Code of Ethics

I. SCOPE

This Code of Ethics (the "Code") applies to all employees, officers (including officers who are also directors), and outside directors (except where specifically noted below) of Northeast Bank (the "Bank"). To the extent relevant, the Code also applies to institution-affiliated parties, such as agents, contractors and attorneys acting on the Bank's behalf. **The term "employee" as used herein refers to all of the above groups, unless the section in which the term is used specifically excludes outside directors or the context requires otherwise**.

II. INTRODUCTION

Each employee represents the Bank and is expected to act with integrity and maintain high ethical standards. This Code highlights the Bank's expectations regarding professional and ethical behavior. This Code is comprehensive, but not all encompassing. Accordingly, every employee is expected to observe the spirit as well as the letter of this Code. This Code is to be read, understood, and acknowledged (electronically or in writing) annually by all employees. This Code has been approved by the Board and will be updated periodically as needed to reflect changes in regulatory requirements or business activities.

The Bank encourages its employees to refer to this Code frequently. The Bank understands that this Code does not contain the answer to every situation an employee may encounter or every concern an employee may have about conducting the Bank's business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, you are encouraged to speak with the Bank's Chief Executive Officer (the "CEO").

The Bank has established a number of other policies which support this Code, and compliance with such policies is an essential component of complying with the Code.

III. SPECIFIC POLICIES

A. Conflicts of Interest

As an agent of the Bank, each employee is obligated to act in the best interest of the Bank. In varying situations and degrees, personal interests or activities of an employee may adversely affect the Bank and may involve some conflict with the interests of the Bank. Each employee should be constantly on the alert for potential conflicts of interest and should scrupulously examine any situation from which a personal benefit or gain might arise from knowledge acquired while conducting business for the Bank or from relationships with clients of the Bank.

A "conflict of interest" occurs when an employee's personal interest interferes with the interests of the Bank. Conflicts of interest may arise in many situations, including, without limitation:

- When an employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the best interests of the Bank;

- When an employee, or a member of his or her immediate family (spouse, children and parents or those dependent upon such employee, etc.) has a financial or other interest in a customer, borrower, or other person doing business with the Bank or its affiliated companies;

- When an employee or his or her family member receives some improper personal benefit as a result of the employee's position in the Bank.

Accordingly, for all business relationships with outside individuals, companies and organizations and for all personal undertakings, employees should:

a. consider that employment with the Bank, unless expressly agreed otherwise, is full-time;

b. protect their own reputations and the interests of the Bank against actual or potential conflicting interests with outside parties; and

c. avoid personal transactions or situations in which their own interests conflict or might be construed to conflict with those of the Bank or its clients, including transactions involving people or organizations with which an employee and/or his or her family have financial or other conflicts of interest.

In identifying actual and potential conflicts of interest, each individual's situation is different and an employee will have to consider many factors.

The Bank requires consultation and/or reporting of actual or potential conflicts of interest under certain circumstances:

- Notwithstanding anything else contained herein, all actual or potential conflicts must be disclosed in writing to the CEO.
- Furthermore, if the circumstances relating to an actual or perceived conflict or the circumstances that gave rise thereto change materially, these must be disclosed to the CEO.
- If there are any questions as to whether or not a specific act or situation presents, *or appears to present*, a conflict of interest, an employee should consult with the CEO.
- Any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the CEO.
- Conflicts of interest involving the Chief Executive Officer of the Bank should be disclosed directly to the Chairman of the Board of Directors of the Bank.
- Any suspicion of conduct affecting the integrity of the Bank's financial reporting should be reported in accordance with the Bank's Financial Reporting and Accounting Complaint Policy, which provides for "Anonymous Incident Reporting" through an independent third-party provider. The name and contact information of the current provider is appended to this Code.

B. Dual Relationships with Clients

This Section applies to officers and employees, but not to outside directors (who should apply the general conflict of interest avoidance principles discussed above).

Compensation for Services Rendered. When a relationship with a client, vendor or any other person who deals with the Bank or one of the Bank's affiliated companies is fundamentally the result of employment by the Bank, neither the employee nor any member of his or her immediate family should accept compensation from the client for services rendered. Likewise, compensation should not be accepted from any source for rendering services that might properly be performed by the Bank as one of its regular services.

Business Relationships with Clients. No employee may have any business relationship in which the employee has a potential financial interest with any borrowing client of the Bank. This prohibition applies to any business relationship with the client or his/her related interests, and it is not restricted to a business relationship with the specific borrowing entity or the specific project that is a borrowing client. As noted above, if you have any questions or concerns about a relationship that may resemble or involve a conflict, please contact the CEO.

C. Outside Activities

The Bank recognizes and respects the right of its employees to engage in outside activities that they may deem proper and desirable, provided that they avoid situations that present a potential or actual conflict of interest or perception of one, and provided that: (1) these activities are legal; (2) they do not impair or interfere with the conscientious performance of the employee's duties for the Bank; (3) they do not involve the misuse of the Bank's influence, facilities, Bank or customer information, intellectual property or other resources; (4) they do not divert opportunities from the Bank; (5) they do not reflect discredit upon the name and reputation of the Bank; and (6) they do not prevent (or give the appearance of preventing) the employee from fulfilling his or her obligation to act in the best interests of the Bank and its customers.

D. Outside Directorships

Charitable and Civic Organizations. Employees are encouraged to accept appointments as trustees or directors of nonprofit organizations such as educational, religious, civic, health and welfare institutions. Decisions to participate in such activities should be evaluated based on any potential conflict or perception of conflict of interest and on the level of time commitment required, to avoid interference with the employee's responsibilities at the Bank.

Business Entities. This paragraph applies to officers and employees, but not to outside directors. While the Bank recognizes its obligation to make appropriate contributions to the management of business entities (that are not financial institutions), the acceptance of directorships may pose special conflict of interest issues for employees. Accordingly, invitations to join a for-profit board should be discussed and evaluated with and approved by the CEO.

Other Financial Institutions (Dual Service). Employees should be aware that various statutes and

regulations either prohibit, or permit only within specific limits, certain types of dual service by an officer of a bank. As a matter of policy, an employee is not permitted to serve as a director, trustee, officer or employee of any other commercial bank, banking association, bank holding company, savings bank, cooperative bank, credit union, savings and loan association or trust company.

In order to conform with applicable banking regulations and Bank policies, a record should be maintained of all outside affiliations of employees. Employees are requested to report annually all outside affiliations.

E. Gifts; Prohibitions Under the Bank Bribery Act

Under the federal Bank Bribery Act, that, subject to the exceptions listed below, no Bank officer, employee, director, agent, or attorney may either:

a. solicit for themselves or for a third party (other than the Bank) anything of value from any person or organization in return for any Bank business, service, or confidential information; or

b. accept anything of value (other than bona fide compensation) from any person or organization in connection with Bank business, either before or after a transaction is discussed or consummated.

In addition, no Bank officer, employee, director, agent, or attorney may offer or provide anything of value to any person or organization in return for any Bank business, service, or confidential information.

The following is a list of exceptions to the general prohibition against providing or receiving things of value in connection with the Bank's business. Notwithstanding these exceptions, a person subject to this policy may not accept or provide a series of payments or things of value that by their pattern and/or intent are designed to evade or have the effect of evading the Code.

a. You may accept or provide meals, refreshment, entertainment, accommodations or travel arrangements, so long as they are of reasonable value (modest and nominal value); provided in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations; and provided that the expense would be paid for by the Bank as a reasonable business expense if not paid for by another party.

b. You may accept loans from other banks or financial institutions made on customary and on non-preferential terms to finance proper and usual activities of Bank officers and employees, such as home mortgage loans. This exception does not apply if the loan is otherwise prohibited by law or is limited by the insider lending restrictions described under "Extensions of Credit to Insiders" below.

c. You may accept or provide advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars, reasonably modest mementos of transactions, and similar items.

d. You may accept discounts or rebates on merchandise or services that do not exceed those

available to customers not affiliated with the Bank.

e. You may accept or provide gifts of reasonable value (modest and nominal value) that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday.

f. You may accept awards of reasonable value (modest and nominal value) in recognition of service and accomplishment from civic, charitable, educational, or religious organizations.

g. You may accept or provide gifts, gratuities, amenities or favors based on obvious family or personal relationships (such as those between the parents, children or spouse of a Bank officer or employee) where the circumstances make it clear that it is those relationships, rather than the business of the Bank, which are the motivating factors.

The Bank may, on a case-by-case basis, approve of an individual's giving or acceptance of something of value in connection with Bank business in addition to the exceptions listed above, provided that such approval is made in writing on the basis of a full written disclosure of all relevant facts and is consistent with the Bank Bribery Act.

If you are offered or receive something of value from, or desire to offer or provide something of value to, a customer or vendor beyond what is authorized in this Code, **you must disclose that fact,** in writing, to the CEO. Management will review such disclosures and approve the transaction in question if it is determined to be reasonable and not to pose a threat to the Bank's integrity. Bank management will keep contemporaneous written reports of such disclosures.

F. Investments and Trading of Securities

This Section applies to officers and employees, but not to outside directors. Outside directors are, however, required to comply with the provisions of the Bank's Insider Trading Policy.

The investment of personal funds as a way to participate in the growth of the economy and to provide for the future is proper and worthwhile. However, the Bank and its employees must be aware that, to the public, personal financial affairs reflect on the character and integrity of the Bank. The following standards are guides to minimize the risks that may arise from the way investments are selected and financed:

a. Although the choice of investments is a personal matter, the nature of the Bank or a Bank employee's position with the Bank requires adherence to an appropriate and prudent investment policy. For additional guidance on personal investing by employees and officers, see the Bank's Insider Trading Policy (the "Insider Trading Policy").

b. Information provided by customers in the normal course of business that is not available to the general public must never be used as a basis for personal investment decisions.

c. Investments by employees in securities issued by the Bank's borrowers must be promptly reported, in writing, to the Chief Financial Officer, and may be made only in conformity with the restrictions of state and federal securities laws applicable to purchases and sales of securities

by "insiders." See the Insider Trading Policy for details on reporting such purchases.

In the case of actively traded securities of a Bank client, or of Bank stock, employees are responsible for observing the strict and rigorously enforced provisions of the federal Securities Exchange Act and regulations thereunder, which prohibit purchases or sales or the sharing of information or the provision of "tips" to external parties by persons having material "inside" information (*i.e.*, information not generally available to the investing public). In summary, these regulations prohibit transactions unless all significant information concerning the value of the securities has been available to the public for a reasonable period of time. For detailed information regarding trading in Bank stock, employees should refer to the Bank's Insider Trading Policy.

G. Extensions of Credit to Insiders

State and federal laws impose requirements on extensions of credit and certain non-credit transactions with insiders, defined for those purposes as the Bank's executive officers, directors and principal shareholders. Generally, these laws and their implementing regulations place limits on the size and purpose of such loans and require disclosures and board approvals. There are also requirements pertaining to non-credit transactions involving the assets or services of the Bank by insiders. Transactions subject to these regulatory requirements are covered by the Bank on extensions of credit to executive officers, directors, and principal shareholders and insider transactions other than extensions of credit. Please refer to that Policy (commonly known as the Regulation O Policy) for detailed guidance on this subject.

H. Bank Purchases

Any employee engaged in the purchase of goods or services on behalf of the Bank should do business with reputable vendors in an equitable and transparent manner and in the best overall interest of the Bank. Refer to the Bank's Third-Party Relationship Management Policy for detailed direction and procedures regarding the procurement process.

I. Prohibition on Entertainment of Public Officials

It is the policy of the Bank that officers and employees of the Bank may not offer or give anything of "substantial value" to public officials to influence an official action or influence that public official in the performance of his or her official duties. It is important to note that there does not need to be a proof of corrupt intent to establish a violation of this law; the mere providing of gratuities (entertainment, lodging, gifts, etc.) when in excess of $50 or on a frequent basis would be construed as seeking the goodwill and/or influence of the public official. Substantial value, for purposes of this section of the Code, is defined as a gratuity which exceeds $50 or a series of gratuities which in the aggregate exceed $50.

J. Political Contributions and Activities

An employee may choose to make personal political contributions from their own personal assets. An employee may participate in political activities, but in doing so they may at no time identify themselves as representing the Bank. Employees considering running for public office should notify the Director of Human Resources prior to submitting interest.

K. Confidentiality

The business of the Bank involves matters of a highly private nature. Employees are responsible for safeguarding sensitive information whether in digital or physical format and complying with related policies including but not limited to information security. It is imperative that client information be kept in the strictest confidence and that it not, under any circumstances, be revealed to any person who is not directly involved in the pertinent transaction or who does not require the information in order to carry out their responsibilities. Similarly, proprietary financial information, business strategies and records of the Bank or its affiliates are confidential and must not be used or disclosed except for legitimate business purposes or when required by law or regulation. The integrity of the Bank's books and records is critical, and employees are responsible for the proper reporting and disclosure of financial information. The use or disclosure of confidential information about a client or anyone else, without the client's consent, to further the interests of someone other than the client is improper. For further details please refer to the Bank's Privacy Policy.

L. Personal Use of Bank Property

Each employee shall exercise particular care in the use of the Bank's supplies, systems or other property. The use of such property for personal reasons is to be avoided, and in no event should such use interfere with the performance of any employee's duties to the Bank. Each employee shall respect the limited access to certain systems and communication channels proprietary to the Bank, such as on-line services including, without limitation, the Internet, and shall in no way jeopardize the preservation of client and internal confidentiality which underlies such limitation of access.

M. Legal Advice

The Bank recognizes the exclusive authority of attorneys to practice law and to give legal advice. Employees who are not attorneys cannot and should not practice law or give legal advice. Therefore, extreme care must be exercised in discussions between customers and employees; nothing should be said that might be interpreted as the giving of legal advice. Customers who have a legal question about a proposed transaction should be advised to seek advice from their own (not the Bank's internal) legal counsel.

N. Job-Specific Codes of Conduct

Employees are expected to adhere to the policies, procedures and generally accepted professional practices governing their specific job's duties or responsibilities.

O. Integrity of Records

The integrity, reliability and accuracy of the Bank's books, records and financial statements is fundamental. No employee may cause the Bank to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, executive officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Bank. Similarly, executive officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Bank's books and records.

P. Protection of Bank and Client Funds and Property

Everyone connected with the Bank is responsible for the protection of Bank property and Bank and client funds. It is also every employee's responsibility to ensure that all records and accounts of the Bank are maintained accurately. Moreover, employees are expected to adhere to the Bank's internal controls over the safeguarding of assets.

Any misapplication or improper use of Bank or client funds or property must be reported to federal and state authorities, and it is the obligation of every employee to report any such occurrences to the Bank's CEO immediately. Full cooperation aids not only the Bank but also you and your fellow employees. Failure to report any such incident could be cause for disciplinary action, including dismissal.

Anyone suspected of theft or misapplication of Bank funds will be investigated to the fullest extent of the law and face possible prosecution.

Q. Bank Commitments

It is vital that the Bank's word be viewed as its bond. Thus, no employee may make any actual or apparent commitments, formally or informally, regarding the Bank without proper prior authorization in accordance with existing procedures.

R. Compliance with Laws, Regulations and Bank Policies

The Bank's directors, executive officers and employees generally have other legal and contractual obligations to the Bank and are required to comply with all applicable Federal and State laws and regulations. This Code is not intended to reduce or limit such other obligations. Instead, the standards in this Code should be viewed as the minimum standards that the Bank expects from its directors, executive officers and employees in the conduct of the Bank's business. All Bank employees are expected to conduct themselves in accordance with all applicable local, state and federal laws and regulations as well as with internal policies.

S. Candor with Examiners, Auditors, and Legal Counsel

Employees must be truthful and candid in their dealings with the Bank's examiners, auditors, and legal counsel.

T. Professional Demeanor

Consistent with our standards of exemplary client service, employees of the Bank are expected to conduct their work in the most professional and courteous manner while conducting business on behalf of the Bank, both with clients and other professional associates (*e.g.*, examiners and auditors) and internally with co-workers. Respectful and tactful communications among employees are expected at all times.

U. Obligation to Report Changed Personal Circumstances

Employees shall notify the CEO or the Director of Human Resources, as promptly as possible, of any change in personal circumstances, including any arrests, indictments, convictions, bankruptcy filings,

lawsuits, verdicts, or judgments in which they personally or any of their related business interests may be involved, that may adversely affect their continued eligibility or suitability to hold a position as director, officer, or employee of the Bank.

V. Obligation to Know the Code

Each employee is expected to be familiar with the Code's contents, to comply with its requirements, and to keep it available for future reference. As part of the Bank's New Hire Training and Annual Compliance Policies Training, employees are required to review and acknowledge the Codes of Ethics. All managers and senior officers are responsible for monitoring and enforcing the Code. Questions regarding the interpretation or administration of this Code should be referred to the CEO.

IV. REPORTING CONCERNS UNDER THE CODE

Personal honesty demands an atmosphere that fosters personal candor and maintaining that atmosphere is among the highest priorities of the Bank. If you have knowledge of apparent violations of this Code, or of any questionable actions affecting the Bank, you are urged to report it to the CEO (or other designated recipient as set forth herein). The CEO is responsible for investigating such matters and can do so without arousing suspicion or casting aspersions on the character and reputation of the person in question. By going directly to the CEO and explaining the circumstances of your suspicions, you protect yourself and the reputation of any other person if the suspicion turns out to be a misunderstanding or the transaction in question is not against Bank policy. The identity of employees who report such information is confidential and no reprisal may or will be taken against them. Any reprisal would itself be a breach of this Code.

V. VIOLATIONS OF THE CODE

Violations of this Code may be grounds for disciplinary action up to and including termination of employment. Such action is in addition to any civil or criminal liability which might be imposed by federal or state regulatory agencies or courts.

The Board of Directors is ultimately responsible for ensuring that compliance with applicable laws, regulations and internal policies receives high priority by Bank management.

VI. APPENDIX

The current provider of Anonymous Incident Reporting is Syntrio (part of Mitratech), who can be contacted by going to their website, https://report.syntrio.com/northeastbank.