

Impact BioMedical, Inc., and Subsidiaries

Code of Ethics and Business Conduct Policy

As used in this document, the name or term “Impact” shall mean Impact BioMedical, Inc. and any existing or new subsidiaries of Impact BioMedical, Inc. Each of these entities’ governing body hereby adopts this policy to the extent applicable to each entity.

Drafting Position	CEO	Oversight Committee	Audit Committee
Approval Date	9/28/2023	Version	10.0
Comments	[Comments]		
Keywords	[Keywords]		
Abstract	[Abstract]		

Table of Contents

I. Introduction	5
General.....	5
Observing Code and Annual Training	5
II. Honest, Ethical Conduct, and Duties	6
Honesty and Candor	6
Disclosure	6
Fair Dealing.....	6
Duty of Loyalty	6
Duty of Care	7
III. Protection and Proper Use of Company Assets.....	7
Protecting Assets.....	7
Use of Computer, Telephone, E-Mail, Voicemail, and Other Systems	8
IV. Safeguarding Confidential Information	9
General.....	9
V. Anti-Money Laundering and Related Laws.....	9
Compliance	9
Suspicious Activity Reports	10
Embargoes and Sanctions	10
VI. Gifts, Entertainment, and Other Benefits.....	10
Accepting Gifts and Entertainment	10
Giving Gifts and Providing Entertainment.....	11
VII. Conflicts of Interest	11
General.....	11
Directorships at For-Profit Entities and Outside Business Activities.....	12
Directorship and Other Leadership Positions at Charitable and Civic Organizations.....	12
Corporate Opportunities.....	12
Related Party Business Dealings.....	13
Personal Business Dealings.....	13
Fiduciary Duties.....	13
Outside Employment.....	13

Resolution of Conflicts of Interest	13
Annual Disclosure	14
Trust Department	14
General.....	14
Impartial Treatment of Accounts in Investment Management	15
Purchase and Retention of Shares of Impact.....	15
Voting Own Holding Company Stock	16
Transactions Between Trusts.....	16
Fiduciary Purchases of Bonds When Impact Participates in Underwriting Syndicate.....	16
Loans to Trust Accounts	16
Dealing with Agents, Dealers, Brokers, Advisors, etc.....	17
Loans to a Company or Individual.....	17
Regulation Y.....	17
Memo Accounts	18
Achieving Profitability While Preserving Quality.....	18
Fee Concessions to Insiders	18
VIII. Prudent Judgment in Financial Transactions.....	19
Loans and Investment Decisions.....	19
Borrowing	19
IX. Compliance with Laws, Regulations, and Company Policies	19
General.....	19
Information and Records Creation and Management.....	19
Insider Trading	19
Duty to Cooperate	20
Background Checks	20
X. Workplace	20
Fair Employment Practices and Diversity.....	20
Discrimination and Harassment	20
Drug-Free Workplace.....	21
Gifts and Entertainment of Public Officials.....	21
Political Representations	21
Media	21
Press Releases	21
Publications and Public Appearances.....	21
XI. Reporting and Enforcement.....	21
Reporting and Investigation of Violations	21

Enforcement.....	22
Prohibition on Retaliation.....	22
XII. General Provisions.....	22
Implementation and Administration of Code.....	22
Observing Applicable Laws.....	22
Candor in Dealing with Auditors, Examiners, and Legal Counsel.....	23
Communications.....	23

I. Introduction

General

The Board of Directors¹ of Impact (together with its direct and indirect subsidiaries, the “Company”) has adopted this Code of Ethics and Business Conduct (the “Code”)² to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
- (b) promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, its primary regulators and other governmental and regulatory authorities having jurisdiction over the Company and in public communications.
- (c) promote compliance with applicable governmental laws, rules, and regulations.
- (d) promote the protection of Company assets, including corporate opportunities and confidential information.
- (e) promote fair dealing practices.
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

This Code applies to all directors, officers, and employees of the Company. In addition, the Company expects those with whom we do business, including vendors and agents, to adhere to the policies outlined in this Code.

Observing Code and Annual Training

You³ are required to be familiar with the Code, comply with its provisions, and report any actual or suspected violations of this Code in accordance with Section XII (Reporting and Enforcement) below. You are required to take training regarding the Code on an annual basis, which includes a written or electronic certification that you have read and are following the Code.

You should comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities and states, in which the Company operates. Questions about compliance with the Code should be addressed to the Chief Compliance Officer.

Any violations or apparent violations of the Code of Ethics Business Conduct Policy are to be reported to the Chief Compliance Officer for review. It is the responsibility of the Chief Compliance Officer to present a recommendation to the Corporate Governance and Board Candidate Recommendations Committee as well as Impact’s Board of Directors regarding the disciplinary action(s) that should be taken to include, but not limited to, the following: termination of employment, or dismissal from the Board of Directors, censorship, demotion, reassignment, etc. In addition, all violations of potential/proven criminal activity, will be reported to the respective regulatory agency(ies) and other appropriate authorities. Senior Management and the Board of Directors are responsible for setting an example of integrity and ethical values that are of the highest standard. It is expected that all Directors, Officers, and Employees act with integrity and hold themselves to a high ethical standard.

¹ The term “Board of Directors” means the Board of Directors of Impact

² This Code supersedes and replaces any prior policies, rules, communications, standards and/or guidelines that are less restrictive or to the contrary, whether written or oral. This Code applies to all directors, officers and employees of the Company. This Code neither constitutes nor should be construed to constitute a contract of employment for a definite term or a guarantee of continued employment. This Code does not alter “at will” employment relationships.

³ The term “you” refers to any director, officer or employee of the Company.

II. Honesty, Ethical Conduct, and Duties

Honesty and Candor

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

You must act with integrity and observe the highest ethical standards of business conduct in your dealings with the Company's customers, suppliers, partners, service providers, competitors, employees, regulatory authorities, and anyone else with whom you have contact while performing your job.

Disclosure

The Company must provide full, fair, accurate, timely and understandable disclosure in all reports and documents filed with, or submitted to, regulatory authorities and in other public communications by the Company. The Company's periodic reports and other documents filed with regulatory authorities, including all financial statements and other financial information, must comply with all applicable laws and regulations. Each director, officer and employee who contributes in any way to the preparation, review or verification of the Company's financial statements and other financial information must ensure that the Company's books, records, and accounts are accurately maintained. Each director, officer and employee must cooperate fully and exercise complete candor and honesty with the Company's Accounting and Internal Audit Departments, as well as the Company's independent public accountants, legal counsel, and regulators.

Each director, officer and employee who is involved in the Company's disclosure process must:

- (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- (b) take all necessary steps to ensure that all filings with our regulators and other governmental authorities and all public filings and communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Fair Dealing

You are expected to deal fairly with our customers, competitors, suppliers, and employees. This includes the following:

- (a) you should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair dealing or practice.
- (b) you should not give or accept bribes, kickbacks, or preferential extensions of credit.
- (c) you must approve or award orders, contracts and commitments based on objective criteria to avoid favoritism or perceived favoritism; and
- (d) you must not conspire or collude with competitors.

Duty of Loyalty

The duty of loyalty requires you to administer the affairs of Impact with candor, personal honesty, and integrity. You are prohibited from advancing your own personal or business interests, or those of others, at the expense of Impact. When administering the affairs of Impact, you should be candid, open, and direct; voice your opinions without hesitation; give direct instruction; and do so with honesty.

The interest and welfare of Impact should take priority over the interests of directors, officers, their family members, and their beneficial interests.

In the context of participating in a board decision on transactions or activities, the duty of loyalty means that in deciding, the interest of Impact must be, and directors must be objective, meaning the directors must consider the activities or transactions on their merits, free from any extraneous influences.

Duty of Care

The duty of care requires you to act as a prudent and diligent businessperson in conducting the affairs of Impact. You must act in good faith, with the level of care that an ordinarily prudent person would exercise in similar circumstances, and in a manner, you reasonably believe is in the best interests of Impact. The duty of care requires you to acquire sufficient knowledge of the material facts related to the proposed activities or transactions, thoroughly examine all information available to you with a critical eye, and actively participate in the decision-making process.

In the context of participating in a board decision, the duty of care is essentially a duty of reasonable due diligence. That is, each director must have done what a reasonable person would do to become familiar with the facts prior to deciding. In becoming familiar with the facts relevant to making a particular decision, a director is entitled to rely on reports of Impact personnel, as well as reports made available to Impact by outside professionals such as accountants, consultants, or lawyers.

III. Protection and Proper Use of Company Assets

Protecting Assets

You are responsible for protecting the assets of the Company and its customers, suppliers, and distributors that are under your control. The Company's assets may be used only for appropriate business purposes. The Company's assets include, cash, securities, physical property (including supplies) and services, business plans, customer and employee information, supplier information, distributor information, intellectual property (including, without limitation, the Company's name, logos, trademarks, processes, inventions, innovations, computer programs, models, and other items) and all other personal, proprietary and confidential information. All writings, works of authorship, technology, inventions, discoveries, ideas, and other work product of any nature whatsoever that are created, prepared, produced, authored, conceived, or reduced to practice by you alone or in combination with others during the period of your employment or association with the Company shall be the sole and exclusive property of the Company (collectively, "Company Work Product"). As a condition of employment, you acknowledge and agree that all Company Work Product and any other proprietary and confidential information is the Company's sole property, and you disclaim any rights, title, and interests therein and assign exclusively these rights, title, and interest to the Company. In addition, you agree to immediately disclose all Company Work Product, and any other confidential and proprietary information so developed to the Company. You further agree to assist the Company in securing for its own benefit all copyrights, patent rights, trademarks, trade names, service marks, mask work rights, trade secret rights and any other proprietary and intellectual property rights, in and to Company Work Product and will execute such documents and take such actions as the Company believes are necessary to accomplish and effectuate the assignment and to secure, protect and perfect the Company's rights in and to Company Work Product. You further understand and agree that the Company is not required to obtain your permission to modify or make derivative works from Company Work Product.

Misappropriation or unauthorized disclosure of the Company's assets is a breach of your duty to the Company and may constitute an act of fraud against the Company. Similarly, carelessness, waste, or unauthorized use with respect to Company assets is also a breach of your duty to the Company.

Use of Computer, Telephone, E-Mail, Voicemail, and Other Systems

The Company's equipment, services, and technology, including but not limited to computers, telephones, voicemail, PDAs, fax machines, and other electronic communication devices, mail room service, internet access and e-mail are provided primarily for business purposes and the performance of your job. Incidental personal use should be rare and kept to a minimum and should never result in an expense to the Company or interfere with business activities or worker productivity. Accordingly, to the extent permitted by applicable laws and regulations, the Company may at any time monitor and record your use of its equipment and systems and review, monitor, access, retrieve, and/or delete any communications and information that is created, stored, transmitted, or received on its equipment or systems. Therefore, you should not have any expectation of personal privacy when you use Company equipment or systems, including with respect to any information stored within or communicated through such equipment or systems.

You may not use the Company's assets in a manner that could be harmful or embarrassing to the Company or in violation of any of the Company's policies or applicable law. Personal use of the Company's equipment and services must be kept to a minimum unless further restricted by applicable laws, regulations, or your business unit's policies. Occasionally, employees may need to use technology resources for personal use. Senior management approval must be obtained prior to use and, unless noted otherwise, approval must be obtained *each* time. Use of the intranet/internet must comply with all applicable laws and the terms of use of the Company's websites and any third-party websites that are accessed. The Company's intranet/internet

servers may not be used for unauthorized downloading, or use, of any copyrighted or unlicensed material. This includes the downloading of music and the unauthorized downloading of unlicensed software, copyrighted images, video, or printed material. The internet may not be accessed using Company equipment or services to view, download, store, transmit or post illegal, harassing, demeaning, offensive or inappropriate material. Impact prohibits logging on to sexually explicit websites, displaying or transmitting sexually explicit images, messages, cartoons, or any information with pornographic content or any transmission or use of communications that may be construed as harassment, inappropriate or disparagement of others. Use of abusive or objectionable language in either public or private messages is also strictly prohibited.

Mobile Devices

Do not use your mobile phone to make personal phone calls or to send text messages, except during breaks or away from customers, without prior approval from your supervisor. The use of mobile devices for personal reasons during business hours may be strictly monitored. Should any use for personal reasons interfere with an employee's work, the supervisor may require the device to be put away and may discipline the employee with a written warning. Continued misuse of a mobile device may result in disciplinary action, up to and including termination. All mobile phones must be turned off or set to vibrate mode during business hours.

Copying, selling, using or distributing information, software and other forms of intellectual property in violation of intellectual property laws or license agreements is prohibited.

IV. Safeguarding Confidential Information

General

During your employment or relationship with the Company, you will obtain and have access to confidential and proprietary documents, materials, and other information of and relating to the Company and its businesses and its existing and prospective customers, suppliers, investors and other associated third parties. Confidential and proprietary information includes, but is not limited to, the following:

- a. financial information of the Company, including budgets, projections, price lists, and any other financial, marketing, or sales information.
- b. information about the Company's current and prospective customers, suppliers, vendors, investors and other associated third parties, including financial information and customer, vendor and supplier lists.
- c. employment and personnel information and employee lists.
- d. business methods, processes, practices, know-how, ideas and intellectual property, including trade secrets, secret processes, and information about present, past, or future products or services.
- e. documents, manuals, books, data, records, research and plans.
- f. information that the Company considers confidential or that the Company is required by law to treat confidentially: and
- g. other information directly or indirectly relating to the Company or its employees, customers, products and services, policies, prospects, or operations.

You are required to safeguard and maintain the confidentiality of confidential and proprietary information (including Company Work Product), except where disclosure is properly authorized or legally required. You may not disclose confidential or proprietary information (including Company Work Product) to a customer or any third party unless such disclosure is properly authorized and complies with applicable law. Disclosure of confidential information to directors, officers and employees of the Company should be on a need to know basis. Once your employment or association with the Company ends, you may not disclose or use confidential or proprietary information of the Company (including Company Work Product) and you must immediately return any copies of such information to the Company. You must also return to the Company any confidential information (including Company Work Product) in your possession or control immediately following the Company's request for such information and you must not retain any copies of such information.

V. Anti-Money Laundering and Related Laws

Compliance

Money laundering is defined as the process of converting proceeds of unlawful activity so that funds are made to appear legitimate and thereby enter the stream of commerce. It is not limited to cash transactions. Compliance with Impact Secrecy Act and related anti-money laundering laws and regulations is critical to preventing the Company from being used as a conduit for money laundering or funding terrorist or other criminal activity.

You should act diligently to prevent our products and services from being used to further money laundering and to detect and report related concerns. You must follow the Company's anti-money laundering policies and procedures, including those requiring appropriate diligence for accepting customer relationships and, where applicable, individual transactions.

Suspicious Activity Reports

In the U.S.,⁴ financial institutions are required to identify and report to appropriate government authorities any suspicious accounts or transactions that may relate to possible violations of law, including money laundering, terrorist financing, insider trading and insider abuse, fraud, and misappropriation of funds. The Company requires that all its business units implement policies and procedures to monitor suspicious activity regarding accounts and transactions so that, when required, the suspicious activity can be reported to the appropriate government authorities. You are responsible for understanding and following the Company's anti-money laundering and reporting procedures.

Embargoes and Sanctions

The Company complies fully with U.S. economic sanctions and embargoes restricting U.S. persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups and individuals, including organizations associated with terrorist activity and narcotics trafficking. Unless expressly permitted by the U.S. Treasury Department's Office of Foreign Assets Control, economic sanctions prohibit doing business of any kind with targeted governments and organizations, as well as individuals and entities that act on their behalf. Sanction prohibitions also may restrict investment in a targeted country, as well as trading in goods, technology, and services (including financial services) with a targeted country. U.S. persons may not approve or facilitate transactions by a third party that the U.S. person could not do directly.

VI. Gifts, Entertainment and Other Benefits

Accepting Gifts and Entertainment

You may not accept or receive a gift or anything of value under circumstances where it appears that your business judgment may be compromised. Similarly, you may not accept or allow a close family member to accept gifts, services, loans, or preferential treatment from anyone in exchange for a past, current or future business relationship with the Company.

Cash gifts or their equivalent (e.g., gift cards or vouchers) may not be accepted in any amount under any circumstances. Unsolicited non-cash gifts may be accepted where permitted under applicable law if they (a) have a value less than or equal to \$50; (b) are appropriate, customary, and reasonable meals and entertainment at which the provider is present; or (c) are appropriate, customary, and reasonable gifts based on family or personal relationships, and clearly not meant to influence the Company's business.

Without limiting the foregoing guidelines:

- a. you should not accept a loan from any of the Company's customers or suppliers, except for loans from other financial institutions obtained in accordance with their customary procedures.
- b. you should not accept a fee for performing any act that the Company could have performed.
- c. you should not receive anything of value as an inducement for, or in consideration of, making a loan or other extension of credit by the Company or purchasing any goods or services from a third party.

⁴ The term "U.S." means the United States of America.

- d. if you are offered or receive a gift or anything of value in violation of this Code, you must report the matter in writing to your supervisor. Gifts from customers or vendors to officers or employees having a value more than \$50 must always be reported to your supervisor. A “gift” subject to these reporting requirements shall include, but not be limited to, tickets to entertainment or sporting events, expenses for a trip, and food. Acceptance or solicitation of a gift in violation of this standard is not a criminal offense, but may be grounds for discipline, including termination.
- e. you should decline any gift if there exists any implication of influence on future dealings; and
- f. you should not do indirectly what you are prohibited from doing directly. For example, you should not have a family member, or a related entity accept a prohibited gift or loan.

Giving Gifts and Providing Entertainment

In certain circumstances, gifts, and entertainment by us may be viewed as a conflict of interest or, in certain cases, bribery. If a gift or entertainment could be seen as consideration for corporate or other business, you must not give the gift or provide the entertainment.

Gifts to and entertainment of public officials are subject to specific legal restrictions and are addressed in Section XI (Political and Public Activities) of this Code.

VII. Conflicts of Interest

General

A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company. A conflict of interest can arise when a director, officer, or employee (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a director, officer, or employee (or a member of his or her family) receives improper personal benefits because of his or her position in the Company. Potential conflicts of interest must be fully disclosed to the Company’s Board of Directors and Senior Management before any transaction(s) are conducted with insiders, family members, affiliates, related interests and/or shareholders. Impact’s Board of Directors is responsible for ensuring that prior to approving any transaction involving an extension of credit to an insider (as insider is defined by Regulation O, C.F.R. Part 215), such approval shall be based on a documented analysis of a detailed and current financial statement of that insider. Conflicts of interest are prohibited as a matter of Company policy.

You should not directly or indirectly participate in or approve on behalf of the Company any transaction which is or could be viewed as a conflict of interest because of a connection with you or a related person or entity. Conflicts of interest that must be avoided include, but are not limited to:

- (a) approval of overdrafts, waiving any Impact fees or charges, making loans, making exceptions to Company policies, approvals of checks for cash or immediate credit.
- (b) negotiation or approval of transactions in which the Company and a director, officer or employee or a related person or entity are parties.
- (c) negotiation or approval of a transaction relating to assets in which a director, officer or employee or related person or entity has an interest and are held or are to be held by the Company as collateral or which provide an important source of repayment of a loan or other extension of credit made by the Company; and
- (d) similar transactions directly or indirectly involving the Company.

A director, officer, or employee having a conflict of interest must abstain from voting on any extension of

credit covered by the requirements of Regulation O and exclude himself or herself entirely from any direct or indirect participation in the matter. In addition, it is required that there be adequate documentation on file to support that the insider transactions, as well as transactions with family members are performed at arm's length.

It is required that the Board minutes document any deliberation and discussion regarding any potential insider-related transactions.

Directorships at For-Profit Entities and Outside Business Activities

Any invitation or appointment to serve as a director of a for-profit entity must be reviewed for conflicts of interest and approved in advance by the Board of Directors. Outside directors of the Company are not required to seek such approval but must notify the Board of Directors in writing of any position accepted. Each year you are required to report if you serve on any outside for-profit corporate board of directors.

An officer or employee should obtain prior approval from his or her supervisor before participating in business activities outside the Company. While the Company will generally approve such activities, requests to engage in activities that could interfere with an employee's job duties, or reflect poorly on the Company, are otherwise not in the best interest of the Company or create or appear to create a conflict of interest will generally be declined.

Directorship and Other Leadership Positions at Charitable and Civic Organizations

While you are encouraged to participate in charitable, civic, and other non-profit organizations, in some cases you must obtain approval before accepting a significant position as an officer or director of a charitable or non-profit organization. A leadership and decision-making role with a non-profit organization could create a conflict of interest.

(a) **Positions Requiring Approval.** Generally, you need pre-approval by the Director of Human Services to accept a significant decision-making leadership role such as a position of director or officer of a major non-profit organization, such as a 501(c)(3) tax-exempt organization. You should also request pre-approval by the Director of Human Services with a non-profit organization if you think that position could involve a sensitive issue or potential conflict of interest for the Company.

(b) **Positions Not Requiring Approval.** Generally, you do not need approval to accept a position in a smaller charitable, civic, or non-profit organization which is based on your personal activities and interests, where it does not present conflicts of interest for the Company and is a role that is not based upon your position at the Company. Examples of positions not requiring approval would be positions on a homeowner's association, a little league association, a church committee, or a school or athletic booster club.

Corporate Opportunities

You owe a duty to the Company to advance its interests when the opportunity arises. You are prohibited from taking for yourself personally (or for the benefit of friends or family members) opportunities that are discovered using Company assets, property, information, or position. You may not use Company assets, property, information, or position for personal gain (including gain of friends or family members). In addition, you may not compete with the Company during your employment or association with the Company.

Related Party Business Dealings

You must obtain the approval of the Board of Directors in the event of any business relationship, or proposed business transaction, that the Company may have with any company or other entity in which you, or an immediate family member (immediate family member means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any person (other than a tenant or employee) sharing the individual's household), has: (a) a direct or indirect interest, or (b) from which you or an immediate family member may derive a benefit, or (c) where an immediate family member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest. For example, if you or a family member owns or controls property of significant value that the Company is either purchasing or leasing. This requirement excludes a business relationship consisting solely of the provision of a Company service or product, such as a deposit, loan, or credit card that is typically offered to other parties on the same terms.

Personal Business Dealings

Directors, officers, and employees may not personally benefit from their relationship or employment with the Company except through compensation or Board of Director-approved benefits received directly from the Company. This prohibition does not apply to benefits offered by the Company or merchants that are generally available to all employees of the Company. Additionally, directors, officers and employees are encouraged to use the Company's products and services, but this should be on an arm's length basis without preferential treatment.

Fiduciary Duties

The Company acts as a fiduciary in certain investment advisory and other customer relationships. You should determine when fiduciary duties arise and keep in mind that a fiduciary has a legal duty to act in the best interests of its customers – putting its customers' interests ahead of its own interests, or the interests of its affiliates or employees. A fiduciary also has the duty to act prudently, treat customers fairly, maintain the confidentiality of customer information, protect fiduciary assets, and provide appropriate disclosures. This duty includes informing customers of any conflicts of interest or, if legally required, avoiding such conflicts entirely.

Outside Employment

Any employment of an officer or employee outside the Company must be approved in advance by the Director of Human Services.

Resolution of Conflicts of Interest

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically approved in accordance with this Section.

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with and seek a determination and prior authorization or approval from the Chief Compliance Officer. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Compliance Officer with a written description of the activity and seeking the Chief Compliance Officer written approval. The Chief Compliance Officer is the designated party for Conflict of Interests.

Directors and executive officers may only seek determinations and prior authorizations or approvals from the Chief Compliance Officer.

Annual Disclosure

Employees and non-executive officers of the Company must make annual disclosures of all their actual and potential conflicts of interest in the following manner:

Employees:	Report to immediate supervisor
Officers:	Report to Chief Financial Officer or President
Chief Financial Officer:	Report to President
Market Presidents:	Report to President
President:	Report to Chairman of the Board of Directors

Directors and officers must make annual disclosures to the Board of Directors of all their actual and potential conflicts of interest and those of their related interests.

Trust Department

Section 113.053 of the Texas Trust Code provides, "A trustee shall not directly or indirectly buy or sell trust property from or to (1) the trustee or an affiliate; (2) a director, officer, or employee of the trustee or an affiliate; (3) a relative of the trustee; the trustee's employer, partner or other business associate..." Section 9.12 of Regulation 9 contains similar prohibitions in the form of a proscription of transactions in which the exercise of the best judgment of Impact might be affected by a connection with an individual or an interest in an organization.

General Policy

It is the policy of Impact to comply with the spirit as well as the letter of these statutes and to avoid even the appearance of divided loyalty in the administration of its fiduciary accounts. Sales and purchases of assets and/or services to, from or through a firm in which Impact has extended credit, or a director or officer has an interest, direct or indirect, is a conflict of interest unless specifically authorized by the governing instrument, local law, or court order. It is the policy to administer accounts solely in the best interests of beneficiaries. No transaction of this nature will be consummated without consultation with legal counsel and the prior approval of the Trust Operations Committee.

Should doubt exist as to the propriety of a transaction, it is the policy of Impact that the President will consider the matter further to determine whether the transaction is connected to the interests of a director, officer, employee, or other related party, and whether the transaction should be sent to Committee for review.

The fact that an officer or director of this Impact is on the Board of Directors or is affiliated in any way with one of the major companies shall in no way affect the purchase of this type of security provided it meets all the other requirements of the Trust Operations Committee.

As a matter of general investment policy, the stock of a closely held corporation, on whose board of directors there is representation from the officers or directors of Impact, shall not be purchased for Impact accounts unless it is quite clear that it is for the best interests of the trust account to do so and a court order approving the transaction has been obtained.

For the purchase, retention, or sale of investments in accounts for which the Trust Department has investment responsibility, it is the policy of Impact to inform trust investment personnel of the names of:

- a. Impact directors and principal officers and their interests.
- b. Impact affiliates.
- c. Directors and principal officers of affiliates; and
- d. Other significant parties with whom transacting business might involve a conflict of interest.

It is the policy of Impact to have procedures designed to prevent conflicts of interests and self-dealing by Impact as fiduciary and violations of securities laws with respect to:

- a. Using confidential or other inside information in making decisions.
- b. Using voting power as shareholders; and
- c. Allocating information among fiduciary accounts.

When Impact administers an account which contains an investment in which directors, officers, employees, or other related parties have such an interest as might affect the best judgment of Impact, it is the policy of Impact to act in the best interests of the account when determining whether to:

- a. Sell securities to outsiders, directors, officers, employees, or other related parties in takeover bids which threaten such companies.
- b. Risk accentuating a declining market in securities of such companies by selling them.
- c. Support such companies in proxy contests; or
- d. Approve securities of such companies for purchase.

If the action Impact has determined to be in the best interests of the account is beyond the power of Impact as trustee or has the appearance of divided loyalty, the Trust Operations Committee may determine that it is appropriate to not support such acquisition efforts but to seek court approval for the proposed action.

Impartial Treatment of Accounts in Investment Management

It is the policy of Impact that all investment responsibility accounts under its administration be treated with impartiality in the allocation of investment information, expertise, and timing of investment executions. No account will be given preferential treatment because of its size or relationship to Impact, however, even though Impact will initiate investment changes in all accounts concerned simultaneously, some transactions will be consummated more quickly than others because of the need to obtain co-fiduciary approvals and to confer with investment advisers in some accounts. It is Impact's intention to complete all transactions as quickly as possible, but accounts over which Impact exercises sole investment authority will not be required to wait until all of the accounts concerned are ready to complete the transaction.

Purchase and Retention of Shares of Impact

A. Retention. It has been held that a trustee is under a duty to dispose of its own shares if the retention is not authorized by the terms of the trust or state statute even though the investment may be appropriate otherwise.

Section 113.055 (potential exculpatory clause issues) of the Texas Trust Code provides that shares of stock of the trustee may be retained unless the retention does not satisfy the requirements prescribed by Chapter 117 (prudent investor rule) of the Texas Trust Code.

It is usually felt that a general authorization in the governing instrument or a specific authorization in a state

statute for the retention of stock of the trustee is sufficient authority for the retention of stock of the trustee if the investment is otherwise appropriate.

B. Purchase. Section 113.055 of the Texas Trust Code states "A corporate trustee may not purchase for the trust the stock, bonds, obligations or other securities of the trustee or of an affiliate." Impact will not purchase stock of itself nor of its parent holding company in exercising its discretionary authority unless the governing instrument contains specific authority for the trustee to invest in shares of itself and the investment is otherwise appropriate.

Voting Own Holding Company Stock

It is the policy of Impact to vote the shares of stock of its holding company or affiliated entity held in trust in accordance with the best interests of the beneficiaries and solely in the light of the purposes for which each account was created; the voting of such stock is to comply with local law.

Transactions Between Trusts

Section 113.054 of the Texas Trust Code provides, "A trustee of one trust may not sell property to another trust of which it is also trustee unless the property is: (1) a bond, note, bill, or other obligation issued or fully guaranteed as to principal and interest by the United States; and (2) sold for its current market price."

It is the policy of Impact that no trades between accounts under its administration shall be allowed except under the conditions specifically described in Section 113.054 of the Texas Trust Code.

It is the policy of Impact that no loan will be made to a trust account from funds belonging to another trust account unless the transaction is fair to both accounts and is authorized by the governing instruments of both accounts.

Fiduciary Purchases of Bonds When Impact Participates in Underwriting Syndicate

It is the general policy of Impact to prohibit the fiduciary purchases of bonds when Impact has participated in the underwriting syndicate for those bonds. However, exceptions to this policy will be made if such purchase conforms to the standards set forth in Section 23B of the Federal Reserve Act, 12 U.S.C. 371c-1(b)(2).

Loans to Trust Accounts

Section 113.015 of the Texas Trust Code provides, "a trustee may borrow money from any source, including a trustee, purchase property on credit, and mortgage, pledge, or in any other manner encumber all or any part of the assets of the trust as is advisable in the judgment of the trustee for the advantageous administration of the trust."

It is the policy of Impact, as trustee, to borrow funds from itself or any other source only where the governing instrument satisfies Section 113.015 of the Texas Trust Code, authorizes the trustee, expressly or impliedly, to borrow funds, or an authority to borrow may be inferred from the purpose of the trust.

Impact, as trustee, will not borrow money from itself unless the account contains sufficient assets, in excess of common trust fund units, to serve as adequate security for the loan. No loan from Impact may be wholly or partially secured by units of participation in Impact's common trust funds.

Impact, as trustee, will not lend trust funds to the trustee or an affiliate; a director, officer, or employee of

the trustee or an affiliate; a relative of the trustee, or the trustee's employer, employee, partner or other business associate unless the loan by the trustee is to a beneficiary of the trust and is authorized or directed by the instrument or transaction establishing the trust or is a deposit by a corporate trustee with itself in accordance with Section 113.057 of the Texas Trust Code.

Dealing with Agents, Dealers, Brokers, Advisors, etc.

In dealing with agents, dealers, brokers, advisors, etc., and their related organizations (other than directors, officers, employees of Impact and its affiliates) with respect to the acquisition and disposition of fiduciary property, it is the policy of Impact to ascertain that there is no interest or connection between Impact and such individuals or organizations as might affect the exercise of the best judgment of Impact in effecting such dealings.

Loans to a Company or Individual

Before loans are granted to a company or individual, it is the policy of Impact to ascertain whether that company or individual borrows from Impact. If that company or individual borrows from Impact said loan shall not be made if the proceeds will be used to pay any loan to Impact.

Regulation Y

The provisions of Impact Holding Company Act of 1956, as amended, and its related regulation set forth in 12 CFR 225 (Regulation Y) contains provisions relating to the fiduciary holdings of the stock of other Impacts and non-Impact entities which under certain circumstances requires a given Impact or Impact holding

company to file with the Federal Reserve Board an application to retain shares of stock more than the threshold limits established by the Act.

Under Impact Holding Company Act, acquisition of 5% or more of the shares of another Impact by an independent Impact could cause the independent Impact to become a Impact holding company and therefore require prior Federal Reserve Board approval; whereas an already existing Impact holding company requires Federal Reserve Board approval before it may acquire more than 5% of the stock of another company or Impact.

If the instrument establishing the fiduciary relationship gives the subject Impact sole discretionary voting rights with respect to the securities, it is possible that an application for approval to retain the shares should be filed with the Federal Reserve Board within 90 days from the date the threshold limit is reached. In determining whether the threshold limits have been reached, shares acquired prior to January 1, 1971, can ordinarily be excluded from the threshold determination since holdings acquired prior to this date are generally grandfathered.

Additionally, Impact holding companies are required to report on Schedule B of their Annual Report F.R.T 6 its aggregate holdings of voting securities of any Impact amounting to more than 5% of the outstanding shares with sole discretionary voting powers. In the case of a multi-Impact holding company, the holding company must aggregate the shares controlled by each subsidiary in determining whether the 5% threshold limit has been reached.

Under Section 4 (interests in Non-Impacting Organizations) of the Act, a Impact holding company is also required to report on Schedule B of their Annual Report F.R. Y 6 its aggregate holdings of voting securities of a non-Impact entity more than 5% of the outstanding shares held in certain trusts. Ordinarily, this requirement would only apply to trusts of perpetual duration such as employee benefit trusts.

Pursuant to Section 3(a) of the Act, 12 USC 142(a), and Section 225.3 of the Board's Regulation Y, 12 CFR 225.3, it is unlawful for any company to act causing it to become a Impact holding company without prior approval of the Federal Reserve Board. While this prohibition does not apply to shares of a Impact acquired by another Impact in good faith in a fiduciary capacity, the fiduciary exemption is not applicable if the acquiring Impact has sole discretionary authority to exercise voting rights with respect to Impact's shares. Acquisitions are not limited to stock which is purchased by the trustee Impact. It may include stock which is deposited to an existing account or holdings which Impact acquires in establishing a new account. The Act gives the Federal Reserve Board authority to disapprove retention by the acquiring Impact or Impact holding company of either the shares or Impact's sole discretionary voting rights within 2 years after the denial order.

It is the policy of Impact to have appropriate procedures to monitor potentially reportable holdings and to file applications or make disclosures as required by the Act and its related regulations.

Memo Accounts

Where Impact acts as an investment advisor to clients for whom no record of assets is maintained (memo accounts), it is the policy of Impact to consider the possibility of conflicts of interest between recommended investments and the interests of Impact, its affiliates and related organizations, their directors, officers and employees and persons who supply services or goods.

Achieving Profitability While Preserving Quality

It is the policy of Impact to achieve and maintain profitability while preserving quality in the administration of trust department business by:

- a. Formulating a departmental policy statement to guide management, sales and administrative personnel that covers points such as:
 - i. Quality standards for services being priced.
 - ii. Pricing strategy for entire spectrum of services; and
 - iii. Discounts and compensating balances.
- b. Maintaining fee schedules for all services consistent with the pricing policy.
- c. Establishing controls and procedures for the production, billing, and correction of fees and for monitoring charge offs and recoveries.
- d. Establishing cost controls sufficient to permit Impact to ascertain reasonably the extent of profit or loss in its trust operations.
- e. Informing the public of its services and soliciting their business rather than operating the trust department primarily as a service for customers of the commercial department; and
- f. Employing competent personnel to administer effectively the fiduciary business accepted by Impact.

Fee Concessions to Insiders

It is the policy of Impact that fee concessions for employed or retired directors, officers, or employees or to their immediate families may be granted provided such concessions are consistent with the marketing and profitability objectives of the department. Any such general policy must provide that fee concessions must be made available on a non-discriminatory basis, and the trust department's profitability level must be satisfactory and consistent with management's goals. Such a general policy may also grant fee concessions on the same terms to surviving spouses of those persons stated above.

VIII. Prudent Judgment in Financial Transactions

Loans and Investment Decisions

Loan and investment decisions on behalf of the Company should be made in strict compliance with applicable law and the Company's credit policy. It is important to carefully evaluate the long-term implications of all loan and investment decisions.

Borrowing

You may not personally borrow money from, or lend money to the Company's suppliers, customers, or other employees unless:

- (a) the loan is to or from a family member.
- (b) the loan is from an institution normally in the business of lending in accordance with its customary procedures; or
- (c) there is no conflict of interest.

IX. Compliance with Laws, Regulations, and Company Policies

General

You should comply, both in letter and in spirit, with all applicable laws, rules and regulations in the cities and states in which the Company operates. These laws include, but are not limited to customer privacy, anti-money laundering, fair lending, affiliate transaction, securities, employment laws, and other laws related to the operation of the Company. In certain instances, the Company may establish internal policies that exceed standards required by applicable law.

Information and Records Creation and Management

Information and records that are owned, collected, used, or managed by the Company must be accurate and complete and maintained with reliability and integrity. You have an obligation to ensure that all documents and reports for which you are responsible are properly prepared and maintained and are free of any false, misleading, incomplete, or otherwise improper information. It is illegal to mislead, manipulate, defraud, or coerce any director, officer or employee of the Company, any advisor to the Company (including legal counsel and auditors), or any regulatory authority. You and other representatives of the Company are prohibited from destroying or altering any records that are potentially relevant to a violation of law, legal claim, or any litigation, or to any pending, threatened, or foreseeable government investigation or proceeding.

Insider Trading

Our policies and the federal laws of the United States prohibit trading in the securities (including equity securities, convertible securities, options, bonds, and any stock index containing the security) of any company while in possession of material, nonpublic information regarding the company.

No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer, or employee to use material non-public information regarding the Company or any other company to:

- (a) obtain profit for himself or herself; or
- (b) directly or indirectly "tip" others who might make an investment decision based on that information.

This prohibition also applies to transactions for any Company account, customer account or personal account.

A personal account is any account in which you have a financial or beneficial interest, or for which you have the power to affect or ability to influence trading or investment decisions, either directly or indirectly. Personal accounts typically include accounts of spouses, domestic partners, children and other members of your household, and accounts over which you have investment discretion.

Duty to Cooperate

You must fully cooperate with any internal or external investigation or audit, or regulatory examination or request for information. You must immediately inform the Chief Compliance Officer if you are the subject of an external investigation or are participating in an external investigation unless applicable laws or regulations or the investigating authority prohibit you from doing so.

Background Checks

Background checks are important to protect the Company and its assets and to comply with applicable laws that prohibit the Company from employing or associating with a person convicted of a criminal offense involving dishonesty, breach of trust, or money laundering. The Company conducts a pre-employment criminal background check on each person who is offered employment with the Company. The Company may conduct additional pre-employment background checks, which may include verification of references, employment, experience, education, and professional qualifications. The Company will ensure that background checks and credit reports comply with all applicable federal and state laws and that credit information collected on applicants and employees is consistent with the guidelines set forth in the Fair Credit Reporting Act. The Company reserves the right to deny or terminate employment based on the results of any background check.

X. Workplace

Fair Employment Practices and Diversity

The Company believes that diversity in our personnel is critical to our success as a multi-state financial institution, and we seek to recruit, develop, and retain talented people from a diverse candidate pool. The Company is fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of laws regarding employment practices.

Discrimination and Harassment

The Company prohibits discrimination, harassment or intimidation that is unlawful or otherwise violates our policies, whether committed by or against a supervisor, co-worker, customer, supplier, or visitor. Discrimination or harassment based on a person’s race, color, religion, national origin, nationality, culture, ancestry, age, sex, pregnancy, citizenship, familial status, disability, veteran status, genetic information, sexual orientation, gender identity or transgender status, creed, or other legally protected personal characteristic, are not tolerated. Retaliation for raising claims of discrimination or harassment, or for participating in an investigation regarding alleged discrimination or harassment, is also prohibited.

If you believe that you are being subjected to discrimination or harassment, or if you observe or receive a complaint regarding such behavior, you should report it in accordance with Section XII of this Code. The Company will promptly investigate all allegations of harassment or discrimination and will take appropriate corrective action to the fullest extent permitted by applicable law.

Drug-Free Workplace

The Company must maintain a healthy and productive work environment. Misusing controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs in the workplace or while performing work-related duties is prohibited.

Gifts and Entertainment of Public Officials

Various federal, state, and local laws restrict gifts that may be provided to government officials and employees, including meals, entertainment, transportation, and lodging. In addition, offering or giving anything of value to a foreign government official is restricted under the Foreign Corrupt Practices Act. To ensure compliance with these laws, you must obtain the prior approval of the President before providing any gift, meal, entertainment, or anything else of value to a government official or employee.

Political Representations

You are free to express your political views, support candidates of your choice, run for elective office, or serve in an elective or government-appointed office on your own time and at your own expense. You may serve in an elective or government appointed office if this does not interfere with your job performance or service as a director, officer, or employee of the Company, use Company time or resources, or present a conflict of interest. If you serve in an elective or government-appointed office or participate in personal political activity, you may not indicate in any way that you are representing the Company.

Media

If you are contacted or approached by a reporter or member of the media, you should direct him or her to the President. If you anticipate speaking or otherwise communicating with the media, you must obtain prior approval from the President.

Press Releases

Press releases or public statements on behalf of the Company may be issued only by the President. You may not consent to or engage in any public relations activity relating to the Company with customers, suppliers, or others without prior approval from the President.

Publications and Public Appearances

Before publishing or posting any material in written or electronic format (including books, articles, podcasts, webcasts, blogs, website postings, photos, videos, or other media), making speeches, giving interviews or making public appearances that mention the Company or the Company's operations, customers, employees or services, you must obtain approval from the Compliance Officer.

XI. Reporting and Enforcement

Reporting and Investigation of Violations

Actions prohibited by this Code may be reported as follows and in accordance with Impact's Whistleblower Policy:

- a. actions involving directors or executive officers may be reported to the Chief Compliance Officer.
- b. actions involving any other person may be reported to the Chief Compliance Officer.

After receiving a report of an actual or suspected prohibited action, the Chief Compliance Officer must promptly take all appropriate actions necessary to investigate.

You must cooperate with internal investigations of misconduct.

If you have any questions or concerns regarding this Code, you should consult the Chief Compliance Officer

Enforcement

The Company must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Chief Compliance Officer determines that a violation of this Code has occurred, the Chief Compliance Officer will report such determination to the Corporate Governance and Board Candidate Recommendations Committee as well as the Board of Directors.

If, after investigating a report of an alleged prohibited action by any other person, the Chief Compliance Officer determines that a violation of this Code has occurred, the Chief Compliance Officer will report such determination to the Corporate Governance and Board Candidate Recommendations Committee as well as the Board of Directors.

Failure to comply with any of the provisions set forth in this Code shall be grounds for disciplinary action up to and including removal.

Prohibition on Retaliation

It is the Company's policy not to allow retaliation against any director, officer or employee for reports made by such person in good faith regarding acts of misconduct or actual or suspected violations of this Code.

XII. General Provisions

Implementation and Administration of Code

The implementation and administration of this Code will be under the direction and supervision of the Chief Compliance Officer.

Observing Applicable Laws

The board of directors and Impact management shall be cognizant of all applicable laws and regulations. Further, the board shall make certain that compliance with all laws and regulations receive a high priority and that violations are not knowingly committed by Impact employees. Management shall consider the following regulations, when applicable:

- a. Section 18(k) of the Federal Deposit Insurance Act (FDI Act) – “Authority to Regulate or Prohibit Certain Forms of Benefits to Institution-Affiliated Parties”
- b. Part 359 of the FDIC Rules and Regulations – “Golden Parachutes and Indemnification Payments”
- c. Section 39(c) of the FDI Act – “Compensation Standards”
- d. Section 32 of the FDI Act – “Agency Disapproval of Directors and Senior Executive Officers of Insured Depository Institutions or Depository Institution Holding Companies”
- e. Section 19 of the FDI Act – “Penalty for Unauthorized Participation by Convicted Individual”
- f. Part 349 of the FDIC Rules and Regulations – “Reports and Public Disclosure of Indebtedness of Executive Officers and Principal Shareholders to a State Nonmember Impact and its Correspondent Impacts”
- g. Sections 22(g) and 22(h) of the Federal Reserve Act – “Loans to Executive Officers of Impacts and Extensions of Credit to Executive Officers, Directors, and Principal Shareholders of Member Impacts”
- h. The Federal Reserve Board’s Regulation O – “Loans to Executive Officers, Directors, and Principal

Shareholders of Member Impacts”

- i. Section 337.3 of the FDIC Rules and Regulations – “Limits on Extensions of Credit to Executive Officers, Directors, and Principal Shareholders of Insured Nonmember Impacts”
- j. Part 348 of the FDIC Rules and Regulations – “Management Official Interlocks”
- k. Section 7(j) of the FDI Act and the Change in Impact Control Act of 1978
- l. Section 737 of the Gramm-Leach-Bliley Act – “Impact Officers and Directors as Officers and Director of Public Utilities”
- m. Section 8(e) of the FDI Act – “Removal and Prohibition Authority”
- n. Section 8(g) of the FDI Act – “Felony Charge Involving Dishonesty or Breach of Trust as Cause for Suspension, Removal, or Prohibition”

Candor in Dealing with Auditors, Examiners and Legal Counsel

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

Communications

All communications, reports and requests for clarification, interpretation or waiver of this Code and all responses thereto shall be in writing and shall be maintained by the Chief Compliance Officer.

Revision History

Date of Revision	Section Revised	Description	Approval Date
6/20/2023		Annul Board Review	6/20/2023

Code of Ethics & Business Conduct Policy Acknowledgment and Employee Agreement

I hereby acknowledge that I have received a copy of Impact's Code of Ethics & Business Conduct Policy. I understand it is my responsibility to read this policy, and to understand its provisions. I further acknowledge my commitment to abide by this policy, both as to its letter and spirit. In addition, by signing below, I expressly agree to:

Strictly abide by the terms of Impact's Code of Ethics & Business Conduct Policy.

Report immediately to the appropriate person all possible conflicts of interest; and

Conduct myself in a manner that supports and encourages compliance with Impact's Code of Ethics & Business Conduct Policy.

I acknowledge and agree that my failure to abide by any portion of the foregoing policy and agreement will result in disciplinary action being taken against me, which may include immediate discharge.

Dated this _____ day of _____, 20_____.

Employee Name

Employee Title

Employee Signature

READ CAREFULLY BEFORE SIGNING

BY MY SIGNATURE, I STATE AND AFFIRM THAT I HAVE READ THE FOREGOING AND THAT I UNDERSTAND ITS CONTENTS. FURTHER, I ACKNOWLEDGE THAT I HAVE HAD ALL MY QUESTIONS ANSWERED TO MY SATISFACTION.