respect to existing or proposed legislation or governmental policies or practice affecting business operations.

To avoid any misinterpretation or endorsement, directors, officers, and employees participating in political activities must do so only as individuals and not as representatives of the Company. Personal political interests and activities must be pursued on personal time and must not interfere with the work of any director, officer, or employees that of any other director, officer, or employee.

Directors, officers, and employees are prohibited from making personal political contributions in the name of or on behalf of the Company, except for donations made through recognized political action committees approved by the Company.

### **XIII. Rendering legal advice**

Customers of the Company and other individuals sometimes seek advice from the Company's directors, officers, and employees regarding the legal effect of a transaction. The Company recognizes the exclusive authority of trained and licensed individuals to practice law and to deliver such advice. Directors, officers, and employees are cautioned to avoid making any statements that could be interpreted as giving legal advice.

### **XIV. Compliance with corporate expense policies**

Receipts and disbursements must be fully and accurately described and documented in the Company's books and records. No director, officer, or employee shall request or approve any payment that was or is to be used for a purpose that is not reflected in the documents supporting the payment. No invoices or expense reimbursement documents believed to be false or fictitious may be paid by or submitted to the Company. All expense reimbursements must be for Company purposes only.

### **XV. Securities trading accounts**

Any employee authorized to trade securities on behalf of the Company is prohibited from conducting personal business or holding an account with any firm with which the Company does any securities trading business.

### **VI. Reporting and accountability for this Code**

The Company is deeply committed to promoting a culture of ethical conduct and compliance with:

- our Code, values, and policies;
- the laws, rules, and regulations that govern our business operations; and
- best practices in accounting, auditing, and financial reporting matters.

Every director, officer, and employee of the Company, in every location, in every job, at every level, and at all times, is responsible for safeguard the reputation of the Company, including by complying with this Code.

The Company encourages employees to speak up and raise questions and concerns promptly about any situation that may violate this Code or policies. Any director, officer, and employee who becomes aware of or suspects any violation of this Code (or related policies, supplemental codes, compliance manuals, other duties owed to the Company, etc.) by any person has a responsibility to address those matters.

We encourage any director, officer, or employee who has questions or concerns about conduct the individual believes may violate the Code, our policies, or the laws and regulations under which we do business to utilize the Company's established channels below to promptly report such activity so that it may be properly addressed. Please promptly report such conduct or activity to any of the following:

- a senior manager;

- the CHRO;
- the CEO; or
- the Chairman of the Board.

If appropriate under the circumstances, the Chairman of the Audit Committee of the Board of Directors (the “Audit Committee”) will be promptly informed and involved.

For more information, please review the Confidential Audit Alert Policy and the Whistleblower Policy. The Company requests that directors, officers, and employees avail themselves promptly of the provided channels to enable the Company to take prompt corrective action.

The Chairperson of the Audit Committee also maintains a private United States Post Office box to receive confidential concerns about the Company’s practices. The address is listed in the Confidential Audit Alert Policy of the Company’s Employment Policies. For the purposes of administering this Code, the Code Coordinator is the Corporate Clerk and the CHRO.

The Company is committed to reviewing all reported concerns and violations of this Code, conducting proper, fair, and thorough investigations tailored to the circumstances where needed, and implementing an appropriate response, including taking appropriate corrective action and preventative measures as warranted.

- All good faith concerns and reports raised under our Code will be taken seriously and addressed appropriately.
- All action taken by the Company in response to a concern will necessarily depend on the nature and severity of the concern.
- The Company’s action may include initial inquiries and fact-gathering to decide whether an investigation is appropriate and, if so, the form and scope of the investigation.
- The Company complies with law in conducting investigations, and the Company expects that employees will cooperate with lawful investigations and provide truthful information to facilitate an effective investigation.
- When a director, officer, or employee raises a concern, the Company will maintain confidentiality to the fullest extent possible, consistent with applicable legal requirements and the need to conduct an adequate investigation or review.

It is the responsibility of every director, officer, and employee to be familiar with and understand the provisions of this Code as well as other applicable Company policies, including those specifically identified in this Code. Failure of an officer or employee to comply with this Code, any other applicable Company policy, or any laws or governmental regulations, may result in appropriate, case specific disciplinary action, which may include disciplinary documentation, unpaid suspension, demotion, or termination of employment, and may also impact performance ratings and incentive pay. Failure of a director to comply with this Code will be dealt with in accordance with the policies and procedures of the Board of Directors of the Company.

Nothing contained in this Code or any Company policy prohibits or is intended to prohibit employees from exercising their legal right to report concerns, make lawful disclosures or communicates with any governmental entity or regulatory authorities (e.g., the U.S. Securities and Exchange Commission) about conduct believed to violate laws or regulations, nor does it require disclosures interfering with those rights. If circumstances exist where reporting a matter internally would impede an employee’s or the Company’s ability to report the matter to or communicate with an appropriate government authority, then employees are not obligated to report the matter internally. The Company prohibits retaliation against

employees because they exercise their right to report internally or to report to or communicate with an appropriate government authority.

### **Retaliation Prohibited**

Any director, officer, or employee may raise concerns of unethical or otherwise inappropriate activity without fear of retribution or retaliation. The Company will not tolerate retaliation of any kind because an employee in good faith raises a concern or reports a violation or suspected violation of our Code or of a Company policy or practice through any internal channels, or otherwise exercises any lawful rights to communicate with a government authority.

Retaliation is any conduct that would reasonably dissuade an employee from raising or reporting good faith concerns through our internal reporting channels or with any governmental authority, or from participating or cooperating with an investigation or legal proceeding raising such concerns. It includes conduct that would reasonably dissuade an employee from filing, testifying, or participating in a legal proceeding relating to a violation of law, or from providing information to or otherwise assisting a government or law enforcement agency pursuing a violation of law. Retaliation may occur through conduct or written communication and may take many forms, including actual or implied threats, verbal or nonverbal behaviors, changes to the terms or conditions of employment, harassment, bullying, intimidation, or deliberate exclusionary behaviors.

If you feel you have been subjected to retaliation, please raise your concerns through the channels set forth in this Code, the Employee Handbook, and the Employment Policies as soon as reasonably possible so that the Company may promptly and properly address such concerns. Any employee, officer, or director who unlawfully retaliates against another employee, officer, or director as a result of the individual's protected actions as described in this Code may be subject to corrective action, up to and including termination.

### **XVII. Waiver of this Code**

Although the Company disfavors any waiver of the provisions of this Code, from time to time, in certain limited circumstances, the Company reserves the right to waive the application of one or more provisions of this Code. Only the Board of Directors may authorize a waiver of a provision of this Code to benefit an executive officer or director of the Company. The Company will publicly disclose any such waiver granted to an executive officer or director of the Company, as required by applicable law. Only the CEO and the CHRO can authorize a waiver of a provision of this Code for other employees or officers of the Company.

### **XVIII. Annual Reaffirmation of this Code**

The Company will ensure that information in the Code is relayed to officers and employees in annual training. As a condition of employment or engagement, every director, officer, and employee must confirm or reconfirm the individual's understanding and adherence to this Code in writing once each year. This confirmation will represent that each such bank director, officer, and employee: has read this Code; fully understands this Code; has complied and will comply with the requirements of this Code; and is not aware of any violation of the Code by or on the part of any other person or party which has not been properly disclosed pursuant to the terms of this Code.

All managers and supervisors are responsible for reviewing this Code with their staff each time a new edition of this Code is published.

Compliance with this Code is a condition of employment and continued employment. Engaging in conduct that violates this Code shall constitute grounds for disciplinary action, up to and including termination of employment.

This Code is not an employment contract nor is it intended to be an all-inclusive policy statement on the part of the Company. The Company reserves the right to provide the final interpretation of the policies and procedures contained in this Code as well as the specific policies or procedures contained in memoranda, policies, e-mail, or other guidance, which the Company may distribute from time to time. The Company also reserves the absolute right to revise the policies or procedures in this Code from time to time, as it deems necessary or appropriate.

By signing below, I acknowledge that I have read and understand this Code of Conduct and Business Ethics (a copy of which has been supplied to me and which I will retain for future reference) and agree to comply in all respects with the terms and provisions hereof. I also understand and acknowledge that this Code of Conduct and Business Ethics may be modified or supplemented from time to time and I agree to comply with any such modification and/or supplement.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature