



SmartFinancial, Inc.

CODE OF ETHICS AND BUSINESS CONDUCT POLICY

Policy Overview

The Board of Directors (the “Board”) of SmartFinancial, Inc. (the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”). This Code applies to the Company and its wholly owned subsidiaries, including SmartBank (the “Bank”). In this Code, the term “Company” includes the Bank and our other subsidiaries, unless the context requires otherwise.

The purposes of the Code include:

- promote honest, ethical conduct among our directors, officers, associates, professional advisors, vendors, and others with whom the Company conducts its business;
- promote the 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”), the Federal Reserve Board of Governors, the Tennessee Department of Financial Institutions, the Nasdaq Stock Market (“Nasdaq”) or any other national stock exchange on which the Company lists its stock, and in other public communications made by the Company;
- promote compliance with applicable governing laws, rules, regulations, and regulatory statements of policy;
- promote the protection of Company assets, including, without limitation, corporate opportunities, trade secrets, and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

To Whom Does the Code Apply?

The Code applies to all directors, officers and associates of the Company, except as otherwise indicated. Some sections will apply only to members of the Company’s leadership team. (In this policy, the term “leadership team” refers to our officers who are executive vice presidents and chief officers). Some sections of the Code do not apply to directors.

Compliance Statement

The Code will be distributed on an annual basis to each director, officer, and associate of the Company, along with a Compliance Certificate. Each director, officer, and associate will be required to sign or electronically acknowledge the Compliance Certificate, certifying that he or she has read the Code, is aware of its contents and is in compliance and intends to remain in compliance with the directives and spirit of the Code. Newly hired associates and officers and new directors will be required to complete the

Compliance Certificate during their orientation period. The Director of Human Resources will maintain the results of this annual process and will report the results to the Human Resources and Compensation Committee and the Audit Committee of the Board. The Compliance Certificate is available through the associate self-service portal in UltiPro.

Honest and Ethical Conduct

It is the Company's policy to promote the highest standards of integrity by conducting its affairs honestly and ethically. We require our directors, officers and associates to exhibit the highest degree of integrity, honesty, discretion and professionalism in both business and personal conduct. The Company will not tolerate actions by directors, officers or associates toward clients, colleagues, suppliers, vendors, professional advisors, competitors, banking regulators, or other business associates that would be considered dishonest, harassing, or malicious, nor will we tolerate any other unprofessional behavior or behavior that is not in compliance with governing laws, rules and regulations applicable to our operations. Any such actions could be cause for disciplinary action.

Conflicts of Interest

A conflict of interest occurs when an individual's private interests or the interests of a member of his or her family or a business associate interferes or appears to interfere with the interests of the Company. For purposes of this policy, a "family member" is a person's spouse, father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, children, stepchildren, grandparent, grandchildren, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, and the spouse of any of the foregoing. A conflict of interest can arise when a director, officer, or associate (or a member of his or her family or business associate) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a director, officer or associate (or a member of his or her family or business associate) receives improper personal benefits as a result of his or her position in the Company. The following specific situations describe ways in which a conflict of interest may be present. If any director, officer or associate believes that he or she or another individual may have an actual or potential conflict of interest with the Company or is aware of any transaction or relationship that reasonably could be expected to give rise to a conflict of interest or even the appearance of a conflict of interest, that individual should report it to his or her immediate manager, a member of the leadership team of the Bank or the Company, as appropriate, the Chief Executive Officer of the Bank or the Company, as appropriate, or the chairman of the Audit Committee.

- Each director, officer and associate should administer his or her affairs in a manner well above criticism, particularly those affairs involving a Company client, borrower, vendor, competitor, professional advisor, governmental official, or other person doing business with or interacting with the Company. You should avoid situations that may lead to a conflict of interest or the appearance of a conflict of interest.
- Associates should not process transactions to their personal accounts or accounts in which they might have a direct or indirect interest. This includes fee waivers, charging off a loan in which an associate has an interest, unauthorized deposits to their accounts, etc.
- Mortgage loan originators are prohibited from originating mortgage loans for family members and may not (i) participate in the underwriting of such mortgage loan, or (ii) receive compensation and/or overrides on such loans.
- No lender shall negotiate, approve, renew or offer comments to other lenders on any loan to a family member or to any entity in which such lender or a relative of such lender has a material interest by virtue of investment or employment.

- Directors, officers and associates should exercise due care before entering into a transaction or business relationship with a client or a vendor of the Company. This could involve a partnership, joint venture, or other business enterprise. These associations should be approved by the Company's Chief Executive Officer before entering into the business venture. If the association is approved, the director, officer or associate must disqualify himself or herself from any Company transaction with that entity from that point forward. If the transaction appears to be a conflict of interest, any financial loss that the director, officer or associate may incur as a result of the Chief Executive Officer of the Company or his designee rendering a decision that the transactions appears to be a conflict of interest will be the sole responsibility of the director, officer or associate.
- Directors, officers, and associates may engage in personal lending and deposit transactions with the Bank only in accordance with applicable banking laws and regulations.
- No Company director, officer, or associate may solicit or accept anything of value from any client, potential client, competitor, vendor, attorney or other person where it may appear that the gift may influence the director, officer, or associate in his or her dealings with the party in the future and any business dealings with the Company. If a director, officer or associate is offered or receives a gift of value and the individual is unsure whether the acceptance of the gift is a violation of this Code, the individual should report the gift or favor to the Chief Executive Officer of the Company immediately prior to acceptance or immediately after the gift is received.

No director, officer or associate of the Company may give any gift, bribe, kickback, favor, discount or any other item to a client, potential client, government official, or any other party with the intent of influencing that party's intent in a transaction or potential transaction involving the Company.

There are circumstances in which gifts, favors or meals may not be deemed to be a violation of the Code:

- Reasonable business expenses associated with meals, entertainment, travel and accommodations with parties for discussing Company business opportunities;
- Acceptance of gifts of nominal value associated with an event such as a promotion, retirement, wedding, etc.;
- Pens, calendars, and other small-value items that advertise a client's business;
- Gifts based clearly on personal relationships between a director, officer or associate of the Company and another party and not based on business relationships.
- Directors, officers and associates of the Company should not accept a directorship, partnership or officer position without first disclosing that opportunity to the Chief Executive Officer of the Company or his designee. Prior approval is required. Directors, officers and associates should not agree to serve in any fiduciary capacity for any trust or other business, unless the trust is associated with a family relationship, without first obtaining the permission of the Chief Executive Officer of the Company or his designee.
- Officers and associates may not have outside employment without the prior approval of the officer's or associate's manager, or the Chief Executive Officer of the Company or his designee. Any outside employment must not interfere with the officer's or associate's duties to the Company and may not conflict with any business interest of the Company.
- The Company encourages our directors, officers and associates to engage in volunteer work that benefits the communities in which we do business. If any volunteer work schedule conflicts with the duties of the officer or associate, prior approval from that individual's immediate manager

must be obtained.

- The Company encourages its directors, officers and associates to be involved in local, state and national political activities. Individuals who wish to run for an elected office or accept a governmental appointment should discuss this with a member of the leadership team before accepting any appointment or entering any political race. Running for public office or accepting a political appointment requires the prior approval of the Chief Executive Officer of the Company. If, in the opinion of the Chief Executive Officer of the Company, the position sought would interfere with the associate's work, changes in duties or compensation may be necessary. Associates may participate in an election campaign, but only during off-duty hours, off-premises, without the use of any Company assets. Associates participating in political campaigns may do so only as individuals and are forbidden to endorse or appear to give the endorsement of a candidate in the name of the Company. Associates should not wear Company shirts, hats with logos, or other indicia of affiliation with the Company while campaigning, either for themselves or for other candidates. The Company expects that any individual participating in a political campaign do so in compliance with all laws relating to elections, voting, campaign finance, and the political process.
- Directors, officers, and associates may not offer any legal, tax, accounting, or investment advice to clients or others unless authorized to do so by the Company and such advice is rendered pursuant to regulatory guidelines (such as, suitability tests). Directors, officers and associates should encourage clients to consult their own attorneys, tax professionals, accountants, and investment advisors for such matters. Directors, officers, and associates should refrain from recommending a single provider to a client for legal, tax, or accounting services. In such cases, directors, officers and associates are encouraged to list multiple providers without emphasizing any single one. The foregoing does not apply to a director of the Company who practices law, is an accounting or tax professional, or an investment professional in the ordinary course of that director's business. In addition, the foregoing policy does not prohibit directors, officers and associates from referring others to investment professionals who are affiliated with or associated with the Bank.

If you are unsure whether an action you are about to take is a potential conflict of interest, you should consult your immediate manager or a member of the Company's leadership team.

Conduct Related to a Director's, Officer's or Associate's Financial Affairs

The Company encourages, but does not require, our directors, officers and associates to do their personal banking business with the Company within the parameters of governing laws and regulations. We expect all of our directors, officers and associates to conduct their personal financial affairs well above criticism, whether with the Company or with another financial institution. Careless financial practices will not be tolerated and could subject the individual to disciplinary procedures.

- The Company monitors the loan and deposit accounts of directors, officers and associates for any unusual activity. Any unusual or suspicious activity will be reported to the Chief Executive Officer of the Company or his designee (*e.g.*, the Bank Secrecy Act Officer) and will be dealt with immediately.
- A director, officer or associate whose loan is greater than 30 days past due will be subjected to counseling and be asked to remedy the past due status as soon as possible.
- Regulation O of the Federal Reserve Board of Governors places limits on the amount of borrowings executive officers, principal shareholders, and directors may have from the Company.

The Company will monitor carefully the borrowings of all individuals who are impacted by this regulation and will convey all such limitations.

- Regulation W of the Federal Reserve Board of Governors places certain limits on transactions with the Company's affiliates. The Company will monitor carefully all transactions with affiliates to assure compliance with this regulation.
- The Company expects that all directors, officers and associates and their respective related interests will carry positive balances in their checking accounts at all times.
- Directors, officers and associates may not enter into any investment with any party that would be deemed a conflict of interest, as defined above. Investment in clients' or vendors' businesses should be disclosed to the Audit Committee of the Board.

Usurpation of Business Opportunity

Directors, officers, and associates of the Company may not take advantage of a business opportunity for his or her own or another person's benefit or personal profit when the opportunity is within the corporate powers of the Company and the opportunity is of present or potential practical advantage to the Company. No director or member of executive management may take advantage of a Company corporate opportunity without the consent of the Board, and no associate may take advantage of a Company corporate opportunity without the consent of the Chief Executive Officer of the Company.

Conduct Related to Company and Client Information and Data Security

- Some information received by directors, officers and associates of the Company is confidential in nature and is the sole property of the Company. This information may include, but is not limited to, information concerning our clients, other associates, officers or directors, the Company's business plans and financial affairs, etc. Using this knowledge to benefit yourself, friends, family or business associates is strictly prohibited by the Code and in some instances by governing state and federal laws and regulations.
- The Company expects all directors, officers and associates to perform their duties in good faith and in the best interest of the Company and its shareholders. You must deal fairly with our clients, suppliers, competitors, associates, and others with whom the Company conducts its business. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of a material fact, or any other unfair dealing or abusive practice.
- The Company's policy is to cooperate with all reasonable requests from government authorities and each of our directors, officers and associates must abide by this policy. You may not conceal, alter or destroy any document in anticipation of, or in response to, any governmental examination or investigation of any nature. Any request for information from a governmental authority, other than routine items requested in the ordinary course of business or during the course of routine bank or bank holding company examinations, should be reported to the Chief Executive Officer or Chief Financial Officer of the Company; in the alternative, if you are not comfortable reporting such matter to the Chief Executive Officer or the Chief Financial Officer, you may report the request to the chairman of the Audit Committee, via the Bank's Whistleblower policy instructions, so that the Company may consult with its legal counsel about the request prior to providing the information.
- The Company's Board has adopted a comprehensive set of information security policies and

standards that every officer and associate is required to review within two weeks of their hire date. Each officer and associate is required to formally review and understand any changes to these policies and standards on at least an annual basis. The following summaries of a few of the security policies and standards are provided by way of example and are not intended to be comprehensive. Complete information relating to information security and information technology may be obtained from the Information Security Officer or his or her designee. Such policies must be reviewed and signed/acknowledged within two weeks of the officer's or associates hire date.

- *Privacy.* Most officers and associates will be in possession of sensitive client information (for example, credit and other files, deposit account information, etc.). You should not release this information to other associates who would not otherwise need it to carry out their job responsibilities. Sharing this information with non-associates is expressly forbidden unless authorized to do so by your immediate or a member of the Company's leadership team after receipt of permission to do so by the client.
- *Data Security.* Associates must exhibit due care in the disposal or transmission of sensitive client or other internal information to other parties, either internal or external. You should determine, prior to disposal, that all such information is destroyed via an acceptable technique (for example shredding the data).

Associates should make sure that when transmitting information via mail, courier, fax, e-mail, or other means that the correspondence includes the most recent addresses, telephone numbers, etc. Faxes and e-mails should be recognized to be generally insecure and should be used only for routine correspondence along with the appropriate disclaimers affixed to the fax or e-mail prior to transmittal. In most cases, e-mails to our clients should be sent via our secure e-mail system.

- *Passwords.* Most associates will have access to the Company's information systems in some way as part of their job responsibilities. These information systems, including the hardware and software, manuals and the resulting data that is housed in these systems, is the property of the Company. You may not use the Company's systems for your personal business and you may not share our systems or data with any unauthorized person. Associates are required to abide by the various information systems' security procedures and protocols, which include not sharing passwords with others and keeping assigned system credentials private and physically secure.
- *Internet.* The Company provides Internet access to most, if not all, associates for services such as outside e-mail, research, and to communicate with vendor sites for such things as credit bureau reports, flood determination documentation, etc. The Company encourages the use of the Internet for all business purposes that have been reviewed by our Information Security Officer or his or her designee and deemed as a secure or protected site and/or process. Associates are prohibited from excessive "surfing the Internet" during business hours or using any Company computer for that purpose. Officers and associates may not access Internet sites that would be considered inappropriate under normal circumstances.
- *Computer equipment and software.* Associates should have no expectation of privacy for items that are created, stored, retrieved, or sent on, by or through, a Company computer or the Company computer system. You may not install software of your own on Company computers. Associates are prohibited from disabling, removing or tampering with any security or monitoring software on their assigned computer. The Company has the right to monitor, seize, destroy, erase, etc. any such information without notice to you.
- *E-mail.* E-mail is an excellent means of communications with other associates, clients, and prospective clients, as well as limited personal use. However, excessive use of personal e-mail during normal working hours is not permitted. Material that is fraudulent, discriminatory, sexually

explicit, harassing, obscene, unlawful, or otherwise deemed inappropriate by management or a violation of Company policy or this Code may not be accessed by, sent from, downloaded to, or transmitted through a Company computer or any other Company electronic device. Abuse of this policy should be reported directly to your immediate manager and/or the Director of Human Resources. Unsolicited external e-mails of this nature should be deleted immediately.

- *Dangers.* Malicious e-mail is one of the key ways criminals gain access to computer systems. Associates must be diligent when opening and reviewing e-mail, particularly from outside the Company. You should not open attachments, follow any included Web links, or attempt contact with a suspicious/unsolicited sender. E-mails with these additional elements requesting actions such as “click here,” “open this file,” or “please confirm information” are suspicious and should be immediately reported to the Company’s Information Security Officer or his or her designee.
- *Public release of information.* Directors, officers and associates may become aware of the internal financial affairs of the Company prior to that information being published or released by the Company for use by the external financial community (“Inside Information”). Those directors, officers and associates who are routinely in possession of Inside Information should be particularly careful in the use of this information. You must restrict your discussions or distribution of this information to those individuals inside the Company who have an internal business need to know the information. Otherwise, the Inside Information may not be discussed with anyone. Using this information to transact personal investment decisions is expressly forbidden and could be deemed a violation of United States securities laws for insider trading.
- *Insider trading.* Stock transactions are regulated by numerous complex laws. Severe civil and criminal penalties can be imposed on individuals and corporations convicted of violations. The information in this Code is a summary of the Company’s Insider Trading Policies (the “Trading Policies”). Directors, officers and associates should consult the Policy applicable to that individual for a complete description.
- *Material information.* Directors, officers and associates who know any “material” fact about the Company that has not been disclosed to the public may not buy or sell our stock until reasonable time has passed after the information has been disclosed to the public. “Material” information includes facts that would be likely to cause the value of the stock to go up or down or that a reasonable shareholder would consider important in deciding whether to buy or sell. Examples of material information would be knowledge of projections of earnings or dividend figures; regulatory examination reports; tender offers; acquisitions; mergers; and sale of businesses.

Specific additional legal restrictions on trading in our stock that apply to our directors, leadership team and others have been provided to those individuals. Any person who has a question about these restrictions may consult the Chief Executive Officer or Chief Financial Officer of the Company.

Conduct Related to Internal Controls

Proper disclosure and reporting of financial information is the primary responsibility of the Chief Executive Officer and the Chief Financial Officer of the Company. However, other officers and associates have an obligation to insure that proper accounting practices are followed and, if not, to notify the Company’s Audit Committee of suspected improprieties.

Improper activities include (but are not limited to) the following:

- Improper recording and reporting of financial information that is contrary to Generally Accepted Accounting Principles or Financial Accounting Standards Board’s interpretations and/or

pronouncements. This includes the non-recording and non-reporting of financial information;

- Improper accounting of client transactions;
- Improper and/or incorrect rating of client loans;
- Improper disclosure of information to regulatory agencies, including non-disclosure of pertinent information;
- Improper disclosure of financial information to non-regulatory, outside sources not previously disclosed publicly.

If you suspect that improper activities have occurred or are occurring, you should notify the Audit Committee through the process outlined in the section of this Code entitled “*Reporting of Improper Reporting or Disclosure of Financial Information.*”

The Company has established a system of internal controls which executive management deems reasonable to assure the Board, our shareholders, and our regulators that the assets of the Company are properly safeguarded. Any associate who overrides this system of internal controls, either intentionally or unintentionally, whether or not the associate may or may not benefit personally, may be terminated. The Company will not tolerate any of the following practices:

- Forging signatures on official documents;
- Inappropriate notarizing of an official document;
- Force balancing client or other internal accounts
- Forging and/or signing on client accounts and/or documents;
- Using the Company’s name to acquire items of a personal nature or for personal benefit;
- Unauthorized commitment of Company to a particular business transaction (including sponsorships, contributions, asset purchases, indebtedness or other transactions);
- Falsifying Company records;
- Violation of any communicated Company policy;
- Destruction of Company-owned assets;
- Buying or selling Company assets without approval and at terms which are not at fair value;
- Improper processing of transactions to personal accounts;
- Committing any illegal, questionable or dishonest act;
- Electing not to cooperate in an investigation of harassment, fraud or other policy offense;
- Unauthorized acquisition of Company assets (e.g., theft);

- Any action of overriding any system of internal control.

In addition and in accordance with the rules promulgated by the SEC under the Sarbanes-Oxley Act of 2002, it is unlawful and a violation of this Code for any director, officer or associate of the Company or any other person acting under the direction of any director, officer or associate of the Company, to take any action to fraudulently influence, coerce, manipulate, or mislead any independent or certified accountant engaged in the performance of an audit of the Company's financial statements for the purpose of rendering such financial statements materially misleading.

Provisions Applicable to the Chief Executive Officer and Chief Financial Officer of Company and Bank

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports that we are required to file with the SEC. It is the responsibility of these officers to bring to the attention of the Company's Audit Committee any material information of which he or she becomes aware that affects the disclosures made in our public filings or otherwise assist the Audit Committee in fulfilling its responsibilities as specified in the Company's policies and procedures for periodic reports filed with the Securities and Exchange Commission.

Among the types of material information that the Chief Executive Officer of the Company and each senior financial officer should bring to the attention of the Audit Committee are:

- significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; or
- any fraud, whether or not material, that involves management or other associates who have a significant role in the Company's financial reporting, disclosures or internal control over financial reporting.

Employment Practices

The Company's Associate Handbook sets out the Company's policies with respect to associates' conduct while at work, including, but not limited to, policies related to personal business, alcohol and drugs, internal investigations, solicitation restrictions, firearms and weapons possession, and dress code. The Associate Handbook also covers conduct of associates while away from work. Each Company associate should review those policies carefully and by signing the certification with respect to compliance with the Code, certify that they are in compliance with those other policies and procedures, as well.

Disciplinary Policies and Procedures

The Company will enforce its policies. If we fail to enforce those policies, we run the risk of undermining our success and eroding the morale of our associates. The Human Resources and Compensation Committee will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code by directors, officers and associates. These actions shall be reasonably designed to deter wrongdoing and to promote accountability among our directors, officers and associates. In determining what action is appropriate in a particular case, the Human Resources and Compensation Committee or its designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or a repeat violation,

whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation the proper course of action, and whether or not the individual had committed other violations in the past.

If a director, officer or associate violates any of our policies and/or guidelines applicable to the individual, corrective action or discipline may be necessary. Subject to the authority of Human Resources and Compensation committee, or its designee, to establish additional procedures, it is the Company's position that a more informal process of communication between an associate and the associate's immediate manager or the Chief Executive Officer of the Company and the director should usually precede any formal disciplinary process.

Described below are various levels of discipline that may be imposed if it is determined that the director, officer or associate has apparently violated the Code or other Company policy or procedure. Progressive discipline is not a "lock-step" or formulistic approach. The Human Resources and Compensation Committee or its designee reserves the right to deal with each behavioral or performance matter in the most appropriate manner and evaluate the remedy to each matter based on specific facts and circumstances.

- *Verbal warning.* The associate's manager meets with the associate and conducts corrective counseling related to performance issues and/or unacceptable behavior. Details of the meeting are documented and placed in the associate's personnel file.
- *Written Warning.* If the matter being dealt with is serious enough to bypass the verbal warning or the matter discussed verbally has not resulted in the required improvement, a written warning will be prepared by the associate's immediate manager or the Director of Human Resources and given to the associate. A copy of the written warning will be placed in the associate's personnel file. A meeting will be held with the associate, his or her manager, and the Director of Human Resources to discuss the written warning. This meeting should include discussion about improving performance and/or correcting the behavior and actions to be taken if corrective action does not occur.
- *Final Warning.* An associate may be placed on a Final Warning for a period of time to be determined by the manager and Director of Human Resources. Final Warning specifics will be communicated via the warning and corrective counseling meeting.
- *Termination.* A decision to terminate is made only after the manager discusses the matter with the Director of Human Resources and his or her executive manager. The Company believes that in some cases, progressive discipline is not the best solution, and termination after the first infraction is appropriate. The Company will involve, where appropriate, legal counsel and/or regulatory or law enforcement authorities. If, after investigation, the termination decision is determined to be inappropriate, the termination decision will be rescinded, and the associate may be compensated for any work time pay lost.

Reporting Code Infractions

The Company requires the cooperation of each director, officer and associate in implementing the Code. If you believe that a violation of this Code has occurred or may occur (other than accounting or auditing matters, which are discussed below), you should immediately notify your manager, the Director of Human Resources, or the Chief Human Resources Officer. Reporting options are identified in the Bank's Whistleblower policy.

Reporting of Improper Reporting or Disclosure of Financial Information

The Sarbanes-Oxley Act of 2002 requires that the Company's Audit Committee establish procedures for confidential, anonymous submission of associate concerns regarding questionable accounting or auditing matters. Associate complaints and reports of this nature will be handled under the procedures established by the Audit Committee. In the event an associate has knowledge of improper reporting or disclosure of financial information, the associate must report the information to the Audit Committee of the Board. All reporting to the Audit Committee is confidential. To report the information to the Audit Committee, an associate should review the reporting options identified in the Bank's Whistleblower policy.

Waivers and Amendments

A waiver of a provision of this Code shall be requested whenever there is a reasonable likelihood that a contemplated action will violate the Code. If the request under consideration relates to a leadership team member or director, the determination with respect to the waiver will be made by the Board, in consultation with external legal counsel as the Board deems appropriate. If the request under consideration relates to any other person, the determination will be made by the Chief Executive Officer of the Company. Waivers will not be granted except under extraordinary circumstances. Any waiver of the Code for directors and leadership team members or amendments to the Code will be disclosed in accordance with applicable law and the rules of any national exchange on which the Company's stock is traded.

Date of last revision: November 2019
Date of last approval: November 2019

**DIRECTORS, OFFICERS AND ASSOCIATES
COMPLIANCE CERTIFICATE**

I have read the Code of Ethics and Business Conduct (the “Code”) of the Company and certify that I am aware of the Code’s contents. I am not aware of any current matters for which I could be deemed to be in noncompliance with the Code’s provisions, either in spirit or fact. I certify that I intend to remain in compliance with the Code in both spirit and fact for the foreseeable future. Should a circumstance present itself at a future date which jeopardizes my certification, I will notify, as appropriate, my immediate manager, a member of the leadership team See above, or the chairman of the Audit Committee.

Signature

Print name

Date