

## **ACNB CORPORATION CODE OF ETHICS**

The directors, officers and employees of ACNB Corporation and all its subsidiaries and affiliates (the “Company”) hold an important and elevated role in corporate governance. They are vested with both the responsibility and authority to protect and preserve the interests of all of the Company’s constituents, including shareholders, customers and citizens of the communities in which we conduct business. The maintenance of extremely high standards of honest, ethical and impartial conduct is essential to assure the proper performance of the Company’s business and the maintenance of the public’s trust. This Code of Ethics (the “Code”) prescribes the policies and procedures to be employed and enforced in the Company’s operations.

- It is your responsibility to comply with the law and behave in an ethical manner. This responsibility cannot be delegated or assumed by the Company.
- This Code cannot anticipate every possible situation or cover every topic in detail. From time to time, the Company may establish compliance programs to address specific subjects. If you are unclear about a situation, seek guidance before taking action.
- The standards in this Code do not necessarily take into account all legal requirements. Where more restrictive local laws or requirements exist, those take precedence.
- You must comply with all applicable governmental rules and regulations. Failure to obey laws and regulations violates this Code and may expose both you and the Company to criminal or civil prosecution. Any violation of this Code or other compliance programs may result in corrective action, up to and including termination. The Company may also seek civil remedies from you and even refer criminal misconduct to law enforcement agencies.
- You are responsible for reporting suspected violations of this Code. Those who report suspected violations shall be afforded the protection provided under the Company’s Whistleblower Policy.
- To report suspected violations of this Code or for any questions regarding the Code, please contact ACNB Corporation’s Chief Governance Officer.

### Conflicts of Interest

A “conflict of interest” exists any time one faces a choice between what is in his/her personal interest (financial or otherwise) and the interest of the Company. These situations are not always easy to avoid. When a conflict of interest arises, it is important that directors, officers and employees act with great care to avoid even the appearance that their actions were not in the best interest of the Company. If you find yourself in a position where your objectivity may be questioned because of individual interest or family or personal relationships, notify the Chief Governance Officer immediately.

### Corporate Opportunities

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

### Fair Dealing

Each director, officer and employee must deal fairly with the Company’s customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment or abuse of privileged information, misrepresentation of facts, or any other unfair dealing practice.

### Gifts, Meals, Services and Entertainment

One should not request or accept anything that might be used as a means to influence, or even appear to influence, you against the Company’s best interests. Personal gifts should not be accepted other than those considered common business courtesies and for which one would reasonably expect to give something similar in return in the normal course of business. Do not accept gifts valued at greater than \$250.

### Safeguarding Company Assets/Accuracy of Books and Records

The Company maintains internal controls to provide direction on protecting Company assets and financial accountability. The controls are based upon the following principles.

#### **Do not:**

- Make personal use of Company assets that creates any additional costs for the Company, interferes with work duties, or violates any Company policies;
- Allow Company property to be used to help carry out illegal acts;
- Manipulate financial accounts, records or reports for personal gain;
- Maintain off-the-book accounts to facilitate questionable or illegal payments; or,
- Violate any law or regulation.

**Do:**

- Ensure effective internal controls and procedures are designed and implemented;
- Prepare project budget proposals with accurate information;
- Maintain books, accounts and records according to generally accepted accounting principles, using enough detail to reflect accurately and fairly Company transactions;
- Record transactions in a timely manner, so that no misleading financial information is created (These transactions include, but are not limited to, income, expense, indebtedness, obligation, reserves, and acquisition or disposition of assets, etc.); and,
- Give full, fair, accurate, timely and understandable disclosure in any and all periodic reports filed with the Securities and Exchange Commission.

**Safeguarding Confidential Information**

Trade secrets and other proprietary information of the Company and its customers and suppliers, employee data, information about the Company's customers and suppliers, and all other nonpublic information that might be of use to the Company's competitors or harmful to the Company or its customers, if disclosed, is confidential information. Confidential information should be protected by all directors, officers and employees and, except to the extent legally required or specifically authorized by an appropriate representative of the Company, should not be disclosed to persons inside or outside the Company who do not have a legitimate, work-related need to know such information. The loss of this information through inadvertent or improper disclosure could be harmful to the Company and its customers and suppliers.

**Insider Trading**

You must abide by the Company's Insider Trading Policy Statement. Insider trading is a crime that can carry severe penalties. If you know material confidential information about the Company or any company with whom we have a business relationship and you trade company securities, such as stocks or bonds, while in possession of that information or tell others about it before it is made public, you may have violated the insider trading laws.

Material information is the type of news that would affect a reasonable investor's decision on whether or not to invest in a company's stock. Examples include plans to issue securities, sharp changes in earnings patterns, changes in dividend rates, changes in key management personnel, mergers, acquisitions, and important regulatory actions affecting the company. This policy forbids you from trading not only in Company stock, but also in stock of our suppliers, customers or other companies with whom we have a business relationship, while in possession of material inside information learned in the course of your employment at our Company.

We encourage all members of the Board of Directors, officers and employees to invest in our stock. However, if you have access to any information not readily available to the public, you must be very careful when trading stock to be sure you have not traded while in possession of material nonpublic information. When you have such information:

- Do not tell anyone not authorized to have the information. A casual remark to a friend may find its way to a broker and eventually to the entire financial community, thereby

requiring the Company to make a premature or unplanned public announcement. This “tipping” may be illegal and damaging to the Company.

- In compliance with the Sarbanes-Oxley Act of 2002, do not trade and trading is prohibited in the Company’s stock (or that of an applicable outside company) until after the close of business of the day the Company releases the news to the public (generally when such information has been disseminated through a press release or filed with the Securities and Exchange Commission). Circumstances suggesting the possibility of insider trading may result in an investigation by governmental authorities of the Company and stockbroker records of stock trading transactions. This investigation could damage our Company’s reputation and result in liability or penalties, including criminal charges and fines against the individual.
- This policy against insider trading also covers transfers into and out of the Company stock or savings plans and changes in patterns involving purchases of our stock within the plans. However, generally, regularly-scheduled purchases of the Company stock within plans are not prohibited.

If you are a director or a designated executive officer and planning to effect a transaction in our securities, you must contact ACNB Corporation’s Insider Trading Compliance Officer in advance. All other officers and employees are highly recommended to contact the Insider Trading Compliance Officer in advance of any transactions in our securities.

#### Bribery, Kickbacks and Other Improper Payments

The Company, our Board of Directors, officers and employees must maintain high ethical and professional standards in all dealings.

- Do not directly or indirectly promise, offer or make payment in money or anything of value to anyone, including a government official, agent or employee of a government, political party, labor organization or business entity, or a candidate of a political party, with the intent to improperly induce favorable business treatment or to improperly affect business or governmental decisions.
- Our Code does not take into account all local legal requirements. Where more restrictive local laws exist, those take precedence. In general, the Company does not consider ordinary and reasonable business entertainment or gifts of insubstantial value that are customary and legal in the local market to be improper.
- Document any entertainment of and gifts to customers and potential customers, which individually exceed \$250.
- Do not solicit for yourself or for a third party (other than the Company itself) anything of value from anyone in return for any business, service or confidential information of the Company.
- Do not accept anything of value (other than bona fide salary, wages and fees referred to in 18 U.S.C. 215(c)) from anyone in connection with the business of the Company, either before or after a transaction is discussed or consummated.

- Loans are not made by the Corporation to its directors, officers or employees. Loans may be made by our banking subsidiary and will comply with all federal and state laws, statutes and regulations.

#### Providing Candor in Dealing with Auditors, Examiners and Legal Counsel

All directors, officers and employees are required to respond honestly and candidly when dealing with the Company's independent and internal auditors, regulators and attorneys.

#### Discipline

The Company reserves the right to take any and all disciplinary action it deems appropriate in response to violation of this Code. Disciplinary action may include, without limitation, warning, suspension, or immediate termination of employment, as well as civil and/or criminal prosecution.

#### Accountability and Adherence to the Code

With regard to alleged violations of this Code by any director or executive officer, it shall be the duty of the Audit Committee of the Board of Directors of the Company, excluding any person accused of violating this Code, to determine the veracity of any alleged breach of this Code and any penalty or consequences. Any other alleged violations of the Code shall be addressed by Executive Management and shall be reported to the Audit Committee of the Board of Directors.

#### Waivers and Amendment

No waiver of any provision of this Code for the benefit of a director or executive officer shall be effective unless (1) approved by the Board of Directors or, if permitted by the Board of Directors, a committee of the Board of Directors, and (2) if applicable, the Company promptly discloses the waiver to the Company's shareholders in accordance with appropriate U.S. securities laws and regulations and/or the rules and regulations of the exchange or system the Company's securities are traded or quoted, as the case may be. Any other waivers of this Code shall be made by Executive Management with reporting to the Audit Committee of the Board of Directors.

If required by applicable U.S. securities laws and/or the rules and regulations of the exchange or system the Company's securities are traded or quoted, the Board of Directors shall approve amendments to this Code and disclose the amendment to the Company's shareholders.

**ACNB CORPORATION  
CODE OF ETHICS  
ACKNOWLEDGMENT**

I, the undersigned, hereby acknowledge that I have received a copy of the ACNB Corporation Code of Ethics. I further certify that I have reviewed the Code of Ethics, and that I understand its provisions and what they require of me. I understand that a violation of this Code of Ethics may result in the termination of my employment and/or a request to resign.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Employee Number (as applicable)

\_\_\_\_\_  
Printed Name