

# Whistleblower Policy

## 1. TITLE

This policy is referred to as the Whistleblower Policy. It is also sometimes referred to herein as the “Whistleblower Policy” or the “Policy”.

## 2. PURPOSE

BOKF is committed to providing all employees a workplace that treats people with fairness and respect, and maintains the highest standards for personal and professional integrity. The purpose of the Whistleblower Policy is to enable any BOKF officer, employee, or any of its vendors, contractors, customers, shareholders, or any other person (“covered persons”) with direct knowledge about BOKF to report in good faith, without fear of retaliation, a suspected violation of any state or federal law or regulation related to accounting, internal control or auditing matters; a suspected violation of any securities laws or any other unlawful or unethical practice or activity; or a suspected violation of BOKF’s Standard of Conduct and Code of Ethics (“Code”).

## 3. SCOPE

Each of BOKF’s directors, officers, and employees is obligated to promptly report, in good faith, any illegal or unethical practice or activity including, but not limited to questionable or improper accounting or auditing matters, any violation of the Code or applicable laws, rules and regulations.

Reportable concerns under the Policy include, but are not limited to:

- Illegal or fraudulent activity such as bank fraud, wire fraud, mail fraud, securities fraud, and violation of any SEC or other federal or state law, rule or regulation relating to fraud against BOKF’s shareholders;
- Questionable accounting, internal controls and auditing matters such as:
  - fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of BOKF or any of its subsidiaries or affiliates
  - fraud or deliberate error in the recording and maintenance of financial records of BOKF or any of its subsidiaries or affiliates
  - deficiencies in or noncompliance with BOKF’s internal accounting controls
  - misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of BOKF or any of its subsidiaries or affiliates
  - deviation from the full and fair reporting of BOKF’s financial condition
- Conflicts of interest, dishonest or unethical conduct, or inaccurate disclosures in BOKF’s SEC reports, bank regulatory filings and other public disclosures;
- Violations of the Code or any other violations of laws, rules or regulations, including but not limited to employment discrimination laws.

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## 4. OBJECTIVE

The objectives of the Policy are to:

- Inform covered persons of their responsibility to report, in good faith, suspected violations.
- Provide a designated reporting method for covered persons to use when reporting a suspected violation, which includes an option to submit an anonymous report
- Provide for reasonable confidentiality with respect to reporting by covered persons
- Ensure BOKF management investigates reported concerns in a timely manner and acts on the findings as appropriate
- Protect covered persons, who in good faith disclose information about suspected wrongdoing, from retaliatory action even if the information is incorrect or the allegations are unsubstantiated
- Invoke disciplinary actions against those who retaliate against whistleblowers
- Invoke disciplinary actions against those covered persons where it can be demonstrated that the covered person knowingly provided false information

## 5. POLICY DETAILS

### 5.1 ACTING IN GOOD FAITH

Covered persons who report a concern must act in good faith and have reasonable grounds to believe the information disclosed indicates an improper accounting or auditing practice, or a violation of the Code, or applicable laws, rules and regulations. Any employee who files a report or provides evidence which they know to be false, or makes allegations which prove to be unsubstantiated and made in a malicious and reckless manner, may be subject to disciplinary action, up to and including termination of employment.

### 5.2 CONFIDENTIALITY

All reports will be treated with reasonable confidentiality. The covered person's identification will be kept confidential other than to those who need to know in order to conduct a thorough investigation of the report, such as designated human resources, audit, compliance or other individuals and as is consistent with legal and regulatory requirements.

### 5.3 NO RETALIATION

BOKF does not tolerate retaliation for engaging in a protected reporting activity. Any employee who retaliates against another employee for engaging in a protected reporting activity will be subject to disciplinary action up to and including termination of employment.

Employees should report any suspected retaliation to the Director of Employee Relations by contacting the **Employee Resource Center (ERC)** or to the [BOKF Risk Reporting Hotline](#).

### 5.4 OVERSIGHT AND MANAGEMENT

The Board of Directors is responsible for providing direction, authority and oversight of the BOKF's management practices. The Director, Enterprise Risk Management is responsible for the Whistleblower Policy and reports to the Chief Risk Officer who reports to the Risk

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Committee of the Board. This policy will be approved annually by the BOKF Board of Directors or the Audit Committee of the Board of Directors. To the extent there is a conflict between the Policy and any applicable law or regulation, the law or regulation shall govern.

## 5.5 REPORTING

Covered persons will be asked to provide specific and factual information. When possible, this should include:

- Name(s) of alleged wrongdoer(s);
- Date(s) the alleged wrongdoing took place and/or when the wrongdoing was identified;
- Location(s) where the alleged wrongdoing took place;
- Nature of the alleged wrongdoing and any supporting information
- Description and location of any information or documents supporting the report.

Covered persons should **NOT**:

- Conduct an investigation; or
- Copy, record, or access any information or documents to which they are not authorized as part of their normal job duties.

Methods for reporting suspected illegal or unethical activities or practices, or a suspected Code violation to BOKF management are to:

- Discuss the concern or suspected violation with the employee's immediate supervisor or an upper level manager in the same business line;
- Contact the Employee Resource Center in Human Resources;
- Contact BOK Financial Risk Reporting Hotline to submit a report anonymously by telephone at (844-297-5946) or electronic submission at [BOKF Risk Reporting Hotline](#).

## 5.6 INVESTIGATION

The standard procedure for any reported concern is as follows:

- The reported concern is logged in the secure case management system.
- The individual receives a confirmation number and/or password to facilitate communication, and protect anonymity.
- Designated personnel receive notice a concern was reported.
- Personnel may be assigned to investigate.
- Appropriate parties take corrective action as warranted.

## 6. ROLES AND RESPONSIBILITIES

Party / Parties	Roles and responsibilities
Director, Enterprise Risk Management	Policy and program owner  Responsible for overall management of the program

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Chief Auditor	<p>Presents quarterly summary reports to executive management and Board committees</p> <p>Directly receives and oversees the investigation of reported concerns regarding:</p> <ul style="list-style-type: none"> <li>• accounting, financial reporting, internal accounting controls, and auditing matters</li> <li>• any member of the executive leadership team except for reports involving the Chief Auditor or the CEO</li> </ul> <p>Evaluates the impact of all reported concerns to BOKF's financial condition and reporting requirements</p> <p>Escalates concerns to executive management and the Audit Committee Chair as appropriate</p>
Director of Employee Relations or the Employee Resource Center (ERC)	Point of contact for employees to report concerns or suspected violations
Risk Council	<p>Point of contact to report suspected retaliation</p> <p>Reviews policy and program annually</p> <p>Recommends for approval to the Board of Directors</p>
Audit Committee of the Board of Directors, and/or the Chairperson of the Audit Committee	<p>Responsible for establishing and maintaining procedures for the handling of complaints as outlined in section 301.4 of the Sarbanes Oxley Act of 2002. This includes approving changes to this policy and program, as appropriate.</p> <p>Reviews policy and program annually</p> <p>Directly receive and oversee the investigation of reported concerns regarding the Chief Auditor and CEO</p> <p>Review quarterly summary reports of all concerns reportable under Section 3 of the policy.</p>

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## 7. POLICY VIOLATIONS

Violations are subject to disciplinary action up to and including termination of employment.

## 8. RETENTION

Documentation pertaining to a reported concern will be retained in compliance with BOKF's document retention policy.

## 9. DEFINITIONS AND ABBREVIATIONS

Term	Meaning
Whistleblower	Someone who exposes prohibited activity occurring in an organization.
Covered Person(s)	BOKF officer, employee, or any of its vendors, contractors, customers, shareholders, or any other person with direct knowledge of the alleged prohibited activity.

## 10. ASSOCIATED DOCUMENTS

BOKF Standards of Conduct and Code of Ethic

[Standards of Conduct](#)

[Code of Ethics](#)

BOKF Human Resources Policies and Procedures

[Confidential Nature of Work](#)

[Employee Protection Line](#)

[Improper Conduct](#)

[Reporting and Resolving Employee Concerns](#)

[Equal Employment Opportunity and Anti-Harassment Policy](#)