

# Whistleblower Policy

This policy applies to all officers, employees, and directors of BOK Financial Corporation, its affiliates, divisions, and subsidiaries.

## DOCUMENT CONTROL

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## REVISION RECORD

<b>Revision description</b>	<b>Approved by</b>	<b>Date</b>
Initial Draft	Risk Council	July 16, 2014
Final Policy	Board Audit Committee	July 29, 2014
Updated Hotline link and telephone number	N/A	May 28, 2015
Annual approval	Board Audit Committee	July 28, 2015
Additional Review		October 1, 2015
Annual Approval – Trade Secrets; Reporting	Board Audit Committee	October 25, 2016
Annual Approval – sales practices and customer impact language added, Corp Risk Governance made primary owner, defined expectation of anonymity	Board Audit Committee	October 31, 2017
Annual Approval	Board Audit Committee	April 30, 2019

## 1. OBJECTIVE1OBJECTIVE

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 any of the following situations: (i) a suspected violation of any state or federal law or regulation related to accounting, internal control or auditing matters; (ii) a suspected violation of any securities laws or any other unlawful or unethical practice or activity; or (iii) a suspected violation of BOKF’s Standard of Conduct and Code of Ethics (“Code”).

The objectives of the Policy are to:

- Inform covered persons of their responsibility to report, in good faith, suspected violations
- Provide reporting methods for covered persons to use when reporting a suspected violation
- 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 action22. SCOPE

Each of BOKF’s directors, officers, and employees is obligated to promptly report, in good faith, any suspected 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 or any of its subsidiaries or affiliates’ 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
- Concerns regarding sales practices and potential customer impact from sales practices.

- 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.

## **33. POLICY DETAILS**

### ***33.1 ACTING IN GOOD FAITH***

Covered persons who report a concern must act in good faith when reporting a violation of the code, or applicable laws, rules and regulations.

### ***33.2 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 personnel or other individuals and as is consistent with legal and regulatory requirements.

Nothing in this Policy is intended to, or shall, in any way limit the right of a covered person to disclose information to the SEC pursuant to Section 21F of the Securities Exchange Act of 1934, as amended, or the rules of the SEC adopted pursuant to Section 21F.

### ***33.3 NO RETALIATION***

BOKF does not tolerate retaliation for engaging in a protected reporting activity. Retaliation is both unethical and unlawful. 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 suspected retaliation by way of one of the Reporting Methods in Paragraph 5.6 below.

### ***33.4 DEFEND TRADE SECRETS NOTICE***

Pursuant to the Defend Trade Secrets Act of 2016, Employer provides the following notice:

An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (a) is made in confidence to a Federal, State, or local government official or to an attorney; and (b) solely for the purpose of reporting or investigating a suspected violation of law. An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

### 33.5 OVERSIGHT AND MANAGEMENT

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

### 33.6 REPORTING

**Reporting Methods.** Methods for reporting suspected illegal or unethical activities or practices, or a suspected Code violation are as set out below. The reporting method should be chosen based upon the covered person's level of comfort.

- Discuss the concern or suspected violation with a manager in the same business line;
- Contact the [Employee Resource Center](#) in Human Resources at (855) 269-2653 (855-2MY-BOKF) or [EmployeeResourceCenter@bokf.com](mailto:EmployeeResourceCenter@bokf.com);
- 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](#).
- Contact the SEC in an appropriate manner for securities law violations. For example, one avenue for reporting to the SEC is calling the Office of the Whistleblower at (202) 551-4790.

Covered persons may 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 at the branch or office location level;
- Nature of the alleged wrongdoing and any supporting information
- Description and location of any information or documents supporting the report.

Covered persons should be aware that self-conducting an investigation may affect the integrity of the investigatory process and may implicate additional Company policies.

### 33.7 INVESTIGATION

The standard procedure for reported concerns is as follows:

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

## 44. ROLES AND RESPONSIBILITIES

Party / Parties	Roles and responsibilities
Director, Modeling Analytics & Enterprise Risk Assessment	<p>Policy and program owner</p> <p>Responsible for overall management of the program</p> <p>Presents quarterly summary reports to executive management and Board committees</p>
Chief Auditor	<p>Receive and oversee the investigation of reported concerns, when applicable, 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)	<p>Point of contact for employees to report concerns or suspected violations</p> <p>Point of contact to report suspected retaliation</p>
Risk Council	<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>

## 55. POLICY VIOLATIONS

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

## 66. RETENTION

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

## 77. DEFINITIONS AND ABBREVIATIONS

<b>Term</b>	<b>Meaning</b>
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 knowledge of the alleged prohibited activity.

## 88. ASSOCIATED DOCUMENTS

BOKF Standards of Conduct and Code of Ethics  
BOKF Human Resources Policies and Procedures  
Equal Employment Opportunity and Anti-Harassment Policy  
BOKF Consumer Sales Tracking Rules and Guidelines