

**METRO BANCORP, INC.**

**AND**

**METRO BANK**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**2014 EDITION**

**POLICY OWNER: CHIEF RISK OFFICER**

**APPROVED BY THE RESPECTIVE BOARDS OF DIRECTORS JANUARY 24, 2014**

## **Introduction**

This Code of Business Conduct and Ethics (“Code”) applies to Metro Bancorp, Inc., and its subsidiaries (collectively “Metro”). Metro has adopted this Code to help its directors and employees conduct themselves in a manner that exemplifies the integrity and ethical values of Metro and maintains public trust and confidence.

Metro expects all employees and directors to comply with all applicable laws, rules and regulations and to use sound judgment in conducting business with honesty and integrity. Each director and employee is expected to read this Code and demonstrate a personal commitment to the standards set forth herein. Directors and employees who do not comply with the standards set forth in this Code may be subject to disciplinary action, including termination of employment or dismissal from the Board of Directors (“Board”). We must always keep in mind how our actions affect the credibility and reputation of our organization.

Any questions concerning this Code or the appropriate course of conduct in a particular situation should be directed to the Chief Risk Officer. Any evidence of improper conduct, violations of laws, rules, regulations or this Code should be reported immediately. Metro will not allow retaliation against an employee or director for reporting such conduct in good faith.

Any waiver of the provisions of this Code for executive officers or directors may be made only by the Board or an independent committee thereof, and such waiver must be promptly disclosed to Metro shareholders.

A copy of this Code will be posted on Metro’s website and also mailed to any shareholder requesting it. In addition, the availability of this Code will be disclosed annually in Metro’s annual report on Form 10-K filed with the SEC.

This Code is not intended as a detailed guide for all situations. Directors and employees are also expected to comply with all guidelines and other workplace rules Metro may from time to time establish, all of which supplement this Code.

## **Responsibilities**

### **A. Compliance with Laws, Rules and Regulations**

All directors and employees must respect and comply with all laws, rules and regulations applicable to Metro’s business. Directors and employees are required to be honest and candid with internal auditors, independent accountants, regulatory agencies and bank counsel during regular business dealings and special investigations. Any questions as to the applicability of any law, rule or regulation should be directed to Metro’s Chief Risk Officer.

Internal Audit Services (“IAS”) reviews various aspects of the Code throughout the audit cycle based on the results of internal audit’s annual risk assessment.

### **B. Commitment to Equal Opportunity and Treatment of Employees**

Metro is an equal opportunity employer. Metro grants equal employment opportunities to all qualified individuals without regard to race, sex, religion, age, national origin, creed, marital status, physical or mental disability, or veteran’s status. Metro does not tolerate discrimination or harassment, including sexual harassment, in the workplace or in other business-related or company-sponsored settings. Metro’s position on providing a comfortable work environment extends to the conduct of students, vendors, contractors, visitors, customers and other persons who enter any Metro facility.

Federal regulations require Financial Institutions to take the necessary steps to avoid hiring individuals who have been convicted of a crime involving dishonesty, breach of trust, money laundering or have

agreed to enter into pre-trial intervention. Financial Institutions are further required by law to evaluate the backgrounds of individuals; therefore, Metro will perform background checks on all employees prior to or upon commencement of employment.

### **C. Conflicts of Interest**

Directors and employees shall be loyal to Metro and avoid any investment, interest or association that interferes or might interfere with the independent exercise of judgment in determining the best interests of Metro. Self-dealing, self-interest or other conflicts of interest in transactions involving Metro are unacceptable and strictly prohibited. It is impossible to delineate every situation that might create a real or perceived conflict of interest; consequently, the recognition and avoidance of situations that could be perceived as conflicts of interest require discretion, good judgment and common sense. If an employee or director believes or determines that a conflict of interest exists, even if inadvertent, such belief or determination must be disclosed to the Chief Risk Officer.

A conflict of interest arises when the personal interests of an employee or director interferes with the interests of Metro. Conflicts of interest can arise when an employee or director has interests that may impair objectivity when making decisions on behalf of Metro. Conflicts of interest can also arise when an employee or director, directly or indirectly, receives improper personal benefit as a result of holding such a position with Metro. For example, a substantial gift or excessive entertainment received from a customer, a supplier or any person or firm seeking favor or business from Metro would be an “improper personal benefit.” A gift is considered “substantial” or entertainment considered “excessive” if it could influence the recipient or suggest to others that the recipient might be influenced in the conduct of any business with the donor.

Lending and credit personnel responsible for a relationship with a particular customer must not invest in the securities or business of that customer. Lending or credit personnel having a “current holding” with a relationship for which they are responsible must disclose the relationship to the Chief Risk Officer and either remove themselves from the relationship or divest such investment to eliminate any real or perceived conflict of interest situations.

Directors may invest in existing and potential customers during the normal course of their personal and/or business activities. Directors must disclose such holdings when a customer’s application for credit is presented for Board approval and must abstain from its consideration. The same disclosure requirement extends to any similar involvement with a vendor providing products or services to Metro.

Except as pre-approved in accordance with Metro policies and procedures, transactions that involve a conflict of interest are prohibited. Any director or employee who becomes aware of a conflict of interest or potential conflict of interest must immediately bring such issue to the attention of the Chief Risk Officer.

### **D. Gifts, Entertainment and Other Things of Value**

The Bank Bribery Act prohibits any person or agent of Metro from offering or receiving anything of value where the item of value is offered with the intent of influencing the person, agent, or attorney in connection with a business transaction.

Whoever performs either of the following actions shall be deemed in violation of the Bank Bribery Act:

1. Corruptly gives, offers, or promises anything of value to any person with the intent to influence or reward an officer, director, employee, agent, or attorney of a financial institution in connection with any business or transaction of such institution, or
2. As an officer, director, employee, agent, or attorney of a financial institution corruptly solicits or demands for the benefit of any person, or corruptly accepts or agrees to accept, anything of value

from any person, intending to be influenced or rewarded in connection with any business or transaction of such institution.

Penalties for violating the law carries civil and criminal penalties, including fines and/or imprisonment. Employees, however, are permitted to accept gifts of nominal value (less than \$100 in value), except if the gift would affect, or may be perceived to affect, the judgment or objectivity of that individual or where there is an intention to influence or reward any business decision or transaction, whether before or after the decision or transaction is discussed or consummated.

If a Metro employee is offered or receives a personal gift exceeding \$100 in value from a potential or existing customer, supplier or competitor beyond what is authorized by this Code; the employee must disclose that fact in writing to the Chief Risk Officer within ten days of the offer or receipt of gift. This includes the value of gifts offered or received over a 12 month time period that have an aggregate value in excess of \$100. On a case-by-case basis, the Chief Risk Officer may approve other circumstances, not described herein, in which employees may accept something of value in connection with Metro business, though approval must be in writing on the basis of a full written disclosure of all relevant facts submitted by the employee, providing compliance with federal law. Permanent files will be maintained of all disclosures and responses.

Metro recognizes certain exceptions to the prohibition of gifts, which are listed below and which would not violate this Code:

- **Meals and Entertainment.** Employees may periodically give or receive meals, refreshments, travel arrangements, accommodations or other forms of entertainment, including tickets to sporting events, etc., if:
  - The items are of reasonable value, and would not be considered lavish;
  - The purpose of the meeting or attendance at the event is business related, and both the giving and receiving party will be in attendance to discuss business. This is necessary to avoid the appearance of the hospitality being a gift, rather than entertainment for a business purpose; and
  - The expenses would be paid by Metro as a reasonable business expense if not provided by another party.
  
- **Cash and Personal Gifts.** Gifts to employees from customers generally are intended as sincere expressions of friendship and appreciation based on the personal relationships that often develop in the normal conduct of business. However, gifts of cash in any amount are expressly prohibited. Gifts of cash include cash equivalents such as gift certificates, gift cards, check, money orders, securities, or other items which may readily be convertible to cash. Other gifts valued in excess of \$100 in aggregate over any 12 month time period, whether in the form of food, merchandise, unusual discounts, entertainment or the use of customer or supplier facilities, should be courteously declined as contrary to Metro policy. This policy includes gifts to an employee's immediate family.

Acceptance of gifts, gratuities, amenities or favors based on obvious family, social, or personal relationships and not in connection with a bank transaction or bank business are acceptable; however, the circumstances should be clear that those relationships, rather than the business of Metro, are the motivating factor. The exchange of things of value that may create the appearance of a conflict of interest should be avoided.

Gifts of modest value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, Christmas, bat or bar mitzvah, civic, charitable, educational or religious purposes are acceptable.

- **Advertising and Promotional Materials.** Employees may occasionally accept or give advertising or promotional materials of nominal value (valued at \$100 or less), such as pens, pencils, notepads, key chains, calendars, and similar items.

- **Gifts Rewarding Service or Accomplishment.** Employees may accept gifts from a civic, charitable, or religious organization specifically related to the employee's service or accomplishment.
- **Discounts or Rebates.** Employees may take advantage of discounts on Metro's products or services if they are offered to all employees generally. Employees may also periodically accept discounts or rebates on merchandise or services from a customer or supplier, provided that such discounts or rebates are offered with the same terms and conditions to all other employees.
- **Financial Products and Services.** Employees may accept loans from other banks or financial institutions on customary terms to finance proper and usual activities of employees, such as home mortgage loans, except where prohibited by law.

## **E. Pennsylvania Banking Code Compliance**

Section 1413 of the Pennsylvania Banking Code states that no director, trustee, officer, employee or attorney of an institution, or of an affiliate of the institution, shall:

- Receive anything of value for procuring or attempting to procure any loan from or investment by the institution,
- Purchase, or directly or indirectly be interested in purchasing, from the institution for less than its face value any promissory note or other evidence of indebtedness issued by the institution.

It is the policy of Metro to prohibit these circumstances as listed in Section 1413 of the Pennsylvania Banking Code.

Section 1418 of the Pennsylvania Banking Code, known as the standard of care, requires that directors and officers perform their duties in good faith in a manner that he/she reasonably believes to be in the best interests of Metro and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by officers, employees, attorneys, accountants, or committees of the board.

Section 2004 of the Pennsylvania Banking Code prohibits an institution or any director, trustee, officer, employee or attorney from giving any sum of money or any property as a gift or loan or otherwise to the Secretary of Banking, any official or employee of the Secretary of Banking. Therefore it is the policy of Metro to prohibit the giving of gifts of any kind to Pennsylvania Department of Banking employees. This prohibition shall not apply to a loan secured by a lien on the home of Pennsylvania Department of Banking employees or to deposit accounts at Metro.

A director, trustee, officer, employee or attorney of Metro who willfully violates these sections may be found guilty of a misdemeanor and upon conviction thereof be subject to imprisonment for a period not exceeding one year, or a fine not exceeding one thousand dollars (\$1,000), or both. Additionally, the Pennsylvania Department of Banking has the ability to immediately suspend any officer, employee or director if the Department concludes that a bank, its shareholders or depositors may suffer significant financial harm as a result of the officer's, employee's or director's continued involvement with the bank, and/or to assess a Civil Money Penalty of up to \$25,000 per violation against an institution, or any of its officers, employees, or directors for violations of any law or Department order, engaging in any unsafe or unsound practice, or breaches of a fiduciary duty in conducting the institution's business.

## **F. Referrals, Tax, Legal and Investment Advice**

Directors and employees should refrain from recommending specific attorneys, accountants, brokers, agents, etc., to customers in their conduct of business with Metro unless several choices can be provided without any indication of favoritism. References should have a recognized degree of competence and professionalism in their respective fields.

In some cases, customers may ask directors or employees to make statements relating to legalities in proposed transactions. Directors and employees are prohibited from offering legal advice on behalf of Metro; thus, customers must be advised to consult with legal counsel. Extreme caution must be exercised to ensure nothing could be interpreted by a customer as receiving expert legal, tax or investment advice from a director or employee.

## **G. Corporate Opportunities**

Directors and employees are prohibited from personally benefiting from any opportunities that arise or are discovered through the use of corporate property, information or position; using corporate property, information or position for personal gain (whether direct or indirect through a related interest); or directly or indirectly competing with Metro. Employees and directors are obligated to advance the legitimate interests of Metro when opportunities to do so arise.

## **H. Conducting Outside Activities and Managing Personal Finances**

Directors and employees are expected to conduct their outside activities, and to manage their personal finances, in a manner consistent with their positions or affiliations with Metro. Directors and employees shall be prudent in making personal investments, making sure such investments do not influence their conduct with regard to Metro's business or adversely affect its reputation.

Appropriate gainful employment outside Metro may be permitted for Officers with the prior approval from the Chief Risk Officer. Outside employment for non-Officers requires the prior approval of the Director of Human Resources. Any employee that desires to run for an elected political office, or accept a paid appointment to a federal, state or local governmental office must obtain prior approval from the applicable member of Senior Management and either the Chief Executive Officer or the Chief Risk Officer. Outside activities should not involve any use of company supplies, equipment, or facilities; adversely impact the employee's job duties or work schedule; imply the sponsorship or support of Metro; create or appear to create a conflict of interest; violate your confidentiality obligations to Metro Bank and its customers, or otherwise adversely affects Metro or its reputation. Outside employment with a competitor, e.g., another bank or bank holding company, or engaging in activities that conflict with Metro activities are strictly prohibited.

## **I. Employment of Relatives**

Employment of relatives is generally acceptable unless such employment creates a conflict of interest. Metro has, therefore, adopted a policy that provides for relatives being eligible for employment; however, relatives may not work in the same functional area as the current employee and may not report to one another. For purposes of this Code, relatives include grandparent, parent, sibling, child or grandchild. Any such relationship by marriage, i.e., in-laws, would also be considered a relative.

## **J. Confidentiality**

Except when disclosure is authorized or legally mandated, directors and employees must maintain the confidentiality of information entrusted to them by Metro and its customers and suppliers. Confidential information incorporates all non-public information, including, but not limited to Metro financial and proprietary information and information relating to customers and other third-parties, that might be of use to competitors, or detrimental to Metro or its customers or suppliers, if disclosed. Confidential information also includes information where disclosure is governed by laws and regulations (hereafter

referred to as “Regulatory Information”). Examples of Regulatory Information include, but are not limited to:

- Reports of Examination, Inspection Reports, Visitation Letters, non-public consent orders or other written regulatory agreements, and any information derived from, related to, or contained thereof, such as management responses, issue tracking documents, and associated regulatory correspondence.
- Regulatory required submissions by Metro, such as Suspicious Activity Reports (SARs). Regulatory Information also includes other Bank Secrecy Act related information as protected by confidentiality standards, including grand jury proceedings and subpoenas, governmental information requests, and National Security Letters.
- Non-public customer information as governed by the Gramm-Leach-Bliley Act and other federal and state laws and regulations regarding privacy.

Any questions about whether information is confidential should be directed to the Chief Risk Officer.

This obligation to protect confidential information does not cease when an employee or director leaves Metro.

Certain types of information may not be confidential, but still be proprietary. All work products produced by directors, employees and vendors are and shall remain the sole and exclusive property of Metro. Even though information such as customer and prospect names, presentation materials, marketing materials, product information, business methods or processes may be available to the general public, it remains the property of Metro. Directors and employees have no personal rights to such information or products either during or subsequent to employment. Directors and employees should not discuss business in any place or manner that would compromise the confidentiality or proprietary nature of information.

It is the policy of Metro to protect its systems and data by controlling access to such systems and data through a central Information Security Department. This department establishes, documents and administers data security policies, procedures, controls and authorized access to Metro’s systems and data.

Metro’s data processing systems and data are considered proprietary and confidential, and may only be accessed or updated according to specific approved authority. Any unauthorized access, update or use of Metro systems or data is strictly prohibited. Directors and employees are responsible for protecting the integrity of all systems and data for which they are authorized to access or update, and will only divulge information related to such systems or data to those having an authorized business requirement. Directors and employees will not compromise access to such systems or data by communicating identification and/or passwords to anyone.

## **K. Insider Trading**

Directors and employees may not buy or sell shares of Metro when they are in possession of material information not yet communicated to the general public. They also are prohibited from passing on such information to others who might make investment decisions based upon such information. Directors and employees also may not trade in stocks of other companies about which they learn material, non-public information through the course of their employment or service. Any questions as to whether information is material or has been appropriately disclosed to the general public must be directed to the Chief Financial Officer.

## **L. Fair Dealing**

Each employee and director should endeavor to deal fairly with Metro's competitors, suppliers, customers and employees. No employee or director should take unfair advantage of any person through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

## **M. Protection and Proper Use of Metro's Assets**

All employees and directors have a duty to protect Metro assets and ensure the efficient use of such assets. Theft, carelessness and waste have a direct impact on Metro's profitability and financial health. Corporate assets should be used only for legitimate business purposes and employees and directors should take measures to ensure against their theft, damage or misuse. These assets include intellectual property such as patents, trademarks, trade secrets, business and marketing plans, salary information and any unpublished financial data and reports. Any unauthorized use or distribution of this information is a violation of this Code.

For the safety, security and privacy of employees, customers, suppliers and others with whom you interact for Metro Bank, you may not make unauthorized audio, video or photographic recordings of confidential information or physical security/facility controls. See Metro's Information Security Policy and Program for detailed information about keeping information safe and secure.

## **N. Accuracy of Records and Reporting**

Full, fair, accurate, timely and understandable disclosures in Metro's periodic reports are legally required and essential to the success of its business. The highest standard of care should be exercised in preparing such reports in accordance with the following guidelines:

1. All accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
2. All records must fairly and accurately reflect the transactions or occurrences to which they relate.
3. All records must fairly and accurately reflect, in reasonable detail, Metro's assets, liabilities, revenues and expenses.
4. Accounting records must not contain any false or intentionally misleading entries.
5. No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
6. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
7. No information will be concealed from internal auditors, independent auditors or bank and other regulatory officials.
8. Compliance with Metro's system of internal accounting controls is required.
9. The making of false or misleading records or documentation is strictly prohibited.

Metro must operate in compliance with all applicable laws and regulations regarding the preservation of records. Records should be retained and destroyed only in accordance with Metro's Record Retention policy. Any questions about this policy should be directed to the Information Security Officer.

## **O. Disclosure Controls and Procedures**

Metro is required by SEC rules to maintain effective disclosure controls and procedures to ensure financial and non-financial information reported to the SEC is timely and accurate. All employees are expected, within the scope of their employment duties, to comply with these disclosure controls and procedures.

## **P. Improper Influence on Conduct of Audits**

Directors or employees may not fraudulently influence, coerce, manipulate or mislead any independent or certified public accountant engaged in the performance of an audit of the financial statements of Metro. Directors or employees may also not fraudulently influence, coerce, manipulate or mislead any member of Internal Audit Services, bank official or regulator engaged in the performance of an internal audit, investigation or regulatory examination. Directors and employees must cooperate in any authorized audit, investigation or examination being conducted. All questions concerning this section should be referred to the Chief Risk Officer.

## **Q. Interaction with Public Officials**

The Federal Election Campaign Act and the Pennsylvania Election Code make it unlawful for a bank holding company and/or bank (for purposes of this section, hereinafter collectively referred to as “Metro”) to make any contribution or expenditure or to provide any service (except usual and customary banking services) or anything of value in connection with any election to any political office, or in connection with any primary election or political convention or caucus held to select candidates for any political office. These prohibitions apply to all federal, state and local elections, political conventions and caucuses. In addition, it is unlawful for any officer or any director of Metro to consent on behalf of Metro to any political contribution or expenditure prohibited by the election laws, and it is unlawful for any candidate, political committee or other person to knowingly accept or receive a political contribution.

Federal and state election laws and regulations also prohibit other forms of political contributions or expenditures by Metro, including, but not limited to, the purchase of tickets to political dinners or other political fundraising events, advertisements in political literature and donations of goods or services in connection with political fundraising events and activities. Metro employees in their personal capacity, however, may make contributions from their own funds to political fundraisers, campaigns, etc., at their own discretion.

Directors or employees will not, under any circumstances, offer, give or agree to give anything of value to any person with the intent to reward or influence any decision, opinion or action by a Public Official, or where the recipient of anything of value would be perceived to have influence upon a Public Official. Value is considered the retail cost of any gift, meal or entertainment if purchased by a member of the general public.

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Illegal payments to government officials of any country are strictly prohibited.

## **R. Use of Electronic Technology Resources**

Employees are permitted to use Metro’s technology resources for occasional, non-work, non-prohibited purposes. Nevertheless and other than specific legal exceptions, employees have no right of privacy as to any information or file transmitted or stored on or through Metro’s electronic technical resources. Employees are responsible for ensuring that they use the technical resource privilege in an effective, ethical and legal manner.

Use of Metro’s technology resources, e.g., computers, Internet access, intranet, etc., may not be used for personal gain or solicitation of non-Metro business or activities. Use of technology resources may not interfere with productivity of any employee or the operations of Metro.

Sending, saving or viewing offensive material using corporate technology resources is prohibited. Offensive material includes any comments or images that would offend someone on the basis of a person’s race, color, creed, gender, sexual preference, age, national origin, or physical or mental

disability. Any use of technology resources to harass or discriminate is unlawful and strictly forbidden, and will be subject to discipline, up to and including discharge.

#### **S. Borrowing from Metro**

Directors and employees who borrow from Metro must do so in a safe and sound manner, on terms and conditions substantially the same as those prevailing at the time for comparable non-insider related transactions. Repayment of loans must be made in accordance with the established terms and conditions.

Directors, executive officers and principal shareholders are subject to additional regulatory constraints regarding extensions of credit, including overdrafts on accounts. These limitations are covered as part of the Metro's Regulation O Policy. Any questions regarding loans to directors, executive officers or principal shareholders should be directed to the Chief Risk Officer.

#### **T. Training/Annual Certification**

Each year, each director, officer and employee must certify receipt and understanding of the Code of Business Conduct and Ethics.

### **Compliance and Issue Reporting**

Metro understands that no Code of Business Conduct and Ethics or policy can address every scenario or answer every question. To ensure that all employees and directors can obtain prompt answers to their questions and inquiries, the Metro has established numerous internal policies and procedures for reference, or you may also consult with your supervisor, a member of management, or Metro's Chief Risk Officer.

Metro's Chief Risk Officer has been assigned responsibility for overseeing and monitoring adherence to this Code. The Chief Risk Officer may make periodic reports to the Nominating and Corporate Governance Committee and/or Board of Directors regarding the propriety of this Code and the effectiveness of procedures designed to ensure adherence to its requirements.

Any shareholder, director, employee, customer, vendor or service provider may communicate any concern regarding this Code directly to the Chief Risk Officer at the following address:

Metro Bancorp, Inc.  
Attn: Chief Risk Officer  
3801 Paxton Street  
Harrisburg, PA 17111

Confidential and, if appropriate, anonymous communications regarding this Code may also be made directly to the **Metro ReportLine at 877-888-0002**, which is available 24 hours a day, seven days a week, 365 days a year through an independent third party. No method of identifying callers is used, and you may choose to remain anonymous when you call. Any communication pertaining to an alleged violation of this Code must be factual and contain the following information:

- a. The specific event, including date and location;
- b. The name of each person involved in the specific event; and
- c. Any additional relevant information, documentation or evidence to support the reported violation.

Communications containing allegations of wrongdoing based upon speculation or having no evidentiary support will generally not be investigated.

## Reporting Violations

All employees are encouraged to speak with their immediate supervisors, managers or other appropriate personnel if in doubt about the best course of action to pursue in a particular situation. In most instances, employees should bring any questions regarding this Code to the attention of the Chief Risk Officer, however, employees may also report directly to the chairman of the Audit Committee of the Board of Directors. Also, as noted above, the Metro ReportLine may also be used for issue reporting.

All employees are encouraged to promptly report to the Chief Risk Officer any violations of this Code or any laws, rules or regulations. Metro does not and will not permit retaliation or discrimination of any kind against employees who, in good faith, communicate possible violations of this Code, illegal conduct, sexual or other forms of harassment, discrimination, inappropriate workplace behavior or any other serious issue. It is, however, a violation of Metro policy for any employee to knowingly file a false report alleging illegal or unethical conduct.

Knowledge of and failure to promptly report a violation is, in and of itself, considered a violation of this Code and may subject the individual withholding such information to disciplinary action.

## Investigations

Reported violations of this Code will be thoroughly and promptly investigated. The person reporting the violation should not, under any circumstances, conduct an independent investigation. The nature of the violation will determine the party conducting any investigation, e.g., Human Resources, Security, Internal Audit Services, etc. Employees and directors are expected to fully cooperate with any investigation regarding violations of this Code.