MEDALLION BANK

Code of Ethical Conduct and
Insider Trading Policy

(as adopted on December 3, 2019 and last updated on October 29, 2026)

FOREWORD

Any insider actions that result in or give the appearance of misconduct or conflicts of interest would jeopardize confidence in Medallion Bank.

OBJECTIVE

The policy is designed to avoid both the existence and the appearance of conflict of interest or breach of fiduciary duty for all insiders.

DEFINITIONS

"Bank" and "the Bank" mean Medallion Bank.

"MFIN" means Medallion Financial Corp.

For purposes of this Policy, "the Chief Compliance Officer" refers to the Chief Compliance Officer of the Bank, and not to the Chief Compliance Officer of MFIN, unless otherwise specified. "Human Resources" refers to the Human Resources department of the Bank, and not to the Human Resources department of MFIN, unless otherwise specified.

"This Policy" means the Bank's Code of Ethical Conduct and Insider Trading Policy.

POLICY

I. Code of Conduct and Ethics

1. PURPOSE

It is vital to the financial success of the Bank that we conduct our business with honesty and integrity and in compliance with all applicable legal and regulatory requirements. This Code of Conduct and Ethics sets out the fundamental standards to be followed by directors and employees in their everyday actions on behalf of the Bank and seeks to promote honest and ethical conduct. Further guidance on the Bank's standards in specific areas will be provided through related corporate policies and guidelines.

In addition, employees of the Bank must also comply and familiarize themselves with the corresponding codes, corporate policies and guidelines that MFIN has adopted for itself and its subsidiaries, including the Bank.

2. SCOPE

This Policy applies to all Bank directors and employees, including executive officers. Any waiver of this Policy for a director or executive officer of the Bank must be approved by the Board or its Audit Committee. Any waiver of this Policy for all other employees must be approved by the Chief Compliance Officer.

3. POLICY

Each Bank director or employee must:

Conduct the Bank's business with honesty and integrity and in a professional manner that protects the Bank's good public image and reputation.

Build relationships with customers, vendors, and fellow directors and employees based on trust, and treat every individual with respect and dignity in the conduct of Bank business.

Become familiar with and comply with legal requirements and Bank policy and procedures.

Avoid any activities that could involve or lead to involvement in any unlawful practice or any harm to the Bank's reputation or image.

Avoid actual or potential conflicts of interest with the Bank, or the appearance thereof, in all transactions. See the *Conflicts of Interest Policy* for further guidance.

Provide accurate and reliable information in records submitted, safeguard the Bank's confidential information, and respect the confidential information of other parties with whom the Bank does business or competes.

Promptly report to the Bank any violations of law or ethical principles or Bank policies that come to the director's or employee's attention, and cooperate fully in any audit, inquiry, review or investigation by the Bank.

4. RESPONSIBILITY

All directors and employees must uphold these standards in the conduct of Bank business and the Bank must handle, in a manner consistent with these standards and related policies, all actual and apparent conflicts of interest between personal and professional relationships and all other matters governed by this Code of Conduct and Ethics and such related policies. If a decision about a particular action is not covered specifically by this Code or related corporate policies, employees are required to seek guidance from their supervisor or appropriate internal resources, such as the Chief Compliance Officer or the MFIN Chief Compliance Officer, and directors should seek guidance from appropriate internal resources.

Senior management should be a role model for these standards by visibly demonstrating support and by regularly encouraging adherence by managers. Managers should ensure all their employees receive guidance, training, and communication on ethical behavior and legal compliance relevant to their duties for the Bank.

Failure by any employee to comply with this or any other Bank policy will subject employees, including supervisors who ignore prohibited conduct, or have knowledge of the conduct and fail to correct it, to disciplinary action up to and including separation from employment with the Bank.

II. Conflicts of Interest Policy

1. PURPOSE

A conflict of interest occurs whenever a director or an employee permits the prospect of direct or indirect personal gain to influence his or her judgment or actions in the conduct of corporate business. This Policy establishes requirements for employees to avoid an actual or perceived conflict of interest with the interests of the Bank.

2. SCOPE

This Policy applies to all Bank directors and employees, including executive officers of the Bank. Any waiver of this Policy for a director or executive officer of the Bank must be approved by the Board or its Audit Committee. Any waiver of this Policy for all other employees must be approved by the Chief Compliance Officer.

3. POLICY

3.1. The Bank expects all its directors and employees to be free from actual or potential conflicts of interest when dealing with other persons or business entities on behalf of the Bank. While the Bank desires that its directors and employees be free to make personal investments and to enjoy social and normal business relations, they must not have any personal interest that conflicts with those of the Bank, or which might influence or appear to influence their judgment or actions in performing their corporate duties. The key to addressing any conflicts of interests is full disclosure. Often, with prior disclosure, a potential conflict may be resolved.

3.2. This Policy acknowledges the general principles that directors and employees: (i) owe a fiduciary obligation to the Bank; (ii) have the duty at all times to place the interest of the Bank shareholders first; (iii) must conduct all personal securities transactions in such a manner as to avoid any actual or potential conflict of interest or abuse of an individual's position of trust and responsibility; and (iv) should not take inappropriate advantage of their positions in relation to the Bank.

3.3. While it is not practical to describe every circumstance that might lead a director or an employee into conflict with the aims and interest of the Bank, the following examples highlight areas in which conflicts may arise. In other cases, employees

should seek guidance from the Chief Compliance Officer, and directors should seek guidance from appropriate internal resources, including the Chief Compliance Officer.

3.3.1 The holding by an employee or any member of his or her immediate family of any substantial financial interest in any enterprise which engages competitively in any field of activity engaged in by the Bank or which has, or is seeking, business dealings (e.g., as suppliers or customers) with the Bank without the written approval described in Section 4 below.

3.3.2 Acting as a director, officer, employee, consultant, advisor or in any other capacity for any business or other organization with which the Bank currently (or potentially) has a competitive or business relationship without the written approval as described in Section 4 below.

3.3.3 Engaging in any outside activity with an individual, business or organization which currently (or potentially) has a competitive or business relationship with the Bank where such activity is likely to decrease the impartiality, judgment, effectiveness, or productivity expected from such employee in his or her job without the written approval as described in Section 4 below.

3.3.4 Acceptance, directly or indirectly, from an individual, business or organization which currently (or potentially) has a competitive or business relationships with the Bank by an employee or any member of an employee's immediate family of any vacations, cash, cash equivalents, service, payment, loan, discount, gifts, or entertainment, except as provided in the Bank's *Acceptance of Gifts and Entertainment Policy,* and except that employees other than Executive Officers, as such term is defined in the Bank's *Insider Lending Policy*, may obtain loans through the Bank's Strategic Partner Programs subject to the limitations set forth in the Bank's *Strategic Partner Credit Policy*.

3.3.5 Knowingly competing with the Bank in the purchase or sale of any kind of property – tangible or intangible; or diversion from the Bank, for the employee's own direct or indirect benefit, of a business opportunity in which the Bank has, or is likely to have, an interest.

3.3.6 Recommending any securities transactions by the Bank without having disclosed his or her interest, if any, in such securities or the issuer thereof, including without limitation (i) any direct or indirect ownership of any securities of such issuer, (ii) any contemplated transaction by such person in such securities, (iii) any position with such issuer or its affiliates, and (iv) any present or proposed business relationship between such issuer or its affiliates and such person or any party in which such person has a significant interest.

3.3.7 Soliciting or receiving anything of value (i) from anyone in return for any business service or confidential information of the Bank or (ii) for making a loan or accepting a fee for performance of any act that the Bank could have performed.

3.4. No outside employment activities are permitted that would interfere with an employee's ability to perform his or her Bank duties properly. Any outside employment must have the prior written approval of Human Resources.

3.5. Confidential information concerning the Bank's customers and suppliers acquired by an employee in the course of working for the Bank is considered by law to be used solely for Bank purposes and not as a basis for personal gain by the employee. In no case shall such information be transmitted to persons outside the Bank, including family members.

3.6. Due to the nature of the financial service industry, the Bank and its affiliates must maintain financial credibility at all times. For this reason, all employees are expected to demonstrate an ability to manage personal finances properly, particularly the use of credit. Imprudent personal financial management can affect job performance and reflects poorly on the employee's ability to perform responsibilities of a financial nature.

4. PROCEDURE

4.1. If an employee has any doubt about whether a conflict of interest exists, the employee must promptly disclose the situation to their supervisor and the Chief Compliance Officer and seek appropriate guidance before taking any action. Similarly, a director should seek guidance from appropriate internal resources, including the Chief Compliance Officer and the MFIN Chief Compliance Officer, if the director has any doubt about whether a conflict of interest exists. This includes situations where members of the employee's immediate family hold or assume positions in any business or other organization which may cause the employee to have a conflict with the aims and interests of the Bank.

4.2. If there is any question or concern regarding a potential conflict of interest, in the case of matters involving employees, prior review and written approval should be obtained from the Chief Compliance Officer and, in the case of directors, the MFIN Chief Compliance Officer. In the case of matters involving directors, any waiver of this Policy or approval of a situation that may otherwise be deemed to constitute a conflict of interest must be approved by the Board or its Audit Committee.

5. RESPONSIBILITY

5.1. All directors and employees are responsible for compliance with this Policy.

5.2. Senior management of the Bank and the Bank business units are ultimately responsible for ensuring this Policy is communicated to all of their employees and their employees comply with this Policy.

III. Acceptance of Gifts and Entertainment Policy

1. PURPOSE

This Policy provides the standards and limitations governing the acceptance of entertainment and gifts from any person, organization or agency related to, or associated with, the business activities of the Bank. Inappropriate entertainment and gifts can create conflicts of interest or at least the appearance that employees' business judgments in decisions on behalf of the Bank are being improperly influenced by what they receive from third parties. This can harm the Bank's good reputation and its relationships with external parties.

2. SCOPE

This Policy applies to all Bank directors and employees. Any waiver of this Policy for an executive officer or director of the Bank must be approved by the Board or its Audit Committee. Any waiver of the Policy for all other employees must be approved by the Chief Compliance Officer.

3. POLICY

3.1. The Bank's reputation and the respect of those with whom it deals are among its most vital assets. These assets must not be jeopardized by acceptance of any entertainment, gift or other favor intended to or perceived by others to influence the business judgment of the recipient. This requires:

- Adherence to high standards of ethical conduct, integrity and legal compliance; and
- Avoidance of conflicts of interest and the perception of impropriety.

3.2. Entertainment:

3.2.1 Directors and employees may accept entertainment when it is:

- Lawful and ethical;
- Occasional;
- Customary and reasonable in value; and
- In support of the Bank's business and not just for the recipient's well-being or use.

3.2.2 Costs of travel and overnight accommodation exceeding $500 should not be accepted, as these are not considered entertainment which is reasonable in value.

3.2.3 If you are in doubt, follow the procedure in Section 4, disclose the situation to your supervisor or the Chief Compliance Officer and seek appropriate guidance.

3.3. Gifts:

3.3.1 Directors and employees may not accept any gift of more than de minimis value (e.g., pens, mugs, calendars; any item valued at less than $75) from any person or entity that does business with or on behalf of the Bank.

3.3.2 Gifts of greater than de minimis value should be politely declined and returned to the sender in a timely manner. In the rare circumstance where it would be awkward to return such a gift, the Bank's Chief Executive Officer may approve an exception to this Policy for employees who are not executive officers. If no exception is granted, the gift should be handed over to the Chief Compliance Officer for appropriate disposition.

3.3.3 Directors and employees may accept frequent flyer miles awarded by airlines for business travel for the Bank, provided that the travel option selected is in accordance with the corporate travel policy and is solely based on the best interest of the Bank in terms of cost, timing, and good procurement practices.

3.4. Except as permitted under sections 3.2 and 3.3 above, directors and employees (and members of their immediate family) must not accept or solicit, directly or indirectly, from any vendor or supplier of the Bank, current or potential, any entertainment or gifts, including, but not limited to:

- Vacations;
- Cash payments;
- Cash equivalents (e.g., gift certificate);
- Services;
- Loans (except as private individuals from banks or other financial institutions); or
- Discounts (except those offered to employees of the Bank generally).

This prohibition is not applicable to loans that Bank employees, other than Executive Officers as such term is defined in the Bank's *Insider Lending Policy*, may obtain through the Bank's Strategic Partner Programs subject to the limitations set forth in the Bank's *Strategic Partner Credit Policy*.

4. PROCEDURE

4.1. If a director or employee has any doubt about whether it is appropriate to accept entertainment or a gift, they must promptly disclose the situation to their

supervisor or the Chief Compliance Officer and seek appropriate guidance before taking any action.

4.2. The Bank is subject to prohibitions on bribery under applicable law (e.g., 18 U.S.C. § 215). Prior to the acceptance of a gift or entertainment from a customer or supplier in excess of the limits established in this Policy, you must:

4.2.1 Make full written disclosure of all relevant facts to the Chief Compliance Officer; and

4.2.2 Receive written approval consistent with applicable bribery laws from the Chief Compliance Officer.

5. RESPONSIBILITY

5.1. All directors and employees are responsible for compliance with this Policy.

5.2. Senior management of the Bank is ultimately responsible for ensuring that this Policy is communicated to all of their employees and that their employees comply with this Policy.

IV. Insider Trading Policy

As a public company, the Bank is subject to various federal and state laws and regulations governing trading in its securities. It is the Bank's policy to comply fully, and to assist its officers, directors and employees in complying fully with these laws and regulations. The Bank depends upon the conduct and diligence of its officers, directors and employees, in both their professional and personal capacities, to ensure full compliance with this Policy. This Policy provides procedures and guidelines with respect to transactions in the Bank's securities, the protection of material, non-public information and the standard of conduct expected of the Bank's officers, directors and employees in this highly sensitive area. It is the personal obligation and responsibility of each officer, director and employee to act in a manner consistent with this Policy.

The Bank is also subject to this Policy when the Bank is purchasing or selling the Bank's securities. The Bank may not conduct or execute any transactions involving the Bank's securities while in possession of material non-public information concerning the Bank, provided that this restriction does not apply to transactions pursuant to pre-authorized trading plans or arrangements for trading securities that are designed to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

The administration of this Insider Trading Policy shall be the responsibility of the MFIN Chief Compliance Officer. Any questions concerning this Policy should be addressed to the MFIN Chief Compliance Officer.

1. DEFINITIONS

(1) "Access Person" means an officer, director or employee of the Bank that has investment decision-making power over publicly traded securities and is designated by the MFIN Chief Compliance Officer from time to time as an Access Person.

(2) "Control" means the power to exercise a controlling influence over the management or policies of a company (unless such power is the sole result of an official position with such company). Any person who owns beneficially, directly or through one or more controlled companies, more than twenty-five percent (25%) of the voting securities of a company shall be presumed to control such company. Natural persons shall be presumed not to be controlled persons.

(3) "Covered Person" includes any officers or directors of the Bank, its other employees, consultants, contractors and investment advisors, as well as members of such persons' immediate families and personal households.

(4) "Independent Director" means any director of the Bank who satisfies the definition of an "independent director" under the rules of The Nasdaq Stock Market LLC ("NASDAQ").

(5) "Security" includes all stock, debt obligations and other instruments, including any warrant or option to acquire or sell a security and financial futures contracts, but excludes securities issued by the U.S. government or its agencies, bankers, acceptance, bank certificates of deposit, commercial paper, repurchase agreements and shares of a mutual fund.

(7) "Trading Day" shall mean a day on which the NASDAQ Stock Market is open for trading. A Trading Day begins at the time trading begins on such day.

2. RULE 10b-5 UNDER THE SECURITIES EXCHANGE ACT OF 1934

2.1. LEGAL BACKGROUND

"Insider trading" is a top enforcement priority of the Securities and Exchange Commission ("SEC"), NASDAQ and the Department of Justice. Criminal prosecutions for insider trading are commonplace and may result in fines and/or imprisonment.

What is insider trading? While the term "insider trading" is not specifically defined in federal statutes, the prohibition against such trading generally is understood to prohibit any person from (1) trading on the basis of material, non-public information, (2) tipping such information to others or recommending the purchase or sale of securities on the basis of such information or (3) assisting someone who is engaged in any of the above activities.

Who is an insider? The term "insider" applies to anyone who, by virtue of a special relationship with a company, possesses material, non-public information regarding the business of that company.

An individual can be considered an insider for a limited time with respect to certain material, non-public information even though he or she is not a director or officer. For example, an executive assistant who knows that an acquisition is about to occur may be regarded as an insider with respect to that information until the news of such acquisition has been fully disclosed to the public.

What is material, non-public information? An occurrence of "insider trading" involves a breach of a fiduciary duty with respect to, or misappropriation of, information that is both material and non-public. Information is generally deemed to be "material" if a "reasonable investor" would rely on it in deciding to purchase, sell or hold a security to which the information relates. As a practical matter, materiality often is determined after the fact, when it is known that someone has traded on the information and after the information itself has been made public and its effects upon the market are more certain. Examples of information that is generally regarded as material are:

- Financial results;
- Major proposed or pending acquisitions, investments or divestitures;
- Significant project or product developments;
- Changes in key personnel;
- Changes in dividends;
- Stock splits;
- New equity or debt offerings;
- Positive or negative developments in outstanding litigation;
- Significant litigation exposure due to actual or threatened litigation; and
- Any other facts which might cause the Bank's financial results to be substantially affected.

"Non-public" information is any information that has not been previously disclosed and is not otherwise available to investors generally. Filings with the SEC, press reports and analyst reports are generally regarded as public information. Information about undisclosed financial results or a possible merger, acquisition or other material development, whether concerning the Bank or otherwise, and obtained in the normal course of employment or through a rumor, tip or just "loose talk", is <u>not</u> public information. Information should be considered "non-public" until at least two Trading Days after such information has been disseminated widely to the general public through press releases, news tickers, newspaper items, quarterly or annual reports or other widely disseminated means.

Because the Bank is a subsidiary of MFIN, material non-public information regarding the Bank would often be regarded as material non-public information of MFIN.

Potential Criminal and Civil Liability

The Securities Exchange Act of 1934, as amended (the "1934 Act"), and specifically Rule 10b-5 of the 1934 Act, makes it unlawful for any person to make false statements or omit to state material facts in connection with the purchase or sale of any security. There are no limits on the size of a transaction that will trigger insider trading liability. In the past, relatively small trades have resulted in SEC investigations and lawsuits.

Individuals found liable for insider trading face penalties of up to three times the profit gained or loss avoided, a criminal fine of up to $1 million and up to ten years in jail. In addition to the potential criminal and civil liabilities mentioned above, in certain circumstances the Bank may be able to recover all profits made by an insider who traded illegally, plus collect other damages. In addition, the Bank (and its executive officers and directors) could itself face penalties of the greater of $1 million or three times the profit gained or loss avoided as a result of an employee's violation and/or a criminal penalty of up to $2.5 million for failing to take steps to prevent insider trading.

The procedures regarding securities trading outlined below are designed to deter and, where possible, to prevent such improper trading.

2.2. POLICIES REGARDING TRANSACTIONS IN THE BANK'S SECURITIES

The following policies apply to all transactions, direct or indirect, in all of the Bank's or MFIN's securities, including the Bank's preferred stock, MFIN's common stock and those shares of common stock that may be held in any Bank/MFIN 401(k) retirement savings plan, pension plan, retirement plan or other similar plan.

No Trading on Material, Non-Public Information. No Covered Person who is aware of any material, non-public information concerning the Bank or a third-party with whom the Bank does business, shall engage in any transaction involving a purchase or sale of the Bank's, MFIN's or such third-party's securities, including any offer to purchase or sell, during any period commencing with the date that he or she obtains such material, non-public information and ending at the beginning of the third Trading Day following the date of public disclosure of that information, or at such time as the non-public information is no longer material.

No Tipping. No Covered Person shall disclose ("tip") material, non-public information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of the company to which such information relates, nor shall an employee make any recommendations or express any opinions on the basis of material, non-public information as to trading the Bank's or MFIN's securities.

No Trading During Black-Out Periods. Covered Persons are subject to a black-out period during which they are prohibited from conducting any transaction involving the purchase or sale of the Bank's securities. The black-out period typically begins at the close of the market on the fourteenth (14th) day prior to the close of any fiscal quarter and ends at the open of the market on the third Trading Day following the release of the Bank's quarterly or annual financial results for that particular quarter (the "Black-Out Period"). The MFIN Chief Compliance Officer will send out e-mails alerting the Bank's directors, officers and employees to the start and the end of each Black-Out Period. The prohibition against trading during the Black-Out Period also prohibits the fulfillment of "limit orders" by any broker for such Covered Person, and the brokers with whom any such "limit order" is placed must be informed of such prohibition at the time such "limit order" is placed.

Notwithstanding the foregoing, a transaction may be exempt from this prohibition if it is made pursuant to a written trading plan that has been approved in advance in writing by the MFIN Chief Compliance Officer and that meets all of the requirements of the SEC's rules and regulations, including Rule 10b5-1 of the 1934 Act.

The Black-Out Period restriction may be waived in individual cases at the discretion of the MFIN Chief Compliance Officer.

Black-out restrictions applicable to MFIN's securities are addressed in MFIN's Insider Trading Policy.

No Short Sales. No Covered Person shall engage in the short sale of the Bank's securities. A short sale is a sale of securities not owned by the seller or, if owned, not delivered against such sale within twenty days thereafter (a "short against the box").

Short sale prohibitions applicable to MFIN's securities are addressed in MFIN's Insider Trading Policy.

No Investments in Derivatives of the Bank's Securities. No Covered Person shall invest in Bank-based derivative securities. "Derivative Securities" are options, warrants, stock appreciation rights or similar rights whose value is derived from the value of an equity security, such as the Bank's common stock. This prohibition includes, but is not limited to, trading in Bank-based put or call option contracts, trading in straddles and the like. However, holding and exercising stock options or other derivative securities granted under the Bank's or MFIN's stock option plans is not prohibited by this Policy.

Derivative-related prohibitions applicable to MFIN's securities are addressed in MFIN's Insider Trading Policy.

No Margin Purchases. No Covered Person shall purchase the Bank's securities on margin. This means such persons are prohibited from borrowing from a brokerage firm, bank or other entity in order to purchase the Bank's securities (other than in connection with exercises of stock options under the Bank's or MFIN's equity compensation plans).

Prohibitions on margin purchases applicable to MFIN's securities are addressed in MFIN's Insider Trading Policy.

No Prediction Market Transactions. No Covered Person shall participate in third-party platforms, "prediction markets," or similar platforms to bet, wager, or establish positions in event contracts when such activity is based on, or involves the use of, confidential information about the Bank, its parent company, or any other company (including customers, suppliers, vendors, or business partners) obtained through such Covered Person's relationship with the Bank. For the avoidance of doubt, confidential information includes, but is not limited to, material non-public information (as described herein). This prohibition applies whether or not the activity technically constitutes securities trading under federal law.

Pre-Clearance of Trading by Covered Persons

If a Covered Person is contemplating a transaction in the Bank's securities, the proposed transaction must be pre-cleared with the MFIN Chief Compliance Officer or his or her designee, even if the proposed transaction is to take place outside of the Black-Out Period.

It should be noted that any person who possesses material, non-public information, regardless of whether or not it is within the Black-Out Period or not, should not engage in any transaction involving the Bank's or MFIN's securities.

Exceptions to the Prohibitions on Trading

The only exceptions to this Policy's prohibitions of trading in the Bank's securities as outlined above are the following:

1) *Bona Fide Gifts* – Bona fide gifts of securities are not deemed to be transactions for the purposes of this Policy. Whether a gift is truly bona fide will depend on the circumstances surrounding a specific gift. The more unrelated the donee is to the donor, the more likely the gift would be considered "bona fide" and not a "transaction." For example, gifts to charities, churches or non-profit organizations would not be deemed to be "transactions." However, gifts to dependent children followed by a sale of the "gifted securities" in close proximity to the time of the gift may imply some economic benefit to the donor and, therefore, may be deemed to be a "transaction" and not a "bona fide gift."

Supervisory Personnel

Any person with supervisory authority over any Bank personnel promptly shall report to the MFIN Chief Compliance Officer any securities trading by supervised personnel which he or she knows violates this Policy.

Prohibition Against All Trading

From time to time, in unusual circumstances, the MFIN Chief Compliance Officer may issue an advisory prohibiting all trading by all Covered Persons in the securities of the Bank or other securities of a company with which the Bank has a material relationship.

2.3. POLICIES REGARDING THE USE, DISCLOSURE AND PROTECTION OF MATERIAL, NON-PUBLIC INFORMATION

All Covered Persons have ethical and legal responsibilities to maintain the confidentiality of material, non-public information.

Use and Disclosure of Material, Non-Public Information. Under no circumstances may a Covered Person use material, non-public information about the Bank for his or her personal benefit, or, except as specifically authorized, release to others information that might affect the Bank's or MFIN's securities. Therefore, it is important that a Covered Person not disclose material, non-public information to anyone, including other employees of the Bank, unless the

other employee has a clear right and need to know such information in order to fulfill his or her job responsibilities. Under no circumstances should such information be disclosed to family, relatives or business or social acquaintances. In maintaining the confidentiality of the information, the individual in possession of such information shall not affirm or deny statements made by others, either directly or through electronic means, if such affirmation or denial would result in the disclosure of material, non-public information.

If a Covered Person has any doubt about whether certain information is non-public or material, such doubt should be resolved in favor of not trading or communicating such information. Questions concerning what is or is not material, non-public information should be directed to the Chief Compliance Officer or the MFIN Chief Compliance Officer.

Material, Non-Public Information Regarding Other Companies. In the ordinary course of doing business, employees may come into the possession of material, non-public information with respect to other companies. An individual receiving material, non-public information in such a manner has the same duty not to disclose the information to others or to use that information in connection with securities transactions of such other company as such individual has with respect to material, non-public information about the Bank.

If the Bank is in the process of negotiating a significant transaction or joint venture with another company, employees are cautioned not to trade in the stock of that company if they are in possession of material, non-public information concerning such company.

If an employee is not certain whether it is permissible to trade in the stock of such company, the employee should contact the MFIN Chief Compliance Officer before making any trades.

Unauthorized Disclosure of Internal Information. Unauthorized disclosure of internal information about the Bank may create serious problems for the Bank whether or not the information is used to facilitate improper trading in securities of the Bank. Therefore, it shall be the duty of each person employed or affiliated with the Bank to maintain the confidentiality of information relating to the Bank or obtained through a relationship of confidence. Bank personnel should not discuss internal Bank matters or developments with anyone outside the Bank, except in the performance of regular corporate duties.

Precautions to Prevent Misuse or Unauthorized Disclosure of Sensitive Information. When an employee is involved in a matter or transaction which is sensitive and, if disclosed, could reasonably be expected to have an effect on the market price of the securities of the Bank or any other company involved in the transaction, that individual should consider taking extraordinary precautions to prevent misuse or unauthorized disclosure of such information. Such measures include the following:

(1) Maintaining the files in a secure (preferably locked) room or office to which access is restricted;

(2) Avoiding the storage of information on computer systems that can be accessed by other individuals;

(3) Avoiding the discussion of confidential matters in areas where the conversation could possibly be overheard;

(4) Not gossiping about Bank affairs; and

(5) Restricting the copying and distribution of sensitive documents within the Bank.

Internet Chat Rooms. Because any statement you make in an Internet chat room regarding the Bank may be seen as a recommendation to buy or sell the Bank's or MFIN's securities, the Bank's policy is that none of its employees may participate in Internet chat rooms regarding the Bank.

Inadvertent Disclosure of Material, Non-Public Information. If material, non-public information regarding the Bank is inadvertently disclosed, no matter what the circumstances, by any employee, the person making or discovering that disclosure should immediately report the facts to the Chief Compliance Officer or the MFIN Chief Compliance Officer.

Inquiries Regarding Material, Non-public Information. When an inquiry is received regarding information that may be material, it should be referred to the MFIN Chief Compliance Officer.

3. ADMINISTRATION AND RECORDKEEPING

Review by the Board of Directors. At least annually, the MFIN Chief Compliance Officer shall provide a written report to the Board of Directors containing:

(1) Any changes made to existing procedures concerning Access Person's personal trading activities made during the past year;

(2) Any recommended changes to this Policy or related procedures;

(3) A summary of issues arising under the Policy or procedures since the last report, including information about any material violations with respect to the Policy which occurred during the past year and any sanctions imposed in response to such material violations; and

(4) A certification that the Bank has adopted procedures reasonably necessary to prevent Access Persons from violating the Policy.

Duties of the MFIN Chief Compliance Officer. The duties of the MFIN Chief Compliance Officer shall include the following:

(1) Maintaining a list of Access Persons;

(2) Providing each Covered Person with a copy of this Insider Trading Policy and informing them of their duties and obligations hereunder;

(3) Maintaining or supervising the maintenance of all records and reports required by this Insider Trading Policy;

(4) Preparing listings of all transactions effected by any Access Person within fifteen (15) days of the date on which the same Security was held, purchased or sold by the Bank;

(5) Determining whether any particular securities transaction should be exempted;

(6) Issuing either personally or with the assistance of counsel as may be appropriate, any interpretation of this Insider Trading Policy which may appear consistent with the objectives of this Insider Trading Policy;

(7) Conducting such inspections or investigations as shall reasonably be required to detect and report, with his or her recommendations, any apparent violations of this Insider Trading Policy to the Board of Directors of the Bank or any committee appointed by them to deal with such information; and

(8) Submitting an annual report to the Board of Directors of the Bank.

Recordkeeping Requirements. The MFIN Chief Compliance Officer shall maintain, at the Bank's principal place of business, the following:

(1) A copy of each Insider Trading Policy which has been in effect during the past five (5) years;

(2) A record of any violation of any such Insider Trading Policy and of any action taken as a result of such violation must be maintained in an easily accessible place for at least five (5) years after the end of the fiscal year in which the violation occurs; and

(3) A copy of each report made by the MFIN Chief Compliance Officer to the Board of Directors must be maintained for at least five (5) years after the end of the fiscal year in which the report is made, the first two (2) years in an easily accessible place.

4. CERTIFICATION OF COMPLIANCE

Each director, officer, and employee of the Bank is required to certify annually that he or she has read and understood this Policy and recognizes that he or she is subject to such Policy. Further, each director, officer, and employee of the Bank is required to certify annually that he or she has complied with all the requirements of the Policy and that he or she has disclosed or reported all personal securities transactions required to be disclosed or reported pursuant to the requirements of the Policy.

5. SANCTIONS

Any violation of this Insider Trading Policy shall be subject to the imposition of such sanctions as the Bank may deem appropriate under the circumstances to achieve the purposes of Rule 10b-5 of the 1934 Act and this Insider Trading Policy, which sanctions may include suspension or termination of employment, a letter of censure and/or restitution of an amount equal to the difference between the price paid or received by the Bank and the more advantageous price paid or received by the offending person. Any profits realized on trades in violation of this Insider Trading Policy must be disgorged to the Bank. Sanctions for violation of this Insider Trading Policy by a director of the Bank will be determined by a majority vote of its Independent Directors.

6. AMENDMENTS AND MODIFICATION

This Insider Trading Policy may not be amended or modified except in a written form which is specifically approved by majority vote of the Bank's Independent Directors.

V. Extensions of Credit

It is the Bank's policy not to make loans or otherwise to "extend credit" (as that term is defined in Federal Reserve Regulation "O") to its principal shareholders, directors, officers, employees, and their related interests, or to their immediate family members (spouse or children), except that employees other than Executive Officers, as such term is defined in the Bank's *Insider Lending Policy*, may obtain loans through the Bank's Strategic Partner Programs subject to the limitations set forth in the Bank's *Strategic Partner Credit Policy*.

VI. Acceptable Use of Technology Resources

The Bank provides information technology resources, including computer equipment and internet and e-mail services, to facilitate bank operations. Personal use of these resources should be minimal. Improper use can subject the Bank to increased legal and reputation risk. Therefore, use of Bank information technology resources for the following purposes is strictly prohibited:

- Viewing, downloading, or accessing in any way, materials that are pornographic, sexually explicit, or offensive, or that may create a hostile work environment that violates legal and/or corporate sexual harassment standards;
- Conducting or advocating any manner of illegal activity;
- Participating in any online gambling activity;
- Accessing or distributing discriminatory or prejudicial propaganda directed toward any specific demographic class, including those classes outlined under Section 701(a) of the Equal Credit Opportunity Act;
- Providing a submission to, or contacting in any way, any media entity; and
- Engaging in any partisan political activity, where such engagement may be construed as an official endorsement of the MFIN organization for a specific political party, cause, platform, issue, or agenda.

On a case-by-case basis, such as those related to media or political contact, the Bank's Chief Executive Officer, the Board or the Audit Committee may grant exceptions to this Policy.

VII. Management Official Interlocks

Part 348 of the regulations promulgated by the Federal Deposit Insurance Corporation ("FDIC") places certain restrictions on the ability of bank management officials to act in a similar capacity at another financial institution. For the purposes of this section, the term "management official" will have the same meaning as defined in Section 348.2(k), namely:

- A director;
- An advisory or honorary director of a depository institution with total assets of $100 million or more;
- A senior executive officer as defined by 12 C.F.R. § 303.101(b)[1];
- A branch manager;
- A trustee of a depository organization under the control of trustees; and
- Any person who has a representative or nominee serving in any of the capacities in this paragraph.

From a regulatory perspective, Part 348 is designed to foster competition. From the Bank's perspective, this section is designed to mitigate potential conflicts of interest. To those ends, the following prohibitions apply to all management officials of the Bank:

- A management official of the Bank may not serve, at the same time, as a management official of an unaffiliated depository organization if the Bank and the other organization have offices in the same community.
- A management official of the Bank may not serve, at the same time, as a management official of an unaffiliated depository organization if both organizations have offices in the same metropolitan statistical area and each organization has assets of $50 million or more.
- Should, at any time, the Bank's total assets exceed $10 billion, a management official of the Bank may not serve, at the same time, as a management official of an unaffiliated depository organization with total assets in excess of $10 billion, regardless of location.

Sections 348.4, 348.5, and 348.6 contain various exemptions from these prohibitions. These same exemptions are adopted in this Policy. In any case, if a management official of the Bank desires to act, at the same time, as a management official of another

[1] *Senior executive officer* means a person who holds the title of president, chief executive officer, chief operating officer, chief managing official (in an insured state branch of a foreign bank), chief financial officer, chief lending officer, or chief investment officer, or, without regard to title, salary, or compensation, performs the function of one or more of these positions. *Senior executive officer* also includes any other person identified by the FDIC, whether or not hired as an employee, with significant influence over, or who participates in, major policymaking decisions of the insured state nonmember bank. 12 C.F.R. § 303.101(b).

depository institution, that official must obtain prior written approval from the Board. The Board will consider the request in light of Part 348 requirements, company policy, and perceived conflict of interest.

Notwithstanding the provisions of this section, a director of the Bank may not serve as a director of another depository institution.

VIII. Consequences of Breaches of Fiduciary Duty

All breaches of fiduciary duty will be reported to the Board of Directors. If a law was broken, a criminal referral form will be completed and sent to applicable government authorities as required. Failure to comply with this Policy will be grounds for disciplinary action, including possible termination.

IX. Communications Protected by Law

The Code of Ethical Conduct and Insider Trading Policy is not intended in any way to limit the right or ability for Covered Persons (i) to make any disclosure of information required by law, court order, lawful subpoena or other legal process, or otherwise protected under the whistleblower provisions of any law; (ii) to initiate communications directly with, provide information to, or report a possible violation of any law or regulation to any governmental body, agency or entity or any self-regulatory authority, such as Congress, any agency Inspector General, the Equal Employment Opportunity Commission or the Securities and Exchange Commission (any such body, agency, entity or authority, a "Governmental Authority"); (iii) to initiate, provide information to, testify at, participate in, or otherwise assist any investigation or proceeding brought by any Governmental Authority or by the Bank's or MFIN's legal, compliance, or HR officers relating to an alleged violation of any law, (iv) to utilize the complaint procedures and confidential employee hotline as more fully described in the MFIN Employee Handbook; (v) to disclose or discuss information lawfully acquired about wages, hours or other terms and conditions of employment if used for purposes protected by Section 7 of the National Labor Relations Act, such as joining or forming a union, engaging in collective bargaining or engaging in other concerted activity for the mutual aid or protection of employees; or (vi) to make any other disclosures that are protected by any applicable law or regulation. Covered Persons do not need the prior authorization of MFIN or the Bank to make any reports or disclosures contemplated by the foregoing, and are not required to notify MFIN or the Bank that they have made any such reports or disclosures.

X. MFIN Code of Ethical Conduct and Insider Trading Policy

The Bank's employees and directors must comply with and annually certify as to their compliance with MFIN's Code of Ethical Conduct and Insider Trading Policy. In the event of a conflict between the terms of MFIN's Code of Ethical Conduct and Insider Trading Policy and this Policy, the terms of this Policy shall govern.

This Code of Ethical Conduct and Insider Trading Policy was adopted by the Board of Directors of the Bank, including a majority of such Directors who are not interested persons of the Bank, at a meeting held on December 3, 2019.