



## CODE OF BUSINESS CONDUCT AND ETHICS

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The Board of Directors (the “**Board**”) of Amalgamated Financial Corp. (the “**Company**”) has adopted the following Code of Business Conduct and Ethics (the “**Code**” or “**Code of Ethics**”). References to the Company in this Code also include Amalgamated Bank (the “**Bank**”) and all other subsidiaries of the Company and the Bank, and references to the Board include the Board of Directors of the Company, the Bank and each other subsidiary. It should be noted that wherever a singular expression is used in this Code of Business Conduct and Ethics, that expression is considered as including the plural where required by the context and or where appropriate.

### AT-WILL EMPLOYMENT

All employment with the Company is “at will”. This means your employment can be terminated at any time by you or the Company for any reason, with or without prior notice, for any reason (other than an illegal reason), except as otherwise provided by law or the current collective bargaining agreement, if applicable, between the Company and the union representing certain employees (the “CBA”). The Code contains guidelines only. It is not a contract of employment. No representative of the Company may enter into any agreement or make any representation, written or oral, to alter your at-will status, or otherwise create any contractual obligation to you unless the agreement is in writing, is signed by the Chief Executive Officer and specifically states that it is altering your at-will status and/or is a duly negotiated and executed collective bargaining agreement.

### I. POLICY OVERVIEW

Integrity, honesty, sincerity, fairness, and respect: these words represent more than just the aspirations of the Board and Management of the Company. They are part of the foundation of the Company’s strong history of moral, ethical and social responsibility. They are principles for performance, which — combined with our efforts to provide high standards for products and services — have helped build the Company’s reputation among the communities and customers it serves.

The Board has adopted the Code in order to promote and ensure:

- honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”), Federal Reserve Board (the “**Fed**”), Federal Deposit Insurance Corporation (the “**FDIC**”),

New York State Department of Financial Services (“*NYDFS*”) and other regulators and in other public communications made by the Company;

- compliance with applicable governmental laws, rules and regulations;
- protection of the Company’s legitimate business interests, including opportunities, assets and confidential information;
- deterrence of wrongdoing; and
- accountability for adherence to the Code.

The Board expects all directors, officers and employees of the Company (“*Covered Persons*” or “*Team Members*”) to be familiar with the Code and to adhere to the principles and procedures provided in the Code that apply to them. The Company also expects its business partners, service providers, consultants, contractors, and vendors to comply with the spirit of the Code in all of their dealings with the Company. The Board intends for this Code to serve as a guide for general decision-making in a variety of circumstances that Covered Persons might encounter in conducting the Company’s business. The Code is not intended to be a comprehensive guide to all of the Company’s policies, nor is the Code a contract or agreement between the Company and any Covered Persons or other parties. Covered Persons are also expected to adhere to all applicable policies and procedures, including those provided in the Company’s employee manuals.

The Board recognizes that no code of business conduct and ethics can describe every circumstance that might confront Covered Persons with ethical and legal challenges. Therefore, the Board expects that, in addition to complying with the Code and applicable laws, rules and regulations, all Covered Persons will observe the highest standards of business and personal ethics in discharging their assigned duties and responsibilities. If you are a manager or supervisor, you have the added responsibility of upholding this Code as an example to the team you oversee. We rely on you to create an open and honest working environment in which Team Members feel comfortable asking a question about the Code or raising a concern about misconduct. Ethical behavior must be modeled and demonstrated by example.

As a Team Member of the Company, you must never violate this Code. Rules of the Code will be enforced through human resources procedures, audit, and examination. Team Members who violate the standards in this Code will be subject to disciplinary action, including termination and, to the extent violations breach other civil or criminal laws, possible civil or criminal penalties. These consequences may also apply to any Team Member who condones or otherwise knowingly or willfully permits misconduct of a fellow Team Member or knowingly fails to report a Code violation.

## **II. STANDARDS OF CONDUCT**

### **1. Fair Dealing**

The Company intends to succeed and grow through honest business competition. It is the Company’s policy that it competes for business only on the basis of the quality and price of the services it offers, the overall benefits and the relationship with its customers over time. The Company does not seek competitive advantages through illegal or unethical business practices. Each Covered Person should endeavor to deal fairly with the Company’s customers, strategic

partners, service providers, suppliers, competitors, and Team Members. No Covered Person should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

All Team Members should disclose to the Company, prior to their hire, the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with any previous employer that would in any way interfere with the performance of any duties or responsibilities of their positions with the Company. Copies of such agreements should be provided to the Human Resources Department to permit evaluation of the agreement in light of the Team Member's position. In no event shall a Team Member use any trade secrets, proprietary information or other similar property, acquired in the course of the Team Member's prior employment, in the performance of the Team Member's duties for or on behalf of the Company.

## **2. Honest, Ethical and Candid Conduct**

Each Covered Person should always be mindful of the Company's prominence and reputation in the community. We conduct our business fairly and responsibly, and we expect the same from our business partners, service providers, consultants, contractors, vendors and other third parties. Banking is a business based on mutual trust, and we demand absolute honesty in all of the Company's affairs, internally and externally. Accordingly, each Covered Person must conduct the Company's business in a way that fully justifies the continued goodwill and trust of the Company's customers and prospective customers. It is also extremely important that you conduct your personal affairs in such a way as to avoid discredit or embarrassment to the Company.

Each Covered Person owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid while still respecting legal and ethical obligations of confidentiality. Deceit and subordination of the principles of this Code are inconsistent with integrity.

Each Covered Person must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies;
- observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies;
- engage in fair and honest practices that are tailored to meet the needs of our customers- under no circumstances should you ever falsify or manipulate records or applications, or engage in any deceptive or high-pressure sales tactics;
- adhere to a high standard of business ethics;
- avoid conduct that would or could create an unsafe and unsound condition for the Company; and
- avoid conduct that creates even the appearance of impropriety.

## **3. Conflicts of Interest**

A “conflict of interest” occurs when a Covered Person’s personal interest interferes or appears to interfere with the interests of the Company or its customers. A conflict of interest can arise when you take actions or have interests that may make it difficult to perform your work for the Company or to service a customer objectively and effectively. For example, a conflict of interest would arise if a Covered Person, or a member of their family, receives improper personal benefits as a result of their position in the Company. In such a situation, it may be difficult to fulfill your duties and your loyalty to the Company or to our customers could be compromised - or appear to be compromised. Your decisions should always be made in the best interests of the company and our customers, and not personal gain or benefit. So, you may not engage in any activity that creates, or even appears to create, a conflict of interest between you and the Company or its customers.

A Covered Person should examine their own activities and those of their close family relations to be sure that no condition exists that may create an unlawful or unethical situation or even the appearance of a conflict of interest with respect to the Company’s business. With the foregoing general observations in mind, you are expected to take steps to avoid putting yourself in a situation in which you or your family’s financial interests and obligations may potentially conflict with your duties and responsibilities with the Company and its customers. Some conflict of interest situations may include the following:

- holding a financial interest, directly or indirectly, in an actual or potential supplier, customer or competitor of, or lender to, the Company; or transacting any business with the Company yourself, except in a manner available to any Company customer. This does not include holding widely traded stock in a public company through a mutual fund, retirement account or directly, but you must remain aware of the prohibition on trading on non-public material information;
- any transaction with the Company in which you have a significant financial interest;
- having a consulting or employment relationship with any service provider, supplier or competitor;
- any outside business activity that detracts from your ability to devote appropriate time and attention to your responsibilities with the Company;
- the receipt of other than nominal gifts or excessive entertainment from any company or individual with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member; and
- selling anything to the Company or buying anything from the Company.

Anything that would present a conflict for a Covered Person would likely also present a conflict if it were related to a member of their family. We encourage you to seek guidance from your manager and the Human Resources or Legal departments when you have any questions or doubts.

Covered Persons must not represent the Company in any transaction in which they may derive a benefit. To avoid possible conflicts of interest, loan applications submitted to Covered Persons by relatives or close personal friends (or entities controlled by relatives or close personal friends) must be submitted to other independent lending officers of equal or higher position for processing and approval. This policy also applies to the processing and approval of overdrafts.

Covered Persons must not approve their own loans, act as officer on any account on which they are a signatory, process their own transactions, or authorize refunds on any account on which they are a signatory. This prohibition applies also to loans and accounts of relatives, close personal friends and entities owned or controlled by any of them.

Covered Persons must not accept business opportunities from persons doing business or seeking to do business with the Company if those opportunities are made available to them because of their position with the Company. Covered Persons must never use their position with the Company to influence public officials or others for their personal benefit. Likewise, Covered Persons must not use their employment with the Company as leverage to gain favors from customers or suppliers.

Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should be avoided wherever possible. The Company recognizes, however, that it is not practicable or desirable to avoid all relationships that could give rise to conflicts of interest. Accordingly, conflicts of interest, potential conflicts of interest or relationships that are identified as giving rise to potential conflicts of interest that are approved as described in the following paragraph are permitted. The Company will disclose actual potential conflicts of interest as required under the rules of the SEC when required and when appropriate. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed with the Company's General Counsel if not previously approved as described in the following paragraph.

The Company is required to conduct an appropriate review of all related person transactions (as defined in the Item 404, Regulation S-K policy for potential conflicts of interest) on an ongoing basis, and all such transactions must be approved by the Audit Committee of the Board. Any transaction or relationship that is approved as required under this paragraph complies with this Code, and such approval shall not be regarded as a waiver of the Code. We will abide by the securities laws that govern conflicts of interest by our executive officers and directors.

#### **4. Commitments with Third Parties**

In order to avoid liability and protect the Company's reputation, Covered Persons may not make any actual or apparent, formal or informal, contracts or other commitments that purport to obligate the Company without prior proper authorization in accordance with the Company's policies and procedures.

#### **5. Outside Business Relationships and Activities**

The Company encourages Covered Persons to be active and engaged in civic, charitable, educational and political activities, provided that they do not interfere with the performance of the Covered Person's duties at the Company or create a potential conflict of interest.

##### **Outside Employment**

Team Members who are considering seeking outside employment (or engaging in the performance of services in exchange for payment, whether as an employee or independent contractor) must notify their manager or supervisor. Team Members in some positions of the Company are prohibited by law from holding outside employment. Managers will review outside employment

requests for potential conflicts of interest, and to determine whether such outside employment might interfere with their job performance with the Company.

### **Outside Directorships**

Covered Persons who serve as a director on any third-party board have a fiduciary duty as a director to act in the best interests of that third party. In order to avoid a conflict between that duty and their duty as a Covered Person to act in the best interest of the Company, Covered Persons should first obtain the approval of their manager or the General Counsel before accepting an outside board position. Covered Persons who serve in such a capacity must recuse themselves from any board decision that pertains to the Company. Examples of decisions that Covered Persons may be required to recuse themselves from would include, but are not limited to:

- Whether to borrow money from the Bank;
- Whether to open or close accounts with the Bank; and
- Whether to commence, continue, or terminate a banking relationship with the Bank.

Covered Persons who serve as directors for third parties that are also Bank customers must avoid becoming privy to information regarding the third party that could reasonably impact that party's relationship with the Bank (e.g., a large financial loss, major operational issue or regulatory issue) until such information has been shared with the Company. Covered Persons are responsible for informing the third party's management of the need to prevent the accidental disclosure of this information to Covered Persons. You must also ensure the third party conducts its affairs lawfully, ethically, and in accordance with prudent management and financial practices. If you cannot, then you must resign. You may also not divulge any confidential or proprietary information of the Company.

The Company recognizes that it can be difficult to distinguish what represents a potential conflict of interest. If questions or concerns persist, a manager or the General Counsel should be consulted.

### **Outside Speaking Engagements**

Covered Persons may participate in trade association meetings and conferences as long as they observe Company policy and the rules related to fair competition and anti-trust. In addition, meetings where a customer, vendor or supplier pays for your attendance should be rare and only occur when it is in compliance with applicable laws and Company policy.

### **Running for Political Office**

All Covered Persons must obtain permission from their supervisor or the General Counsel prior to running for political office to avoid a potential conflict of interest.

## **6. Selection of Vendors, and Purchasing Goods and Services**

It is the Company's policy that the selection should always be predicated on the quality of a vendor, service, or product, and the ability of the vendor, service or product to meet the Company's need, and competitive pricing for value received. Covered Persons must abide by the Company's vendor management policy in the selection and retention of vendors. Under no circumstances should there be any self-dealing or personal advantage (whether real or perceived) regarding the selection of

vendors. Any irregularities in the procurement of goods and services are contrary to the Company's ethical standards and may be illegal in some cases. Various federal and state "fair dealing" laws prohibit payments or other benefits to employees or agents of third parties, without the consent of the employer or principal, for the purpose of obtaining business for the Company. If you have any concern about the propriety of such a payment, you must consult with Human Resources.

Covered Persons should also avoid giving legal, tax, or other professional advice to the Company's customers, prospective customers, contractors, or vendors, unless such advice is part of their regular duties as an employee or officer of the Company. Be careful if customers, prospective customers, suppliers or other others seek your recommendation of a third-party professional who provides these services, such as an attorney, accountant, or real estate agent. If you make such a recommendation, you should provide several candidates in writing, and make it clear that the recommendations are in no way sponsored or endorsed by the Company.

## **7. Disclosure**

The Company's periodic reports and other documents filed under the Exchange Act with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each Covered Person who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each Covered Person must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each Covered Person who is involved in the Company's disclosure process must:

- be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting;
- take all necessary steps to ensure that all Exchange Act filings with the SEC and all other public communications about the general business, results, financial condition and prospects of the Company provide full, fair, accurate, timely and understandable disclosure.

## **8. Compliance with Laws and Regulations**

### **Anti-Bribery, Anti-Corruption and Anti-Money Laundering Policies**

The Company has implemented an enterprise-wide compliance program designed to comply with applicable laws and regulation related to bribery corruption and anti-money laundering. Bribery is the offer, promise, or payment of cash, gifts, excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage. Bribery is prohibited regardless of the amount, whether or not the other party is a government official, and regardless of whether you believe that the bribe will somehow benefit the Company or you. The Company requires that all Covered Persons comply with the Company's Anti-Money Laundering and Treasury's Office of Foreign Assets Control

Policy. The purpose of this Policy is to outline the requirements of the various anti-money laundering and counter-terrorist financing laws and regulations and Treasury's Office of Foreign Assets Control laws and to provide management with direction to comply with these requirements. The Company regularly assesses the risks associated with its business, including the risk of potential corruption or bribery in the environments where we do business, and we have designed our management systems to respond accordingly.

### **Trading on Insider Information Prohibited**

It is against Company policy and in many circumstances illegal for any Covered Person to profit from undisclosed information relating to the Company or any other company. Covered Persons must not purchase or sell securities of the Company or any company based on material information that has not been made public. Certain Covered Persons have additional restrictions placed on their personal investments under applicable laws that may include reporting and pre-clearing various types of securities transactions. The Company's policies and procedures regarding insider trading are disclosed in the Company's Insider Trading Policy, and each Covered Person is expected to become familiar with and to comply with this Policy.

### **Equal Employment Opportunity, Affirmative Action and Prohibitions on Discrimination and Harassment**

The Company has a long-standing history of nondiscrimination in its employment practices. It is the Company's policy to provide equal employment opportunities to all applicants and employees and not to discriminate on any prohibited basis under the law, including race, creed, color, citizenship status, religion, religious affiliations, sex, sexual orientation, gender identity, marital status, age, national origin, familial status, military status, status as an individual with a disability or status as a veteran, status as the victim of domestic violence, or any other legally protected status. It is also the Company's policy to affirmatively seek to advance the principles of equal employment opportunity. Additionally, the Company prohibits the use of genetic information in making decisions related to any terms, conditions, or privileges of employment, and prohibits retaliation based on any genetic information that may be known regarding any Covered Person.

Further, it is the policy of the Company to comply voluntarily with the concepts and practices of affirmative action. The Company's objective is to employ, transfer and promote Team Members whose experience, interests, education and training, in the Company's judgment, qualify them for the position to be filled.

It is the responsibility of every Covered Person to give the policy of equal employment opportunity full support and real meaning for all. A detailed EEO Policy is available as part of the Company's Policy Manual.

The Company intends to provide a work environment that is pleasant, healthful, comfortable, and free from any form of intimidation, hostility or other offenses that might interfere with work performance. Discrimination or harassment in any form: verbal, physical or visual, including but not limited to harassment and/or discrimination based on race, creed, color, citizenship status, religion, sex, sexual orientation, gender identity, marital status, age or national origin, disability,



ethnicity, status as the victim of domestic violence, or any other legally protected status will not be tolerated.

With this in mind, it is the Company's policy that each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including sexual harassment in any form. A detailed anti-harassment policy is available as part of the Policy Manual.

If you observe conduct that violates this Code, including harassment or discrimination, you should report it to Human Resources [humanresourcesmailbox@amalgamatedbank.com](mailto:humanresourcesmailbox@amalgamatedbank.com) or use the Ethics Hotline toll-free at 855-375-2300.

## **Fair Lending**

**The Company does not condone discrimination of any kind, including with respect to customers and potential customers. The Company is committed to ensuring compliance with all applicable fair lending and responsible banking laws and regulations, including the Equal Credit Opportunity Act, Fair Housing Act, Fair Credit Reporting Act, and similar state laws.**

## **Proper Accounting**

All assets, liabilities, revenues and expenses, whether actual, contingent or accrued, of the Company shall be recorded in its regular books and records in a timely manner and must accurately and fully reflect and properly describe the transactions they record. To the extent cash is received on behalf of the Company for goods, products or services, proper receipts and records must be maintained using generally accepted accounting practices in banking and in accordance with laws and regulations governing the Company. The following are examples of practices that are prohibited:

- Undisclosed “off-the-book” accounts or funds.
- False entries in any of the Company's books or records.
- Payments made with the understanding that any part is to be used for a purpose other than that described by the documents supporting the payment.

Also, the Company is totally committed to its policy of adhering to candor in dealings with its auditors, examiners and legal counsel. If it has come to your attention that any Covered Person has violated this policy, you must report it immediately to your supervisor, Senior Management or through the Ethics Hotline.

## **Political Contributions**

Except as specifically authorized in writing by the Chief Executive Officer, neither the Company nor its Political Action Committee will directly or indirectly make any contributions of money, property or services to any government official, political candidate, political party or committee, whether local, state or federally related. Such contributions are subject to federal, state and local laws and regulations that impose strict limits on such contributions and require aggregation and

reporting. Therefore, except as specifically provided above, Company personnel may not use or allow the use of any Company funds, services, or property for political purposes.

Among other things, this prohibition applies to:

- Indirect and direct contributions.
- Loans on preferential terms.
- Contributions in the form of services, materials, products as well as cash contributions.
- Offering or allowing the use of its facilities, equipment, supplies, and personnel in connection with any political activity.
- Purchase of tickets for fund raising events.

This prohibition relates only to use of the Company's funds, property and services, and is not intended to discourage Company personnel from making lawful personal contributions to candidates, political parties, committees or other political persons or groups of their choice. However, Directors and certain members of Senior Management should refer to the Policy on Political Contributions where the Company does business with State or Local Governments regarding specific limitations applying to them.

### **The Bank Bribery Law**

Under federal criminal law, a person who has a business relationship with the Company may not give, offer or promise anything of value to a Covered Person with intent to influence corruptly the conduct of the Covered Person. In addition, it is a criminal act for a Covered Person to seek, accept, or agree to accept anything of value from a person who has a business relationship with the Company with the intent to influence corruptly the conduct of the Covered Person.

However, not all gifts are unlawful. Covered Persons may generally agree to accept the following:

- Acceptance of gifts, gratuities, amenities or favors based on obvious family or personal relationships (such as those between the parents, children or spouse of a Company official) where the circumstances make it clear that it is those relationships rather than the business of the Company concerned which are the motivating factors.
- Acceptance of meals, refreshments, entertainment, accommodations or travel arrangements, all of reasonable value not exceeding \$250.00, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the expense would be paid for by the Company as a reasonable business expense if not paid for by another party.
- Acceptance of loans from other banks or financial institutions on customary terms to finance proper and usual activities of Company officials, such as home mortgage loans, except where prohibited by law.
- Acceptance of advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items.
- Acceptance of discounts or rebates on merchandise or services that do not exceed those available to other customers.

- Acceptance of gifts of reasonable value not exceeding \$250.00 that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday (however, gifts in the form of cash or cash equivalents are prohibited, even if under \$250.00);
- Acceptance of civic, charitable, educational, or religious organization awards not valued in excess of \$250.00 for recognition of service and accomplishment.

Acceptance of the foregoing benefits will generally not amount to a corrupting influence on the Company's transactions. On a case-by-case basis, the Company may also approve of other circumstances, not identified above, in which a Company official accepts something of value in connection with the Company's business, provided that such approval is made in writing, through the Human Resources Department, on the basis of a full written disclosure of all relevant facts and is consistent with the Bank Bribery Law. If a Company official is offered or receives something of value from someone with a business relationship with the Company other than as listed above, the Company official must disclose that fact to the Head of Human Resources.

### **Anti-Trust Law**

We believe in vigorous competition and freedom of choice for our customers. This includes compliance with all applicable federal, state and international anti-trust or competition laws that seek to protect commerce from restraints, monopolies and unfair business practices that impede healthy competition.

### **Compliance with Other Laws and Regulations**

**The Company's policy is to comply with the laws of federal, state, and local governments applicable to the Company and the rules and regulations of private and public regulatory agencies having jurisdiction over the Company. This includes federal securities laws regarding required disclosure and prohibitions on selective disclosure, federal, state and local laws regarding discrimination and equal opportunity in employment, and applicable banking regulations. Although not all Covered Persons are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from managers or other appropriate personnel.**

### **Litigation Hold**

Each Covered Person must maintain any documents or records which are relevant to any current litigation, or to any pending, threatened, or foreseeable regulatory investigation or proceeding, as part of the Company's retention policies.

## **9. Facilitation Payments**

Facilitation payments are payments made to facilitate or expedite a normal governmental function, such as to expedite processing paperwork or issue permits. This type of practice leads to a vicious circle by undermining the ethical values of the Company. Facilitation payments are thus

considered as corruption and are strictly prohibited. If you have concerns whether a payment may be a facilitation payment, please contact the Company's General Counsel.

## **10. Corporate Opportunities**

Covered Persons owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Covered Persons are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down definitively.

Generally, Covered Persons are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Business opportunities that are presented to Covered Persons of the Company either in their capacity as such or specifically for the use and benefit of the Company must be first presented to the Company before being directed elsewhere.

## **11. Confidentiality**

In carrying out the Company's business, Covered Persons often learn confidential or proprietary information about the Company, its suppliers or customers and potential customers. Our customers rely on us to use prudence when managing their financial affairs, funds and property amongst other things. Covered Persons must maintain the confidentiality of all information so entrusted to them, except when disclosure is expressly authorized or required or permitted by law. Confidential information includes all nonpublic information that might be of use to competitors or harmful to the Company, our Team Members and our customers, if disclosed; it also includes information that suppliers and customers have entrusted to the Company. You may not provide any former Company employee with nonpublic information. It is important to note that the obligation to preserve confidential information continues even after employment or service as a director ends. For more detail, please refer to the Company's Data Classification and Information Protection Policy and Privacy Policies.

## **12. Customer Privacy of Information Confidentiality**

The preservation of customer confidences and privacy is essential to the Company's business and reputation. The Company is also subject to specific laws and regulations that govern its handling of personal information it maintains regarding customers who are natural persons. The Gramm-Leach Bliley Act (the "**GLB Act**") and its related regulations and guidelines protect personal information of natural persons with whom the Company has a customer relationship, and is reflected in the Company's annual Privacy Policy. The Right to Financial Privacy Act protects such persons from certain governmental inquiries, and establishes procedural requirements for the Company to follow in handling such requests.

Breach of this duty can lead to civil liability as well as substantial reputational damage to the Company. Accordingly, the Company's general policy is to maintain the confidentiality of all

customer records. Every Covered Person has a duty to protect the confidential nature of the Company's customers' financial and other records.

Customer and employee information should only be collected or accessed for legitimate and permitted business purposes. Information should also be maintained in a secured form and environment, and transported or accessed in accordance with applicable policies. If customer or employee information is not needed, it should only be retained for the applicable retention period. In the event that any customer or employee information is compromised, or you suspect that any such information has been lost, stolen, misplaced, or is missing, you must immediately report the incident.

Except as permitted below, you shall not knowingly:

- Reveal a confidence or secret regarding a customer of the Company or the customer's business with the Company.
- Use a confidence or secret of a customer or the Company to the disadvantage of the customer or the Company.
- Use a confidence or secret of a customer or the Company for your own benefit or that of a third party, unless the customer or the Company, respectively, consents to it in writing.

You may reveal:

- Confidences or secrets with the written consent of the customer(s) affected, or the Company, but only after a full disclosure to them.
- Confidences or secrets when required by law (such as disclosures to bank examiners in the course of an examination) or legitimate court order or subpoena (in consultation with the Company's General Counsel).
- Confidences or secrets necessary to prevent a crime.
- Confidences or secrets when requested by law enforcement authorities, but only when consistent with the Right to Financial Privacy Act or other authority governing the requesting agency and in consultation with the Company's General Counsel.
- Nonpublic personal information, as defined in the GLB Act and its related regulations and guidelines, but only to the extent of the available exemptions of the statute as reflected in the current Privacy Policy issued by the Company.

Risks associated with the electronic communication and processing of confidential information, by email or through the Internet, make it imperative that you take extra care to protect confidential information when communicating electronically. You should be aware of and comply with the Company's email and internet use policies.

### **BSA/AML Governmental Related Requests for Information**

Pursuant to federal law, the Company's Board of Directors has adopted a comprehensive Bank Secrecy Act/Anti Money Laundering ("**BSA/AML**") Program. All Covered Persons are required to be familiar with the BSA/AML Program and to adhere to its requirements. The Company is also required to respond to certain requests made by government authorities for information in its possession that may bear upon ongoing investigations of violations of the BSA/AML statutes, or

anti-terrorist statutes. In all cases, such information requests must be directed to the Company's Compliance Department.

### **Other Governmental Requests for Information**

It is the policy of the Company to cooperate with reasonable requests made by federal, state, governmental and municipal investigators seeking information concerning Company operations. At the same time, the Company and its customers are entitled to all the safeguards provided by law for the benefit of persons under investigation.

If a representative of any governmental agency requests an interview with any Company personnel, or seeks data or copies of documents or seeks access to files, such request must be referred to the General Counsel's office or, for personnel or medical records, to the Human Resources Department. If the request comes from a representative of the FDIC, Fed or NYDFS, the request should be cleared with the Team Member's supervisor. Except as specified in this paragraph, Company personnel must not directly provide information, access to documents, or other information sources to any government representative.

### **Contacts with the News Media**

It is the Company's policy to maintain good relations with local and national news media and it tries to accommodate media inquiries. However, there is much information concerning the Company that should not be made available to the public. This includes information about personal banking customers, corporate customers, specific banking deals, proprietary products and programs, and/or other information that may be valuable to a competitor. The Company's marketing team is tasked with delivering official responses for the Company. Should the press reach out to you for an official comment by the Company on any matter, direct their inquiries to the Director of Public Relations.

## **13. Protection and Proper Use of Company Assets**

All Covered Persons are expected to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability.

Our property, such as office supplies, computer equipment and software, records, customer information, and the Company's name and logo, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. The Company retains the right to access, review, monitor and disclose any information transmitted, received or stored using our electronic equipment, with or without your knowledge, consent or approval. Any misuse or suspected misuse of the Company's assets, including fraud or theft, needs to be immediately reported as set forth in this Code.

The obligation of Covered Persons to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, service marks and copyrights, as well as business, marketing and service plans, designs, databases, records, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates our corporate policy. It could also be illegal and result in

civil or even criminal penalties. Covered Persons are also annually required to be trained in matters such as identity theft, information security, privacy, and cyber security. These trainings are meant to ensure that Team Members have the tools they need to protect proprietary information, including our customers' information and employee information. They also provide important information regarding information security awareness, consumer privacy, and appropriate uses of customer information.

Covered Persons have a duty promptly to report events that they suspect have compromised the Company's IT infrastructure to their manager or the Chief Information Security Officer.

### **E-mail and the Internet**

Electronic mail (e-mail) systems, including electronic bulletin boards and other electronic communications devices, and internet services in the workplace or provided by the Company ("Systems") are the property of the Company and should be used for business purposes; however, reasonable personal use is permitted, consistent with this Code of Ethics and all other policies of the Company so long as such use does not interfere with the efficiency of the Systems and does not interfere or disrupt with the ability of other Covered Persons to perform their duties for the Company. Furthermore, emailing Company information documentation or intellectual property to a personal email account is strictly prohibited.

Participation in blogs, social media, or similar forums will be treated as the equivalent of engaging in public communications. Internet communications by or between Company personnel are in some cases also the equivalent of public communications, depending on the number of addresses or the presence or absence of security measures taken to protect such communications. Thus, any disclosure of information about the Company or its business in any of these forums or contexts will be subject to the restrictions and limitations set forth in this Code of Ethics. This policy does not apply to Team Members who speak, write or communicate with fellow Team Members or others about their wages, benefits or other terms or conditions of employment during nonworking time (*i.e.*, before or after the Team Member's scheduled start or end time or during scheduled meal and rest periods).

Subject to applicable laws and regulations, the Company reserves the right to monitor, review and disclose e-mail, instant messaging and internet access by Covered Persons from Company premises or using Company equipment or assets, as it deems appropriate. Covered Persons should have no expectation of privacy with respect to their use of the Company's Systems or Internet portal.

You are expected to remain familiar with the Company's policies on electronic communications, including your use of e-mail and the internet, which are set forth in the Technology Use Agreement. You should contact the Head of Human Resources with any questions you may have regarding the Company's information technology or policies regarding electronic communications or other technology.

### **14. Loan and Extensions of Credit**

Any loan to an executive officer, principal stockholder, or director (or related interest) must comply fully with all laws and regulations including Regulation O (12 C.F.R. §215). Loans to insiders must be on substantially the same terms as with any other Company customer of comparable credit risk. In this respect, loans cannot contain favorable interest rates and must not involve more than the normal risk of repayment. Executive officers may participate in any employee loan program and receive the same rate of consideration available to all employees under that plan. Again, loans should not be made to any employee, executive officer or other insider that involves more than a normal risk of repayment.

Specific limitations on loans to insiders are provided in the Company's Regulation O policy.

## **15. Personal Investments**

Covered Persons of the Company, by the nature of their positions, must be particularly circumspect regarding investments that may appear improper to customers, regulatory authorities or the public. You should consult with our Chief Executive Officer or Chief Financial Officer if you have or are considering any investments that might have even an appearance of impropriety.

You should avoid entering into transactions in which it may appear that you are improperly benefiting from your relationship with the Company. This applies also to investments by members of your immediate family. If you have (or anyone who reports to you has) responsibility for a customer, supplier or vendor relationship in your normal course of employment, you should exercise caution regarding potential investments in that business, or its securities.

While a complete list of such matters cannot be given, you must refrain from directly or indirectly owning or purchasing any of the following, unless specifically approved in writing by an unrelated executive officer of the Company:

- Real or personal property in which the Company has or intends to obtain an ownership interest (e.g., through purchase, foreclosure or repossession, or in a fiduciary capacity).
- Stocks, bonds or other securities about which you have or could be expected to have confidential information (e.g., a proposed merger involving a customer).
- Security deeds, mortgages or chattel mortgages that create a security interest in property in which the Company has a security interest.
- An interest in any business entity that is a customer or supplier of the Company. This limitation does not apply to directors who are not officers of the Company or to ownership of the stock of any public company by a Team Member who does not possess confidential information about that company.
- An interest in a company for which you are the account officer

## **Collective Bargaining**

The Company explicitly supports freedom of association and respects the rights of workers to lawfully and peacefully associate, organize and bargain collectively, without interference and free from discrimination. The Company also respects and adheres to universal principles and norms that protect human rights in employment, as specified in the UN Global Compact (UNGC),



including, among other matters, with respect to the freedom of association and the freedom to conduct collective negotiations, as described in the [Human Rights Statement](#). For more detail, please refer to the Company's Freedom of Association and Collective Bargaining Policy located [here](#).

## **16. Diversity and Inclusion**

The Company is committed to creating a professional environment that is diverse, inclusive and accessible and empowers all of our Team Members to be their authentic selves, succeed and achieve their goals. The Company is dedicated to building a more equitable world in our everyday practices by embracing the values and diversity of our Team Members, free of conscious and unconscious bias. The Company stands firm in its view that LGBTQ+ people should be ensured basic equal rights and live safely and openly. The Company provides annual training for our Team Members on conscious and unconscious bias. To ensure we meet the web accessibility and usability needs of all our customers, on an annual basis, we engage an independent firm to perform an American Disability Act (ADA) corporate website accessibility audit to certify we continuously meet ADA requirements.

## **17. Health and Safety**

The Company upholds all OSHA regulations and other applicable laws for workplace safety.

## **18. Respect for Human Rights**

The Company is committed to the protection and preservation of human rights. The Company strives to conduct its business in a manner consistent with the United Nations Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and the International Labor Organization's Fundamental Conventions. The Company is committed to treating every Team Member with respect and dignity and protecting their human rights. The Company abides by all labor laws and regulations and does not tolerate corruption, discrimination, harassment, forced or child labor or slavery in any form. The Company values an open dialogue with its Team Members so they may continue to improve their work environment as well as the service the Company provides its customers and customers. For more details, please refer to the Company's Human Rights Statement located [here](#).

## **III. RESPONSIBILITIES OF MANAGEMENT AND LEADERS**

As Team Members of a financial institution that strives to be socially responsible, we are all personally responsible for ensuring we make the right choices, and our managers have the added responsibility of demonstrating our values in everything they do. This includes upholding the spirit and intent of our Code of Ethics. Those who manage or supervise others have a special obligation to set an example in doing the right thing and making ethical choices. Some of the ways you're expected to demonstrate this leadership include the following:

- Maintaining a culture of ethical conduct, respect, and integrity;
- Reviewing the Code at least annually with your team;

- Ensuring Team Members have the relevant resources to understand their job duties;
- Fostering an environment which encourages Team Members to raise questions and concerns without fear of retaliation;
- Working with Team Members you supervise to support their compliance with the Code, company policies and procedures, including in regard to workplace harassment and discrimination of any kind;
- Reporting instances of non-compliance through appropriate channels; and
- Taking appropriate disciplinary action for compliance and ethics violations.

## **Reporting Responsibilities**

**Always remember that you are not alone. You should not attempt to investigate issues on your own, either. You are required to immediately report if you have a question or concern about what to do in a certain situation or if you believe someone is doing (or may be about to do) something that violates the law, company policy or our Code. If you believe there is a genuine risk, you must alert an appropriate person immediately. Your manager is usually a good place to start, however a compliance officer or personnel in the Human Resources or Legal departments may also be good resources.**

## **IV. REPORTING AND ENFORCEMENT**

Upon hiring or appointment, each Covered Person must attest that he/she has read and understood the Company's Code. In addition, each Covered Person must attest annually to adherence to the Code.

If you have a concern regarding conduct that you believe to be a violation of a law, regulation or Company policy, or you are aware of questionable legal, financial or accounting matters, or simply are unsure whether a situation violates any applicable law, regulation or Company policy, including this Code, please:

- Discuss the situation with your manager, or another manager with whom you feel comfortable.
- You may also contact: the Head of Human Resources, the Company's General Counsel, or the Chair of the Audit Committee of the Board.

In the alternative, you may report this information by calling our confidential Ethics Hotline, which is available 24/7. This Employee Hotline is intended to give Team Members a safe environment in which they may anonymously communicate with management and the Audit Committee of the Board of Directors. To help assure privacy and anonymity, the Company has outsourced the Employee Hotline to a third party vendor.

**You can call the Ethics Hotline toll-free at 855-375-2300.**

Access to information from the Employee Hotline is limited to the Company's Chief Executive Officer, Head of Human Resources, the General Counsel, the Director of Corporate Security & Fraud Investigation, the Chief Risk Officer, Chief Audit Executive and to the Audit Committee in

order to protect the confidentiality of the communication. The Employee Hotline is intended to allow Senior Management and the Audit Committee to follow up on the issues raised, while providing confidentiality to the individual that provided the information through the Employee Hotline. In order to ensure that a fair investigation can be conducted, any complaint made through the Employee Hotline that involves the Company's Chief Executive Officer, Head of Human Resources, the General Counsel, Chief Risk Officer, Chief Audit Executive or the Director of Corporate Security & Fraud Investigation will not be forwarded to that person.

The Audit Committee is ultimately responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. The Audit Committee shall take all action it considers appropriate to investigate any violations reported to it and will make all determinations regarding whether a violation has occurred. If a violation has occurred, the Audit Committee will take such disciplinary or preventive action as it deems appropriate (and with consultation with in-house or outside corporate/securities counsel, if necessary or appropriate).

In order to best solve the issues raised, if you are asked to participate in an appropriately authorized internal or external investigation, you must:

- Cooperate fully.
- Provide accurate and comprehensive information within your knowledge.
- Not withhold, tamper with, or fail to communicate relevant information within you knowledge.
- Not knowingly or intentionally make false statements to internal or external auditors, investigators, legal counsel, Bank representatives, regulators, or other governmental entities.
- To the extent consistent with applicable law, maintain and safeguard the confidentiality of an investigation to the extent practicable so as not to compromise the integrity of the investigation.

We expect you to do your best to comply with this Code. You are personally responsible for any misconduct, including improper or illegal acts committed by you during your relationship with the Company. It is important that you stay vigilant to ensure there are no violations of this Code by anyone. Do not stay silent in the face of a potential violation. If you have knowledge of a potential violation and fail to report it via the process set forth above, you too may be subject to disciplinary action under this Code.

All Covered Persons must cooperate with any investigation regarding an alleged violation of the Code.

## **V. NO RETALIATION**

The Board believes it to be in the best interests of the Company that Covered Persons act in a manner consistent with this Code and not suffer harm for doing so. Accordingly, the Company does not tolerate acts of retaliation against any Covered Person who makes a good faith report of known or suspected acts of misconduct or illegality or other violations of this Code.

## **VI. WAIVERS OF THIS CODE**

A waiver may be granted for any requested exception to the provisions of the Code or any violation thereof. Any waiver of the Code for executive officers or members of the Board may be made only by the Board. Any waiver for a director or an executive officer shall be disclosed as required by SEC and NASDAQ rules. Approvals of conflicts of interest made in accordance with the provisions of this Code will not be deemed a waiver of the provisions of this Code.

## **VII. AFTER YOUR SEPARATION FROM THE COMPANY**

### **Surrender of Company Property and Assets**

When a Covered Person's affiliation or employment with the Company terminates, they must return all valuable assets of the Company in their possession or control, including all confidential and proprietary materials, documents and files related to the Company's business, customers or suppliers. They must surrender all originals and copies of such materials whether maintained electronically or otherwise. The only exception to this rule is if the Head of Human Resources specifically approves their removing and retaining such material.

## **VIII. DISTRIBUTION AND MONITORING OF THE CODE OF ETHICS**

### **New Team Members**

Each new Team Member of the Company is provided a copy of this Code of Ethics and an opportunity to read and understand it. Each new Team Member must also attest that he or she was given a copy of the Code of Ethics, has read it, understands it, and will comply with it.

### **Annual Attestation**

Each year, every Covered Person will receive an updated copy of the Code of Ethics and must attest that they were given a copy of the Code of Ethics, have read it, understand it, will comply with it, and have not knowingly violated it during the prior year.

### **Directors Attestation**

Each director, when first appointed and each year following will receive a copy of the current Code of Ethics and must attest that he or she was given a copy of the Code of Ethics, has read it, understands it, will comply with it, and has not knowingly violated it.

### **Reporting**

The Human Resources Department and the Legal Department will manage the Code of Ethics. The Legal Department will manage the distribution and monitor the attestations of the Code of Ethics for each Director. The Human Resources Department will manage the distribution and monitor the attestations of the Code of Ethics for each other Covered Person.

The Head of Human Resources and the Legal Department will report to the Board of Directors each year regarding the Code of Ethics annual process.

All Team Member inquiries with respect to the Code of Ethics must be initially directed to the Team Member's manager (unless the manager is the source of the concerning behavior), who will consult with the Company's Human Resources Department on the matter to the extent necessary. Executive Officers (SVPs and higher) should consult with the Head of Human Resources, the General Counsel, or the Chief Executive Officer. The Chief Executive Officer and any Director should consult with the Executive Committee of the Board and may consult with the Company's General Counsel.

## **IX. PERIODIC UPDATES OF THE CODE OF ETHICS**

The Code of Ethics will be reviewed at least annually by both the Human Resources Department and the Legal Department and presented to the Board during the second quarter of each year. This is to be done in order to ensure that such things as new or revised policies, activities, and laws have been properly updated or included in the Code when required. It is each Covered Person's responsibility to be mindful of any changes to the Code of Ethics as they may affect their responsibilities and duties at the Company.