

## **Nicolet Bankshares, Inc.**

### **Code of Ethics**

In this policy, “Nicolet” refers to Nicolet Bankshares, Inc. and its wholly-owned subsidiaries, collectively and individually. As Nicolet continues to grow it becomes increasingly important to remember how we got here. It is our collective vision and values that make Nicolet National Bank the best community bank for our customers and for us as employees and directors. This Code is designed to serve as a reminder to all Nicolet employees of these values as well as those actions that fall outside of our internal philosophy and, in many circumstances, the law.

This Code applies to all Nicolet employees and to Nicolet Directors (collectively referred to as “Covered Persons”) as applicable. This Code applies throughout the Nicolet organizational structure as a general statement of policy. The duties and responsibilities set forth in this Code are intended to apply equally to Nicolet Bankshares, Inc. and all of its subsidiaries. This Code of Ethics is further helpful in deterring wrongdoing, whether intentional or unintentional, and in promoting:

- (i) The Covered Person’s duty of loyalty to Nicolet through honest and ethical conduct, including the ethical handling of actual or apparent conflicts of financial interest in both personal and professional relationships;
- (ii) The avoidance of conflicts of financial interest, of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- (iii) Full, fair, accurate, timely, and understandable disclosure in reports and documents;
- (iv) Compliance with applicable governmental laws, rules and regulations;
- (v) The prompt internal reporting of Code violations;
- (vi) Accountability for adherence to the Code.

It is important to note that there may be additional policy statements on specific issues that provide more information on a subject and more detailed guidance as to what is expected or required. It is the intent that all policies on the same or similar subject matters will be consistent and will not conflict or contradict, thus requiring compliance with all policies. **Most particularly Nicolet maintains a separate Insider Trading Policy and a separate Whistleblower Policy, each considered to be integrally important to and consistent with this Code of Ethics.**

*This Code begins with the foundation of our success...*

## **Vision and Value Statement**

### **External Vision Statement**

Through dedicated and experienced bankers, Nicolet will serve the communities in which it operates, offering best-in-class products and services while always keeping the customer's interest as our primary focus. This opportunity is heightened by the weaknesses of our competitors, primarily the structural conflicts between shareholders, management, and their markets. Together these efforts related to service will translate to success for the Nicolet owner/managers.

### **Internal Vision Statement**

Our vision includes the 3 Circles of Customers, Employees, and Shareholders. We will guard and enhance the alignment of interests between ownership, management and customers at Nicolet. We will have an owner-managed culture and a high concentration of Board ownership. We will continue to foster an executive management team which leverages our individual strengths and mitigates our individual weaknesses. We know that our collective talent harnessed to Nicolet values will create superior value for our customers and shareholders. We will serve our customers and each other by living our values and thereby enjoying success together. We will drive ownership and responsibility down through the organization.

### **Values**

We expect all employees to perform their duties and make decisions considering our five core values - Be Real. Be Responsive. Be Personal. Be Memorable. Be Entrepreneurial. Further concepts underlying these values include the following:

1. **Trust** – There are absolute standards of right and wrong. These standards can be discerned by our hearts and minds. We will strive always to know and to choose the right. This will result in fair and just relationships with our customers, suppliers and each other.

#### *Attitudes / Beliefs / Behavior*

- A. We will confront each other about things that are not true; we will call “time out” and question where appropriate.
- B. We will be self reflective and understand the wrong and right of our decisions and expect other people to be self reflective and call out the wrong and right of their decisions.
- C. We will continually challenge bad ethics as a team and as individuals.
- D. We will not allow for situational ethics, but instead challenge people to the wrong and right of what they do.
- E. We will operate under the Golden Rule, which means that we will do unto others as we want others to do unto us.

- F. We will maintain mutually respectful relationships with ourselves, with our customers and with the people who report to us.
2. **Relational Honesty** – We will develop relationships which support individual and collective growth. This requires the toughness to deal with the most sensitive matters. All of us have strengths and weaknesses. We will not waste energy hiding our weaknesses, but work collectively to leverage our strengths and mitigate our weaknesses. We will respect confidentiality, but the foundation of our relational honesty is the knowledge that, in the fullness of time, all will be known.

*Attitudes / Beliefs / Behavior*

- A. We will not hide our weaknesses; we will own our weaknesses and work off of our strengths.
  - B. We will not allow “triangulation”; all communication will be direct. We will not talk *about* each other, but directly *to* each other about what needs to happen and where issues are coming from.
  - C. We will rely on and with each other to create solidarity as a team and as a unit.
  - D. We will not have hidden agendas. The agendas will be on the table and we will talk about those agendas.
  - E. All issues between people will be addressed within one working day on a consistent basis. The resolution of those issues will come about through a plan developed by raising those issues.
3. **Always doing what is important in the short-term and long-term** – We will strive to simplify and streamline. We will continually ask ourselves whether our short-term activities are really making a difference or adding value in the long-term and challenge others to ask the same. We will be both aggressive and patient in our actions. We will not waste time on pointless complexities.

*Attitudes / Beliefs / Behavior*

- A. We will continually challenge the status quo to prevent us from moving to complacency.
- B. We will always look for simplicity and elegance in our decisions and what is happening around us. Simple solutions are the best solutions.
- C. We will not allow confusion. We will consistently move confusion to clarity.
- D. Dependency will be an indication of people not doing the right things and we will not allow it.
- E. We will leverage ourselves by understanding the tasks that we need to do, but more importantly, by understanding the aspects of our job in terms of how we develop people, processes and customer relationships to further the growth of Nicolet, and to effectively do what is important short and long term.
- F. We will continually strive for a work-life balance that is reflective of people who are efficient and effective and not overly burdened at work.
- G. We will empower our people from a leveraging standpoint to create the most effective work force we can and reduce the dependency on others.

4. **Being the best, driving toward our potential** – Collectively and individually we will be driving toward our potential. We recognize and accept that we have individual weaknesses and that we will make mistakes. We will learn from our mistakes and we will always strive to be better. Nicolet will offer superior products and service and deliver them throughout our markets. Anything worth doing is worth doing well.

*Attitudes / Beliefs / Behavior*

- A. We will assess the potential of all the people who work for us.
- B. We will support the employee's sincere desire to work toward achieving that potential.
- C. We will work and coach our employees to live to that potential through a developmental performance/values process.
- D. Our goal is that everyone will have a developmental plan, whether formal or informal, and will be moving toward that mutually agreed upon potential.

## **Legal Compliance**

Nicolet's commitment to trust, honesty and integrity includes compliance with laws, rules and regulations where we do business. Further, each of us must have an understanding of company policies, laws, rules and regulations that apply to our specific roles. Covered Persons must comply with all laws and regulations that apply to Nicolet's business. Any violation of the applicable laws can subject Nicolet or the implicated Covered Person to liability. If we are unsure of whether a contemplated action is permitted by law or company policy, we should seek the advice from the resource expert. We are all responsible for preventing violations of law and for speaking up if we see possible violations.

Legal compliance in our industry includes, but is certainly not limited to, the following:

### **1. Competition**

We are dedicated to ethical, fair and vigorous competition. We will sell Nicolet products and services based on quality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for Nicolet or the sales of our products or services, nor will we engage or assist in unlawful boycotts of particular customers.

### **2. Proprietary Information**

We will respect the property rights of others. We will not unlawfully acquire or seek to acquire a competitor's trade secrets or other proprietary or confidential information. We will not engage in the unauthorized use, copying, distribution or alteration of software or other intellectual property.

### **3. Disclosure of Confidential, Non-public Information**

We will not disclose, whether selectively or openly, any material non-public information with respect to Nicolet, its securities, business plans, financial condition, results of operations or any development plan. We will be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material non-public information. Confidential information includes material non-public information in any form, whether paper, electronic or committed to memory.

Further, confidential information includes customer information. Each Covered Person should understand the importance of making sure this information is protected from disclosure to competitors, vendors, and all other outsiders and is only used for its intended purpose. We will implement required administrative, technical and physical safeguards for the protection of sensitive customer information from misuse that could result in identity theft. Every Covered Person has a legal and ethical obligation to take all steps reasonably necessary in order to keep Nicolet's and its customers' affairs confidential. This obligation continues even after a Covered Person leaves Nicolet's employment or the Board of Directors. Information obtained by Nicolet and its Covered Persons should be treated at all times with the utmost confidentiality and discretion and should not be disclosed to anyone other than Nicolet Covered Persons and others having a "need to know." For this purpose, all Nicolet information and client information should be considered confidential unless, beyond any doubt, the information is widely known or readily available in the public domain and its disclosure would not be detrimental to the client.

### **4. Commitment to Equal Employment Opportunities**

Nicolet is an Equal Opportunity Employer which means we will not discriminate against any individual based on race, religion, color, sex (including pregnancy, gender identity and transgender status), sexual orientation, marital status, parental status, national origin, age, disability, family medical history or genetic information, political affiliation, military service, or any other factor that is prohibited by applicable law. This commitment applies to every aspect of employment at Nicolet, including recruitment, hiring, training, advancement, and termination.

This respect for equality and our employees extends beyond equal employment and affirmative action. Nicolet is committed to maintaining a safe working environment where diversity is embraced and employees are free from any type of harassment. Nicolet has a zero tolerance approach to harassment, threats, or acts of violence directed from employees, customers, or any other entity doing business with Nicolet.

Employees are expected to read and understand these policies, as well as other policies regarding employment practices, workplace rules and code of conduct in the Nicolet National Bank Employee Handbook.

## **Conflicts of Interest**

We will avoid any relationship or activity that may impair, or has the appearance of impairing, our ability to make objective and fair decisions during the course of performing our job duties. Certain decisions that are best for Nicolet may conflict with our own personal or family interests. We owe a duty to Nicolet to advance its legitimate interests at all times. We will not use Nicolet property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Nicolet at the expense of Nicolet. Determining whether a conflict of interest exists is not always easy to do. This Code attempts to provide employees with a number of scenarios that may create a conflict of interest, as discussed below. Any questions or concerns about a conflict of interest should be addressed to the employee's manager or Vice President of Human Resources.

### ***What is a Conflict of Interest?***

A conflict of interest occurs when the Covered Person's private financial interest interferes in any way, or even appears to interfere, with the interests of Nicolet as a whole. A conflict situation may arise when a Covered Person takes actions or has interests that make it difficult to perform his or her work objectively and effectively. Conflicts can also arise when a Covered Person or a member of his or her family receives improper personal benefits as a result of his or her position in Nicolet. Conflicts of interest will generally be presumed unfair; however, not all conflicts of interest are unlawful or inappropriate. If a conflict of interest situation is fair and/or of potential benefit to Nicolet's legitimate interests, it may be approved or authorized. In order to make this determination, **full disclosure** is paramount.

### **1. Each Covered Person must avoid any transaction or arrangement that would create a conflict of financial interest or the appearance of a conflict of financial interest in both personal and professional relationships.**

A conflict of interest may be generally defined as a conflict between the Covered Person's private interests and his or her responsibilities to Nicolet or an entity with which Nicolet maintains a relationship. A conflict of interest can also arise when an immediate family member is involved in a transaction or arrangement that in any way casts doubt upon the Covered Person's independence. An "immediate family member" includes a Covered Person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares the Covered Person's home, including step-relation where applicable.

### **2. Covered Persons are prohibited from corruptly accepting anything of value from any person with the intent of being influenced or rewarded in connection with an existing or potential business relationship with Nicolet.**

Gifts to Covered Persons from any person, to include, without limitation, customers and vendors, must be unsolicited and not given with the objective of influencing the Covered Person's judgment. This policy is not intended to prohibit normal business practices by Nicolet such as providing meals, entertainment, tickets to cultural or sporting events, promotional gifts, and holiday gifts, so long as they have reasonable value under the

circumstances, and are not intended to influence improperly the third party recipient. Under no circumstances is a Covered Person permitted to accept payments, loans, kickbacks, bribes, special privileges or services from anyone. If there are any questions or borderline case, Covered Persons should discuss them with Nicolet's Vice President of Human Resources.

In this same vein, any Covered Person who offers a business courtesy or gift must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Nicolet. Other than government customers, for whom special rules apply, we may provide non-monetary gifts (e.g. Nicolet apparel or similar promotional items) to our customers with management approval. Further, management may approve other business courtesies, including meals, refreshments or entertainment of reasonable value, provided that: (1) the practice does not violate any law, regulation, or Nicolet policy or standards of conduct, (2) the practice is consistent with industry practice, is infrequent and is not lavish, and (3) the practice is properly reflected on Nicolet's books and records.

With respect to political contributions, Nicolet will not make any contribution to any political party or to any candidate for political office in support of such candidacy except as permitted by law. In no event will Nicolet contribute anything of value to any political party or candidate in connection with any federal election.

**3. All Covered Persons are responsible for maintaining and reporting accurate financial records for Nicolet.**

Covered Persons must closely adhere to the following accounting guidelines:

- (i) All assets, liabilities and transactions of Nicolet should be accurately recorded in accordance with Nicolet's procedures and generally accepted accounting principles;
- (ii) No false or misleading entries are permitted to be knowingly made or caused to be made in Nicolet's books, even if such entries would not be material to Nicolet or its operations as a whole;
- (iii) Any entries that are inaccurate, false or irregular should be promptly reported to a member of the Audit Committee for an immediate corrective action; and
- (iv) All Covered Persons must comply with all internal control procedures established by Nicolet for the safeguarding of assets and proper reporting and disclosure of financial information.

**4. Covered Persons must recognize that confidential information is an asset of Nicolet, and must refrain from using inside information to their personal advantage or to the advantage of others.**

For the purpose of this Code, the term "insider trading" is generally used to refer to an insider's communication of material non-public information to others who may purchase or sell Nicolet stock on the basis of such information or to the insider's own use of confidential, material non-public information with respect to a sale of his or her own Nicolet stock. For further details consult the Insider Trading Policy. Nicolet's policy defines an insider as any Covered Person in possession of material, confidential, non-public information who has a duty to Nicolet to keep this information confidential. In short, this includes all employees and directors.

***What is Material Information?***

Information is generally defined as material if there is a substantial likelihood that a reasonable investor would consider such information important in making his or her investment decisions. It is important to remember that materiality will always be judged with the benefit of hindsight.

Although there is no precise, quantitative definition of materiality, information is likely to be "material" if it relates to:

1. Earnings results, earnings that are inconsistent with consensus expectations of the investment community, or projections of future earnings or losses or other earnings guidance
2. Substantial changes in accounting methods or estimates
3. Major changes in or events regarding Nicolet's securities, including the declaration of a stock split or major changes in dividends
4. Public offerings or private sales of debt or equity securities
5. Proposals or agreements involving a merger, acquisition, leveraged buy-out, tender offer, joint venture, or acquisition or divestiture of significant assets
6. Changes in relationships with major customers, suppliers or regulators, or obtaining or losing important contracts
7. Important product developments
8. Management or other major personnel changes
9. Actual or threatened major litigation or the resolution of such litigation
10. Criminal indictments or material civil litigation or government investigations
11. Severe liquidity problems, bankruptcy or insolvency
12. Potential or actual cyber security incidents or data breaches of significance

***What is Non-public Information?***

"Non-public" information is information which has not been made available to investors generally. This includes information received from sources or in circumstances indicating that the information has not yet been generally circulated. If you are not certain if information is public, assume it is not unless you have assurances from the Chairman, President and Chief Executive Officer, or the Chief Financial Officer of Nicolet.

A violation of this policy statement can be expected to result in serious sanctions by Nicolet, which may include dismissal of the Covered Person(s) involved.

**5. The conduct of Covered Persons should be governed by the highest standards of integrity and fairness.**

Covered Persons should avoid those situations in which outside personal interests conflict with Nicolet's business. These situations include:

- (i) A covered person or a member of his or her family receives improper financial benefits as a result of his or her position to Nicolet.
- (ii) Ownership by a Covered Person, or a member of his or her immediate family, of a material financial interest in any outside enterprise that competes for business with Nicolet;
- (iii) Appointment of a Covered Person, or a member of his or her immediate family, to a public office, board or commission that may create an appearance of a conflict of financial interest between the goals and purposes of that organization and Nicolet's business. Such appointment would include a "public service" organization or a not-for-profit organization.
- (iv) Employment of a Covered Person, or a member of his or her immediate family, or acting as a consultant with a competitor or potential competitor while employed with Nicolet.

**6. Covered Persons must not take for themselves opportunities that they discover while working for Nicolet, or use corporate property or information for personal gain.**

Covered Persons must not:

- (i) Take personal advantage of a situation or knowledge acquired through the use of his or her position or Nicolet's property, if the situation or knowledge could be used for Nicolet's benefit;
- (ii) Use his or her position or Nicolet property or information for personal gain;
- (iii) Compete with Nicolet. Covered Persons owe a duty of loyalty to Nicolet to advance its interests whenever the opportunity arises. As such, Covered Persons are prohibited from being employed, as an owner, partner, officer, director, employee, consultant, independent contractor or any other manner with a company that is competitive with Nicolet while still employed with Nicolet. This also prohibits a Covered Person from soliciting or inducing current customers, suppliers or others, including employees, consultants, contractors from terminating their relationship with Nicolet.

**7. Covered Persons must provide candor when dealing with Nicolet's independent and internal auditors, regulators and attorneys.**

**How to Report a Violation of the Code of Ethics**

Reporting known or suspected violations of the Bank's Code of Ethics can be a sensitive issue. However, violations could have an adverse effect on our communities, investors, customers, co-workers and on the livelihoods of all of us. Therefore, it is our policy that

employees promptly report all suspected violations of this Code of Ethics. Failure to report a known or suspected violation is considered a violation itself. No disciplinary or other retaliatory action will be taken against any employee's good faith reporting of a known or suspected violation. Any violation of this Code of Ethics could constitute valid grounds for dismissal or result in civil or criminal action against the employee.

If you are aware of or suspect a violation of this Code of Ethics that does not involve our Bank's financial accounting practices or any other violation of law, you may report it to your immediate manager or to the Vice President of Human Resources. If you do not feel comfortable discussing the matter at this level, you may report it to Nicolet's Chairman, President & CEO, CFO, the Internal Audit Manager or the Audit and Compliance Committee Chairperson, or you may make your report through submission of an anonymous support ticket on Nicolet's intranet or through the independent Ethics hotline. For further details consult the separate Whistleblower Policy.

### **Reporting an Accounting Problem or a Violation of Law**

If you are aware of or suspect a violation of this Code of Ethics that involves the Bank's financial statements or accounting practices or any other violation of law (for example, if you believe an accounting or auditing practice is questionable or incorrect), it is your responsibility to report it immediately. You may submit your concern or complaint to Nicolet's Chairman, President & CEO, CFO, VP of Human Resources, the Internal Audit Manager or the Audit and Compliance Committee Chairperson, either by electronic mail or in-person. If you prefer, your complaint or concern can be submitted anonymously or on a confidential basis through the Whistleblower Hotline. You may file your report via telephone or email through the Whistleblower Hotline or Website, independently administered by Lighthouse: 1-844-410-0008 or [www.lighthouse-services.com/nicoletbank](http://www.lighthouse-services.com/nicoletbank). If you submit your report on an anonymous or confidential basis, your name will not be disclosed in the Bank's investigation, but the Bank may be required to disclose your name to governmental entities. There will be no retaliation against any individual making good faith reports or complaints. For further details consult the Whistleblower Policy.

### **Loyalty**

This Code of Ethics discusses many activities that are prohibited as they may cause harm to Nicolet. All Covered Persons have this duty of loyalty to Nicolet which, in many cases, remains after the employment relationship ends. In addition to the prohibitions described above, this duty of loyalty prohibits employees from engaging in any activities that could potentially harm Nicolet. Additional guidance is set forth below.

### ***Media Inquiries***

From time to time, employees may be approached by reporters or members of the media. In order to ensure that we provide accurate and consistent information about Nicolet, all media inquiries will be directed to the Chairman, or the President and CEO, or the VP of Marketing and Public Relations. No Covered Person may issue a press release without first consulting with one of these persons.

### *Use of Company Resources*

Nicolet resources, including time, material, equipment and information, are provided for Nicolet business use. Occasional personal use is permissible so long as it does not affect job performance or productivity or cause a disruption in the workplace. For further information, employees are directed to the separate Acceptable Use Policy.

### **Accountability**

Covered Persons are accountable for adherence to this Code. You are encouraged to read this Code carefully. This Code is a general statement of Nicolet's rules for business conduct and ethical policies as applied specifically to all of its employees and directors. As such, it is your responsibility to be familiar with these policies. Any failure to follow the guidelines outlined in this Code could lead to your being disciplined or discharged by Nicolet and/or possible exposure to civil and criminal penalties under federal and state laws. In addition, as a result of improper conduct, Nicolet may be subjected to prosecution and significant penalties.

Further, any Covered Person who acquires information that gives the Covered Person reason to believe that any other Covered Person is engaged in conduct forbidden by this Code must promptly report such information to Nicolet management.

Approved by Board of Directors: March 23, 2021