

Whistleblower Policy

BUSINESS UNIT	Human Resources
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ASSOCIATED POLICIES	Code of Business Conduct and Ethics

SENIOR LEADER <small>POLICY MANAGER</small>	Veronica Rodriguez SVP, Head of Human Resources	10/24/2023
EXECUTIVE <small>POLICY OWNER</small>	Elizabeth M. Keogh EVP, Chief Legal Officer	10/24/2023
EXECUTIVE COMMITTEE <small>POLICY APPROVER</small>	Not Applicable	N/A
BOARD COMMITTEE <small>POLICY APPROVER</small>	Ethics & Compliance Committee	10/25/2023
BOARD APPROVAL <small>POLICY APPROVER</small>	Board of Directors	10/26/2023

Policy Outline

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Policy Statement

Sterling Bancorp, Inc., Sterling Bank and Trust, F.S.B., and their respective subsidiaries and affiliates (hereafter collectively referred to as “Sterling”) are committed to conducting Sterling’s business in compliance with all applicable laws and regulations, with honesty and integrity. This Policy is intended to enable employees, officers, directors, customers, vendors, independent contractors, agents, business partners or any other interested party to promptly report good faith complaints or concerns regarding potential or actual violations of applicable laws, regulations or Sterling policy, including, without limitation, Sterling’s Code of Business Conduct and Ethics.

Whistleblowing is an important tool to achieve excellent compliance and Sterling is committed to fostering a workplace conducive and welcoming to open discussion of Sterling’s business practices. In furtherance of this goal, Sterling will not tolerate retaliation of any kind for good faith reports made under this Policy.

Responsibility

The Audit Committee (the “Audit Committee”) and the Ethics and Compliance Committee (the “Ethics Committee”) of Sterling’s Board of Directors has oversight over the receipt, retention, and treatment of concerns or complaints received by Sterling regarding accounting, internal accounting controls, auditing matters, or unethical or illegal behavior.

A committee comprised of Sterling’s General Counsel, the Chief Risk Officer, the Chief Auditor, the Head of Human Resources and the Chief Compliance Officer (the “Responsible Individuals”) is responsible for ensuring all Whistleblower complaints are appropriately handled. The Responsible Individuals will review all complaints and determine the nature of the complaint, whether it is a whistleblower or otherwise.

This Policy will be reviewed periodically to ensure that it remains current. It will be submitted to the Board of Directors annually for re-adoption. Sterling will annually remind employees, officers, and directors of the Whistleblower Policy and whistleblower protections through Sterling’s intranet.

Types of Complaints Reported Under this Policy

The types of concerns and complaints to be reported pursuant to this Policy include, without limitation, those relating to questionable accounting or audit matters; potential violations of law (such as theft or fraud), regulations, Sterling’s Code of Business Conduct and Ethics or other Sterling policies; potential securities laws violations; or any other matter, that in the good faith belief of the individual submitting the complaint, constitutes unethical or illegal behavior that could cause harm to the business or reputation of Sterling (collectively, “Complaints”).

Other Complaints

Any Complaints by employees relating to harassment or discrimination should be submitted in accordance with Sterling’s Non-Discrimination and Harassment Policy as outlined in the Employee Handbook.

Submitting Complaints

Individuals may submit a Complaint in several ways:

Hotline

Sterling has established a Whistleblower Hotline, which is managed by an independent third party, Notified, which protects the confidentiality of individuals submitting Complaints, and also allows for anonymous reporting. All voicemail messages are electronically disguised via Notified to ensure confidentiality. The Whistleblower Hotline can be reached at 866-654-1550.

Secure Web Form

Individuals may also anonymously and securely report Complaints through the use of a secure web form at <https://www.whistleblowerservices.com/sbt>. The secure web form is also accessible through Sterling’s intranet

homepage, by clicking the link entitled “Whistleblower Hotline”. External Individuals can access the Whistleblower Hotline portal through the Company’s website at sterlingbank.com.

To Management

Individuals may also report Complaints to any of the following:

- their manager;
- Chief Legal Officer;
- General Counsel;
- Chief Risk Officer;
- Chief Compliance Officer;
- Chief Auditor;
- Audit Committee;
- Risk Committee;
- Ethics Committee; or
- Head of Human Resources.

If any of the individuals or Committees listed above receives a Complaint, he or she shall immediately inform the Responsible Individuals of the Complaint via e-mail to ekeogh@sterlingbank.com, nsingleton@sterlingbank.com, and cmeredith@sterlingbank.com, including by forwarding any written Complaint received to the Responsible Individuals. If any of the Responsible Individuals is named in the Complaint, the named individual should not be included on the email. If all five Responsible Individuals are named in the Complaint, the Complaint should instead be emailed to Chair of the Audit Committee or the Chair of the Ethics and Compliance Committee at auditchair@sterlingbank.com or ethicschair@sterlingbank.com, noting in the email that it is in reference to a Sterling Whistleblower Complaint. The foregoing individuals and Committees shall be informed annually of the obligation to promptly report any Complaint received to the Responsible Individuals.

Procedures after Complaint is Received

When possible, Sterling will acknowledge receipt of the Complaint to the sender. The Responsible Individuals will determine the necessary and appropriate persons (including, without limitation, the Audit Committee, the Ethics Committee, members of the Board of Directors, senior management of Sterling, Sterling’s General Counsel, or the Head of Human Resources) to be informed of the receipt of such concern or Complaint, and the nature and scope of the investigation to be conducted in response to such concern or Complaint. The Responsible Individuals may utilize any resources from within Sterling (including, without limitation, Sterling’s Legal, Compliance, Internal Audit, or Human Resources Department), as well as external legal counsel, external forensic accounting or auditing firms, or other third parties as they determine necessary or appropriate to conduct an investigation.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Responsible Individuals, except to the extent the Complaint involves an executive officer of Sterling, in which case it will be resolved by the Audit Committee and the Ethics Committee. All corrective action taken by the Responsible Individuals shall be reported in writing monthly to the Audit Committee and the Ethics Committee.

Additional Reporting Options

Please be advised that if an individual is uncomfortable reporting the Complaint through Sterling’s reporting mechanisms, there are other ways to report outside of Sterling. The reporting procedures described herein do not prevent anyone from reporting to the government or regulators conduct that an individual believes to be in violation of law or potential violation of law. The individual is under no obligation to tell Sterling of a Complaint reported to an outside regulator or other governmental entity or to seek permission from the Company to make such reports.

Confidentiality

Sterling will treat all Complaints as confidential to the fullest extent practicable, consistent with the need to conduct a thorough investigation, and as permitted by applicable law or regulation. The identity of the individual submitting the Complaint will be kept confidential to the extent possible, consistent with the need to conduct a thorough investigation, unless such disclosure is required by applicable law or regulation, or to cooperate with law enforcement or regulators.

Record Retention

The General Counsel shall maintain a log of all Complaints for not less than three (3) years, and in any event for such period as required by applicable law or Sterling's Document Retention Policy, tracking their receipt, investigation and resolution, and shall prepare a periodic summary report thereof for the Audit Committee and the Ethics Committee. Copies of the log and all documents obtained in connection with any investigation shall be maintained in accordance with Sterling's Document Retention Policy.

Protection from Retaliation

Sterling does not tolerate retaliation of any kind for good faith reports made under this Policy. It is both illegal and against Sterling's policy to discharge, demote, suspend, threaten, intimidate, harass or in any way discriminate against whistleblowers because they report a possible violation under this Policy. Any person who engages in retaliation will be subject to disciplinary measures, up to and including termination and potential legal consequences, such as civil and criminal penalties.

Good Faith Reporting

Sterling encourages and welcomes the submission of good faith Complaints. Individuals who knowingly submit false or fictitious reports or Complaints are subject to disciplinary measures and potential legal consequences. This is not intended to discourage or limit the rights of individuals from filing Complaints of alleged violations. Sterling recognizes that, in some instances, it may not be possible to determine whether a Complaint is warranted. Sterling asks that you use your best judgment and ethical responsibility in compliance with this Policy.

Just as employees, officers, and directors will be held responsible for their own actions, employees, officers, and directors can also be held responsible for not reporting the actions of others if he or she knew or should have known that such other individual was in violation of any applicable policy, law or regulation. This means all employees, officers, and directors must be familiar with this Policy, must do the right thing when it comes to their own conduct, and must speak up about conduct by others that might violate this Policy or other Sterling policies.