



**MVB FINANCIAL CORP**  
CORPORATE CONDUCT POLICY  
OF THE DIRECTORS, OFFICERS & OTHER KEY TEAM MEMBERS

EVP, CHIEF ADMINISTRATIVE OFFICER

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## 1.0 Policy Governance

### 1.1 Policy Purpose and Objectives

The Board of Directors of MVB Financial Corp. (the "Company") has adopted a corporate conduct policy statement governing the conduct of the directors, officers, and other key Team Members of the Company and its subsidiaries in the course of their service to or employment with the Company and other matters relating to the conduct of the Company's business. This corporate conduct policy statement does not cover every issue that may arise, but it does set out basic principles to guide the Company's directors, officers, and other key Team Members. The Board has also established a continuing effort to ascertain compliance with this policy and to see that any activities not in compliance with it are eliminated and to assure that the interests of the Company are properly protected

### 1.2 Policy Scope and Applicability

The requirements, provisions and confines of this Policy apply to MVB Bank, its Team Members, affiliates, and subsidiaries.

### 1.3 Prohibition on Disclosure of Confidential Information

This Policy is considered confidential and proprietary information of the Company (i.e., the Bank). Unless specifically authorized in writing by the Company's General Counsel or by written Company policies, disclosure of this Policy to any person who is not an employee of the Company is strictly prohibited. Any questions regarding permitted uses and disclosures of this Policy should be directed to the Company's General Counsel.

### 1.4 Roles, Responsibilities and Accountability

MVB maintains a policy governance structure that consists of clearly defined roles and responsibilities to ensure policy creation, review, approval authorities and ongoing monitoring and maintenance.

Board of Directors	<ul style="list-style-type: none"><li>• Review and approve this Policy.</li><li>• Always strive to make the broadest statements possible that provide sufficient direction and clarity.</li><li>• Review and take action, as appropriate,</li><li>• Establish expectations that Bank management conduct appropriate oversight of its affiliated and unaffiliated third parties.</li></ul>
Human Resources and Compensation Committee	<ul style="list-style-type: none"><li>• The Committee is established to help ensure that MVB fulfills its responsibilities effectively by:</li><li>• Attend to all Human Resources issues that come before the Board.</li><li>• Review, recommend and evaluate periodically, as appropriate, compensation plans, policies and programs provided to executive officers as well as benefit plans provided to MVB's executive officers.</li></ul>

	<ul style="list-style-type: none"> <li>Review and make an annual report to the Board on management succession planning, including the CEO/President.</li> </ul>
Senior Management	<ul style="list-style-type: none"> <li>Management, no Committee</li> </ul>
Specific Officers, Managers, etc.	<ul style="list-style-type: none"> <li>Chief Administrative Officer</li> </ul>
Audit	<ul style="list-style-type: none"> <li><b>Internal audit will review the function using a risk-based approach consistent with the audit policies and regulatory guidance.</b></li> </ul>

## 2.0 Policy Elements

### 2.1 Conflicts of Interest:

Directors, Officers, and other key Team Members of the Company are each cautioned to be alert to and to diligently avoid situations, transactions, or interests that interfere, or could reasonably appear to interfere, with the interests of the Company or which might interfere with his or her judgment with respect to his or her responsibilities and duties to the Company. These situations, transactions, and interests may be broadly categorized as conflicts of interest. A conflict of interest may arise in any situation in which an individual uses his or her position with the Company for personal enrichment through access to confidential information; has a financial interest in a transaction with the Company which could affect judgment or otherwise interfere with his or her duties and responsibilities to the Company, by making it difficult to objectively, effectively, and efficiently perform work or discharge responsibilities for the Company; or misuses his or her position in the Company in a way that results in personal gain to him or her.

There may also be situations where such a conflict, while not directly detrimental to the Company, may give rise to an appearance of impropriety, and such situations should also be avoided. Some transactions carried out between the Company and directors, officers, and other key Team Members in the ordinary course of business do not constitute conflicts of interest. These transactions include ordinary compensation, credit extended in accordance with Regulation O and section 402 of the Sarbanes-Oxley Act, and deposit, consumer-loan, wealth-management, and similar transactions in the ordinary course of the business of the Company on terms substantially similar to terms offered to comparably situate customers who are not directors, Officers, or Team Members

### 2.2 Corporate Opportunities:

Directors, Officers, and other key Team Members of the Company may not take advantage of a business opportunity (or direct such an advantage to a third party) if the business opportunity is within one of the Company's present or anticipated lines of business, the Company is financially capable of undertaking the opportunity, and the opportunity would further one of the Company's established business policies, unless the Company has already been offered the opportunity and has declined it in writing. Directors, Officers, and other key Team Members of the Company also may not take for themselves, personally, business opportunities available to the Company which are discovered using corporate property, information, or position, without the consent of the

Company, and are likewise prohibited from using corporate property, information, or position for any improper personal gain. Also, they may not compete with the Company directly or indirectly. Directors, Officers, and other key Team Members owe the Company a duty to advance its legitimate interests when the opportunity to do so arises.

## 2.3 Other Transactions and Related Party Transactions:

Under the rules of the Securities and Exchange Commission (the "SEC"), certain transactions involving the Company and certain related persons need to be disclosed in the Company's filings with the SEC. Certain transactions between the Company and its directors and Officers may need to be approved by, among others, the board of directors or a duly authorized committee of the board of directors. Any transaction that is subject to such an approval and is duly approved is a permissible transaction under this Corporate Conduct Policy. Other applicable legal rules and standards require the board of directors of the Company to assess whether relationships or transactions exist that may impair the independence of its outside directors.

Because of the unique position of the Company as a financial institution, and because of the fact that information regarding the Company's proposed activities could provide directors, Officers, and Team Members with the opportunity for profiting from that information to the detriment of the Company, and in order to avoid an appearance of impropriety, directors, Officers, and other key Team Members are cautioned against being a party to, investing, or otherwise participating in financial services activities in the general region where the Company and its subsidiaries maintain branches or other offices or conduct activities or propose to conduct activities, without the express knowledge and consent of the Company. Ownership or other financial interests in such activities should be avoided and, to the extent that they do exist, should be fully disclosed to the Chief Executive Officer, President or the EVP, Chief Administrative Officer.

Directors are often not full-time Team Members of the companies they serve and engage in independent business ventures. To guard against instances of improper personal benefit to directors, including the appearance of an improper personal benefit, the following standards of conduct apply to all proposed transactions between the Company and a director, or transactions between the Company and any person or entity with whom a director has a family relationship or in which a director has a financial interest, unless it is established under the last paragraph of section 3.1 of this Statement of Policy that the transaction does not constitute a conflict of interest:

2.3.1 Financial interests of a director (or a person with whom a director has a family relationship) in any organization conducting or seeking to conduct business with the Company (other than ownership of not more than 2 percent of the stock of any company that is traded on a nationally recognized stock exchange) must be disclosed to the Chief Executive Officer and President. Any other possible conflict of interest of which a director becomes aware, including any personal or outside interest, relationship, or responsibility (financial, professional, or otherwise) held by the director with respect to any potential or actual transaction, agreement, or other matter, must be disclosed to the Chief Executive Officer and President.

2.3.2 The transaction or matter will be reviewed by outside counsel and referred to the board of directors or a designated and authorized committee of the board for its consideration, and the

interested director will be recused from all discussions and votes on the issue that gave rise to the possible conflict and, if necessary, from the board or committee meeting or applicable part thereof. Additionally, the interested director must not use his or her personal influence on the board's or committee's discussions and deliberations (other than to present information or to respond to questions).

2.3.3 All the material facts must be disclosed to the board of directors or committee concerning the relationship or interest of the director and the transaction, agreement, or other matter.

2.3.4 A transaction or agreement that does not receive the authorization of the board or committee by the affirmative vote of a majority of the disinterested directors will not be pursued.

2.3.5 A transaction or agreement that does not conform to the above standards of conduct may be voidable.

2.3.6 For purposes of the above standards of conduct, a "family relationship" includes that of a parent, grandparent, spouse, child, grandchild, sibling, or (if residing in the home of the director) any other family member, or a parent or spouse of any of the foregoing.

## 2.4 Other Employment:

People are cautioned against engaging in outside employment or activities that would conflict with the Company's interests or reduce their efficiency or ability to perform their duties for the Company. Employment with competitors, lessees, lessors, suppliers, or other parties with whom the Company conducts business would be considered a conflict of interest with activities of the Company and therefore should be avoided.

## 2.5 Privacy and Confidentiality:

Directors, Officers, and other key Team Members of the Company may have access to confidential information about the Company, customers, vendors, and other entities. Disclosure and use of much of this information is controlled and regulated under the banking, securities, and privacy laws and may subject individuals or the Company to legal liability. For example, the Gramm-Leach-Bliley Act and other federal and state laws require the Company to maintain the confidentiality of customer information, limit the ways in which the Company may use customer information, and require the Company to take certain actions if there is a breach of security or a loss of customer information. Directors, Officers, and other key Team Members may not use or disclose any confidential, proprietary, or nonpublic information about the Company or its customers or vendors unless disclosure is required by law or in accordance with the Company's privacy policies and customer and vendor agreements. Any confidential, proprietary, or non-public information that is obtained in the course of an individual's relationship with the Company must not be used for his or her personal gain or for that of family, friends, or acquaintances. For example, any information that is acquired by a director, Officer, or other key Team Member because of his or her position that concerns customers, products, services, pricing, systems, plans and strategies must be kept strictly confidential and never used for his or her own profit. Similarly, all intellectual property such as patents and marketing and business plans, passwords or computer programs, reports, databases, proposals, and other documents must be kept strictly confidential and never used for one's own profit.

## 2.6 Political Contributions:

Because of the complexity of the law limiting corporate contributions to political candidates, campaigns, and other related organizations and the unfavorable inferences arising therefrom, it is against the Company's policy for the Company or any of its subsidiaries to make any political contributions or expenditures of any nature in support of political activity; or to encourage individual Team Members to make any such contributions or expenditures on its behalf; or to reimburse a director, Officer, or other key Team Members for any such contribution or expenditure. Contributions and expenditures on behalf of the Company for political purposes are not necessarily limited to cash contributions to candidates or their election committees. Purchase of tickets to political dinners, advertisements on behalf of candidates, donations of corporate property, services, or personnel, and expenditures to the media intended to affect individual political decisions are also included in this policy. Note: This corporate policy is intended to limit contributions by or on behalf of the Company. It is in no way intended to limit contributions by directors, Officers, and other key Team Members acting individually without any coercion or influence from the Company or its Officers or directors to political candidates of such an individual's choice.

## 2.7 Gifts and Entertainment:

The Bank Bribery Act prohibits directors, Officers, and other key Team Members from offering or receiving anything of value where the item of value is offered with the intent of influencing Company personnel or a business transaction. This law is broad and carries civil and criminal penalties, including fines and/or imprisonment.

Directors, Officers, and other key Team Members may accept any non-cash item of value from customers only if it:

- Is valued at \$100 or less; • Is not intended to influence any decision by us;
- Is unsolicited.
- Is infrequent; and
- Is not a quid pro quo.

Under no circumstances shall Company directors, Officers or other key Team Members accept cash or any other form of money as a gift from any customer. Gifts which are likely to be acceptable under these guidelines are: advertising or promotional materials such as pens, pencils, key rings, calendars and similar items valued under \$100.

Additionally, directors, Officers, and other key Team Members may accept gifts from individuals who have both a personal relationship with such director, Officer, or key Team Member, as well as a business relationship with the Company, for such commonly recognized events or occasions as a promotion, wedding, retirement, or religious observance, if valued at less than \$100.

Generally, there is no threat of a violation of the Bank Bribery Act if acceptance of a gift or benefit is based on an immediate family or personal relationship, which exists independent of any business with the Company or if the gift or benefit is made available to the public under the same conditions on which it is made available to a director, Officer, or other key Team Member.

Payments for travel, lodging, meals, and entertainment are normally permissible if they

- i. are reasonable in amount;
- ii. are expended in the course of a legitimate business meeting or an event intended to foster better business relations;
- iii. would be paid by the Company as a business expense if not paid for by the outside source; and
- iv. are unsolicited.

If any director, Officer, or other key Team Member is offered or receive something of value in excess of the above stated amounts or any payment for travel, lodging, meals or entertainment, such person must disclose the matter, in writing, to the Chief Executive Officer and President and seek a determination on acceptability. The reviewer will give due consideration to the criteria for permissible gifts and whether receipt poses a threat to the integrity of the Company or might violate the Bank Bribery Act.

## 2.8 Fair Competition:

Federal and state antitrust and fair competition laws prohibit anti-competitive behavior. Collusion with competitors to unlawfully lessen competition is illegal. When dealing with directors, Officers, and Team Members of other financial companies, it is important that directors, Officers, and other key Team Members of the Company say nothing that could be construed as an agreement to cooperate with other companies in following a common course of action as to the pricing, availability, or terms of products and services, including interest rates, loan terms, service charges, and fees. To assure compliance with these laws, a person must:

2.8.1 Not communicate with any competitor about prices or anything related to prices, costs, marketing plans, or any sensitive competitive data;

2.8.2 Not communicate with any competitor regarding any division of markets - this includes any agreement or understanding to enter, exit, or limit involvement in any geographic region, in any product or service, or with any particular customer or group of customers; and

2.8.3 Exercise caution when requested to complete surveys asking for sensitive data.

Disclosure: Directors, Officers, and other key Team Members to whom this statement of policy is distributed will be asked from time to time to certify that they have reviewed the Company's policies and comply therewith. If a certification form is attached to this statement of policy, it should be promptly completed and returned as indicated on the certification.

## 3.0 Policy Maintenance

### 3.1 Policy Breach and Escalation

All Team Members are expected to escalate exceptions to this policy or related issues that may result in policy breach in a timely manner. Breaches of this policy must be escalated to [EVP, Chief Risk Officer](#) who may escalate further as necessary or required.



### 3.2 Change Management

Changes to this policy must be clearly redlined and the reasons for revision also outlined in summary format for review and approval but the authorities specified within the Policy Approval Authority and Frequency Section. The policy owner is responsible for updating the version control history of this policy to reflect changes. If no changes are warranted, supporting comments for the lack of changes should be documented.

### 3.3 Policy Exceptions

Policy exceptions must be clearly documented. Any requests for policy exceptions should be reported to the [EVP, Chief Administrative Officer](#). The [EVP, Chief Administrative Officer](#) may approve immaterial exceptions to this policy and report such approved exceptions to the [Human Resources and Compensation Committee](#) at the next regularly scheduled meeting. Material exceptions must be presented to the [Human Resources and Compensation Committee](#) for approval. Policy exceptions should be reported through our centralized tracking and reporting process.

### 3.4 Policy Retirement

Circumstances may occur where a policy is no longer needed, or where a policy has been aggregated with another. In such cases careful consideration and review should be conducted to ensure that the dissolution of a policy will not have any legal, regulatory, reputational, or financial impacts as a result. Policies that support the bank's adherence to laws and regulation must have a legal confirmation that dissolving the policy will not subject MVB to regulatory or legal scrutiny. All policies being retired must be reviewed and approved in the same manner that a new policy is approved. The policy owner must request and justify the retirement of this policy. The final approving authority designated in the Policy Approval Authority and Frequency Section responsible for approving the retirement request.

### 3.5 Policy Ownership

The [EVP, Chief Administrative Officer](#) maintains ownership of this policy and is responsible for updates, changes and preparation of each iteration for review and approval by the authorities specified in the Policy Approval Authority and Frequency Section.

### 3.6 Policy Approval Authorities and Frequency

The following have approval authority for this policy: [Human Resources and Compensation Committee \(for management\)](#) and the [Board](#).

This policy must be updated as necessary, reviewed, and approved according to the frequency established within the MVB Policy Management Program.

### 3.7 Version Control

All policies will follow a consistent version control methodology and any changes to versions shall be captured within the table below.

Version #	Owner/ Author	Revision Reason	Review Schedule	Revision Date	Approving Authority	Approval Date	Approving Authority	Approval Date
1.0	Brad Greathouse	Annual Update	Material Change		HR Comp	10.20.020		

2.0	Brad Greathouse	Annual Update			HR Comp	01.18.22		
3.0	Brad Greathouse	Converted to MVB Policy Standard Format	Material Change	08.31.23	N/A			
4.0	Brad Greathouse	Revised audit language.	Material Change	1.22.24	HR Comp	4.23.24	Board	5.21.24

## 4.0 Related Documents

None.