



## CODE OF BUSINESS CONDUCT AND ETHICS

**Approved by G&N Committee: September 5, 2024**

**Approved by Board: September 17, 2024**

Pursuant to the Sarbanes-Oxley Act of 2002 and Compliance Standards of the Nasdaq Stock Market and the Securities and Exchange Commission, Bank First Corporation and Bank First (collectively, the "Company") have established the Code of Business Conduct and Ethics (the "Code") to cover a wide range of business practices and procedures.

### **Scope**

This Code outlines basic principles to guide all employees and officers of the Company ("Employees"). In addition, all members of the Company's Board of Directors ("Directors"), in regard to their Company duties, are responsible for conducting themselves in compliance with the applicable provisions of this Code. The Company desires to engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and to comply with all applicable laws. Employees and Directors must conduct themselves accordingly and seek to avoid even the appearance of improper conduct. The Code is reviewed annually by all Employees and Directors and is available on the Bank's website under the Shareholder Services heading.

### **Policy**

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

Obeying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. The financial services industry is subject to extensive regulation by a number of federal and state agencies responsible for the administration and enforcement of a variety of statutes. The Company is committed to full compliance with these statutes and the rules and regulations promulgated under them by the regulatory agencies. The Company will abide by the highest standards of integrity in our interaction with these agencies. All Employees and Directors must respect and obey the laws and all applicable rules and regulations of the cities, states and countries in which the Company operates. Although Employees are not expected to know the details of each law, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

#### **2. Conflicts of Interest.**

A "conflict of interest" occurs when the private interest of a Director or Employee of the Company interferes with the interests of the Company. An Employee or Director of the Company should avoid conduct that creates even the appearance of a conflict of interest and must never use or attempt to use his or her position at the Company to obtain personal benefit for himself or herself or for his or her family or any affiliated interests thereof. The Bank Bribery Act and Company policy prohibit Employees from soliciting, demanding, accepting or agreeing to accept anything of

value (excluding compensation and expenses paid in the usual course of business) for himself or herself or a third party from a customer, supplier or anyone else with the intent to be influenced or rewarded in connection with any transaction or Company business.

Any Employee who is aware of a conflict of interest or is concerned that a conflict might develop is required to discuss the matter promptly with their supervisor and a Human Resources representative. Directors who believe a potential conflict may exist should report the situation to the Chair of the Audit Committee.

### **3. *Corporate Opportunities.***

Employees and Directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees and Directors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position. Generally, Employees and Directors are prohibited from using corporate property, information or position for improper personal gain and are prohibited from competing with the Company.

Sometimes, the line between personal and Company benefits may be difficult to draw, and sometimes there are both personal and Company benefits in certain activities. A prudent course of conduct for Employees is first to consult Company policy and, if still unsure how to proceed, to ask his or her supervisor or Human Resources representative.

### **4. *Confidentiality.***

Confidential information of the Company is any non-public information about the Company, its customers, Employees, Directors, shareholders and vendors, including (but not limited to) any information relating to the Company's business plans, other business information or trade secrets and information that customers and shareholders have entrusted to the Company. In carrying out the Company's business, Directors, Employees, agents and representatives of the Company often learn such confidential information. These individuals must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally permitted, and must use such information only for legitimate business purposes of the Company. Privacy of customer and shareholder information is paramount, and such information must be handled in accordance with the Company's policies. The obligation to preserve the confidentiality of Company, customer and shareholder information continues even after employment ends.

As a publicly traded financial institution, the Company has additional obligations with respect to the disclosure of material non-public information. Non-public information is considered to be material if there is a substantial likelihood that a reasonable investor would consider it important in making their investment decisions, or if it is reasonable to expect that the information would significantly affect the Company's stock price. An Employee or Director who has material non-public information about the Company may communicate such information only to other Employees or Directors of the Company on a need-to-know basis for legitimate business reasons and in compliance with Company policy. Material non-public information about any company may not, unless permitted by and in compliance with Company policy, be communicated to any Employee or Director of the Company or any subsidiary of the Company who makes investment decisions on behalf of customers or the Company. Likewise, an Employee or Director may not communicate material non-public information to any other Employee, unless permitted by and in

compliance with Company policy. An Employee or Director in possession of material non-public information about the Company must abstain from trading in the securities of the Company until such information has been made publicly available for a period of at least forty-eight (48) hours.

**5. *Protection and Proper Use of Company Assets.***

All Employees and Directors should protect the Company's assets and ensure their efficient use. Except for incidental personal use, Company assets should be dedicated to legitimate Company business only. Expense accounts should be used only for Company business in accordance with Company guidelines, and any unused cash advances must be repaid promptly. The obligation to protect Company assets continues even after employment ends and includes its proprietary information, including intellectual property, trade secrets, customer lists and other customer information, business and marketing plans, databases, records, salary information and unpublished financial data and reports. Unauthorized use or distribution of such information, which includes any use or distribution that does not serve a legitimate business purpose of the Company, is prohibited. No bribes, kickbacks or similar payments or considerations are directly or indirectly to be given, offered or received by any Employee, Director or agent of the Company to any person or entity for any reason.

**6. *Fair Dealing.***

The Company seeks to outperform the competition fairly and honestly, and the Company has a history of succeeding through such honest business competition. The Company seeks competitive advantages through superior performance, not through illegal or unethical business practices. Each Employee and Director should endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors and employees. No Employee or Director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

**7. *Insider Trading.***

Employees and Directors are encouraged, and in some cases, required, to share in the ownership of the Company through the purchase of the Company's common stock. However, the purchase and sale of Company stock is subject to the Company's Insider Trading Policy, which is reviewed and acknowledged annually by all Employees and Directors. Employees or Directors who have questions about purchasing or selling Company stock, or about the Insider Trading Policy, should consult the Company's Chief Legal Counsel. The Insider Trading Policy is available on the Bank's website, under the Shareholder Services heading.

**8. *Employee Matters.***

The Company is firmly committed to non-discrimination and equal opportunity for Employees, Directors, customers and suppliers. Everyone will be treated without discrimination or harassment based on race, color, religion, sex, sexual orientation, gender identity, national origin, age, veteran status or disability. No person shall be refused employment, promotion, transfer, compensation, benefits or any other term or condition of employment based on any of these characteristics. Sexual harassment in any form and conduct of a sexual nature that creates an intimidating, hostile or offensive working environment are prohibited. In addition, the health and safety of Employees is one of the Company's highest concerns. The Company's goal is to provide

a healthy, drug-free, safe and efficient workplace and business environment for Employees and customers. Employees are prohibited from engaging in the illegal use, transfer, sale, or possession of drugs or abusing prescription drugs either while on the job or on Company premises.

**9. *Community Matters.***

The Company supports the public welfare of the communities it serves by making community investments of cash, property and the time and talent of its employees. Contributions will be made to traditional charitable organizations, charitable causes and community enhancement activities.

**10. *Political Matters.***

Employees are encouraged to maintain an enlightened interest in governmental affairs, to meet the responsibilities of good citizenship by voting in all elections, and to participate in the political process. Such participation may include political contributions to candidates. No political contributions will, however, be made by the Company, and no individual contributions will be reimbursed by salary, bonus, expense account or in any other manner. Any decision by an Employee to make political contributions will be made freely, voluntarily, and confidentially.

**11. *Recordkeeping.***

The Company requires honest and accurate recording of information in order to provide accurate reports and make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform to both applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the book" funds or assets should not be maintained unless permitted by law and not prohibited by Company policy. All Employee business expense accounts must be documented and recorded accurately. Business records and communications often become public, and Employees should avoid exaggeration, derogatory remarks, guesswork, and inappropriate characterizations of people and companies that can be misunderstood. This principle applies equally to e-mail, internal memoranda, and formal reports. Records should always be retained or destroyed in accordance with the Company's record retention policy.

**12. *Quality of Disclosures.***

Federal and state securities laws impose continuing disclosure requirements on the Company and require the Company to regularly file certain reports and make certain submissions (the "Reports") with and to the Securities and Exchange Commission and the Nasdaq Stock Market and disseminate certain information contained therein to its shareholders. Such Reports must comply with all applicable legal and exchange requirements and may not contain material misstatements or omit material facts.

All Employees directly or indirectly involved in preparing such Reports, any Employees who regularly communicate with the press or with investors or analysts concerning the Company, and all representatives who assist the Company in preparing such Reports and communications, must ensure that such Reports and communications are (i) full, fair, timely, accurate and understandable and (ii) meet all legal requirements. This policy applies to all public disclosure of

material information about the Company, including written disclosures, oral statements, visual presentations, press conferences and media calls.

### **13. *Waivers.***

Any waiver of this Code for Employees or Directors may be made only by the Board of Directors or the Governance and Nominating Committee of the Board. Any such request for a waiver shall be in writing and shall be filed with the Chief Legal Counsel at least forty-five (45) days before the meeting of the Board of Directors or the Governance and Nominating Committee at which such request is to be considered. The CEO or Chief Legal Counsel may approve waiver requests on a preliminary basis prior to approval by the Board or Governance and Nominating Committee. Any such waiver will be promptly disclosed as required by law or stock exchange or other applicable regulation.

### **14. *Reporting Illegal or Unethical Behavior.***

Anyone aware of a violation of this Code or any Company policy or legal requirement must report that violation to their supervisor, a Human Resources representative, the Chair of the Board, or the Chair of the Audit Committee.

Employees and Directors are required to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by Employees or Directors. Employees and Directors are expected to cooperate in internal investigations of misconduct.

Failure to report existing and potential violations of this Code is itself a violation of this Code. Employees and Directors are expected to cooperate in internal investigations of misconduct. However, under no circumstances should an Employee or Director engage in any independent review or investigation of the suspected violation.

### **15. *Compliance.***

It is every Employee's and Director's responsibility to ensure prompt and consistent action against violations of this Code. However, in some situations it may be difficult to know right from wrong. Since this Code cannot anticipate every situation that will arise, it is important to have a way to approach new questions or problems. The following are steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed?
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that, although your supervisor

cannot waive the provisions of this Code, it is your supervisor's responsibility to help solve problems including, if appropriate, seeking additional assistance from other Company resources.

- Seek help from other Company resources. In cases where it may not be appropriate to discuss an issue with your supervisor, where your supervisor is not sure of the answers to your questions, or where you do not feel comfortable approaching your supervisor with your questions, discuss it with a Human Resources representative.
- You may report ethical violations in confidence and without fear of retaliation. If you want your identity to be kept confidential, your anonymity will be protected. However, in some circumstances the Company may not be able to conduct an effective investigation should you choose to remain anonymous. The Company does not permit retaliation of any kind against Employees for good faith reports of suspected violations of the Code or any Company policy or legal requirement.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

With respect to accounting, internal control, and auditing matters, keep the following in mind:

- You may report complaints about the Company's accounting, internal controls or auditing matters or concerns regarding questionable accounting or auditing matters to the Audit Committee by contacting the Chief Legal Counsel.
- All complaints will be referred to members of the Company's Audit Committee of the Board.
- All complaints will be received and processed by the Chief Legal Counsel.
- You can report your concerns anonymously or confidentially.

Any Employee who engages in unlawful activities or violates this Code or any of the Company's policies is subject to disciplinary action, which could result in dismissal. Remember, if an Employee is unsure how to apply the principles of this Code to his or her own behavior, the best course of action is to seek guidance from his or her supervisor or a Human Resources representative before taking any action.

## **16. *Supplemental Code of Ethics for Finance Professionals.***

This Supplemental Code of Ethics for Finance Professionals (the "Finance Code") applies to the Chief Executive Officer of the Company and all professionals serving in the Finance Department of the Company and its majority owned subsidiaries (collectively, the "Finance Professionals"). This Finance Code is intended to supplement the Code of Business Conduct and Ethics. The Chief Executive Officer and all Finance Professionals will:

- a) Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- b) Take all reasonable measures to protect the confidentiality of non-public information about the Company or its subsidiaries and their customers obtained or created in connection with employment activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
- c) Produce full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- d) Comply with applicable governmental laws, rules and regulations; and

- e) Promptly report any violation of this Finance Code to the Chief Legal Counsel or any of the parties listed in the Code of Business Conduct and Ethics.

The Chief Executive Officer and all Finance Professionals are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors for the purpose of rendering the financial statements of the Company misleading.

The Chief Executive Officer and all Finance Professionals will be held accountable for adherence to this Finance Code. Failure to observe the terms of this Finance Code may result in disciplinary action, up to and including termination of employment. Violations of this Finance Code may also constitute violations of law and may result in civil and criminal penalties for the Employee, the Employee's supervisors and/or the Company.

*If you have any questions regarding the best course of action in a particular situation, you should promptly contact the Chief Legal Counsel. You may choose to remain anonymous in reporting any possible violation of this Code of Ethics for Finance Professionals.*