

Standards of Conduct

This policy is applicable to BOK Financial Corporation, BOKF, NA and its divisions, affiliates and subsidiaries

DOCUMENT CONTROL

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REVISION RECORD

Revision description	Approved by		Date
Revision for 2015 all employee attestation	Board Committee	Audit	February 2015
Revision for 2016 – incorporate section of Code of Ethics and simplify language	Board Committee	Audit	February 2016
No Substantive changes	Board Committee	Audit	January 2017
Revision for 2017 – incorporated references to customer impact and treatment of customers, added annual certification option to include “previously approved exceptions”, updated ERC to Corp Risk Governance	Board Committee	Audit	October 2017
Revision for 2019 – simplify language; reorganize for ease of reference; update examples; incorporate updated contacts/links; incorporated updated policy names and links.	Board Committee	Audit	April 2019

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1 POLICY STATEMENT

BOK Financial (“BOKF”) and each of its affiliates, (collectively “BOKF” or “Company”) depend(s) upon the collective and individual performance of its/their employees. Employees have a responsibility to exercise sound, ethical judgment in all business and related personal activities and should adhere to the BOKF Standards of Conduct to prevent any actual, apparent, or potential conflict of interest that may reflect unfavorably upon BOKF or BOKF customers.

The Standards of Conduct apply to all officers and employees (collectively, “employees”) of BOKF in satisfaction of Section 406 of the Sarbanes-Oxley Act of 2002 and the NASDAQ listing requirements.

Failure to abide by these Standards of Conduct and incorporated and/or subsequent policies and procedures of the Company, as well as laws and regulations applicable to Company business activity constitutes a violation of employee duties, reflects a lack of responsibility, and may result in disciplinary action up to and including immediate termination of employment.

Employees must adhere to the spirit of the Standards of Conduct and policies as well as the letter of the Standards of Conduct/Policies.

If the employee’s respective line of business and/or work licenses or registrations have more restrictive policies, practices, and/or requirements, the most restrictive policy, practice and/or requirement is expressly incorporated herein and shall apply.

2 PURPOSE

BOKF is committed to providing a workplace where sound ethical judgment is used by all employees. The purpose of these Standards of Conduct is to ensure that employees are aware of, certify compliance with, and agree to abide by, and attest to BOKF’s Standards of Conduct, policies and procedures and practices, and applicable law and regulations.

3 STANDARDS OF CONDUCT

3.1 STANDARDS

As part of fulfilling the requirements of this Standards of Conduct, all employees are required to comply with these Standards of Conduct, all policies and procedures of the Company, and all laws and regulations applicable to the Company’s business activities and/or applicable to the employee individually.

BOKF and its officers and employees will conduct its/their business in accordance with the following principles:

- Engage in ethical decision making, exercising reasonable care to avoid taking unfair advantage of any person regarding BOKF business through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or unfair dealing;

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- Observe high levels of integrity in conducting business, sales practices, and treatment of customers, vendors, and employees;
- Provide a working environment in which adherence to high standards of integrity is clearly expected of all employees, and is not compromised by inappropriate pressure(s);
- Exhibit conduct that balances sales and revenue targets with risk management and customer protection;
- Protect the Company's assets and ensure their efficient use. Company assets should be used for legitimate business purposes;
- Ensure proper management of confidential information within the Company, to its employees, its vendors, and its customers. Such information shall not be communicated to any person outside of BOKF other than for BOKF business in accordance with BOKF policy and procedures. Such information shall not be communicated outside of BOKF secure systems and/or, when necessarily communicating with third parties for BOKF business, BOKF secure procedures/practices;
- Avoid, and, where appropriate, address any potential conflicts of interest in an equitable manner, between the Company and its employees, the Company and its customers, and between a customer and another customer, and/or with respect to vendors, including the hiring of relatives; (Section 3.3.7 CONFLICTS OF INTEREST).
- Take reasonable care to avoid Insider Trading in all forms; [Section 3.3.3.1]
- Maintain financial records in compliance with its established accounting policies;
- Ensure credit extended to employees is made only with proper approvals in place in accordance with BOKF's Employee Loan Policy and financial affairs and condition is maintained in a prudent and circumspect manner;
- Ensure outside activities do not interfere or conflict with the interests of BOKF and appropriate approval is obtained for contemplated outside employment or community engagement; and
- Avoid gifts or favors that would violate the Bank Bribery Amendments Act of 1985 or BOKF's Gift Policy (Section 3.3.7.2 Gifts/Entertainment/Favors).

Helpful Questions: It may be useful for employees to consider the following questions.

- Is this action consistent with BOKF Standards of Conduct?
- Is this action consistent with BOKF Policy?
- Does this action circumvent a BOKF policy and/or control?
- Is this action legal?
- Would I feel uncomfortable with respect to a work policy if employees found out about this action?

Seek Guidance: Because no set of standards can provide definitive answers to all questions, guidance for application of the Standards of Conduct should be sought in considering what abiding by the Company's principles and standards requires through the Exception process in Section 5 REQUESTS FOR EXCEPTIONS, INTERPRETATIONS AND DISPOSITION.

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3.2 SEC WHISTLEBLOWER PROGRAM

Nothing in these Standards of Conduct and incorporated policies and/or practices is intended to, or shall, in any way limit the right of a person subject to this policy to disclose any information to the SEC pursuant to Section 21 F of the Securities Exchange Act of 1934, as amended, or the rules of the SEC adopted pursuant to Section 21 F (the "SEC Whistleblower Program"). See *also*, Section 4, REPORTING.

3.3 EXPECTATIONS

3.3.1 ETHICAL DECISION MAKING

At BOKF, it is essential that employees engage in ethical decision-making. No employee should take unfair advantage of persons regarding BOKF business through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or unfair dealing.

3.3.2 INTEGRITY

Employees should meet high standards of honesty in all dealings. Deceit and subordination of principle are inconsistent with integrity. Each employee, director, and officer must act with integrity while still maintaining the confidentiality of information consistent with BOKF policies, observe laws and regulations, accounting standards, and adhere to a high standard of business ethics. This applies to sales practices and treatment of customers, as well as in communications, both as a Company and in employee and vendor working relationships. See *also*: BOKF Sales Tracking Policy *and* BOKF's Social Media Policy.

The Company will provide a working environment in which adherence to these standards is expected of all employees, and integrity is not compromised by inappropriate pressure(s).

3.3.3 CONFIDENTIAL AND INSIDE INFORMATION

Proper management of confidential information is important to the Company, its employees, its vendors, and its customers.

Loyalty to the Company includes a commitment not to use or give to others trade secrets or confidential information belonging to BOKF or to others with whom we do business, with the exception of reporting unethical or illegal practices or concerns according to the Whistleblower Policy or the SEC Whistleblower program (Section 3.2), or to respond to a regulatory request. Employees should refrain from discussing confidential information in public places or leaving confidential information visible on their computer monitors especially when using a company laptop in a public place.

Confidential, proprietary, or privileged information regarding customers, consumers, vendors, suppliers, and employees is to be used solely for BOKF purposes. Such information shall not be communicated to any person outside of BOKF (other than for BOKF business in accordance with BOKF policy and procedures) with the exception of communications used to report wrongdoing so long as adequate precautions to protect data are taken. See: Section 3.2 SEC WHISTLEBLOWER PROGRAM and Section 3.3.6 PROTECTION OF COMPANY ASSETS.

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3.3.3.1 INSIDER TRADING PROHIBITION

Any 'material' non-public and/or undisclosed information about BOKF or its customers is called "Inside Information." Inside information can be financial, product, services, personnel, or other information. A major factor in determining whether information is material is the impact that information could have on BOKF's financial condition or stock price. Employees may not trade based on Inside Information and may not share Inside Information.

Trading securities based on Inside Information is a violation of federal and state securities laws and is called "Insider Trading". If an employee provides a "tip" to someone who then buys or sells securities, both persons can be subject to Insider Trading and corresponding penalties. If an employee engages in Insider Trading the employee could lose the employee's job and be subject to civil and criminal penalties.

The following are examples of potential non-public/undisclosed and material information:

- Financial forecasts
- Changes in sales, market share or production
- Earnings, dividend, or stock splits
- Proposed mergers, acquisitions, or divestitures
- Marketing plans
- Strategic plans
- New product information
- Changes in top management

Financial or other Inside Information regarding BOKF, unless it has been published in reports to shareholders or made available to the public, shall not be communicated to any person outside of BOKF unless in compliance with laws and regulations, including, but not limited to communications made pursuant to the SEC Whistleblower program. Questions or concerns regarding the intentional or unintentional disclosure of non-public information should be made using one of the Reporting Methods in Section 4 REPORTING.

3.3.3.2 INSIDER TRADING: COMMUNICATION WITH GENERAL COUNSEL AND REPORTING

BOKF's Office of General Counsel maintains procedures to control the use of inside information for all directors and executive management with respect to BOKF stock. If any employee has any question concerning whether that employee is in possession of inside information, and thus is prohibited from trading, the employee should contact the BOKF Office of General Counsel at 918-583-9922. If an employee has a question and/or a concern that Insider Trading may have occurred, may be occurring, or might occur, then the employee must use one of the reporting methods in Section 4 REPORTING.

Upon notice, each Executive Leadership Team Member(s) (Executive Vice President(s), is/are responsible for reporting the matter to the Office of the General Counsel.

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3.3.4 RECORDS, ACCOUNTING AND REPORTING PRACTICES

3.3.4.1 BOOKS AND RECORDS

All transactions must be fully and accurately recorded in BOKF's books and records and must be recorded according to generally accepted accounting principles. False or misleading entries, including, but not limited to, non-genuine signatures and/ or otherwise falsified signatures, and/or inaccurate transactional and/or other inaccurate records, and/or unrecorded assets or liabilities are strictly prohibited. Such actions and/or items violate BOKF policy.

3.3.4.2 ACCOUNT ACCESS AND MAINTENANCE

Employees are not allowed to perform account maintenance or process transactions on their own accounts or accounts on which they are an authorized signer or accounts of immediate family members. Employees are only allowed to access account information for legitimate BOKF business purposes within the employee's assigned duties.

3.3.4.3 TIME AND BUSINESS EXPENSES

Employees must follow the time reporting and Business Expense Policies. Employees are accountable for the accuracy of such reports. Approvers of time rely on the accuracy of such reports.

3.3.4.4 REPORTING

Employees who have concerns about any accounting or internal control irregularities should report their concerns in accordance Section 4 REPORTING.

3.3.4.5 SAMPLE QUESTIONS & ANSWERS:

Q: I asked my supervisor to input my time on my timesheet as 9:00 AM. I actually did not arrive until 9:15 AM. Is this considered falsified reporting?

A: Yes. Providing false information to your supervisor regarding BOKF records is unacceptable and is a violation of the Standards of Conduct. Falsifying BOKF records is a terminable offense.

Q: I forgot to get a client signature on a loan application. The clients were in the office earlier today. The clients are anxious to get their funding and just drove a long way to sign paperwork. As long as the clients give permission, can I copy their signatures from an account signature card?

A: No. Using non-genuine or otherwise falsified signatures is unacceptable and is a violation of the Standards of Conduct. Falsifying BOKF records is a terminable offense.

3.3.5 BOKF BUSINESS WITH STATE OR FEDERAL OFFICIALS, AGENCIES, DEPARTMENTS, OR FOREIGN GOVERNMENT OFFICIALS.

Employees are prohibited from providing anything of value (i.e., meals, tickets) while soliciting business on behalf of BOKF with any state or federal agency officer or department or regulator. See also: Section 3.3.10 POLITICAL ACTIVITIES This rule does not apply to Native American tribal officials unless they also, through some dual role, serve in an official capacity for a state government or the federal government.

With respect to interactions with any foreign government officials, employees must comply with the U.S. Foreign Corrupt Practices Act (FCPA), a federal law that makes it a crime to offer, Standards of Conduct

promise, or give anything of value with corrupt intent (i.e., a bribe) to foreign government officials to influence them to do (or not to do) something to help the Bank obtain or retain business. For the avoidance of doubt, Native American tribal officials in the United States are not considered foreign officials for the purposes of the FCPA.

3.3.6 PROTECTION OF COMPANY ASSETS

3.3.6.1 GENERAL PROTECTION OF ASSETS

Employees should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on BOKF's profitability. Company assets should be used for BOKF legitimate business purposes. BOKF funds, property, services, supplies, facilities, or other things of value must not be used directly or indirectly by any employee of BOKF for the benefit of any other bank, person, or entity for services, property, or for loans made directly or indirectly to the employee, or for the benefit of the employee's family.

3.3.6.2 WORKING RELATIONSHIPS

Working relationships are BOKF assets. Positive working relationships and professionalism are key to BOKF's success. To ensure that persons are provided an appropriate work environment, BOKF employees are required to adhere to BOKF's Human Resources Policies and Procedures which are incorporated by reference into these Standards of Conduct. See: Human Resources Policies and Procedures.

3.3.6.3 INFORMATION, SYSTEMS, AND DATA SECURITY

3.3.6.3.1 BOKF Assets

Systems used to store, record, process, and access information, and BOKF data are BOKF assets. The loss, destruction, or unauthorized disclosure of information, or of components of information, can cause irreparable damage to BOKF and its customers. Use of BOKF provided internet, intranet, email, and digital media is limited to employees and authorized individuals for business purposes and is subject to monitoring by the Company.

3.3.6.3.2 Passwords and Access Codes.

Passwords and access codes, including security badges, are the personal responsibility of each employee, must be protected, and may not be shared.

3.3.6.3.3 Record Retention.

Records must be retained in accordance with applicable laws, regulations, and Company policies, practices, and procedures.

Computer and other electronic files should be disposed of in accordance with the Information Security Program Policy (ISPP) and Company policies.

3.3.6.3.4 Protection of Data.

BOKF employees must protect sensitive customer, vendor, and/or Company information (data) at all times and in accordance with the Information Security Program Policy (ISPP), ISPP Asset Handling Policy, and departmental policies and practices. See, in particular, Information Security

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Program Policy, ISPP Asset Handling Policy, and Termination/Separation Policy. See also: respective line of business policies, procedures, practices, and/or agreements, including, but not limited to, Work from Home Agreements and BOK Financial Securities, Inc. Representative Agreements. Electronic data and Hard Copy data shall not be maintained in a vehicle or otherwise unsecured.

3.3.6.3.4.1 Electronic Data.

Subject to Section 3.2, and adequate precautions to protect data disclosed pursuant to Section 3.2, confidential information and/or Company information should be maintained only on BOKF secure systems. Specifically, employees are reminded that use of personal email accounts, social media (unless a limited exception is approved by the Company for marketing purposes), instant messaging services, or other forms of electronic communications and/or data storage, to conduct business outside BOKF data security controls is prohibited. See also: Social Media Policy.

3.3.6.3.4.2 Hard Copy Data.

Subject to Section 3.2, and adequate precautions to protect data disclosed pursuant to Section 3.2, confidential and/or proprietary information that is maintained in hard copy, must be accessed and handled for business necessity only, should only be used when it is impractical to use electronic access, and must be maintained as confidential and handled pursuant to the most restrictive respective line of business policies, procedures, practices, and/or agreements, including, but not limited to, Work From Home Agreements and BOK Financial Securities, Inc. Representative Agreements.

3.3.6.4 RESPONSIBILITIES.

It is the employee's and the supervisor's responsibility to ensure that no employee, contractor, vendor, or non-employee, has access to systems and/or data not necessary for that person's assigned work functions on behalf of the Company.

It is the responsibility of the individual employee terminating employment and the immediate supervisor to see that confidential information and/or means of access to such information is, as soon as reasonably practicable, and if possible in advance of the terminating event, removed from any employee who should terminate employment from BOKF, by contacting the Employee Resource Center at 1-800-2My-BOKF (855.269.2653). See: Termination/Separation Policy.

3.3.6.5 CONFIDENTIAL PROPERTY AND INFORMATION

Employees are responsible for maintaining confidentiality of confidential materials or information of BOKF, such as:

- Policies and procedures manuals
- Account information
- Customer Contact Information
- Technical knowledge
- Marketing material

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- Information technology
- Information that could supply BOKF's competitors with a "competitive advantage"
- Information kept on a confidential basis, e.g. committee material and minutes
- Information not given or otherwise communicated to any other institution for their use

3.3.6.6 PROHIBITED USE OF BOKF PROPERTY

BOKF funds, property, services, supplies, facilities, or other things of value must not be used directly or indirectly by any employee of BOKF to compensate any other bank, competitor, person, or entity for services, property, or loans made directly or indirectly to the employee, or for the benefit of the employee's family.

3.3.6.7 SAMPLE QUESTIONS & ANSWERS:

Q: When I work from home, I bring customer information with me and use my personal email address to send electronic files to my home computer. Am I allowed to do this?

A: BOKF work should be performed on a Company laptop or through a company approved VPN or other secured and authorized solution, and must follow BOKF security measures.

Q: My friend who works for a company that does not compete with our company asked for the names of my business contacts. Am I allowed to give him this information?

A: No. BOKF employee, vendor, and/or client information is confidential. Employees may not share confidential data outside of the Reporting Methods in Section 4.

3.3.7 CONFLICTS OF INTEREST

3.3.7.1 DEFINITION AND GENERAL RULE

Business decisions should be made free from any conflict of interest and decisions should be impartial in appearance and practice. An actual or potential conflict of interest can arise when an employee, or member of his or her family, has a direct or indirect interest in an entity dealing with BOKF (i.e. bank customer, applicant, vendor, or supplier). BOKF and its employees must avoid any activity that has the appearance of a conflict of interest. If at any time an employee is in a situation that could be interpreted as a conflict or potential conflict, the employee must disclose the potential conflict through one of the Reporting Methods in Section 4. See Section 3.3.7.3 OUTSIDE ACTIVITIES.

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3.3.7.2 GIFTS/ENTERTAINMENT/FAVORS

3.3.7.2.1 General Rules & Prohibitions

Receiving. As a general rule, employees (and immediate family members of employees) shall not accept anything of value including (i) gifts or (ii) entertainment or (iii) favors, (collectively referred to as “gift”) from a person or entity conducting or seeking to do business with BOKF, and/or gain an advantage with BOKF, including, but not limited to, customers, vendors, job candidates, and/or employees. Some of the lines of business and corporate functions have very restrictive gift-giving policies and prohibit gifts entirely (for example, persons licensed by FINRA or SEC) that are even more restrictive than the Standards of Conduct. You are responsible for knowing and complying with the policies that apply to you. Contact your manager for lines of business or corporate function restrictions which may apply to you.

There are certain situations where receiving a gift permissible. Start by asking yourself:

- Did I ask for the gift?
- Would acceptance of the gift violate any of my business unit or corporate function policies?
- Have I frequently received gifts from the same source?
- Is the customer, supplier or company trying to influence or reward me in connection with a business decision or transaction?
- Is the gift otherwise prohibited (i.e. cash)?

If the answer to any question is “yes” you should not accept the gift. It is appropriate to tell the customer or vendor, “BOKF does not allow employees to accept gifts.” It is appropriate to tell the customer or vendor, “I cannot accept this gift without permission. Let me check on that and get back to you.” Follow the reporting procedure in Section 4.

If the answer to all five questions is “no”, you may accept the following:

- A gift with a retail value of \$200 or less (or whatever less amount might apply for your business line or corporate function) given on an occasion when gifts are customary. Example: A baby present that costs \$75.
- Promotional materials with a retail value of \$200 or less (or whatever less amount might apply for your business line or corporate function). Example: A promotional pen with a vendor’s logo on it.

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- Discounts or rebates on merchandise or services offered to the general public or under an agreement with the Company. Example: Discount on fitness memberships.
- Customary mementos at closing dinners and similar functions. Example: A Lucite paperweight commemorating a large transaction.
- Meals, refreshments and entertainment offered during the course of a meeting or other occasion as long as: (1) the purposes is business related, (2) your attendance relates to your job at the Company, (3) your host is there with you (4) the cost is reasonable and customary and (5) it's an infrequent invitation. Example: An occasional dinner at a moderately-priced restaurant with one of your long-time customers.
- Food or beverages that are not easily returned as long as they are: (1) given on an occasion when gifts are customary: (2) not extravagant; and (3) shared with members of your business unit. Example: Food basket delivered to your office over the holidays.
- Gifts from family members independent of any business of BOKF and/or advantage with BOKF.
- Gifts from other BOKF employees that are reasonable and customary and (1) not in the context of conducting or seeking to do business with BOKF and (2) do not create the perception of an advantage with BOKF and/or create an advantage with a BOKF employee.

Giving. As a general rule, gifts to prospects, customers, vendors, and/or other business or potential business relationships must comply with accounting policies pertaining to Business Promotion. See: Business Expense and Travel Policy. See also: 3.3.10.2.3 Political Contributions - Reporting Things of Value.

Family Members. A gift and/or favor to an employee's immediate family member will be deemed a gift/favor to the employee and will be prohibited unless the employee himself or herself could accept and/or give the gift pursuant to exception and the exception process as applicable.

Employee as Customer. For purposes of this section, when seeking to deal with another BOKF employee in his or her individual capacity as Company customer, vendor, and/or job candidate, that individual must be treated as any other customer, vendor, and/or job candidate.

3.3.7.2.2 Company Consideration As A Gift or Entertainment or Favor, (collectively "gift" of "Gift").

An item is considered a gift or entertainment or a favor, (all collectively a Gift), whether:

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- Something is physically provided to the employee/family member (i.e. tickets/vouchers/card/payment is handed to you) which allows the employee/family member to attend;
- Permission for use is granted;
- The person giving the gift/favor/entertainment takes employee/family member to an event or meets the employee/family member at an event/meal/entertainment; or
- The person giving the gift/favor/entertainment pays for the employee/family member at an event/meal/entertainment.

3.3.7.2.3 Examples of Gifts

The following is a non-exhaustive list of items considered Gifts: personal items, meals, drinks, gift certificates, gift cards, store credit, discounts, educational events not associated with continuing education for a license held pursuant to position requirements, concerts, sporting events, theatrical events, charitable events, plane flights, trips, accommodations, use of a home/vacation home, and/or services.

3.3.7.2.4 Examples of Entertainment (Gifts)

The following is a non-exhaustive list of items considered Entertainment (Gifts): meals, drinks, educational events not associated with continuing education for a license held pursuant to position requirements, concerts, sporting events, movies, theatrical events, charitable events, plane flights, joint travel, trips, accommodations, and/or attendance at a home/vacation home.

If you and the giver both go to a sporting event together, that is entertainment (which the Company treats as a gift for purposes of this policy).

3.3.7.2.5 Examples of Favors (Gifts)

The following is a non-exhaustive list of items considered as Favors (Gifts): offers of employment or business relationships, or anything reasonably regarded as providing a financial gain or advantage to either the recipient or the employee's immediate family member. See also, 3.3.7.2.3 Examples of Gifts and 3.3.7.2.4 Examples of Entertainment.

3.3.7.2.6 Monetary Gifts Prohibited

Cash gifts or cash equivalents of any amount (monetary gifts) are never permissible. A gift card which can be used at multiple entities is considered a prohibited cash equivalent. A card which is limited in use to one entity is not considered a cash equivalent.

3.3.7.2.7 Gift/Favors/Entertainment Exception Reporting and Processing:

See Section 4 REPORTING and Section 5 REQUESTS FOR EXCEPTIONS, INTERPRETATIONS AND DISPOSITION.

For transparency and consistency, and to provide the Company insight and the opportunities to assist with customer and vendor relationships and to minimize risk, gifts/favors/entertainment that are not expressly allowed as exceptions under 3.3.7.2.1 above must be reported and processed through Section 4 and Section 5.

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3.3.7.3 OUTSIDE ACTIVITIES

Outside employment, investments, and/or business opportunities could result in a potential conflict of interest in violation of this Standards of Conduct.

3.3.7.3.1 OUTSIDE ACTIVITIES PROHIBITION

No employee shall have personal business, investment activity, or interest that will:

- Encroach on the time or attention which should be devoted to duties in connection with employment by BOKF;
- Adversely affect the quality/quantity of work performance on behalf of BOKF;
- Compete directly, indirectly, or create the appearance of competing with BOKF;
- Involve use of BOKF's personnel, equipment, supplies or facilities;
- Take for yourself (or for a family member) opportunities that are discovered through the use of Company property, information or position;
- Use Company property, information or position for personal gain;
- Imply sponsorship or support by BOKF, employment, activity or organization;
- Jeopardize BOKF business opportunities; or
- Adversely affect, directly or indirectly, the good name of BOKF.

3.3.7.3.2 Personal Service On Board of Directors: Director's Fees, Honorariums, Expenses, and other Similar Payments

3.3.7.3.2.1 Serving on a Board of Directors.

- Serving on a Board of Directors is considered an Outside Business Activity, can create a Conflict of Interest, and has the potential to impermissibly encroach on work time and adversely affect performance; therefore, the intent to serve on a Board of Directors must be disclosed pursuant to Section 4 and Section 5 for dispositioning. SEE ALSO: Section 3.3.9 COMMUNITY ENGAGEMENT.
- Paid Board positions are generally prohibited and require reporting pursuant to Section 4 and dispositioning pursuant to Section 5.
- If dispositioning pursuant to Section 5 results in approval, when participating in such activities on a personal basis,
 - Employees may, depending on the facts and circumstances, be required to execute an Exception Agreement.
 - Employees should neither claim nor imply they are speaking on behalf of BOKF or any of its subsidiaries. Where an employee's connection to BOKF is apparent, the employee must make it clear that the employee is not speaking on behalf the Company. See Social Media Policy.

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3.3.7.3.3 OUTSIDE BUSINESS ACTIVITIES EXCEPTION REPORTING AND PROCESSING.

All outside business activities are considered Standard of Conduct exceptions and must be reported pursuant to Section 4 and dispositioned pursuant to Section 5 prior joining BOKF and/or prior to the activity, whichever occurs earlier.

3.3.7.4 SAMPLE QUESTIONS & ANSWERS:

Q: I am considering applying for a part-time position at a coffee shop during my off hours. Is this a potential conflict of interest?

A: Yes. If an employee is considering outside employment or is currently working a second job, the employee needs to use the Standards of Conduct Exception Request form to determine if there is a conflict of interest between the BOKF position and outside employment.

Q: My sister is part owner of a company that has provided services to BOKF for a long time. I was just hired at BOKF and I now have authority to contract with my sister's company. Is this a potential conflict of interest?

A: Yes. An appearance of a conflict exists because the employee is part of the decision making process for the selection of this vendor. The issue could be resolved if an impartial decision maker, such as your supervisor, makes the decision instead of you. It is important to report the potential conflict by way of one of the reporting methods in Section 4 REPORTING.

3.3.7.5 EMPLOYMENT OF RELATIVES

BOKF allows the employment of people with close relationships to other employees, only if such employment does not create actual or potential conflicts of interest. See: Hiring of Relatives Policy and Co-Worker Relationship Guidelines.

Certain conditions must be met to avoid potential conflicts:

- Relatives may not work under the supervision of, in the same department as, or in a position of responsibility for reviewing the procedures of another relative. Therefore, before a relative is hired and/or before an organizational change (such as a promotion or move of positions) may be affected by the personal relationship, the hiring and/or organizational change decision must pass through an exception review and be positively dispositioned in consultation with Human Resources and the Executive Leadership Team Member (ELTs/EVPs) whose line(s) of business may be affected.
- If employees become relatives after their hire date, the new relationship must be reported as a potential conflict and the disposition process must be completed.

3.3.7.5.1 Exception Reporting and Dispositioning:

Potential employment of a relative must be reported to for review and disposition processing described in Section 4 REPORTING and Section 5 REQUESTS FOR EXCEPTIONS, INTERPRETATIONS AND DISPOSITION must be completed.

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3.3.7.5.2 Sample Questions and Answers

Q: I have a position in my department and have identified who I would like to hire. The individual's father works in a different department but at times he might fill in for me when I'm out of the office. Would it be okay to hire the daughter?

A: No. Although the related individuals would be in different departments and performing different work, because one could at times supervise the other would be a conflict of interest and a violation of the company's Hiring of Relatives Policy.

Q: I have a position in my department and have identified who I would like to hire. The individual's wife works in a different department. The individual's wife will not be working with my department. Would it be okay to hire the individual without going through the exception process?

A: No. Hiring of relatives must always go through the reporting process in Section 4 and the Exception process in Section 5.

3.3.8 EMPLOYEE FINANCES

3.3.8.1 EXTENSIONS OF CREDIT TO EMPLOYEES

Extensions of credit to employees shall only be made with proper approvals in accordance with BOKF's Employee Loan Policy. Extensions of credit to employees shall conform to normal credit and lending standards for customers.

3.3.8.2 BORROWING FROM CUSTOMERS PROHIBITION

Employees (and their immediate family members) may not borrow from BOKF's customers or suppliers, except those engaged in lending in the normal course of business, and so long as there is no potential for a Conflict of Interest.

Employees may personally borrow from family members where BOKF is not involved in the transaction (for example by issuing credit or reviewing creditworthiness). For example, an employee may personally borrow from the employee's parent who simply maintains a bank account with BOKF.

Employee borrowing from other lending institutions must ensure that such transactions are free of any requirement for reciprocity and/or advantage to BOKF.

3.3.8.3 FINANCIAL CONDITION

It is the responsibility of every employee of BOKF to manage his or her financial affairs and condition in a prudent and circumspect manner. Certain employees such as registered broker dealers and registered investment advisors and the like, may have heightened reporting duties with respect to the employees' own personal financial matters and must consult and comply with applicable policies, laws and regulations, and licensing programs.

3.3.9 COMMUNITY ENGAGEMENT

BOKF encourages employee participation in recognized charitable, civic, and community affairs, subject to BOKF's Corporate Community and Employee Engagement Policy and OUTSIDE ACTIVITIES PROHIBITION 3.3.7.3.

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3.3.9.1 REPORTING FOR DISPOSITIONING

See: Section 3.3.7.3 OUTSIDE ACTIVITIES.

Before an employee agrees to serve with an organization that might encroach on the employee's work performance (Section 3.3.7.3 OUTSIDE ACTIVITIES) and/or create the potential for a conflict of interest (Section 3.3.7 CONFLICTS OF INTEREST), the employee shall report the potential exception for dispositioning pursuant to Section 4 REPORTING and Section 5 REQUESTS FOR EXCEPTIONS, INTERPRETATIONS AND DISPOSITION.

3.3.9.2 ENGAGEMENT IS PERSONAL UNLESS EXPRESSLY AUTHORIZED (COMPANY SPONSORED)

Unless expressly authorized through the Exception process pursuant to Section 4 and Section 5, participation in charitable, civic, and community affairs shall be personal, without Company funding, and shall not interfere with performing work-related duties.

3.3.9.3 COMPANY SPONSORED ENGAGEMENT

3.3.9.3.1 COMPANY SPONSORED ENGAGEMENT - ONLY WITH APPROVAL

Before an employee agrees to serve with an organization, the employee must (i) discuss the intent with the respective supervisor first to understand funding, work attendance expectations, and to address work performance issues, (ii) discuss the intent with the market's community relations department, and (iii) receive acknowledgement from the Director, Community & Employee Engagement.

3.3.9.3.2 COMPANY SPONSORED ENGAGEMENT – NO FEES OR PAYMENTS ALLOWED

When participating in such activities as a *Company representative* or as a part of *company-sponsored board service*, director's fees, author's royalties, honorariums, and payments for published articles or speaking engagements may not be accepted and travel costs and expenses should be paid by the Company.

3.3.9.4 TRACKING OF ENGAGEMENT.

3.3.9.4.1 VOLUNTARY TRACKING OF PERSONAL ENGAGEMENT

The Company tracks formal community engagement activities voluntarily reported by employees in order to enhance strategic community engagement and to understand possible relationships. Employees may voluntarily update their charitable or civic activities on [myCommunity](#).

3.3.9.4.2 TRACKING OF COMPANY SPONSORED ENGAGEMENT

The Company tracks company sponsored engagement. Employees submit information on [myCommunity](#).

3.3.9.5 SAMPLE QUESTIONS AND ANSWERS

Q. I would like to coach my child's little league team. Some of the practices and games will occur during work hours. *The team will not have any financial relationship with BOKF.* Do I need to report this activity for dispositioning?

A. Discuss this with your manager. If your manager is satisfied that this will not encroach

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on your ability to perform your duties, reporting is not required.

Q. I would like to become the treasurer for my favorite charity. I would be the signatory on the charity's bank account. The charity banks at BOKF. Do I need to report this activity for dispositioning?

A. Yes. Becoming an officer of a charity who holds its accounts with BOKF might create the potential for a conflict of interest. Please note that pursuant to Section 3.3.4.2, Employees are prohibited from conducting transactions on accounts for which the employee is a signatory. If the employee believes and/or a reasonable person might believe there is a potential conflict of interest, the potential conflict of interest should be reported for dispositioning pursuant to Section 4.

Q. I would like to become a spokesperson for my favorite charity. The spokesperson is responsible for community outreach efforts. This activity might take me away from the office on the spur of the moment and/or for significant time periods. This activity may be considered controversial by some members of the community. Should I report the matter for dispositioning?

A. This activity may affect the reputation of the Company and may invade work time. The activity must be reported for dispositioning.

3.3.10 POLITICAL ACTIVITIES

3.3.10.1 GENERAL RULES

3.3.10.1.1 The most restrictive applicable policy, practice, procedure, rule and/or regulation applies.

Be advised that certain BOK Financial subsidiaries and divisions and certain officers have additional restrictions, so please review those policies and procedures and/or practices applicable to your department, division, or subsidiary for additional information.

3.3.10.2 COMPANY

3.3.10.2.1 BOKF Political Action Committee (PAC).

The Federal Election Campaign Act generally prohibits corporations from using their general treasury funds to make contributions to federal candidates, federal accounts of political party committees, and other political committees (PACs). 52 U.S.C. § 30118(a). Corporations may, however, establish separate segregated funds, such as the BOKF Political Action Committee (PAC).

BOKF Political Action Committee (PAC) activities are governed by the information on the BOKF Political Action Committee (PAC) site. While Company general treasury funds may be used to establish and administer the PAC, please note that the BOKF PAC or campaign must pre-pay reasonable costs for corporate facilities, staff time, and/or other Company resources to the Company.

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3.3.10.2.2 No Company Loans without Authorization

No loan shall be made to any party, organization, candidate or official without the prior review and written approval of BOKF's CEO or the CEO's written designate.

3.3.10.2.3 Reporting Things of Value

See Section 3.3.5 Prohibition from providing anything of value (i.e., meals, tickets) while soliciting business on behalf of BOKF with any state agency or department.

The foregoing notwithstanding, if Things of Value are provided after reporting (Section 4) and receiving approval for an Exception (Section 5), when acting in an official capacity of BOKF, employees must report all "things of value" that are given to elected officers, state officers, or state employees (or his/her immediate family) to the Regional Banks Project Lead.

The Company has included the federal and state prohibitions on Things of Value being provided to public officials to put the general prohibition into perspective. Each state's law, regulations, and rules applies to the particular state and are incorporated into these Standards of Conduct.

Arizona. A public officer or employee cannot use their official position to secure any valuable benefit that would not ordinarily accrue to the officer or employee in the performance of their official duties. Ariz. Rev. Stat. Ann Section 38-504.

Arkansas. No person shall confer a gift to any public servant, unless the value does not exceed \$100. Sections 303, 304 Arkansas Ethics Commission Rules on Gifts.

Colorado. No public officer, state legislator, local government official, or government employee shall solicit, accept, receive, directly or indirectly, as the beneficiary of a gift or thing of value given to such person's spouse or dependent child, any gift or other thing of value with a fair market value or aggregate actual cost greater than \$59 per calendar year. (Amount to be next adjusted in 2019). Colorado Constitution Art. XXIX Section 3.

Kansas. No public officer shall receive anything of value over \$40 for hospitality in the course of a year. Kansas Stat. Ann. Section 46-237.

Missouri. No elected or appointed official may accept anything of value. Mo. Ann. Stat. Section 105.452.

New Mexico. No public officer shall receive anything of value over \$250. N.M. Stat. Ann. Section 10-16B-3(A).

Oklahoma. A state officer or employee may accept meals having an aggregate market value of Twenty Dollars (\$20.00) or less per occasion, provided that the aggregate market value of individual gifts received from any individual or other entity does not exceed Fifty Dollars (\$50.00) during any calendar year. Where the market value of a meal exceeds Twenty Dollars (\$20.00) on a single occasion, the

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state officer or employee may not pay the excess value over Twenty Dollars (\$20.00) in order to accept that portion of the gift worth Twenty Dollars (\$20.00). The value of a meal shall include its price, plus any applicable tax but shall not include a gratuity. Oklahoma Constitution Article XXXIX Section 3. Oklahoma Ethics Rule 4.9.

A legislative liaison or a legislative lobbyist shall pay no more than Five Hundred Dollars (\$500.00) per calendar year for meals for the Governor, for any individual legislator or for any individual employee of the Governor or the Legislature, regardless of the source of funds used for payment. Oklahoma Constitution Article XXXIX Section 3. Oklahoma Ethics Rule 5.7.

Texas. A state officer or employee should not accept or solicit any gift, favor or service that might reasonably tend to influence the officer or employee in the discharge of official duties. Texas Government Code Stat. Ann Section 572.051.

A person must register as a lobbyist if the person : (1) makes a total expenditure of an amount determined by commission rule but not less than \$200 in a calendar quarter, not including the person's own travel, food, or lodging expenses or the person's own membership dues, to communicate directly with one or more members of the legislative or executive branch to influence legislation or administrative action; or (2) receives, or is entitled to receive under an agreement under which the person is retained or employed, compensation or reimbursement, not including reimbursement for the person's own travel, food, or lodging expenses or the person's own membership dues, of more than an amount determined by commission rule but not less than \$200 in a calendar quarter from another person to communicate directly with a member of the legislative or executive branch to influence legislation or administrative action. Tex. Gov't Code Ann. § 305.003.

3.3.10.3 PERSONAL

3.3.10.3.1 Personal Reporting Requirements and Restrictions

Certain employees may be subject to heightened requirements for reporting of personal political contributions and restrictions on contributions. These laws and regulations vary by state, county and municipality. These requirements are generally set in place to preserve and maintain the integrity of the legislative and administrative processes and/or to curb potential influence of business with government entities and may apply prior to procurement, during procurement, while a contract is being negotiated, and/or while a contract is in place. Under certain circumstances, Company business could be jeopardized for failure of disclosure and/or exceeding applicable limits.

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3.3.10.3.2 Employee's Own Time

BOKF believes that it is important for every citizen to take an interest in the political process. Employees participating in political activities must do so on the employee's own time and not as a representative of BOKF.

3.3.10.3.3 Running for Office / Appointments

Serving as an Elected Official, can create a potential Conflict of Interest and/or be a prohibited Outside Business Activity.

Any employee desiring to run for an elected political office or to accept an appointment to a federal, state or local government office, must report for disposition through Section 4 and Section 5 and must secure the written approval of BOKF's Chief Executive Officer (CEO) or his designate, prior to his or her becoming a candidate and/or accepting an appointment.

3.3.10.3.4 Prohibition Against Use of BOKF Assets for Personal Political Activity:

Use of BOKF Assets for personal political activities is prohibited.

- Funds
- Property
- Services
- Supplies
- Facilities
- Systems, Email, Computers, Software, and the like.
- Working time

3.3.10.4 SAMPLE QUESTIONS & ANSWERS:

The following scenarios were required to have been reported through Section 4 and dispositioned through Section 5 in advance of the activity and/or immediately upon discovery of the activity to avoid policy violations and risk to the Company.

Q: I wrote a personal check to a congressman's campaign committee and included the amount in my expense report. Will the Company reimburse me?

A: No. Federal law prohibits reimbursement for campaign contributions. BOKF policy requires that all BOKF PAC campaign contributions be planned and budgeted. BOKF has several specific legal and management approval requirements.

Q: My co-worker used Company e-mail to solicit support for his father, who is running for state senator. Is this ok?

A: No. Employees may not use Company resources for political purposes.

Q: I made a personal contribution to a political campaign. This personal contribution has no relationship to my work for BOK. Do I need to notify anyone?

A. Contribution laws vary by municipality, locality, and state and the particular circumstances, including the employee's position with the Company and Company business of which the employee may not be aware. Certain officers, such as executive officer and employees involved in the contracting process and family members, may have

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heightened reporting restrictions and limitations. The employee is obligated to follow applicable law. Should you have questions regarding the Company's expectations, contact the office of [General Counsel](#) for the Company's expectations of the employee.

3.3.11 SOCIAL MEDIA

The Company uses social media to inform and educate consumers about financial topics, to support local communities and to build the Company's brands.

Only authorized representatives of the Corporate Marketing Department may create social media accounts or websites. Only the Corporate Marketing Department and authorized Express Bank personnel may officially engage in social media on behalf of BOKF.

The Social Media Policy contains specific responsibilities and duties under this policy.

4 REPORTING

4.1 REPORTING REQUIREMENT

Every employee is obligated to promptly report, in good faith, any illegal or unethical work practice or activity including, but not limited to unethical treatment of BOKF customers, vendors, and/or employees, questionable or improper accounting or auditing matters, violation(s) of the Standards of Conduct or applicable laws, rules and regulations, insider trading, fraud, activities outside of BOKF's risk appetite statement, inappropriate treatment by a supervisor or other employee, or any other questionable activity. See: Whistleblower Policy which is incorporated as if fully set forth in these Standards of Conduct.

4.2 REPORTING METHODS

Methods for reporting suspected illegal or unethical activities or practices, or a suspected Standards and/or policy violation are outlined below. The reporter should choose the avenue for reporting with which the reporter is comfortable while being mindful of policies, practices, and procedures with respect to Suspicious Activities, Customer Complaints, and Insider Trading.

- **Suspicious Activities.** Suspicious Activities should be reported to the Company Financial Crimes department by way of the Suspicious Activity Notification Form.
- **Customer Complaints.** If the alleged wrongdoing is reported by a customer, submit a Complaint Form.
- **General Counsel.** For Insider Trading, see: Section 3.3.3.2 INSIDER TRADING: COMMUNICATION WITH GENERAL COUNSEL AND REPORTING.

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- **Manager.** Discuss the concern and/or suspected violation with a manager in the same business line. Your manager will follow your manager's own reporting obligations pursuant to Section 5; **or.**
- **ERC.** Contact the Employee Resource Center in Human Resources at (855) 269-2653 (855-2MY-BOKF) or EmployeeResourceCenter@bokf.com; **or**
- **Risk Reporting (Whistleblower) Hotline.** Contact BOK Financial Risk Reporting Hotline to submit a report either anonymously or identifying the reporter, at the reporter's election, by telephone at (844-297-5946) or electronic submission at [BOKF Risk Reporting Hotline](#); **or**
- The SEC Office of the Whistleblower may be contacted at (202) 551-4790 for securities law violations.

4.3 NO RETALIATION FOR PROTECTED ACTIVITY REPORTING

Retaliation because of an Employee's protected activity in reporting pursuant to the Whistleblower Policy, the SEC Whistleblower Program, and/or applicable Human Resources Policies and Procedures, and law, is prohibited.

5 REQUESTS FOR EXCEPTIONS, INTERPRETATIONS AND DISPOSITION

5.1 POTENTIAL EXCEPTIONS TO THE STANDARDS OF CONDUCT

Decisions regarding exceptions to the Standards of Conduct, including self-reported potential exceptions, exceptions, and potential violations, require transparency.

Each employee must report Standards of Conduct exceptions as soon as reasonably practicable, if possible before an exception event arises and/or immediately when an exception event arises, whichever is earlier, by completing a [Standards of Conduct Exception Request](#). This request is created online and directed to Enterprise Risk Operations who will route for approval as outlined below. Alleged violations of the Standards of Conduct policy must be reported via the Whistleblower Policy.

For questions regarding the application or interpretation of the Standards of Conduct, employees should contact their manager, Human Resources, Enterprise Risk Operations, or utilize any of the reporting methods outlined in Section 4.

See also: Section 5.3 NOTICE OF ALL DISPOSITIONS TO AND REVIEW BY CHIEF AUDITOR.

5.2 DISPOSITIONS PROCESS

5.2.1 DISPOSITION FOR GENERAL EMPLOYEES

Enterprise Risk Operations, upon receiving notice of a Standard of Conduct exception request and/or notice of a potential violation shall request the approval of HR Compliance and Senior Human Resources Business Partners, followed by approval of senior management and the subsequent ELT member for the impacted line of business. Enterprise Risk Operations may escalate the determination to the Chief Auditor and/or the Office of General Counsel. All dispositions are noticed to the Chief Auditor via Section 5.3 below.

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5.2.2 DISPOSITION FOR HUMAN RESOURCES EMPLOYEES

In the event the employee requesting an exception approval and/or reporting a violation ultimately reports to the Chief Human Resources Officer, the approval and disposition will mirror the routing of a General Employee, but will require additional review and approval by the Chief Risk Officer.

5.2.3 DISPOSITION FOR INTERNAL AUDIT EMPLOYEES

In the event the employee requesting an exception approval and/or reporting a violation ultimately reports to the Chief Auditor, the approval and disposition will mirror the routing of a General Employee, but will require additional review and approval by the Chief Risk Officer.

5.2.4 DISPOSITION FOR EXECUTIVE LEADERSHIP TEAM (ELT)

The CEO shall be responsible for the disposition of exceptions for and/or potential violations by Executive Leadership Team (ELT) members, but will require consultation with the Chief Risk Officer and General Counsel. For review of potential reporting requirements, see also, the Company's SEC 8-K Reporting Policy.

5.2.5 DISPOSITION FOR CHIEF EXECUTIVE OFFICER (CEO)

The Board of Directors shall be responsible for dispositions of exceptions for and/or violations of the Chief Executive Officer (CEO), but will require consultation with the Chief Risk Officer and General Counsel. For review of potential reporting requirements, see also, the Company's SEC 8-K Reporting Policy.

5.3 NOTICE OF ALL DISPOSITIONS TO AND REVIEW BY CHIEF AUDITOR

The Chief Auditor will be provided access to review decisions involving exceptions or violations. The Chief Auditor will be notified after all approvals are obtained, but prior to the disposition being communicated to the employee. The Chief Auditor will have the opportunity to pose a challenge to the dispositioning.

5.4 REPORTING TO BOARD OF DIRECTORS BY DIRECTOR OF RISK MANAGEMENT

The Director of Enterprise Wide Risk Management will report exceptions to the Standards of Conduct to the Audit Committee of the Board of Directors at least quarterly.

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6 INCORPORATED POLICIES AND STANDARDS

This Standards of Conduct program is governed by organizational structures.

The following policies and standard references are expressly incorporated herein.

- Consumer Sales Tracking Policy
- Corporate Community and Employee Engagement Policy
- Conflicts of Interest (Section 3.3.7)
- Whistleblower Policy
- Employee Loan Policy
- Gifts/Favors/Entertainment (Section 3.3.7.2)
- Hiring of Relatives Policy & Co-Worker Relationship Guidelines
- Human Resources Policies and Procedures
- Information Security Program Policy
- ISPP Asset Handling Policy
- Outside Employment and Other External Activities (Section 3.3.7.3)
- Personal Finance Policy
- Political Action Committee (PAC)
- Social Media Policy
- Termination / Separation Policy
- SEC 8-K Reporting Policy

7 ANNUAL CERTIFICATION AND ATTESTATION

As a condition of employment, Employees shall annually certify/attest that each has (i) reviewed the Standards of Conduct, (ii) is in compliance with the Standards of Conduct, and (iii) will comply with the Standards of Conduct.

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