

Code of Business Conduct and Ethics

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SENIOR LEADER POLICY MANAGER	Veronica Rodriguez SVP, Head of HR & Diversity Officer	10/23/2023
EXECUTIVE POLICY OWNER	Christine Meredith Senior EVP, Chief Risk Officer Elizabeth M. Keogh EVP, Chief Legal Officer	10/23/2023
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Introduction

STERLING BANCORP, INC., a Michigan corporation, its wholly owned federal savings bank subsidiary, STERLING BANK AND TRUST, F.S.B., and their respective subsidiaries and affiliates (hereinafter collectively referred to as the “Company”) are committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (the “Code”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities.

This Code cannot possibly describe every practice or principle related to honest and ethical conduct. The Code addresses conduct that is particularly important to proper dealings with the people and entities with whom we interact, but reflects only a part of our commitment. The policies contained in the Code are supplemented, in part, by other policies of the Company, including those set forth in the Company’s *Whistleblower Policy* and the Company’s *Employee Handbook*. Directors, officers and employees are expected to be aware of all Company policies and to conduct themselves in accordance with all Company policies at all times. In the event a law conflicts with this Code, the law takes precedence. However, if a local custom or policy conflicts with this Code, this Code takes precedence. If you have any questions about compliance with policy, or conflicts between policies, you should seek guidance from your supervisor, manager, the Company’s Chief Risk Officer (the “Chief Risk Officer”), the Company’s General Counsel (the “General Counsel”) or the Company’s Chief Legal Officer (the “Chief Legal Officer”).

Violations of the standards in this Code will be subject to disciplinary action, which depending on the severity of the situation may include dismissal. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in the section entitled “Prompt Confidential Reporting and Administration of Code Violations”.

Administration Responsibility. The Ethics and Compliance Committee of the Company (the “Ethics Committee”), with the assistance of the Nominating and Corporate Governance Committee of the Company (the “NCG Committee”) is responsible for administering the Code of Business Conduct and Ethics and enforcing the Code for all employees, officers and directors. The Head of Human Resources is responsible for conducting Code-related training, maintaining all Code-related records and, along with the Chief Risk Officer, the General Counsel and the Chief Legal Officer, investigating and resolving all Code-related matters. Code-related matters are any questions regarding the scope of the Code or compliance herewith including any violations or alleged violations of any provision of the Code. Such matters will be resolved in accordance with the procedures set forth in the Company’s *Whistleblower Policy*. See “PROMPT CONFIDENTIAL REPORTING AND ADMINISTRATION OF CODE VIOLATIONS” and “SANCTIONS FOR CODE VIOLATIONS” below.

Compliance with Laws, Rules and Regulations

Employees, officers and directors should become familiar with all laws and regulations applicable to the Company, as such laws and regulations relate to daily work requirements and professional responsibilities. Each of these and other laws and regulations are addressed by the Company’s various policies and procedures, which are available to employees affected by these topics. Therefore, all employees, officers and directors of the Company shall carry out their responsibilities in accordance with applicable laws, regulations and policy statements, including all applicable federal and state criminal laws governing fraud, bribery, embezzlement, conversion and conflicts of interest, as well as conduct their business affairs consistent with applicable safety and soundness standards and Code requirements. Everyone is expected to have sufficient knowledge of applicable law and regulation as it relates to their duties and in order to know when to seek guidance from higher authority. It is imperative to follow operating rules and procedures covered in applicable department or branch manuals, and to use the proper bank forms, which have been prepared with legal requirements in mind.

Accurate Record Keeping and Accounting

The Company requires honest and accurate recording and reporting of financial and other information both to make responsible business decisions, and also to provide an accurate accounting of the Company's performance to shareholders and regulators. The Company requires full, fair, accurate, timely and understandable disclosure in all reports and documents filed with, or submitted to, the U.S. Securities and Exchange Commission (the "SEC") and in other material public communications. It is a violation of law and the Company's policy for any employee, officer or director to attempt to improperly influence or mislead accountants preparing our audit. The Company requires that its financial and other reporting fairly present the financial condition, results of operations and cash flows of our company and that it complies in all material respects with applicable law, governmental rules and regulations, including generally accepted accounting principles and applicable rules of the SEC, the Nasdaq Stock Market, Inc. and banking regulators.

The Company has implemented disclosure controls and procedures to ensure that its public disclosures are timely, compliant and otherwise full, fair, accurate and understandable. Employees responsible for the preparation of the Company's public disclosures, or who provide information as part of that process, have a responsibility to ensure that such disclosures and information are complete, accurate and in compliance with the Company's disclosure controls and procedures.

Document Retention and Destruction

Employees, officers and directors must fully comply with the Company's document retention and destruction policy. In addition, once a legal proceeding has begun, (or when one is threatened or reasonably likely) federal and state obstruction-of-justice statutes require the Company to preserve documents relevant to the issues in that proceeding even before specific documents are requested. Any Company employee, officer or director who fails to comply with this policy, as well as industry regulations and state and federal laws, is subject to termination or removal and may also face criminal or civil prosecution, with possible fines and prison terms.

Insider Trading

Employees, officers and directors who have access to confidential information are not permitted to use or share that information for any purpose except the conduct of our business. Non-public information about the Company is confidential and should be safeguarded appropriately. Any use of non-public information for personal financial benefit or to "tip" others who might make an investment choice based on this information is both unethical and illegal. Refer to the Company's *Insider Trading Policy* and/or consult the General Counsel for further details on this topic and for information on other restrictions related to the Company's common stock, including restrictions or pledging, hedging and engaging in short sales of the Company's common stock.

Anti-Money Laundering

Money laundering is the process of taking the proceeds of criminal activity and making them appear legitimate. Money laundering is generally accomplished in three steps — placement of cash or other assets into the financial systems; layering, by moving these assets around multiple accounts or institutions; and the integration of the assets back into the mainstream economy. Money laundering can result from almost any crime, including fraud, drug trafficking and terrorism.

All employees must comply with all applicable laws and regulations related to money laundering, terrorist financing and economic sanctions. Specifically:

- Make sure you accurately complete all "Know Your Customer" requirements.
- If your job requires more detailed knowledge of anti-money laundering, counter-terrorist financing and sanctions rules, talk to your supervisor to receive and complete the necessary training.
- Be alert to — and report — any unusual or suspicious activity to your supervisor, manager, the General Counsel, the Chief Risk Officer, the Chief Legal Officer, or the BSA Officer.
- Complete all required Compliance training on a timely basis.

Regulatory Agencies, Auditors and Counsel. Honesty and cooperation is required in dealing with the Company's independent and internal auditors, bank examiners, investigators and attorneys. Any request by regulatory or governmental agencies for information, which is not incidental to periodic bank and holding company examinations and required reports, should be referred to the General Counsel, or the Chief Risk Officer or the Chief Legal Officer.

Speaking on Behalf of the Company

It is Company policy that only designated senior executives are authorized to respond to external information requests. Unauthorized employees and officers who respond to media inquiries or other requests for confidential information will be subject to disciplinary action up to and including immediate termination. You also may not provide any information to the media about us off the record, for background, confidentially or secretly, including, without limitation, by way of postings on internet websites, chat rooms or "blogs".

Use good judgment in your use of social media and other online activity. Your employment postings on internet sites and social media sites may include the fact that you work for the Company, your job title, a high level job description (e.g., no specific project/initiative details, no proprietary application or software names) and your general office location. Be mindful not to disclose confidential and/or proprietary information, and don't post, seek or provide recommendations or referrals by or of other employees, customers or suppliers (current or former) regarding their responsibilities at the Company, unless you are authorized to do so by the Chief Executive Officer or the Chief Legal Officer. Waiver requests may be granted in very limited circumstances and such requests should be routed through the Human Resources Department.

Competition and Fair Dealing

Competition Requires Fair Dealing With Customers, Competitors, Suppliers and Fellow Employees. It is against Company policy to attempt to win or keep business relationships based on unethical or illegal activities.

Neither should any employee attempt to obtain unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Anti-Competitive Activities

Federal law prohibits any combination, conspiracy or agreement among competitors to restrict or prevent competition. Violations can occur through both formal and informal agreements between the Company and a competitor to fix prices, allocate markets or customers, or refuse to deal with particular suppliers or customers.

All employees of the Company should be especially careful at social or professional meetings to avoid discussions or exchanges of information relating to competitive matters (i.e., cost, pricing, or strategy).

Employees with questions concerning any such anti-trust issues should be directed to the General Counsel, the Chief Risk Officer or the Chief Legal Officer.

Non-Disparagement of Competitors

Directors should refrain from disparaging the Company's competitors or their products and services; instead make only accurate statements about the advantages of doing business with the Company. The Board supports fair dealing with the Company's customers, suppliers and employees.

Purchasing of Supplies

Employees of the Company who may procure supplies for the Company are required to be objective and fair with our suppliers and employ professional business practices when selecting sources, in negotiations, in awarding business, and in the administration of purchasing activities. Although we expect employees to strive for good relationships with suppliers,

it is wrong to create even the impression that a supplier has a “friend” at the Company and can therefore exert special influence.

Protection and Proper Use of Company Assets

Company employees, officers and directors are bound by this Code to protect the Company’s assets, ensuring they are used only for legitimate business purposes. Such assets include capital, facilities, equipment, proprietary information, technology, business plans, ideas for new products and services, trade secrets, inventions, copyrightable materials and client lists.

Bank Funds

Employees entrusted with bank funds are personally responsible for the handling of those funds.

Physical Assets

Employees entrusted with use of the Company’s physical assets (such as computer equipment, corporate charge cards, telephones and office supplies) must protect them from loss, damage, misuse or theft. These assets should be used only to conduct the Company’s business and for purposes authorized by management.

Information Technology

The Company’s information systems, such as Internet access, e-mail and software programs are vital to conducting business and accordingly are to be used only for business purposes. Using the Internet for non-business purposes is inappropriate. Visiting sites with sexual or hate content, which includes content that promotes racial, sexual or gender discrimination or bias, is strictly prohibited.

All data stored in the computer system, such as data files or word processing documents, is to be treated as proprietary information. The *Acceptable Use Policy* sets the standards relating to the use and protection of computer and information assets which employees should follow.

Conflicts Of Interest

Employees, officers and directors are expected to make business decisions on behalf of the Company free from conflicting outside interests. It is a violation of this Code and of the Company’s policies to foster personal or business interests (or those of others with whom such persons have a personal or business relationship) at the expense of the Company.

Although it is impossible to cover every potential conflict of interest situation, a potential conflict exists whenever an employee, officer or director of the Company has an outside interest, direct or indirect, which conflicts with their duty to the Company or adversely affects their judgment in the discharge of their responsibilities to the Company.

Examples of conflicts of interest include receiving money or other benefits from a third party in return for the Company granting a loan to or purchasing property from such third party, advocating a transaction between the Bank and a company in which such person owns stock or otherwise stands to benefit from the transaction at the expense of the Company.

The appearance of a conflict of interest may be just as damaging to the Company’s reputation as a real conflict of interest and maybe difficult to discern. Company employees, officers and directors are expected to objectively assess their actions periodically to determine whether a reasonable, disinterested observer, a customer, a supplier, a shareholder, an acquaintance, or a government official would have grounds to believe a conflict of interest exists.

Giving and Receiving Gifts

Employees and directors should not accept any gift whatever the value that might appear to compromise independent business judgment. Neither should employees or directors give a gift to a client or prospect that might appear to be an attempt to influence them. Gifts include cash, material goods, services, promotional premiums, discounts, and loans. When the value of the gift is nominal and appropriate to an occasion (e.g., holidays), gifts may be accepted by or provided to clients and prospects, provided they are within the limits set forth herein and permissible under applicable law. In general, you should never give a gift or provide business hospitality that:

- Would violate local laws, industry-specific regulations or the policies of the recipient
- Is intended or could reasonably appear as intended to obtain an improper business advantage
- Could appear to be offered with the intent of influencing someone to do something improper
- Would be considered lavish or inappropriate under the circumstances

In certain instances, gifts may be acceptable if they are:

- Related to a clear business purpose
- Customary in a normal business relationship
- Not given in an attempt to influence any transaction affecting the Company
- Not of excessive value (\$100 or less)
- Not in the form of cash, gift cards or alcohol
- Not exchanged during active contract negotiations
- Infrequent
- Not otherwise in violation of this Code, any Company policy or applicable law

Contact the General Counsel, the Chief Risk Officer or the Chief Legal Officer if you have questions about the Company's gift giving policy.

Anti-Bribery, Anti-Corruption

The Company's reputation for integrity is central to the success of our business. We must never compromise our reputation by engaging in, or appearing to engage in, bribery or any form of corruption.

You may not give, offer or promise (directly or through others such as third party intermediaries) anything of value to anyone, including government officials, clients, suppliers or other business partners, if it is intended or could reasonably appear as intended to influence improper action or obtain some improper business or other advantage. You also may not solicit, extort or accept anything of value from anyone (directly or through others such as family members) if it is intended or could reasonably appear as intended to improperly influence your decisions on behalf of the Company.

Anything of value is broadly defined and includes but is not limited to:

- Cash or cash equivalents (for example, checks, money orders, securities, gift cards or gift certificates)
- Gifts (e.g., goods or services)
- Business hospitality (e.g., meals or refreshments, tickets to entertainment, travel and related expenses, training and conferences)
- An offer of employment or other work experience, whether paid or unpaid (e.g., full-time employment, unpaid internships)
- Charitable or political contributions

There are heightened risks when interacting with government officials. Special procedures may apply, including preclearance requirements, when providing anything of value to a government official. Government official is defined broadly and includes all officials, employees (regardless of rank or level) or agents, when they are acting in an official capacity on behalf of any government entity.

For the purposes of the Code, providing anything of value indirectly through a family member, close associate, business partner, or agent of the government official is considered the same as providing it to the government official directly if it is intended or could reasonably appear as intended to influence improper action or obtain some improper business advantage.

In addition, you may not make facilitation or “grease” payments, which include anything of value given to anyone, including a government official, in his or her personal capacity, to cause the person to perform or expedite performance of a routine duty or function.

We expect all employees to act ethically and we do not tolerate bribery. If something seems improper or may involve bribery, contact the General Counsel, the Chief Risk Officer, or the Chief Legal Officer.

Business Entertaining

Normal business development practices to take clients or prospects, referral sources, and other associates to meals, or cultural and sporting events, are not prohibited by this Code. Such activities are prohibited if they are or may appear to be lavish. Frequent entertaining could appear to influence the judgment of the person being entertained. Invitations that may seem inappropriate should be discussed with your supervisor, manager, the General Counsel or the Chief Legal Officer

Relationships with Outside Interests

Company employees, officers and directors are required to disclose any of their financial interests in entities or any of their transactions in which the Company is involved. From time to time, it may be in the Company’s best interest to have an officer or employee serve as a director or have another legitimate relationship with a competitor, client, insured entity, or supplier. Such relationship should always be disclosed to management prior to its commencement, and is to receive explicit approval in advance. Employees and directors may own securities in publicly traded companies or municipal entities who are competitors or clients, when such an interest is not material in terms of the total outstanding stock, or to the employee’s or director’s net worth.

Regulation O

You must adhere to the Company’s policy relating to extensions of credit to executive officers (as defined in the Federal Reserve Board’s Regulation O (12 CFR § 215, et seq.) and in the Company’s *Regulation O Compliance Policy*), members of the Board, principal shareholders, and their related interests. Permissible lending procedures for employees are addressed in the Company’s *Regulation O Compliance Policy*.

Secondary Employment

The Company does not prohibit other employment; however, full time employees are expected to devote their complete attention and energy to their duties. Policy requires that employees notify and receive approval from their immediate supervisor or manager and the Head of Human Resources prior to accepting any outside employment. Officers holding the title of Senior Vice President or higher must notify and receive approval from the Chief Executive Officer. Outside employment will not be approved which might subject the Company to criticism or which would encroach on working time, interfere with regular duties, or otherwise affect an individual's effectiveness.

Employees are prohibited from outside employment that may appear to create a conflict of interest. Examples include:

- Employment engaging in any activity that is competitive with the Company.
- Employment which involves the use of the Company’s equipment, supplies or facilities.
- Employment which involves the preparation, audit or certification of statements, tax returns, or other documents upon which the Company may rely for lending or other decisions. Senior Managers and employees who prepare

income tax returns for individuals or entities other than themselves must obtain confirmation that the client does not intend to use the officer's or employee's work product as part of any transaction with the Company.

- Employment which involves giving investment, legal or other advice, or exercising judgment which is based upon information, reports or analyses that are accessible from the Company.
- Employment which may reflect adversely on the officer, employee, or the Company.
- Employment under circumstances which may suggest the sponsorship or support of the Company on behalf of the outside employer or an outside organization.
- Employment as an insurance or securities broker, agent or representative.
- Employment as a real estate salesman, broker, agent or contractor or mortgage broker.

Confidentiality and Privacy

Nonpublic Information. Employees are required to maintain the confidentiality of information entrusted to them by the Company and provided by our clients and vendors. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes non-public information about the Company's financial condition, results of operations, business operations and future prospects. All employees must exercise care not to misuse nonpublic information obtained during their employment, including client lists, information about Company personnel and clients, and business plans and ideas. The obligation to preserve confidential information continues even after employment ends.

The obligation to maintain the confidentiality of information may be subject to legal or regulatory requirements to disclose that information. If you have any questions regarding what constitutes confidential information or when such information must be disclosed, discuss your concerns with the General Counsel.

Nothing in this document is intended to prevent employees from reporting to a regulator or governmental authority conduct that an individual believes to be in violation of law.

Client Information Privacy

The Company protects the confidentiality and security of client information. It is Company policy that:

1. The Company does not sell or rent clients' personal information.
2. Employees may not discuss the business affairs of any client with any other person, except on a strict need-to-know basis.
3. The Company does not release client information to third parties, except upon a client's authorization or when permitted or required by law.
4. Third-Party service providers and vendors with access to client information are required to keep client information confidential and use it only to provide services to or for the Company.
5. Employees may access customer information only for business purposes.

All employees must also agree to the confidentiality and post-employment obligations contained in the Confidential Information Usage Agreement.

Diversity and Inclusion

We value the contributions of every employee. A diversity of colleagues means a diversity of ideas and a more stimulating work experience. It also means that our workforce reflects the diverse set of customers we serve and helps us to address — and respond to — a wide variety of needs and opportunities.

We are committed to maintaining a safe, productive, diverse, professional, collegial and secure work environment in which all individuals are treated with humanity, respect and dignity.

We prohibit discrimination, harassment, bias or prejudice in our workplace and against our workforce based on an individual's race, color, national origin or ancestry, ethnic origin, citizenship status, creed, religion, religious affiliation, age, sex/gender, pregnancy, maternity, paternity, caring responsibilities, marital status, civil partnership, sexual orientation, transgender status, gender identity or expression, genetic information, physical or mental disability or protected condition, military or veteran status, an individual having been a victim of domestic violence, sexual assault or abuse, an individual being the victim of a crime, membership in the Traveller community or any other community group protected under applicable law, or any other status protected under applicable local law.

We do not tolerate discrimination, harassment or inappropriate or abusive conduct by or against employees, customers, suppliers, contractors or any other individuals who conduct business with our Company. We will not pay or reimburse you for membership in, or expenses incurred at, organizations with discriminatory practices.

Examples of unacceptable conduct include jokes or negative stereotyping, threats, physical contact, derogatory comments, teasing, bullying, repeatedly requesting a personal relationship when the recipient of the request has declined, intimidation or other offensive or abusive conduct that has the purpose or effect of violating a person's dignity, or creating a hostile or offensive environment or can reasonably be expected to cause an individual to feel uncomfortable, intimidated, threatened, bullied, humiliated, offended, denigrated or distressed. Unacceptable conduct also includes conduct resulting from excessive consumption of alcohol.

Harassment or inappropriate conduct can occur between members of the same or opposite sex and is prohibited regardless of sex, gender identity or whether the individual submits to it or rejects it. It may be obvious or subtle and includes any unwelcome sexual advance, requests for sexual favors or other verbal or nonverbal behavior or physical contact of a potentially sexual nature or gender based stereotype that unreasonably interferes with work performance, is made a condition of employment or creates an intimidating, hostile or offensive work environment.

We do not tolerate discrimination or harassment and take all allegations seriously. It is each employee's responsibility to timely report any conduct that is unlawful, abusive or otherwise violates our policies.

Safe Workplace

A safe and healthy workplace is important to the wellbeing of every employee. We rely on you to comply with applicable laws and Company policies as they relate to the health, safety and security of our workforce, our customers and others who may be present on our premises.

Speak Up About Harmful Activity

We are committed to a non-violent working environment, free of threats, intimidation and physical harm. Any acts or threats of violence towards another person or Company property should be reported immediately. The unauthorized possession or use of weapons, or menacing references to weapons, while at work, on Company property or while on Company business or during Company sponsored events, is also prohibited.

We work in an industry where the threat of criminal activity is real. Practice good physical security habits, and be alert to ensure the safety of co-workers and customers. Don't allow unauthorized individuals into secure areas. Anyone asking to make a delivery or provide a service should be able to show valid identification, which should indicate, where appropriate, their affiliation with the organization they represent. We rely on you to promptly report any criminal activity or situations that could pose a threat to you or to others.

Report Any Hazardous Conditions in the Workplace

If you become aware of any actual or potential health or safety hazard, report it immediately.

Alcohol-Free and Drug-Free Workplace

We recognize that use of alcohol or illegal drugs can create serious health and safety risks and have implemented alcohol and drug-free workplace policies.

You are not permitted to manufacture, distribute, possess, sell or attempt to sell, receive or use illegal drugs, including drug paraphernalia, or be under the influence of illegal drugs (or abuse controlled substances) on Company property or while conducting Company business. Prohibited drugs include controlled substances that are prohibited under federal law.

Bringing alcohol for consumption in the workplace, drinking or being under the influence of alcoholic beverages in the workplace or while conducting Company business is also prohibited, except for moderate and responsible consumption of alcoholic beverages in appropriate social situations where alcohol is served during a Company-sanctioned event.

You should also conduct yourself appropriately in social settings outside of the workplace. Inappropriate behavior is not excused or justified due to being under the influence of alcohol or other substances.

Prompt Confidential Reporting and Administration of Code Violations

Any employee, officer or director of the Company who becomes aware of a violation or alleged violation of any provision of this Code shall promptly submit a report. To encourage employees to fulfill their obligations to the Company, the Company has established procedures under which any director, officer or employee, suspecting that a Code Violation has been or is being committed, may report the facts in a manner that will safeguard the person's identity to the fullest extent practicable and protect the reporting person against retribution. The procedure for making such a report is as follows:

Responsibility to Report Code-Related Matters

Any person who becomes aware of a past or present violation or alleged violation of any provision of the Code, including concerns regarding internal accounting controls, questionable accounting or auditing matters (any such violation or alleged violation of the Code is referred to as "Code Violation") is required to promptly report the facts and circumstances in accordance with the procedures set forth in the Company's *Whistleblower Policy*, by using one of the reporting options set forth therein. You can access the most current edition of the *Whistleblower Policy* on our Company Intranet.

Investigation and Resolution of All Code Violations

All Code Violations will be promptly investigated and resolved in accordance with the procedures set forth in the *Whistleblower Policy*.

Permissible Transactions with the Company and Other Matters Not Involving a Code Violation

If you have a question about a potential transaction with the Company or other matters to determine whether a provision of the Code would apply or be implicated, please confer with the Chief Risk Officer, the General Counsel or the Chief Legal Officer. The Chief Risk Officer, the General Counsel or the Chief Legal Officer, as applicable, shall confer with the appropriate officers of the Company to determine if the requested transaction or other matter complies with all applicable laws, regulations and policies. If deemed necessary by the Chief Risk Officer, the General Counsel or the Chief Legal Officer, as applicable, the Chief Risk Officer, the General Counsel, or the Chief Legal Officer shall seek the advice of legal counsel to the Company. The Chief Risk Officer, the General Counsel, the Chief Legal Officer, or his or her respective designee shall promptly advise the filer of the request as to the Company's determination.

Good Faith Reporting

We encourage and welcome the submission of good faith reports of Code Violations. Individuals who knowingly submit false or fictitious reports of Code Violations are subject to disciplinary measures and potential legal consequences. This is not intended to discourage or limit the rights of individuals from reporting alleged violations. We recognize that, in some

instances, it may not be possible to determine whether a report is warranted. We ask that you use your best judgment and ethical responsibility in compliance with this Code.

Just as an employee will be held responsible for their own actions, an employee 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 must be familiar with this Code, must do the right thing when it comes to their own conduct, and must speak up about conduct by others that might violate this Code or other Company policies.

Non-Retaliation

Don't be afraid to speak up and promote an ethical culture at the Company. We are counting on you to do so. You are our Company's eyes and ears and we rely on you to tell us about any suspected misconduct so that we can take action.

We do not tolerate retaliation of any kind for good faith reports made under this Code. It is both illegal and against the Company's policy to discharge, demote, suspend, threaten, intimidate, harass or in any way discriminate against individuals because they report a possible violation under this Code. 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.

Be assured that the information any employee provides will be handled discreetly and shared only with those who have a need to be informed, such as regulators and those who are involved in investigating, resolving and remediating the issue, as applicable.

Waivers

Our Code is a living document that should serve as your first-line resource for ethical decision-making. It may be amended from time to time, and all amendments are effective immediately upon posting. You can access the most current edition of the Code on our Company Intranet.

The provisions of this Code shall be strictly construed. Any waiver of the provisions of this Code for anyone other than an executive officer or director may be made only by the Chief Executive Officer or the Chief Legal Officer. Any waiver of the provisions of this Code for executive officers or directors of the Company may be made only by the Board of Directors and will be disclosed to Company stockholders, along with the reasons for the waiver, in accordance with applicable law.

Retention

Reports documenting completed investigations will be confidentially maintained for no less than one year.

Sanctions for Code Violations

Failure to comply with the policies in this Code will result in disciplinary action, ranging from a reprimand to dismissal or removal and possible civil and criminal prosecution. Disciplinary actions will be pursued against all of the following:

- a) Any director, officer or employee violating this Code;
- b) Any director, officer or employee deliberately withholding information regarding a Code Violation;
- c) The manager or supervisor of a person who has committed an act under (a) or (b), in circumstances where such violation reflected poor supervision or lack of diligence; and
- d) Any director, officer or employee who retaliates, directly or indirectly, against any employee who reports a suspected Code Violation.

In addition, Code Violations may expose the offending officer or employee and the Company to monetary damages, regulatory penalties and criminal sanctions. The Company will ensure that all disciplinary actions taken to enforce this

Code are applied consistently and in accordance with all applicable laws and regulations. The Human Resources Department in the case of non-officer employees and the Whistleblower Committee (comprised of the Responsible Individuals) in the case of officers and directors will be responsible for suggesting appropriate disciplinary action and will escalate such decision to the Chief Executive Officer, the Ethics and Compliance Committee or the Board of Directors if the circumstances warrant. No member of the Whistleblower Committee who is in the same reporting line as an alleged violator of the Code may participate in such decision.