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<b>Organization Functional Area:</b>	<b>Tompkins Financial Corporation</b>
<b>Policy For:</b>	<b>Code of Conduct</b>
<b>Board Approved:</b>	<b>April 2019</b>
<b>Last Revision Date:</b>	<b>January 2016</b>
<b>Department/Individual Responsible for Maintaining/Updating Policy:</b>	<b>Human Resources</b>

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**Tompkins Financial Corporation  
and All Subsidiaries Thereof.**  
(herein referred to collectively or individually as the “Company”)

**CODE OF CONDUCT FOR OFFICERS AND EMPLOYEES**

The Company is committed to maintaining the highest standards of professional conduct. The Company is an institution of public trust and its officers and employees must keep this trust. The Company’s reputation is dependent upon the good judgment, ethical standards, and personal integrity of every employee. Accordingly, the Company expects its officers and employees not only to comply with all applicable federal, state, and local laws, but also to maintain the highest standards of personal integrity, fairness, honesty, and good judgment.

The following Code of Conduct sets forth standards of conduct for all Company officers and employees. In addition to these standards, each officer and employee must comply with all applicable laws, rules, regulations, and guidelines/policies in the Team Member Handbook which govern his or her conduct as an employee of the Company. Failure to comply with these rules and procedures may subject the employee to corrective action, up to and including immediate dismissal from employment.

Wherever the term “Company Chief Executive Officer” is used, it shall refer to the officer of that title in the Company within which the officer or employee works. “Tompkins” or the “Company” with reference to any officer or employee shall mean and refer to Tompkins Financial Corporation, including any subsidiaries thereof.

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A. **Confidentiality**

Officers and employees shall honor the privacy of Tompkins' customers and shall hold in confidence information received by them, as well as confidential information of the Company itself. The Company is legally obliged to protect the privacy of its customers' personal financial information. The Company's privacy practices are set forth in a privacy policy distributed to customers, and all officers and employees must adhere to this policy.

**Consistent with this policy, no officer or employee may access, use or disseminate any confidential information, except as required for the normal performance of his or her job or as permitted under the Company's privacy policy.** Confidential information includes all non-public personal customer information such as account and personal financial information, payment history, overdraft history, and credit or debit card purchase information. It also may include information or materials concerning plans, forecasts, decisions, problems, capabilities, intentions, contingencies, and timing of actions of customers or the Company. By way of example, such information would include: regulatory examination reports or reports filed or prepared for regulators; and proprietary information pertaining to the Company or its customers relative to planned mergers and acquisitions, investments, trading, earnings, cash flow, business plans, marketing strategies, or business opportunities. Such information may be available to officers and employees in many forms. It may be in the spoken word, printed or written on paper, stored in electronic form, or appear on a video display terminal. Regardless of what form it may take, confidential information must not be discussed with family members or business or social acquaintances. Such information must not be discussed with other Company employees unless they have a Company-determined need to know for purposes of performing their jobs. Inadvertent disclosures, such as through conversations in public places, must be

avoided. Information contained in the financial records of a customer must never be provided in response to an informal request. Disclosures at the request of government agencies or in accordance with a subpoena must be made only in accordance with the Company's specific procedures for responses to such requests, and where applicable, after clearing any such disclosure with counsel for the Company.

B. **Community Activities**

Officers and employees of the Company are encouraged to participate in charitable, political, and community activities. Such individuals must make sure that it is clear to others in each case that they are acting as individuals rather than as representatives of the Company. Non-exempt employees should discuss such participation with their supervisors in advance to determine whether their time is, or is not, considered compensable in accordance with Company policy.

Officers and employees may accept directorships of charitable and non-profit organizations, provided that such positions do not impair their ability to meet the performance standards of their position with the Company. The Chairman of the Board of Tompkins, however, must approve acceptance of directorships for other types of corporations. Regardless of the type of corporation, any officer or employee serving as a director of any outside corporation must abstain from voting with respect to any transaction involving the Company; further, such transactions may require approval pursuant to the Company's Related Party Transactions Policy, and it is the responsibility of such officer or employee to report the transaction and otherwise to verify compliance with this policy.

Company facilities, equipment, and personnel must not be used in connection with any local, state, or federal election or campaign.

C. **Outside Business Activities or Employment**

Employees must devote their full time and energy to the Company's business during normal business hours. Employees are prohibited from engaging in outside business activities or employment if it could result in a compromise of the employee's or the Company's integrity (e.g.: making a substantial investment in, planning to perform or performing services for a customer, competitor, or supplier of the Company). Further, employees must refrain from outside business activities where such business activities could impair their mental or physical effectiveness during the Company's normal business hours. Prior to engaging in outside business activities, an employee should discuss doing so with his or her supervisor and/or the designated individual responsible for Human Resources.

D. **Conflict of Interest**

Officers and employees are prohibited from engaging in any activity or practice which conflicts with, or appears to conflict with, the interests of the Company, and shall ethically address all actual or apparent conflicts of interest between personal and professional relationships, as follows: Officers and employees must avoid conflicts of interest and promptly disclose and/or refer questions and/or concerns about potential conflicts to their supervisor, or the designated individual responsible for Human Resources, to ensure compliance with the Company's Related Party Transaction Policy. In any case where the provisions of this Code of Conduct conflict with the obligations of the Company or its executive officers under the Related Party Transaction Policy, the applicable provisions of the Related Party Transaction Policy will control.

The Company shall not enter into purchases, sales, or business transactions of a material nature (including service contracts, use of facilities and personnel, and payment of

brokerage and appraisal fees) with any officer or employee, or a Related Party of either, unless such transaction is in the ordinary course of business and upon terms and conditions which do not favor such officer, employee or related party. The term "Related Party" includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee). In addition, certain business transactions (e.g., loans, leases, sales or purchases of assets or services) between the Company and executive officers and directors of the Company or a Related Party of an executive officer or director are subject to review and regulation by the Company. Business transactions of this type must be brought to the attention of the employee's supervisor in order to determine if the particular transaction must by law be disclosed to and approved by the Company's Board of Directors, and/or the Nominating and Corporate Governance Committee.

An officer or employee must not represent the Company in any transaction in which he or she, or a Related Party, has any material connection or substantial financial interest. Transactions involving close personal friends may also present a potential conflict of interest. This does not apply to routine transactions, such as teller transactions.

No officer or employee may accept a benefit or interest under a will or trust made by a customer of the Company, unless there is a family relationship, or if such will or trust pre-dates the officer or employee's association with the Company. Officers and employees may not serve as executor, trustee, guardian, or committee for a customer, except in regard to their own immediate family. Exceptions to this policy may be granted only by the Company's Chief Executive Officer.

Officers and employees are prohibited from self-dealing or otherwise using their positions with the Company to further their own interests, and must immediately disclose to the Company's Chief Executive Officer any potential conflict of interest of which they are aware, including those in which they have inadvertently become involved due to business or personal relationships with customers, suppliers, business associates, or competitors of the Company.

All dealings with customers, prospects, suppliers, and competitors must be conducted in accordance with the law, Company policy, and on terms that are fair and in the best interests of the Company. Decisions relating to placement of the Company's business with current or prospective customers and suppliers must be based solely on business considerations. Employees must not allow personal relationships with current or prospective customers or suppliers to influence business decisions.

E. **Acceptance of Gifts and Entertainment**

Officers and employees must be free from the appearance of influence or obligation toward others. Accordingly, they must not seek, request or accept, whether on their behalf or that of a family member, a loan from any customer of the Company, including in particular, anyone maintaining a trust or investment management account at the Company. In addition the solicitation or acceptance of any bribe or gift of value (such as entertainment, services, discounts or goods) in connection with any Company business is prohibited.

The following, however, constitute appropriate exceptions to the general prohibition against acceptance of any item of value:

1. Acceptance of meals, refreshments, accommodations, travel arrangements, or entertainment, all of reasonable value (as determined by the Company), on



infrequent occasions 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, provided that the expense would be paid for by the Company as a reasonable business expense if not paid for by another party;

2. Acceptance of advertising or promotional material of reasonable value (as determined by the Company), such as pens, pencils, note pads, key chains, calendars, and similar items;
3. Acceptance of gifts valuing \$100.00 or less, which are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday, or birthday, as long as it is clear from the circumstances that the customer is not trying to exert influence over the Company officer or employee;
4. Acceptance of gifts, gratuities, amenities, or favors based on obvious family or personal relationships (such as those between the parents, children, or spouse of a Company employee), where the circumstances make it clear that it is those relationships rather than the business of the Company that are the motivating factors.
5. Acceptance of discounts or rebates on merchandise or service that do not exceed those available to other customers;
6. Acceptance of civic, charitable, educational, or religious organization awards for recognition of service and accomplishments.
7. Acceptance of gifts related to business events which are given to attendees, as part of the event, of up to \$100.00 value.

Any officer or employee who is offered or receives something of value beyond what is authorized must immediately disclose this fact to the Company's President and Chief Executive Officer, who shall maintain a written report of such disclosure. Disclosures shall include the name of the person giving the gift, company affiliation, nature of the gift, the value, and circumstances surrounding receipt of the gift. Disclosure, however, does not waive the Company's right to dismiss or otherwise discipline an employee who accepts a gift in violation of this Code of Conduct. These reports may be made available to Company officers and directors, the Company's certified public accountants, appropriate regulatory agencies, and, where required, the Department of Justice or other law enforcement agencies.

F. **Business Conduct and Ethics**

Officers and employees must not give customers legal, tax or accounting advice. It is against the law and contrary to Company policy for an employee to engage in the unauthorized practice of law or accounting. The foregoing prohibition does not apply to the following (referred to as the "**Professional Employees**"): (a) those employees of the Company's subsidiary, Tompkins Trust Company, who, as part of their job, are qualified to and regularly provide tax and accounting advice, and (b) those employees of the Company who, as part of their job, are licensed and qualified to provide legal advice to the Company and its subsidiaries (including its and their respective Boards of Directors). All Professional Employees are required to maintain, in good standing, professional accreditation and any licenses required (by law, regulation, or by their job description) to perform their normal job duties. All other employees whose job duties require certain types of accreditation, or whose accreditation has been sponsored by the Company or recognized

as a component of their job performance, must maintain such accreditation in good standing, unless otherwise approved by Human Resources.

All officers and employees must handle their own personal finances responsibly to maintain the reputation of the Company. In this regard, officers and employees must promptly discharge their personal debts and avoid unauthorized overdrafts on their accounts.

No officer or employee may embezzle, abstract, steal, or willfully misapply any of the monies, funds, credits, or assets of the Company or any monies, funds, assets, or securities entrusted to the care or custody of the Company.

The use of Company funds or assets by officers or employees for any non-Company business or unethical purpose is not only illegal, subjecting such person to prosecution, fines, or imprisonment, but also is strictly prohibited by the Company.

No undisclosed or unrecorded fund or asset of the Company may be maintained or established for any purpose. Further, no intentional false entries may be made in the Company's records, and no payment on behalf of the Company may be made or approved with the understanding that it will or might be used for something other than the stated purpose.

Under no circumstances may an employee or officer of the Company be paid a rate of interest on his or her deposit that exceeds the rate available to non-employee customers making like deposits.

G. **Information Security**

The Company maintains and operates computer systems in connection with providing products and services to customers. These systems house confidential information pertaining to customers and the Company, and, consequently, adequate steps must be taken

to assure to the maximum extent possible that such information is kept secure and confidential. One of the principal means of doing this is through proper use of passwords. Since passwords serve as the employee's key to the system, they must be secured in such a manner to avoid disclosure to or use by anyone other than the employee issued that password. In addition, a computer entrusted to an employee must be used in accord with Company policy applicable to such use. The Company maintains a Information Security Policy which can be found on the corporate intranet. Each employee must review, be familiar with, and fully comply with this policy.

H. **Insider Trading**

All officers and employees must be familiar with and comply with the Tompkins Financial Corporation Securities Law Compliance Manual (including the Tompkins Insider Trading Policy) which relates to how, when and under what circumstances Tompkins' stock may be traded. The following information is merely a high-level summary of your obligations, and you are therefore required to review and comply with your obligations under the manual & insider trading policy in their entirety. No officer or employee shall trade in the stock of the Company, while having knowledge of material information about the Company that has not been made widely available to the investing public. "Trading" includes purchases and sales of stocks, bonds, debentures, options, puts, calls and other securities and also includes sales of stock an employee acquires by exercising employee stock options and other trades made pursuant to an investment direction under an employee benefit plan such as the Tompkins' Investment and Stock Ownership Plan. "Material information" is any information that could be expected to affect the investment decision of a reasonable investor or to alter significantly the market price of Tompkins' stock. Examples of information that ordinarily

would be regarded as material include possible or pending mergers or acquisitions, proposals to increase or reduce dividends, operating results (whether favorable or unfavorable) and other significant developments in structure or operations, such as significant changes in management, pending private or public sales of securities, knowledge of a breach or unauthorized access of our information systems or technology infrastructure, or significant business initiatives. Once Tompkins has released such information, officers or employees *must* refrain from trading in Tompkins' stock until sufficient time has passed to ensure that the information has been widely distributed. Since Tompkins' announcement of its quarterly financial results has the potential to have a material effect on the market for its securities, the Company's executive officers and their family members *must* limit trading in Tompkins' securities to quarterly trading windows, all other employees of the Company are *strongly encouraged* to limit trading in Tompkins' securities to quarterly trading windows. Each quarterly trading window “opens” on the third business day after Tompkins publicly announces its quarterly financial results and closes four weeks prior to the end of the next fiscal quarter. Thus, for example, if Tompkins publicly announced its quarterly financial results on a Monday, the trading window will open on Thursday. If an officer or employee is in possession of material nonpublic information he or she is prohibited from trading under Tompkins' Insider Trading Policy whether or not it is within a quarterly window.

Executive Officers must also be aware of liability for “short-swing profits” under Section 16(b) of the Exchange Act, which is known as the “Short-Swing Profits Rule.” The Short-Swing Profits Rule requires that if a director or executive officer makes a purchase and sale or a sale and purchase of any equity securities of Tompkins Financial (other than in exempt

transactions) within any six-month period, he or she must remit to Tompkins Financial any profit deemed to have been realized from the transactions. It is not unlawful to make a purchase/sale or sale/purchase transaction within a six-month period, but the insider must return to Tompkins Financial all profits deemed to have been made as a result thereof. LIABILITY UNDER SECTION 16(b) IS IMPOSED IN A MECHANICAL FASHION, WITHOUT REGARD TO WHETHER THE INSIDER INTENDED TO VIOLATE THE SECTION OR WHETHER THE INSIDER ACTUALLY TRADED ON INSIDE INFORMATION. GOOD FAITH AND INADVERTENCE, THEREFORE, ARE NOT DEFENSES. All that is necessary for a successful claim is to show that the insider realized profits in a non-exempt short-swing transaction.

Purchases and sales by an insider may be matched with transactions of any person whose securities may be deemed to be beneficially owned by the insider (such as certain family members and related or controlled corporations and entities). A bona fide gift of Tompkins Financial securities is not considered a sale for purposes of the short-swing profit recover provisions of Section 16(b), although the gift must be reported on Form 5. However, any of the Tompkins Financial securities given by a director or executive officer to a spouse or other family member sharing the same household will be considered as beneficially owned by the insider, and any subsequent sale of such securities will be attributed to the director and executive officer and must be reported. Moreover, such sales can be matched with purchases for the purpose of determining whether there is insider short-swing profit that Tompkins Financial may recover. However, a gift to an independent donee such as a school, church, foundation or other charity would not be a sale by the director or executive

officer, and any subsequent sale by such donee will not be reportable and will not be matched with any purchases by him or her for short-swing profit recovery purposes.

I. **Anti-Discrimination**

Consistent with the Company's Affirmative Action and Equal Employment Opportunity Policy (*see* policy), no officer or employee may engage in or permit to occur any form of harassment or unlawful discrimination because of sex, sexual orientation, race, creed, color, national origin, age, marital status, disability, military or veteran status, domestic violence victim status, predisposing genetic characteristic, or any other status protected by federal, state, or local law, rule, or regulation. The Company is also committed to preventing discrimination and harassment against qualified individuals with disabilities and to providing reasonable accommodations, both with respect to employment-related matters and access to the Company's facilities and services (*see* ADA / Reasonable Accommodations Policy). Tompkins and each company has adopted and enforces employment policies which implement this provision, such as: Americans with Disabilities Act / Reasonable Accommodation Policy; Affirmative Action and Equal Employment Opportunity Policy; Zero Tolerance for Harassment Policy; Anti-Workplace Violence Policy; and Non-Retaliation and Employee Complaint Policy. Each employee must review, be familiar with, and fully comply with each of these policies.

J. **Reporting and Compliance Obligations**

To the extent that any officer or employee in his or her job is responsible to provide information to be used in the preparation, submittal and/or filing of reports or other documents by the Company to or with the Securities and Exchange Commission ("SEC") or any other governmental agency or department, that officer and/or employee, to the best

of his or her ability, must provide information which is accurate and complete in a timely manner so that the Company's disclosures in those reports or documents are full, fair, timely, accurate and understandable.

Any employee who witnesses or has evidence of any conduct which he or she in good faith believes to be a violation of any provision of this Code must promptly report this suspected violation to the Company's Senior Vice President, Director of Human Resources.

The Tompkins Ethics Hotline, maintained by a third party administrator, Lighthouse Services, Inc., is also an avenue to report any concerns:

Hotline: (844)405-0002

Website: [www.lighthouse-services.com/tompkinsfinancial](http://www.lighthouse-services.com/tompkinsfinancial)

Employees with concerns regarding compliance matters, including acts of fraud, corruption, violations of laws, rules or regulations, and health and safety violations, are encouraged to refer to the "Fraud & Whistleblower Protection Policy", located on the company intranet.

K. **Penalties for Non-Compliance**

Failure to comply with this Code of Conduct or any of the policies of the Company may be cause for corrective action up to and including the employee's dismissal and also may subject the employee to criminal penalties. Further, the Company is not obligated to defend any violator against a lawsuit or criminal charge by a regulatory authority, shareholder, or any other person.

Each officer and employee must acknowledge in writing, and/or electronically, his or her receipt of a copy of the Company's Code of Conduct, and agree to comply with the same.

In addition, each officer and employee of the Company must review this Code of Conduct yearly and acknowledge that he or she has done so in writing, and/or electronically.



## ANNUAL REVIEW and ACKNOWLEDGMENT

As an officer / employee of Tompkins Financial Corporation / Tompkins Trust Company / Tompkins Insurance Agencies, Inc. / Mahopac Bank / The Bank of Castile / VIST Bank (**strike the inapplicable**) ("the Company"), I acknowledge that as of this date I have reviewed the Company's Code of Conduct and Employment Policies including the following: Americans with Disabilities Act / Reasonable Accommodation; Affirmative Action and Equal Employment Opportunity; Zero Tolerance for Harassment; Military Leave; Health Insurance Portability and Accountability Act; Anti-Workplace Violence; Non-Retaliation and Employee Complaint Policy; Information Security Policy; Fraud & Whistleblower Protection Policy; Securities Law Compliance Manual (including the Tompkins Insider Trading Policy); and [Related Party Transactions Policy](#).

I understand that it is my responsibility to read the Company's Code of Conduct and Employment Policies and to abide by them. I understand, too, that my failure to comply with any provision of the Code of Conduct or any Employment Policy could subject me to corrective action, up to and including my immediate dismissal or removal.

I understand that the Company may change these policies from time to time, and that I may be notified of these changes orally, via email, or otherwise. I understand that it is my responsibility to remain familiar with the terms of the Company's Code of Conduct, Employment Policies and all other Company Policies.

I understand that nothing contained in the Company's Code of Conduct, Employment Policies or any other Company Policy is intended to (and this document shall not) create a contract of employment, or to guaranty my right to future employment for any length of time.

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(Printed Name)

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\* \* \* To be electronically acknowledged \* \* \*

(Signature)

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(Date)