



MVB FINANCIAL CORP.

CODE OF CONDUCT

EVP, CHIEF ADMINISTRATIVE OFFICER

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1.0 Policy Governance

1.1 Policy Purpose and Objectives

The Code of Conduct Policy (this “Policy”) is the policy of MVB Financial Corp. and subsidiaries (the “Company”) to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

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 a Team Member 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.

To comply with the policy MVB has established, the objective is to ensure that all staff, Team Members, and users are familiar with the Code, comply with its provisions and report any suspected violations. This Code is required by the United States securities laws and the rules and regulations of the Securities and Exchange Commission (the “Commission”) as being necessary to deter wrongdoing and to promote:

- i. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- ii. avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in the Code of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- iii. full, fair, accurate, timely, and understandable disclosure in reports and documents that MVB files with, or submits to, the Commission and in other public communications made by MVB;
- iv. compliance with applicable governmental laws, rules, and regulations;
- v. the prompt internal reporting of Code violations to an appropriate person or persons identified in the Code;
- vi. accountability for adherence to the Code.

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.

| | |
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| Board of Directors | <ul style="list-style-type: none"> • Review and approve this Policy • Always strive to make the broadest statements possible that provide sufficient direction and clarity. • Review and act, as appropriate • Establish expectations that Bank management conduct appropriate oversight of its affiliated and unaffiliated third parties. |
| Human Resources and Compensation Committee | <p>The Committee is established to help ensure that MVB fulfills its responsibilities effectively by:</p> <ul style="list-style-type: none"> • Attend to all Human Resources issues that come before the Board. • Review, recommend and evaluate periodically, as appropriate, compensation plans, policies and programs provided to executives and all Team Members. |
| Senior Management | <ul style="list-style-type: none"> • Any violation of the applicable laws can subject MVB or the implicated Covered Person to liability. Any inquiries relating to compliance with applicable laws and regulations should be directed to the MVB Financial Chief Risk Officer. |
| Specific Officers, Managers, etc. | <ul style="list-style-type: none"> • Chief Administration Officer |
| Audit | <ul style="list-style-type: none"> • Internal audit will review the function using a risk-based approach consistent with the audit policies and regulatory guidance. |

1.5 Three Lines of Defense

The first line of defense (“1st line”) rests with the business lines that engage in activities that generate revenue or provide operational support or services that may introduce risk to MVB. Responsibilities include:

- Understanding and documenting critical business processes and the risks that they introduce to MVB.
- Implementation and management of controls necessary to manage those risks within MVB’s structure.
- Identification, ownership and remediation of control weaknesses and other issues that introduce an unacceptable level of risk to MVB.

The second line of defense (“2nd line”) rests with Human Resources charged with oversight, monitoring, and aggregating of risks that have been taken by the businesses.

- Framework/policy development and maintenance, and effective challenge to the 1st line.
- Independent advice and escalation of events.

The third line of defense (“Audit”) rests with Internal Audit. Audit provides MVB with an independent review and objective assessment of the design and operating effectiveness of 1st and 2nd line governance, policies, procedures, processes, and internal controls.

2.0 Policy Elements

2.1 Avoid Conflict of Interest

Each Covered Person must avoid any transaction or arrangement that would create a conflict of interest or the appearance of a conflict of interest between personal and professional relationships. A conflict of interest may be generally defined as a conflict between the Covered Person’s private interests and his or her responsibilities to MVB or an entity with which MVB maintains a relationship. A conflict of interest can also arise when an immediate family member is involved in a transaction or arrangement that in any way casts doubt upon the Covered Person’s independence. MVB defines “immediate family member” as the Team Member’s spouse/domestic partner, parent, grandparent, child, grandchild, sibling, the Team Member’s spouse’s/domestic partner’s parent, grandparent, child, grandchild or sibling, anyone who can be claimed as a dependent on the Team Member’s tax return, anyone who resided within the same dwelling as the Team Member at the time of death, or any other significant relationship to the Team Member as determined by the impacted Team Member’s supervisor and Human Resources.

2.2 Acceptable Gifts

Covered Persons may only accept items of nominal value as gifts from any individual or entity that is involved or seeks to become involved in a business relationship with MVB.

The Bank Bribery Act prohibits Covered Persons and others from offering or receiving anything of value where the item of value is offered with the intent of influencing MVB personnel or a business transaction. This law is broad and carries civil and criminal penalties, including fines and/or imprisonment.

Covered Persons may accept any non-cash item of value from customers only if it:

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

Under no circumstances shall Covered Persons 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, Covered Persons may accept gifts from individuals who have both a personal relationship with such Covered Persons, as well as a business relationship with MVB, 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 MVB or if the gift or benefit is made available to the general public under the same conditions on which it is made available to a Covered Person.

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 MVB as a business expense if not paid for by the outside source; and
- iv. Are unsolicited.

If any Covered Person 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 Risk Officer, 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 MVB or might violate the Bank Bribery Act.

2.3 Maintenance of Accurate Financial Records

Each Covered Person who contributes in any way to the preparation or verification of MVB's financial records must closely adhere to the following accounting guidelines:

- i. All assets, liabilities, and transactions of MVB should be accurately recorded in accordance with MVB's record keeping procedures and generally accepted accounting principles;
- ii. No false or misleading entries are permitted to be knowingly made or caused to be made in MVB's record books, even if such entries would not be material to MVB or its operations as a whole; and
- iii. Any entries that are inaccurate, false, or irregular should be promptly reported to a member of the MVB Financial Audit Committee for an immediate corrective action.

2.4 Maintain Confidentiality

- i. Covered Persons must recognize that confidential information is an asset of MVB and must refrain from using inside information to their personal advantage.
- ii. Covered Persons must maintain the confidentiality of information entrusted to them by MVB or its customers or suppliers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to MVB or its customers or suppliers, if disclosed. At its core, the prohibition against insider trading focuses on the buying, selling, or trading in securities using nonpublic information. The prohibition applies to securities of MVB as well as to customers and suppliers of MVB and, or any entity with which MVB has a business relationship.
- iii. Covered Persons are in a unique position to acquire non-public information about MVB, and such information might influence their decision to buy, sell or trade securities. In addition to refraining from using inside information in making their own investment decisions, Covered Persons should also avoid discussing the inside information with friends or immediate family members (whether at home or in the public) or mailing or faxing the inside information to outside sources unless appropriate confidentiality agreements are in place to ensure that material, non-public information is not used improperly.

2.5 Personal Interests

Covered Persons should avoid those situations in which outside personal interests' conflict with MVB's business.

These situations include:

- i. Ownership by a Covered Person, or a member of his or her immediate family, of a material financial interest in any outside enterprise that is involved or seeks to become involved in a business relationship with MVB;
- ii. Ownership by a Covered Person, or a member of his or her immediate family, of a material financial interest in any outside enterprise that competes for business with MVB;

- iii. Outside employment of a Covered Person, or a member of his or her immediate family, whether as a consultant, director, officer, Team Member, or independent contractor, with an entity that is involved or seeks to become involved in a business relationship with MVB; or
- iv. Appointment of a Covered Person, or a member of his or her immediate family, to a public office, board or commission may create an appearance of a conflict of interest between the goals and purposes of that organization **and MVB** business. Such appointment would include a “public service” organization or a not-for-profit organization.

2.6 Personal Gain

Covered Persons must not take for themselves opportunities that they discover while working for MVB or use corporate property or information for personal gain.

Covered Persons must not:

- i. Take personal advantage of a situation or knowledge acquired through the use of his or her position or MVB’s property, if the situation or knowledge could be used for MVB’s benefit,
- ii. Use his or her position or MVB property or information for personal gain, or
- iii. Compete with the MVB. Covered Persons owe a duty to the MVB to advance its interests whenever the opportunity arises.

2.7 Complete Disclosure

i. Go Beyond the Minimum Disclosure Required by Law. While in the past periodic reporting has focused on disclosing only those items that were mandated by the law, Covered Persons involved in drafting periodic reports required to be filed with the Commission should go beyond the minimum requirements to convey the full financial picture of MVB to the public.

Areas of special attention include off-balance sheet structures, insider and affiliated party transactions, board relationships, accounting policies, and auditor relationships.

ii. Make Sure All Relationships that Could Give Rise to Any Perceived Conflicts are Fully Disclosed. Given the recent focus of lawmakers on a more complete disclosure of any material conflict of interest to the public, it is important to ensure that any transaction that threatens to create the appearance of a conflict of interest must be fully disclosed in MVB’s periodic reports.

3.0 Policy Maintenance

3.1.1 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 the [Chief Risk Officer](#) who may escalate further as necessary or required.

- i. MVB must ensure prompt and consistent action against violations of this Code.
- ii. If, after investigating a report of an alleged prohibited action by a director or executive officer, the MVB Financial Audit Committee determines that a violation of this Code has

- occurred, the MVB Financial Audit Committee will report such determination to the MVB Financial Board of Directors.
- iii. If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the MVB Financial Chief Risk Officer determines that a violation of this Code has occurred, the supervisor or the MVB Financial Chief Risk Officer will report such determination to the Chair of the MVB Financial Audit Committee.
 - iv. Upon receipt of a determination that there has been a violation of this Code, the MVB Financial Chief Risk Officer will take such preventative or disciplinary action as he or she deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

3.1.2 Investigation of Code Violations

- i. Actions prohibited by this Code involving directors or executive officers must be reported to the MVB Financial Audit Committee.
- ii. Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the MVB Financial Chief Risk Officer or the Covered Person's supervisor.
- iii. After receiving a report of an alleged prohibited action, the MVB Financial Audit Committee, the MVB Financial Chief Risk Officer or the Covered Person's supervisor must promptly take all appropriate actions necessary to investigate.
- iv. All directors, officers and Team Members are expected to cooperate in any internal investigation of misconduct

3.1.3 Enforcement and Accountability for adherence to the Code.

- i. MVB must ensure prompt and consistent action against violations of this Code.
- ii. If, after investigating a report of an alleged prohibited action by a director or executive officer, the MVB Financial Audit Committee determines that a violation of this Code has occurred, the MVB Financial Audit Committee will report such determination to the MVB Financial Board of Directors.
- iii. If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the MVB Financial Chief Risk Officer determines that a violation of this Code has occurred, the supervisor or the MVB Financial Chief Risk Officer will report such determination to the Chair of the MVB Financial Audit Committee.
- iv. Upon receipt of a determination that there has been a violation of this Code, the MVB Financial Chief Risk Officer will take such preventative or disciplinary action as he or she deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

3.1.4 Waivers

The Board of Directors (in the case of a violation by a director or executive officer) and the Chief Risk Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

Any waiver for a director or an executive officer shall be disclosed as required by SEC and NASDAQ rules.

3.1.5 Prohibition on Retaliation

MVB does not tolerate acts of retaliation against any director, officer or Team Member who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

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 is 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](#).

The approvers of this Policy are the Human Resources and Compensation Committee (for Management) and the Board. The Human Resources and Compensation Committee of the Board will review the policy, provide feedback to management, and recommend it to the Board for approval. Annually, the policy should be reviewed and approved, and any changes required between annual reviews shall go through the same approval process.

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 | 10.13.20 | Board | 10.20.20 |
| 2.0 | Brad Greathouse | Annual Update | | | HR Comp | 11.16.21 | Board | 01.18.22 |
| 3.0 | Brad Greathouse | Converted to MVB Policy Standard Format/Annual Review | | 08.17.23 | Attestation | | | |
| 4.0 | Brad Greathouse | Revised audit language | | 4.24 | HR Comp | 4.23.24 | Board | 5.21.24 |
| | | | | | | | | |

4.0 Related Documents

- None.