



Code of Ethics

Approved by the BTFG Board, December 18, 2008

Scope

The Code of Ethics shall apply to each director, officer and employee (collectively, "Employees") of BancTrust Financial Group, Inc. (the "Company"), and its affiliates, currently BankTrust, and its subsidiary BancTrust Financial Services, Inc., and any other direct or indirect subsidiary of the Company now or at any time in the future (the "Affiliates").

Introduction

"Code of Ethics" is defined by the Sarbanes-Oxley Act as a written standard that is reasonably designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in the periodic reports to be filed by the Company; and
- Compliance with applicable governmental laws, rules and regulations.

A "Code of Ethics" should also promote:

- The prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code;
- Full, fair, accurate, timely and understandable disclosure in other public communications made by the Company; and
- Accountability for adherence to the Code of Ethics.

The Company requires and expects each director, officer and employee of the Company and its Affiliates to advocate and adhere to the following principles governing their professional and ethical conduct in the fulfillment of their respective responsibilities.

Honest and Ethical Conduct

Legal and Ethical Standards

The Employees of the Company and its Affiliates will adhere to the highest legal and ethical standards applicable to the business of the Company.

- A. Business will be conducted in strict observance of both the letter and the spirit of applicable law, whether local, state, federal or foreign.
- B. In all situations, including those where there are no applicable legal principles or the law is unclear or conflicting, business will be conducted in such a manner that the Company and the Affiliates will not be embarrassed if the full facts are disclosed.
- C. The integrity of our institution and people is of utmost importance. Even the appearance of legal or ethical impropriety will be avoided.

Confidential and Insider Information

Non-public information obtained from customers and suppliers, as well as such information generated internally with respect to customers, suppliers, employees and the Company's own affairs, will be safeguarded and will not be used or disclosed except in the proper conduct of our business. The Company and its Affiliates have adopted policies establishing standards for the Employees of the Company and its Affiliates in the collection, use and security of customer information.

- A. Disclosure of confidential information within the Company will be restricted to those having a proper need for such

information.

- B. The Company and its Affiliates will publicly disclose, at the earliest appropriate time, all material developments relevant to their affairs which they are required by law to disclose. Such disclosure will be made through the proper corporate channels and follow the rules established by any applicable regulatory agencies. In doing so, the Company and its Affiliates will avoid, where possible, compromising confidential information relative to customers, suppliers and employees.

Misuse of Corporate Position or Property

Corporate property, services, opportunities, confidential or insider information, and corporate position, authority or influence accruing or available to the Employees of the Company or its Affiliates on account of their affiliation with the Company or its Affiliates shall not be used for personal benefit. Such individuals shall not accept gifts or other favors which may appear to influence, or in fact influence, their actions or judgment in the discharge of their duties to the Company or its Affiliates.

Personal Responsibilities

The Employees of the Company and its Affiliates should conduct their personal affairs in such fashion that their duties and responsibilities to the Company and the Affiliates are not jeopardized, and that ethical and/or legal questions do not arise with respect to their association or work with the Company and the Affiliates. Compliance with this Code is the responsibility of every director, officer and employee, both with regard to their own affairs and with respect to reporting any possible violations of which they may become aware.

- A. Conflicts of interest should be avoided. A possible conflict of interest exists whenever directors, officers, employees or members of their immediate families have an interest, direct or indirect, in an entity or matter which may influence a decision or recommendation they may have to make in the discharge of their responsibilities to the Company and its Affiliates. In the event a possible conflict does arise, its nature and extent should be fully disclosed immediately to the Chief Executive Officer of the Company, or, if he or she is not available, to another executive officer of the Company.
- B. Community and political activities are encouraged provided participation is accomplished in a legal manner, does not interfere with the discharge of work, duties or responsibilities owed the Company or its Affiliates, and is done in a manner clearly indicating the director, officer or employee does not speak or act for the Company or its Affiliates.
- C. Corporate directorships, election or appointment to public office, commissions, boards, etc., may not be accepted by an officer or employee of the Company or its affiliates without prior approval of the Chief Executive Officer of the Company.
- D. Personal and financial affairs of Employees are expected to be conducted on a sound, moral, ethical and legal basis.
- E. Officers and Employees should be familiar and comply with policies on harassment, (including sexual harassment), substance abuse, and all other policies contained in the BancTrust Financial Group, Inc., Human Resources Employee Handbook

Intracorporate Relationships

Each director, officer and employee has an important contribution to make to the Company's overall objective of providing high quality financial services to customers at a reasonable profit in an ethical, competent and professional manner. To accomplish this objective, it is imperative that we not only deal fairly and honestly with our customers, suppliers, auditors, attorneys, shareholders and the public at large, but that we also deal fairly and honestly in our relations with each other, both as individuals and as entities.

Reporting Requirements

The Securities Exchange Act of 1934 empowers the Securities and Exchange Commission to require periodic reporting of information by companies with publicly traded securities. Sections 302 and 906 of the Sarbanes-Oxley Act require the principal executive and financial officers of a company filing periodic reports to certify in each quarterly and annual report, among other things, that the report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading, and the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition and results of operations of the company. The Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer and any employee acting in that capacity are responsible for the full, fair, accurate, timely and understandable disclosure of financial reporting. It is the responsibility of the Employees of the Company and its Affiliates, regardless of position, to assist in any way possible in assuring that the financial information presented for the Company and its Affiliates, certified by the principal executive and financial officers, is fully, fairly, accurately, timely, and understandably reported.

The Sarbanes-Oxley Act of 2002 and resulting rules of the Securities and Exchange Commission and NASDAQ require the Company to disclose whether it has a Code of Ethics applicable to certain officers, namely, the Chief Executive Officer, the Chief Financial Officer, the principal accounting officer, and anyone acting in that capacity, regardless of title. This Code is intended to serve as such a Code of Ethics and to allow the Company to comply with these requirements by disclosing that it has such a Code applicable to all officers, employees, and directors of the Company and its Affiliates.

Governmental Laws, Rules, and Regulations

The Employees of the Company and its Affiliates shall follow the rules established by applicable governmental laws and regulations. The Employees of the Company and its Affiliates shall adhere to the regulations set forth by the appropriate regulatory body included but not limited to The Securities and Exchange Commission, The Board of Governors of the Federal Reserve, The Federal Deposit Insurance Corporation, The Alabama State Banking Department and the Florida Office of Financial Regulation.

Administration

The Sarbanes-Oxley Act of 2002 requires the Audit Committee of all publicly traded companies to:

- A. Establish procedures for receiving, retaining and handling complaints to the company regarding accounting, internal accounting controls or auditing matters; and
- B. Establish a means for employees of the company to submit confidential and anonymous reports regarding questionable accounting or auditing matters.

The Audit Committee and Board of Directors of the Company and its Affiliates expect the Employees to follow the established Code of Ethics and to report the Company's financial information and follow its accounting and auditing practices in a reliable and accurate manner. Every Employee of the Company and its Affiliates is responsible for reporting deviations from the Code of Ethics, irregularities or suspicious activities. While normal channels of communication and reporting exist within the Company and the Affiliates, Employees who are not comfortable reporting deviations from this Code, irregularities or suspicious activities through the normal channels are encouraged to report the information directly to the Chairman of the Company's Audit Committee. The Audit Committee has adopted a separate policy establishing the procedures whereby Employees may report irregularities or suspicious activities anonymously to the Chairman of the Company's Audit Committee.

Amendments and Waivers

Requested amendments to the Code of Ethics should be submitted in writing for approval by the Audit Committee of the Company and ratification by the Board of Directors of the Company.

Requested waivers from the Code of Ethics should be submitted in writing for approval by the Audit Committee of the Company and ratification by the Board of Directors of the Company.

Material violations of the Code of Ethics should be brought to the immediate attention of the Head of Human Resources or Chief Executive Officer of the Company, or its Chairman of the Company's Audit Committee.

The Company is required to disclose material departures from its Code of Ethics and amendments to its Code of Ethics within five (5) business days after it amends or waives a requirement of its Code of Ethics. The disclosure of amendments or waivers shall be made available on the company's web site. In addition, the Company may be required to file a Current Report on Form 8-K with the Securities and Exchange Commission to report an amendment to or waiver of a provision of this Code of Ethics.

Administering the Code of Ethics is the responsibility of the Head of Human Resources, with assistance provided as follows:

- A. Where any doubt exists, interpretation and clarification as to the applicability of this Code to a particular situation should be sought from the Chief Executive Officer or Head of Human Resources of the Company, or the Chairman of the Company's Audit Committee.
- B. All amendments to this Code will be first approved by the Audit Committee. The Head of Human Resources, in consultation with General Counsel of the Company, from time to time may issue interpretations, guidelines and relevant materials, as appropriate.
- C. All departures from the Code of Ethics should be reported to the Head of Human Resources or Chief Executive Officer of the Company, or the Chairman of the Company's Audit Committee.