



# POLICY

**POLICY NAME:** CODE OF CONDUCT

**PREPARED BY:** ELYSE BEIDNER

**BOARD APPROVED DATE:** 6/21/2023

## **INTRODUCTION**

The Code of Conduct (“Code”) establishes the expectation that employees conduct themselves with integrity, at all times. It provides employees with governing principles to guide their conduct with clients, customers, suppliers, vendors, shareholders, co-workers, regulators, markets, and the communities in which we operate. The Code applies to the employees, officers and directors, (individually, a “BF Party”, and jointly, “BF Parties”), of Blue Foundry Bancorp, Blue Foundry Bank, and their direct and indirect subsidiaries.

## **OBJECTIVES**

The Code is a statement of the values and ethical standards to which BF Parties are required to adhere. BF Parties must apply the following principles in all of their business dealings and in every aspect of their employment with Blue Foundry.

- All Blue Foundry decisions and actions must comply with all applicable laws, regulations, and Bank policies.
- Each decision or act must be appropriate, in terms of both the BF Party's own sense of integrity and the scrutiny of others.
- All BF Parties must be honest, trustworthy, and fair in all of their actions and relationships with, and on behalf of Blue Foundry.
- All BF Parties must avoid situations in which their personal interest may conflict, or may appear to conflict, with the interests of Blue Foundry or its customers.
- All BF Parties must maintain a sound personal financial condition by exercising good judgement in their own financial affairs.
- Business must only be secured for Blue Foundry on the basis of an arm's length transaction; that is, a transaction in which the parties are independent and unrelated, and neither of the parties has any interest in the transaction's consequences to the other party.
- BF Parties must maintain the appropriate level of confidentiality with respect to Blue Foundry's business and data at all times.
- BF Parties must be professional in their conduct and always act in a respectful manner.

## **THE CODE OF CONDUCT AND THE LAW**

The Code is neither a substitute for, nor a summary, of the legal and regulatory requirements applicable to Blue Foundry and to each BF Party. The financial industry is highly regulated, and each BF Party must always adhere to those legal and regulatory requirements, including, but not limited to those listed below:

- The Bank Bribery Act
- The Bank Secrecy Act
- Title VII of the Civil Rights Act
- The Age Discrimination in Employment Act
- The Gramm-Leach-Bliley Act
- The Fair Credit Reporting Act
- Fair Lending – ECOA – the Equal Credit Opportunity Act
- Unfair, Deceptive, and Abusive Acts and Practices (UDAAP)
- Conscientious Employee Protection Act (Whistleblowing Law)
- New Jersey's Regulated Industry Ban (Prohibition on Certain Political Activity by Banks)

- New Jersey's Statewide Pay-to-Play Restrictions
- New Jersey's Pay-to-Play Disclosure Law
- New Jersey Law Against Discrimination

A brief description of these laws and regulations is provided in Exhibit A attached hereto and made part hereof.

This Code is intended to ensure Blue Foundry operates in compliance with any and all applicable laws and regulations. As such, the Code is intended to reinforce each BF Party's existing obligations under the law and is not intended to create any additional obligations on the part of Blue Foundry. If at any time you perceive an inconsistency or conflict between the Code, on the one hand, and legal and regulatory requirements, on the other, you should consult with Human Resources.

## **POLICY**

In addition to other codes and policies governing behavior that may be applicable to certain individuals (such as the Code of Ethics for Senior Officers), all BF Parties must conform to the Code, which shall be distributed annually to each BF Party. It is also to be included in the materials given to all new hires by Human Resources. It is designed to give BF Parties general guidance and, as such, cannot deal with every legal, regulatory, and ethical aspect of Blue Foundry's business. The Code will help guide you in making ethical decisions but will not provide an answer to every situation. BF Parties are expected to use good judgement and comply with the spirit of the Code where specific answers are not provided. Accordingly, employees should consider their actions in light of how they might be interpreted by others, and whether they are behaving appropriately and performing in the best overall interests of Blue Foundry. If you have any questions concerning your obligations under the Code, please contact the Director of Human Resources or Chief Legal Officer.

BF Parties must apply the principles of the Code to all media, including email, the internet, and text messaging. For example, Blue Foundry's policy on employee harassment applies to email, internet communications, and text messaging as well as other forms of actions or words.

If an employee is uncertain about any aspect of the Code, they should discuss it with their Department Head or consult with the Director of Human Resources or Chief Legal Officer. Throughout the Code there are instructions for asking questions, reporting situations, obtaining approvals, and reporting suspected violations of the Code.

BF Parties are encouraged to assist management in its efforts to ensure that all BF Parties are following the Code. If an employee observes or suspects a breach of the Code by another employee, then they must report that observation or suspicion in accordance with this Policy. Failure to report a breach or suspected breach of an obligation under the Code is itself considered a violation of the Code that could result in disciplinary action, up to and including dismissal.

**The Code of Conduct is neither a contract of employment nor a guarantee of continued employment. Employment with Blue Foundry is at will and, therefore, for no definite period. Nothing in this Code limits or restricts the right of Blue Foundry or any employee to terminate the employee-employer relationship at any time, with or without cause, with or without notice, and for any reason, at the sole discretion of the employee or Blue Foundry.**

Blue Foundry has the right to amend, modify or revise this Code at any time with or without notice to BF Parties.

## **A. RULES GOVERNING CONFLICTS OF INTEREST**

### **1. Personal Conflicts of Interest**

Potential conflicts may arise in a variety of ways, including through: (1) outside interests and other external activities; (2) personal and business relationships; (3) the exchange of gifts and business hospitality; (4) political engagement; and (5) personal finances.

A BF Party must not represent Blue Foundry in any transaction if the personal or related interests of the BF Party might affect their ability to represent Blue Foundry's interest fairly and impartially.

Transactions involving a BF Party or other person known to be a family member (defined as a BF Party's parent, spouse, domestic partner, civil union partner, sibling or child) or a person with a close personal relationship to the BF Party must conform to the Code and must be conducted on terms not more favorable than those extended to others. When such transactions are beyond the scope and size of usual and ordinary personal banking transactions, the BF Parties handling them must refer them to their Department Head. BF Parties must not handle transactions of their own family members or other persons with whom they have a close personal relationship.

Personal relationships of any kind with other employees, whether conducted on or off Blue Foundry premises, must not result in a conflict, or the appearance of a conflict, with Blue Foundry interests or policies. Should apparent conflicts arise or have the potential for arising, they must be reported to the appropriate Department Head, evaluated for propriety against the interests of Blue Foundry, and eliminated if there is a conflict. If you believe there is reason why you cannot report said conflicts to your Department Head, then report them to Human Resources.

Additionally, the Board of Directors and Code of Ethics for Senior Officers describes in greater detail additional responsibilities of certain directors and senior officers regarding conflicts of interest.

### **2. Bequests**

BF Parties are not permitted to accept a bequest granted under the will or trust instrument of a customer of Blue Foundry except when such bequest is from a close relative of the employee. Any requests for an exception to this policy should describe the customer's relationship with Blue Foundry and the employee and should explain all other relevant circumstances. Employees are also not permitted to be named as joint owners or beneficiaries of bank accounts of such non-relative customers whether the accounts are at Blue Foundry or another financial institution.

All requests for exceptions to the above policy are to be addressed to the Chief Executive Officer and delivered to the Director of Human Resources or Chief Legal Officer.

### 3. Compensating Others

Except as permitted in **A.4** below, a BF Party must never offer, give, or promise anything of value to any person or entity in any manner in the course of seeking or retaining business for Blue Foundry. A BF Party must never make any secret or illegal payments, bribes, or other similar payments in any form whatsoever under any circumstances. If you have any questions regarding permissible or impermissible compensation, please contact the Director of Human Resources or Chief Legal Officer.

### 4. Presenting Gifts and Entertainment

Other than events for customary business development, or in furtherance of an existing business relationship, all entertainment, such as tickets to a concert, other performance or sporting event, or dinner, presented by Blue Foundry or in the name of Blue Foundry must be appropriate, in good taste, not exceed \$300.00<sup>1</sup> in the aggregate for any one recipient, and, regardless of value, must be free of conflicts of interest, favoritism and not impose any future obligation on Blue Foundry or the recipient. Other than events for customary business development, or in furtherance of an existing business relationship, all gifts (such as fruit baskets, bottles of wine, gift cards, flowers, and the like) presented by Blue Foundry or in the name of Blue Foundry shall not exceed \$100.00 per gift. If there are any questions as to whether or not a particular form of entertainment or gift meets the standard of appropriateness, it should not be presented.

It is improper for employees to give gifts to other employees except when these gifts are offered in customary circumstances, are of a nominal value, do not create a conflict of interest or the appearance thereof, and do not otherwise violate any other applicable policies.

Notwithstanding the foregoing, no BF Party shall give a gift or anything of value (including meals, entertainment or tickets to events) to:

- (i) an elected official, government officer or government employee without obtaining prior written approval from the Director of Human Resources;
- (ii) to any accounting professionals, appraisers, software or other technology companies, or suppliers, unless of a nominal value (less than \$100.00)

### 5. Receiving Compensation

All placements of Blue Foundry business and acceptance of business by Blue Foundry must be awarded purely upon business considerations. Except as permitted in **A.6** below, an employee must never request or accept anything of value from any person or entity for directing Blue Foundry business to such person or for accepting business on behalf of Blue Foundry. A BF Party must not accept compensation from Blue Foundry or any Department of Blue Foundry other than that which is paid under normal compensation and benefit programs or is otherwise approved by the Board of Directors.

A BF Party who, in concert with the execution of their job responsibilities, is compensated for making an oral

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<sup>1</sup> For golf outings and similar sporting or non-sporting events held for charitable purposes or by a non-profit banking trade association where the charity or trade association receives a substantial portion of the proceeds, the event will be exempt from the dollar limitation.

presentation, writing an article, teaching, lecturing, rendering charitable or professional services, must report such compensation in writing to the Director of Human Resources. Unless written approval to retain such compensation is granted by the Director of Human Resources, such compensation, other than reimbursement of reasonable expenses, and honorariums or awards worth not more than \$250.00, shall either be returned or be paid to Blue Foundry. An employee who wishes to obtain approval to retain such compensation must submit a written request to the Director of Human Resources, describing the position or activity and all relevant circumstances, including any relationship with Blue Foundry, compensation, any ownership interest in the other organization, the time which such service will require, and a statement as to potential conflicts of interest.

## **6. Accepting Gifts and Entertainment**

As a general rule, neither a BF Party nor any of their family members (defined in **A.1** above) should accept inappropriate gifts, entertainment, special accommodations, or other things of material value that could influence their decision-making in Blue Foundry matters or make them feel obligated to a prospective or existing customer, vendor, or other donor.

BF Parties and their family members may accept gifts (such as fruit baskets, bottles of wine, gift cards, flowers, and the like) or entertainment (such as tickets to a concert or other performance, sporting event, or dinner) of a nominal value from current or prospective customers or vendors of Blue Foundry provided the BF Party or family member is certain that there are no conflict of interest issues raised by the gift(s) or entertainment, and it would be difficult or contrary to good public relations to refuse them.

If an employee receives a gift or entertainment valued in excess of \$100.00, and if the employee is certain that there are no conflicts of interest issues raised by the gift(s), and it would be difficult or contrary to good public relations to refuse them, the employee may accept such gift or entertainment and must report its receipt to the Director of Human Resources.

In no event may an employee accept gifts or entertainment from any accounting professionals, appraisers, software or other technology vendors, or suppliers except gifts or entertainment of a nominal value; that is, less than \$100.

In golf outings and similar sporting or non-sporting events held for charitable purposes or by a non-profit banking trade association where the charity or trade association receives a substantial portion of the proceeds, the event will be exempt from the dollar limitation. The acceptance of sporting event tickets, theatre tickets or other event tickets or similar items from an existing or prospective customer or vendor when the existing or prospective customer or vendor does not attend the event, is a gift, does not fit within this exception, and must be reported in accordance with this section **A.6**.

The Director of Human Resources must report any individual gift received with a value of \$500.00 or more to the Chief Executive Officer, who in turn must report this matter to the full Board of Directors. Such reports, when they are applicable to year-end holiday season, are to be filed by January 31<sup>st</sup>. Gifts received at times other than the year-end holiday season are to be reported immediately upon receipt.

It will be the responsibility of the Chief Executive Officer to determine if it is advisable to write a letter to the donor expressing appreciation but stating the policy and requesting that no further gifts be made in the future.

At no time are Blue Foundry employees allowed to accept gratuities.

## **B. RULES FOR PERSONAL FINANCES**

### **1. Personal Finances**

It is extremely important that every BF Party maintain a sound personal financial condition. Failure to do so could prevent the BF Party from carrying out job-related responsibilities in the most effective manner. Blue Foundry and the public expect our employees to exercise the same degree of care in the conduct of their personal finances as the public expects from Blue Foundry itself.

### **2. Contributions to Political Recipients**

BF Parties are encouraged to support the political party or candidate of their choice provided each personal contribution is voluntary and is in compliance with applicable campaign finance and pay-to-play limits. Additionally, to the extent that a director or officer or a member of their household makes a contribution to a New Jersey recipient in excess of the reportable threshold (currently set at \$200 per election to a candidate committee and \$200 per calendar year to a party committee, continuing political committee or legislative leadership committee), any such contribution may be subject to disclosure under applicable pay-to-play laws. A reportable contribution by an employee who is neither a director nor an officer is not subject to disclosure by Blue Foundry on any required New Jersey pay-to-play disclosure forms.

BF Parties must not make gifts or contributions with Blue Foundry resources, in the name of or on behalf of Blue Foundry to any political committee, candidate, or party except for Blue Foundry contributions permitted by applicable law. No BF Party shall be expected or required to make a political contribution. Under no circumstances shall Blue Foundry reimburse or provide any individual with a bonus or additional increment of salary for any political contribution.

## **C. RULES FOR PROPER USE OF INFORMATION**

### **1. Confidential and Proprietary Information**

Unless duly authorized to reveal information in accordance with policies and procedures of Blue Foundry, an employee must keep confidential, and not divulge to others, confidential information or data regarding the business or transactions of Blue Foundry, or its current or prospective customers, vendors, employees, directors, technology processes, and know how. Employees must realize that certain information concerning customers and vendors is deemed confidential information. Within Blue Foundry, disclosure of all confidential information must be limited to those persons whose duties require and permit them to have access to that information. Such persons receiving the information are also responsible for maintaining its confidentiality. Confidential information may be disclosed only in authorized circumstances and in accordance with applicable laws and Blue Foundry policies. Moreover, an employees prohibited from making personal use of such information.

Employees are explicitly prohibited from viewing the personal account information of other BF Parties unless it is required in the performance of their duties. Software, business methods, processes, documents and

other works and materials that are created as part of a BF Party's specific job responsibility, or that arise from information or resources available to the employee because of employment by Blue Foundry, are the intellectual property of Blue Foundry exclusively and must be returned to Blue Foundry along with other work products, including any copies, when an employee leaves Blue Foundry.

The obligations and prohibitions of this section continue even after a BF Party leaves Blue Foundry. Legal remedies may be pursued against current and former BF Parties who violate confidentiality requirements or who remove or retain any data or physical or intellectual property from Blue Foundry.

## **2. Data Integrity and Information**

Blue Foundry has an obligation to its customers and employees to ensure appropriate protection of the confidentiality and integrity of all forms of data entrusted to it. To meet this obligation, management has adopted the Privacy and Security Program. This program requires that access to data stored within Blue Foundry's information systems be granted on a strict need-to-know basis. The program also specifies that any BF Party who has a user identification number and password must recognize that the user identification number is unique to that individual, that the password must be kept confidential, and that the user identification number or password cannot be used by, or shared with, fellow BF Parties.

BF Parties must exercise care to prevent the disclosure of confidential information when communicating through E-mail or the Internet. BF Parties should ensure that information or messages from the E-mail system are only disclosed to authorized recipients.

## **3. Use of E-mail and Texting**

E-mail is provided to assist and facilitate business communication. Use of Blue Foundry's e-mail system must comply with all applicable policies including policies regarding harassment and discrimination. All messages that contain statements that are discriminatory, offensive, defamatory, sexual, pornographic, illegal or harassing in nature are strictly forbidden. Statements that would be inappropriate in a memorandum or letter may not be written in an e-mail message. All information transmitted, received, stored, or otherwise contained in Blue Foundry e-mail systems is the property of Blue Foundry and may be accessed, decrypted, and examined by Blue Foundry at any time.

BF Parties may send or receive occasional personal e-mail messages, provided that they do so responsibly and that such use does not interfere with work responsibilities or other Blue Foundry needs or violate the law or Blue Foundry policy. There is no right to personal privacy in any message created, received, or sent from Blue Foundry computer systems or electronic devices. Blue Foundry reserves the right to monitor the systems, and all e-mail messages, to ensure that e-mail facilities are being used appropriately whether stored on Blue Foundry-owned devices or personal devices pursuant to any applicable Blue Foundry policies relating to mobile device management.

Similarly, text messages transmitted through Ring Central or a personal device must comply with all applicable policies including policies regarding harassment and discrimination.



#### **4. Social Media**

Social Media applies to all professional and social networking sites, blogs, electronic boards and forums, videos, and like sites, including those subject to personal subscription. Social Media may be monitored by Blue Foundry for any reason, at any time. Accessing Social Media from Blue Foundry's computer network or electronic communications systems waives any expectation to privacy that an employee may have to any image, post, or comment, regardless of whether the Social Media is password-protected. See Blue Foundry's Social Media Policy (available on Blue Foundry's intranet) for further details.

#### **5. Proper Record Keeping**

BF Parties must comply with the established accounting and record keeping procedures of Blue Foundry in order to ensure that all records are maintained accurately. This includes compliance with any litigation hold notice BF Parties may receive in connection with legal notices received by Blue Foundry or generated by Blue Foundry's Legal Department or Blue Foundry's outside counsel from time to time. Falsification or misrepresentation of Blue Foundry records will not be tolerated under any circumstances. If a BF Party observes or suspects that false or misleading entries have been made in the records of Blue Foundry or that necessary entries have not been made in such records, then they must report such observation or suspicions in accordance with this policy to the Department Head, the Director of Human Resources or the Chief Legal Officer.

#### **6. Communications With Media**

All requests for interviews and/or comments from national and local media on behalf of Blue Foundry should be referred immediately to the Chief Executive Officer or the Chief Legal Officer. No BF Party is authorized to comment to any media outlet on behalf of Blue Foundry without specific prior approval from the Chief Executive Officer.

### **D. RULES FOR DEALING WITH, CUSTOMERS, VENDORS, VISITORS, THE PUBLIC, AND OTHER EMPLOYEES**

#### **1. Business Relationships**

BF Parties should be thoroughly honest in all dealings with Blue Foundry, its vendors, suppliers and customers. Employees must not use Blue Foundry's name, letterhead or electronic media to endorse or recommend customers, vendors, or prospects to regulators or other vendors or others, except in accordance with applicable Blue Foundry policy. In all cases there is a requirement that false statements must not be made in the name or image of Blue Foundry.

#### **2. Business Decisions**

A BF Party must not permit a decision about whether Blue Foundry will do business with a current or prospective customer or vendor to be influenced by unrelated interests. Decisions related to placing Blue Foundry business with current or prospective customers and vendors and the volume of such business must be based on business considerations.

### **3. Exploitation of Relationship**

BF Parties must be careful to ensure that customers, vendors, and other BF Parties do not exploit their relationship with Blue Foundry and that Blue Foundry's name is not used in connection with any fraudulent, unethical, dishonest, or unauthorized transactions.

Use of Blue Foundry's letterhead or facilities or of a BF Party's business card can be construed as the use of Blue Foundry's name and reputation; therefore, it is important that BF Parties not use Blue Foundry letterhead for personal use or in a manner not authorized by Blue Foundry. BF Parties must never use Bank letterhead or electronic media to make false or misleading statements purportedly on behalf of Blue Foundry.

### **4. Know Your Customer**

BF Parties must exercise care when selecting those customers with whom Blue Foundry conducts business. Each employee who conducts Blue Foundry business with customers and each employee who is in a supervisory, managerial, or sensitive position and who approves and/or can influence customer transactions must read and must adhere to Blue Foundry's Customer Identification Program (available on Blue Foundry's intranet). Such BF Parties must also comply with any Know Your Customer Policies and Procedures established and all applicable laws and regulations on anti-money laundering, record keeping and reporting.

### **5. Vendor Management**

BF Parties must abide by the practices and controls described in Blue Foundry's Third Party Management Policy relating to the use of vendors.

### **6. Non Discrimination**

BF Parties must deal with current and prospective customers, vendors, visitors, and other employees without any discrimination because of an individual's race (including traits historically associated with race including hair texture and types, and hairstyles including braids, locks, and twists), color, sex, pregnancy, sexual or affectional orientation, gender identity or expression, religion, creed, national origin, nationality or ancestry, familial status, citizenship, age, atypical hereditary cellular or blood trait, genetic information, disability (including AIDS and HIV infection), marital status, civil union status, domestic partnership status, veteran status, need or desire to breastfeed or express milk, refusal to submit to a genetic test or to make available the results of a genetic test to an employer, or liability for service in the armed forces), or any other characteristic protected under applicable federal, state or local law.

Any BF Party who believes that they have been subject to discrimination, or who believe that an act of discrimination has occurred with respect to another BF Party, should report the perceived Code violation to his or her Department Head, or directly to the Director of Human Resources or Chief Legal Officer, as soon as possible so that appropriate action may be taken. Such reports made orally or in writing and will be treated as confidential to the extent consistent with appropriate investigation and remedial action.

## **7. Harassment**

The work environment is to be free from disruptive influences that can interfere with or interrupt the work of Blue Foundry. Discriminatory or harassing remarks, jokes, or other conduct including that of a racial, ethnic, or sexual nature, which may be offensive to customers, vendors, or other BF Parties, will not be tolerated.

Any BF Party who believes that they have been subject to harassment, or who believes that an act of harassment has occurred with respect to another employee, should report the perceived policy violation to his or her Department Head, or directly to the Director of Human Resources or Chief Legal Officer, as soon as possible so that appropriate action may be taken. Such reports may be made orally or in writing and will be treated as confidential to the extent consistent with appropriate investigation and remedial action.

## **8. Personal Relationships with Other Employees**

BF Parties should be thoroughly honest in all dealings with fellow BF Parties and must not allow personal relationships with other BF Parties to affect business decisions. Borrowing by a BF Party from another BF Party or from members of any other BF Party's immediate family, other than of a short term incidental nature and minimal amount, is not permitted.

## **9. Political Involvement**

BF Parties are encouraged to be involved in the political process as private individuals, are free to express their political views and are free, on their own time, to support candidates of their choice subject to express provisions in previous sections hereof regarding contributions of directors and officers to political recipients. However, BF Parties are prohibited from speaking on political matters on Blue Foundry's behalf without the express consent of the Chief Executive Officer or the Chairman of the Board. Moreover, BF Parties may not use corporate resources or seek reimbursement from Blue Foundry for any expenditure in connection with such activity. Also, BF Parties may not endorse candidates on Blue Foundry's behalf. BF Parties must keep in mind at all times that New Jersey's regulated-industry ban prohibits the use of Blue Foundry resources for direct or in-kind political contributions.

## **E. RULES FOR COMPLIANCE WITH THE LAW**

### **1. Illegal or Criminal Activities**

A BF Party must not participate in any illegal or criminal activities. The use, purchase, sale, transfer, or possession of unlawful drugs or controlled substances; the unauthorized use, purchase, sale, transfer, or possession of alcohol; being under the influence of unlawful drugs, controlled substances, or alcohol; and the abuse or misuse of lawful drugs while on Blue Foundry premises or while on Blue Foundry business are strictly prohibited.

A BF Party who has been convicted of or pleaded guilty to a felony or sanctioned by a regulatory agency must immediately report such information in writing to the Director of Human Resources.

## 2. Investigations

An employee must always cooperate to the fullest extent in any investigation conducted by Blue Foundry and law enforcement agencies.

### F. PENALTIES

An employee who compromises or violates the law, Blue Foundry policies relating to the conduct of its business, or the high ethical standards contained in this Code will be subject to corrective action, up to and including dismissal, and, where appropriate, criminal or civil proceedings under applicable laws.

### G. REPORTING VIOLATIONS OF THE CODE

All BF Parties are strongly encouraged to assist management in its efforts to ensure that all BF Parties are following the Code. If a BF Party observes or suspects a breach of the Code or any law, regulation, or other Blue Foundry policy by another BF Party in connection with that other BF Party's conducting business for Blue Foundry, then the BF Party observing or suspecting a breach must report such observations or suspicions and must describe their circumstances. This reporting may be made by notifying:

- Director of Human Resources: 201-507-3180 or aroselle@bluefoundrybank.com
- Chief Legal Officer: 201-507-3216 or ebeidner@bluefoundrybank.com
- Chief Audit Executive: 201-507-3188 or tpackwood@bluefoundrybank.com

The reporting may be made orally or in writing and will be treated as confidential to the extent consistent with appropriate investigation and remedial action. Be assured that the information you provide will be handled discreetly and only shared with those we must inform, such as regulators, and those involved in investigating, resolving, and remediating the issue. Failure to report a breach or suspected breach of an obligation under the Code is itself considered a violation of the Code that could result in disciplinary action, up to and including dismissal.

### H. PROHIBITION AGAINST RETALIATION

Blue Foundry prohibits retaliation against any individual solely for reporting a matter internally or externally that the BF Party believes in good faith to be a violation of this Code or any law, rule, or regulation or cooperating in an investigation. Retaliation itself is considered by Blue Foundry to be a violation of this Code. If any individual believes they are subject to retaliation for having made a report to Blue Foundry about a concern, they should report the matter immediately to the Director of Human Resources.

### DEPARTMENT HEAD RESPONSIBILITIES

Department Heads have primary responsibility for ensuring that the processes and communication within their Department is sufficient to achieve the objectives of this Code. They must enforce the Code of Conduct Policy and review it with staff members in their Department. Each year prior to the later to occur of: (i) the Code of Conduct Policy re-approval by the Board of Directors, or (ii) November 30th, Department Heads must review the Code of Conduct with all members of their staff and then submit to the Director of Human Resources that this review has been accomplished.

Any questions regarding the Code of Conduct should be directed to the Director of Human Resources or Chief Legal Officer.

Code of Conduct Certification \*

BF Parties are required to sign this form upon initial employment, or in the case of independent Board of Directors, engagement, and periodically thereafter whenever the Code is substantially revised.

By signing below, I hereby certify and acknowledge that:

- 1) I have received and read Blue Foundry's Code of Conduct ("Code").
- 2) I fully understand my duty to comply with the Code.
- 3) I recognize that failure to comply with the provisions of the Code and uphold Blue Foundry's ethical principles may subject me to disciplinary action, up to and including termination of my employment, or engagement (for independent board members).
- 4) I hereby verify that I have acted in conformance with the Code. I also understand my duty to comply with the Code.

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

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**\* PLEASE RETURN THIS  
COMPLETED FORM TO HUMAN  
RESOURCES BY JULY 14, 2023.  
ELECTRONIC SUBMISSIONS ARE  
ACCEPTABLE.**

**EXHIBIT A**  
**MADE PART OF AND INCORPORATED**  
**BY REFERENCE IN**  
**THE CODE OF CONDUCT**  
**LAWS REFERENCED IN THE CODE OF**  
**CONDUCT<sup>1</sup>**

**The Bank Bribery Act**

The Bank Bribery Law of 1984, as amended, makes it a crime for any director, officer or employee of a FDIC insured bank to make or grant any loan or gratuity to a bank examiner, and for any director, officer, employee, agent or attorney of a financial institution to solicit, demand, accept or agree to accept anything of value in exchange for being influenced or as a reward in connection with any business or transaction of such financial institution.

Violations of the Bank Bribery Act can result in a prison term of up to 30 years and fines of up to \$1,000,000 or three times the value of the bribe, whichever is greater per offense for convicted persons. Violators may also be fined a further sum equal to the money so loaned or gratuity given.

**The Bank Secrecy Act**

The Bank Secrecy Act was passed by the Congress of the United States in 1970. The BSA is sometimes referred to as an "anti-money laundering" law ("AML") or jointly as "BSA/AML". Several anti-money laundering acts, including provisions in Title III of the USA PATRIOT Act, have been enacted up to the present to amend the BSA.

Specifically, the act requires financial institutions to keep records of cash purchases of negotiable instruments, file reports of cash transactions exceeding \$10,000 (daily aggregate amount), and to report suspicious activity that might signify money laundering, tax evasion, or other criminal activities.

The cornerstone of a strong Bank Secrecy Act/Anti-Money Laundering compliance program is the adoption and implementation of internal controls, which include comprehensive customer due diligence (CDD) policies, procedures, and processes for all customers, particularly those that present a high risk for money laundering or terrorist financing. The requirement that a financial institution know its customers, and the risks presented by its customers, is basic and fundamental to the development and implementation of an effective BSA/AML compliance program.

Violations of the Bank Secrecy Act can result in a prison term of up to 20 years and fines as much as \$500,000 per offense for convicted persons. A bank convicted of a money laundering or Bank Secrecy Act crime can also have its license or charter revoked and lose its FDIC insurance.

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<sup>1</sup> Please note, the summary of laws contained in this section is intended to provide employees and directors with a general overview of the legal obligations arising under the referenced statutes. This Exhibit is not intended to provide a comprehensive summary of the identified statutes, and the statutes may be amended from time to time. To the extent any employee, officer or director has any questions regarding any of the statutes identified herein, please contact the Chief Legal Officer.

## **Title VII of the Civil Rights Act**

Title VII of the Civil Rights Act of 1964 prohibits discrimination by employers against an individual on the basis of the individual's race, color, religion, sex, or national origin. Title VII expressly proscribes discrimination in connection with the hiring and discharge of an employee and with respect to his/her compensation, terms, conditions, or privileges of employment. In addition, an employer may not limit, segregate or classify employees based on any of the prohibited categories, if doing so would deprive or tend to deprive an individual of employment opportunities or otherwise affect his or her status as an employee.

## **Age Discrimination in Employment Act (ADEA)**

The Age Discrimination in Employment Act prohibits an employer from discriminating against employees or prospective employees age forty or older. Specifically, an employer may not refuse to hire, discharge or otherwise discriminate against an individual with respect to compensation, terms, conditions or privileges of employment on the basis of the individual's age. An employer also may not, on the basis of age, limit, segregate or classify employees in a manner tending to deprive the individual of employment opportunities. Discrimination is permitted however, if age is a bona fide occupational qualification.

## **American with Disabilities Act (ADA)**

The American with Disabilities Act prohibits an employer from discrimination against a qualified individual with a disability because of such disability in regard to job application procedures, hiring advancement, discharge, compensation, training and other terms, conditions and privileges of employment. Disability discrimination includes the failure to make reasonable accommodations for the employee or denial of employment in order to avoid having to make such reasonable accommodation. An employer need not accommodate an individual's disability if doing so would impose an undue hardship on the operation of the employer's business.

## **Federal Reserve Regulation O**

Regulation O governs extensions of credit by a bank to its executive officers, directors and other insiders. It provides overall limits on such extensions of credit and requires that such extensions of credit be made on substantially the same terms as, and following credit underwriting procedures that are not less stringent than, those prevailing at the time for comparable transactions by Blue Foundry with other persons that are not covered by this regulation. It contains additional restrictions with respect to loans to executive officers and requires that such loans be reported to Blue Foundry's Board of Directors.

## **Gramm-Leach-Bliley Act**

Title V of the Gramm-Leach-Bliley Act and its associated Regulations limit the ability of financial institutions to share information about consumers with non-affiliated third parties. In general, a financial institution may not disclose information about a consumer to a non-affiliated third party. A number of exceptions apply to permit disclosures that are necessary for the transaction of business with the consumer. In addition, financial institutions are required to provide written notices describing their privacy policies to each consumer when that consumer becomes a customer of Blue Foundry and thereafter when changes to the privacy policies occur.



## **Fair Credit Reporting Act**

The Fair Credit Reporting Act prohibits the disclosure of information relating to a consumer's creditworthiness, subject to certain limited exceptions. It also limits the circumstances under which credit reports about consumers may be obtained. Civil remedies, including fines and damages, may be awarded for violations of the Act; obtaining a credit report under false pretenses is a crime.

## **Fair Lending – ECOA – the Equal Credit Opportunity Act**

The statute requires financial institutions and other firms engaged in the extension of credit to “*make credit equally available to all creditworthy customers without regard to sex or marital status.*” Moreover, the statute makes it unlawful for “*any creditor to discriminate against any applicant with respect to any aspect of a credit transaction (1) on the basis of race, color, religion, national origin, sex or marital status, or age (provided the applicant has the capacity to contract); (2) because all or part of the applicant’s income derives from any public assistance program; or (3) because the application has in good faith exercised any right under the Consumer Credit Protection Act.*”

## **Unfair, Deceptive, and Abusive Acts and Practices (UDAAP)**

Section 1036 of the Dodd-Frank Act prohibits “unfair or deceptive acts or practices in or affecting commerce.” Financial institutions must comply with the Dodd-Frank Act and all published guidance by the federal regulators and the Consumer Financial Protection Bureau (CFPB) regarding managing risks relating to unfair, deceptive, and abusive acts and practices (UDAAP) and general guidance on measures that banks can take to avoid engaging in such acts or practices, including best practices. Financial institutions must also follow the requirements in the Federal Trade Commission’s Credit Practices rule (16 CFR 444), which is now enforced by the Consumer Financial Protection Bureau, and state law covering UDAAP.

## **Conscientious Employee Protection Act (Whistleblowing Law)**

Under the New Jersey “Conscientious Employee Protection Act”, it is unlawful for an employer to discharge, suspend or demote an employee under the following circumstances:

- The employee discloses or threatens to disclose to a supervisor or public body an activity, policy or practice of the employer that the employee has a reasonable objective belief is in violation of a law or regulation.
- The employee provides information to or testifies before a public body conducting an investigation or hearing concerning the employer’s alleged violation of the law.
- The employee objects or refuses to participate in an activity, policy or practice which the employee has a reasonable objective belief is in violation of a law or regulation or is fraudulent, criminal or incompatible with a mandate or public policy concerning the public health, safety and welfare.

The protection against retaliation, when a disclosure is made to a public body, does not apply unless the employee has brought the activity, policy or practice to the attention of a supervisor of the employer by written notice and given the employer a reasonable opportunity to correct the activity, policy or practice. However, disclosure is not required where the employee has a reasonable objective belief that the activity, policy or practice is known to one or more supervisors of the employer, or where the employee fears physical harm as a result of the disclosure provided that the situation is emergency in nature.

## **New Jersey's Regulated-Industry**

Since 1911, New Jersey state law has prohibited banks (and certain other highly regulated companies such as insurance companies and utilities) from “pay[ing] or contribut[ing] money or thing of value in order to aid or promote the nomination or election of any person, or in order to aid or promote the interests, success or defeat of any political party.” Pursuant to the ban, regulated-industry companies and their majority shareholders may not make direct or in-kind political contributions to New Jersey political recipients. The ban does not preclude regulated-industry companies such as banks, and their majority shareholders, from making independent expenditures with bank funds or utilizing bank funds to make contributions to Independent Expenditure Only Committees (a/k/a Super PACs). Despite the fact that independent expenditures are permitted under the law, no bank funds may be utilized for such activity without the prior written approval of either the Director of Human Resources or Chief Legal Officer.

## **New Jersey Pay-to-Play Restrictions**

New Jersey's statewide pay-to-play laws generally fall into two categories: (1) the Prohibition Laws; and (2) the Disclosure Law. A contribution greater than \$200 per election, by an Officer, to a recipient subject to the State Executive Branch Prohibition Law (i.e., P.L. 2005, c. 51 as amended by P.L. 2023, c. 30 ) may impact Blue Foundry's eligibility to enter into contracts with government entities in New Jersey. A contribution greater than \$200 per election, by an Officer or Director, to a recipient who is covered only under the Disclosure Law is subject to reporting but will not generally disqualify Blue Foundry from government contracting opportunities with New Jersey government entities. Contributions by employees who are neither Officers nor Directors are generally not subject to the Prohibition Laws or the Disclosure Law.

Under the State Executive Branch Prohibition Law, which was recently amended in April of 2023, covered recipients now only include gubernatorial/lieutenant gubernatorial candidate committees.

Contributions to New Jersey Continuing Political Committees (“CPCs”) and Political Action Committees (“PACs”) are subject to disclosure, but generally will not impact eligibility for State government contracts in New Jersey.

In some instances, New Jersey's pay-to-play restrictions cover contributions by the spouses, civil union partners and resident children of officers and directors. It is the officer's or director's responsibility to ensure that his or her spouse, civil union partner and resident children comply with the provisions of this Code of Conduct.

A supplemental disclosure memorandum and questionnaire will be distributed to all covered persons.

## **The Older Workers Benefit Protection Act**

The Older Workers Benefit Protection Act is a federal law that was enacted in 1990 in order to protect older workers from unlawful employment discrimination based on age. It prohibits employers from discriminating against older workers in benefits and staffing cuts and from requiring older workers to

waive their rights without following certain safeguards.

### **New Jersey Law Against Discrimination**

New Jersey's Law Against Discrimination prohibits an owner, manager or employee of any place that offers goods, services and facilities to the general public, from directly or indirectly denying or withholding any accommodation, service, benefit, or privilege to an individual because of that individual's race, creed, color, national origin, nationality, ancestry, marital status, domestic partnership or civil union status, sex, affectional or sexual orientation, gender identity or expression, or disability.