

MVB Financial Corp.

Code of Conduct

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1.0 Policy Overview

1.1 Purpose

It 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 Scope

The Confidential and Proprietary Information Policy is applicable to all Team Members of MVB and its subsidiaries,

1.3 Objectives

The objective of this Policy is to ensure that all staff, Team Members and users be 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; and
- vi. accountability for adherence to the Code.

2.0 Roles, Responsibility and Accountability

Roles	Responsibilities
Board of Directors ("Board")	<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 take action, as appropriate, • Establish expectations that Bank management conduct appropriate oversight of its affiliated and unaffiliated third parties.
HR and Compensation Committee	<ul style="list-style-type: none"> • The Committee is established to help ensure that MVB fulfills its responsibilities effectively by: • 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.

Chief Risk Officer	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.
Policy Owner	<ul style="list-style-type: none"> • Brad Greathouse
Internal Audit	<ul style="list-style-type: none"> • Internal audit will review the function at least annually

2.2 Three Lines of Defense

The 1st 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 2nd line of defense (“2nd line”) rests with the **Human Resources** team that is 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 3rd 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.

3.0 Policy Elements

3.1 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. An “immediate family member” includes a Covered Person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, sisters-in-law, brothers-in-law, and anyone (other than employees) who shares the Covered Person’s home.

3.2 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.

3.3 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.

3.4 Maintain Confidentiality

Covered Persons must recognize that confidential information is an asset of MVB and must refrain from using inside information to their personal advantage.

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 non-public information. The prohibition applies to securities of MVB as well as to customers and suppliers of MVB and, or any entity with which MVB and has a business relationship.

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.

3.5 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, employee 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 that 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.

3.6 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 (a) 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, (b) use his or her position or MVB property or information for personal gain, or (c) compete with the MVB. Covered Persons owe a duty to the MVB to advance its interests whenever the opportunity arises.

3.7 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.

4.0 Policy Maintenance

4.1 Policy Breach Escalation

Breaches of the Policy must be escalated to EVP, Chief Risk Officer who may escalate further as deemed 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.

4.2 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 employees are expected to cooperate in any internal investigation of misconduct.

4.3 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.

4.4 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.

4.5 Prohibition on Retaliation

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

4.6 Change Management

This Policy will be reviewed on an annual basis.

The Policy Owner is responsible for managing the policy review process and identifying, implementing, and owning all changes. If the review concludes that no change to the policy is required, the Policy Owner must acknowledge the conclusion. Policy updates must be listed in the Version Control History log (see section 4.7)

4.7 Policy Exceptions

The Policy Owner must review and document all requests for Policy exceptions and report to EVP, Chief People and Culture Officer, who may grant immaterial requests for exceptions, but are otherwise responsible for bringing the exception request to the Human Resources and Compensation Committee for review and approval.

4.8 Policy Retirement

The Policy Owner must request and justify the retirement of this Policy. The final approving committee(s) is responsible for approving the retirement request.

4.9 Policy Owner

The EVP, Chief People and Culture Officer owns and maintains this Policy.

4.10 Policy Approvers and Timeframe

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 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.

4.7 Version Control History

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

Version	Policy Number	Policy Owner	Revision Reason	Policy Approver	Approval Date
1.0		B. Greathouse	Annual Update	HR Committee Board	10.13.2020 10.20.2020
2.0					

5.0 Related Documents