

CONSUMERS NATIONAL BANK

Code of Ethics

Employees, Officers and Directors

CODE OF ETHICS

Table of Contents

INTRODUCTION AND GENERAL PHILOSOPHY 2

COMPLIANCE WITH LAWS, RULES AND REGULATIONS 2

CONFLICTS OF INTEREST 3

CONFIDENTIALITY 4

INSIDER TRADING 4

FAIR DEALING 5

GIFTS AND ENTERTAINMENT 5

EMPLOYMENT PRACTICES 6

 EMPLOYMENT DISCRIMINATION 6

 HARASSMENT 7

 HOSTILE BEHAVIOR 7

 INTERNAL COMMUNICATIONS 7

 ADDITIONAL RESTRICTIONS: 7

FINANCIAL ACCOUNTABILITY AND INTERNAL CONTROLS 7

 EXPENSE REPORTING 7

 FINANCIAL REPORTING 8

 INTERNAL CONTROLS 8

WAIVERS AND INVESTIGATIONS 8

 GOVERNMENT INVESTIGATIONS 9

 AUDITS; INVESTIGATIONS; DISCIPLINARY ACTION 9

 EMBEZZLEMENT, THEFT, AND MISAPPLICATION OF FUNDS 9

PROPER USE OF COMPANY ASSETS 9

USE OF COPYRIGHTED MATERIAL OR COMPUTER SOFTWARE 10

REPORTING OF VIOLATIONS, ILLEGAL OR UNETHICAL BEHAVIOR 10

RISK IDENTIFICATION & THE CONTROL ENVIRONMENT 10

 MANAGEMENT OVERSIGHT/AUTHORITY & RESPONSIBILITY 10

 REVIEW OF POLICY, TRAINING & EMPLOYEE AWARENESS 11

 MONITORING & INDEPENDENT REVIEWS 11

 RECORD RETENTION 11

CODE OF ETHICS

INTRODUCTION AND GENERAL PHILOSOPHY

The honesty, integrity and sound judgment of our employees, officers and directors are essential to the reputation and success of Consumers Bancorp, Inc. (“Consumers” or the Company). We are committed to uncompromising integrity in all that we do and how we relate to each other and to persons outside Consumers.

The financial services industry is dependent upon the public’s trust. Preservation of that trust and Consumers’ reputation requires careful observance of the spirit and intent of all the Company’s policies, as well as applicable laws and regulations. The Company’s Board of Directors and management wholeheartedly endorse this Code and are personally committed to assuring that everyone in our organization adheres to these ethical guidelines.

This Code of Ethics governs the actions and working relationships of the Company’s employees, officers and directors with current and potential customers, fellow employees, competitors, government and self-regulatory agencies, the media, and anyone else with whom the Company has contact. These relationships are essential to the continued success of the Company. When this Code of Ethics refers to “the Company,” that term includes the Consumers Bancorp, Inc., Consumers National Bank and all Company affiliates.

This Code of Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Consumers.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including dismissal. Whenever uncertainty exists, with regard to the interpretation of this Code, it is imperative that employees, officers and directors seek counsel from the Human Resource Director or a member of the Audit Committee. Employees, officers and directors are expected to recognize and report violations of this Code and address all ethical concerns to a member of the Audit Committee. All reports of violations of this Code shall be handled on a strictly confidential basis, and may be made without fear of reprisal or retaliation for good faith reporting, as outlined in the Consumers Whistleblower Policy.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law, both in letter and in spirit, is the foundation on which Consumers' ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

Common sense, good judgment, courtesy and respect for others are the best guidelines when it comes to conduct.

Because of their employment at a financial institution, officers and employees must project an image of personal financial responsibility and conduct; this helps to demonstrate Consumers’ ability and worthiness to handle the financial affairs of its clients. Every officer and employee should strive to maintain a good credit status, and one that does not pose an actual or perceived conflict of interest with the Company.

All employees are required to be covered by Consumers’ fidelity bond. An employee may not continue employment if he or she becomes ineligible for this coverage.

As a federally insured bank, Consumers is prohibited from employing an individual who has been convicted of an offense involving dishonesty or breach of trust. If an employee is charged with an offense involving

CODE OF ETHICS

dishonesty, breach of trust or a serious impropriety while employed at Consumers, that employee may be subject to discipline, up to and including termination.

CONFLICTS OF INTEREST

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of Consumers. A conflict situation can arise when an associate takes actions or has interests that may make it difficult to perform his or her work at Consumers objectively and effectively. Conflicts of interest may also arise when an associate, or member of his or her family, receives improper personal benefits as a result of his or her position with Consumers.

- You may not represent Consumers in any transaction in which you have any material relationship or significant financial interest. **As a bank representative, under no circumstances are you permitted to process, or in any way handle any business or personal transactions of your own, your families’ or individuals with whom you share a close relationship.** "Transactions" shall mean not only authorizing and making loans, but also other items such as processing of deposits and withdrawals, approving overdrafts, paying checks drawn on uncollected funds, waiving late fees or overdraft charges or other normal fees, waiving of financial statements or loan covenants, and any other banking functions that may occur. When in doubt as to whether there is a potential conflict of interest, you should assume that a conflict does exist and should not represent Consumers in the transaction.
- **When making banking or business decisions, you may not favor the interests of certain clients, suppliers or fellow employees over what would be standard practice or accepted policy for the general public. This prohibition includes special treatment for you, your family members, or close friends.**
- If you have loan authority, you may not extend credit, or supervise or direct others in the extension of credit, to relatives or to companies in which you or a member of your immediate family (spouse, parent, child, brother, sister, in-law or any other person standing in a comparable position) has an interest as director, officer, controlling person or partner.
- Except for services and benefits for which you are eligible as an associate or director, you may not purchase or make use of any Consumers property, service or profit opportunity not otherwise available to the general public.
- Because of potential conflicts, Consumers associates may not accept an appointment as an officer or director of a publicly held business unless Consumers’ President/CEO approves the appointment in advance.
- In your relationships with suppliers you may not purchase goods or services that result in direct or indirect compensation to you or a member of your family.
- You may not use the name or influence of the Company for personal purposes, nor may you use Company letterhead to lend authority to personal correspondence.

If Employees of Consumers wish to engage in any business activity, or to accept any other employment for salary, wages or commissions, either during or after working hours, they must report such to the Human Resources Director, along with the approval of their department manager. Permission for outside employment will not be granted in any case where such employment may interfere with, compete with, or conflict with the interests of the Company. Outside employment activities and responsibilities must not conflict with the employer’s business transactions with the Bank.

CODE OF ETHICS

Employees are encouraged to participate in appropriate professional and industry groups and responsible civic organizations, provided such service does not interfere with their duties in the Company. Employees who are approached directly to serve on outside boards of a profit making organization are required, prior to acceptance, to obtain written approval from Consumers' President/CEO.

The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on the Company's behalf, and to seek clarification from the Human Resources Director or the President/CEO on the potential conflict in question.

CONFIDENTIALITY

In accordance with the Gramm-Leach-Bliley Act of 1999, sensitive customer information must not be used or disclosed other than for the intended purpose and must be protected from misuse that could result in identity theft.

You must maintain the confidentiality of confidential information entrusted to you by Consumers or its customers both while employed with Consumers and afterwards, except when disclosure is authorized by the Privacy Officer or required by law or regulations. Confidential information includes all non-public information that could be of use by competitors, or harmful to Consumers or its customers, if improperly disclosed.

This includes:

- Any internal information concerning Consumers, such as its business plans, financial information, billing information, sales figures, price lists, general ledgers, balance sheets, marketing strategies, mailing lists and data bases, information relating to existing or future products and services, business partners, vendor or supplier contracts, analytical configurations, consulting reports, site assessments and any other related trade secret or confidential information;
- Listing of existing or potential customer names, addresses or telephone numbers or any personal financial information or transaction statements of those customers or potential customers;
- Information that might impact the investment value or future value of any business enterprise; and
- Information about employee salary, incentive pay, employment dates, job responsibilities or other personnel matters.

All public and media communications involving the Company must have prior approval by the VP Marketing and President/CEO of the Company.

Except for routine responses to credit and personnel inquiries, which are limited in scope or required by law, and except for court orders, subpoenas, or other legal documents, information regarding a client or prospective client, his financial records, or a particular business transaction of a client or prospective client, shall not be released except with the prior, written consent and proper authorization of all persons who have a legitimate expectation of confidentiality.

Reports prepared by Consumers' regulatory agencies are the property of those agencies and are under the control of such agencies. Providing information from these reports to anyone outside of the Company is a criminal offense unless such agencies expressly permit that this information be released.

INSIDER TRADING

Consumers' employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other personal purpose. All nonpublic information about

CODE OF ETHICS

Consumers should be considered confidential information. To use nonpublic information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions about the insider trading restrictions, please consult the Chief Financial Officer or refer to the Consumers Insider Trading Policy for additional information and trading guidelines.

FAIR DEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each officer, director and employee must endeavor to respect the rights of and deal fairly with Consumers’ customers, suppliers, competitors and employees. No officer, director or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

Except for bona fide loan syndications or other mutual ventures permitted by law, you may not discuss or enter into arrangements with Consumers competitors concerning interest rates, pricing, marketing or other aspects of offering services to customers.

Participation in trade associations and other professional organizations is encouraged for legitimate purposes, including the advocacy of policies and governmental action favorable to Consumers’ interests.

Except for established pricing for packages of services, you may not extend credit; lease, purchase or sell property; provide services; or vary interest rates or prices on the condition that the customer:

- Acquire some additional credit, property or service from Consumers
- Provide some additional service to Consumers; or
- Not obtain some other service from a competitor of Consumers.

GIFTS AND ENTERTAINMENT

The Bank Bribery Amendments Act of 1985 forbids employees from soliciting for themselves or a third party anything of value from anyone in return for any business, service or confidential information of Consumers or from accepting anything of value from a vendor, supplier or customer in connection with the business of Consumers, with the intention of being influenced or rewarded in connection with any business transactions. The laws can apply to the giver as well as the receiver, and convictions can result in substantial fines and prison terms.

In general, there is no threat of a violation of this policy if acceptance of gifts can be classified under one of the following categories:

- Receipt of the gift or gratuity is based on a family or personal relationship existing independently of any business of Consumers.
- The gift or gratuity is available to the general public under the same conditions by which it is available to the director, officer or employee of the corporation.
- The gift or gratuity would be paid for by the corporation as a reasonable business expense if it had not been paid for by another party.

CODE OF ETHICS

- Meals, refreshments, or entertainment of reasonable value are accepted in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions.
- Business entertainment and other courtesies, such as meals and sporting events which involve no more than ordinary amenities and which can be properly reciprocated by Consumers and charged as a business expense are accepted in the ordinary course of business. Lavish or extravagant entertainment shall not be accepted unless reimbursement is made to the donor.
- The gift or gratuity is of nominal value and is received for commonly recognized events or occasions, such as a holiday, promotion, a wedding, or a new job.
- The gift or gratuity is unsolicited advertising or promotional materials of nominal value that is generally available to the public. Examples would be pens, pencils, note pads, key chains, and calendars.
- Discounts or rebates on merchandise or services which do not exceed those available to the public and are provided in the ordinary course of business.
- Client or supplier-paid travel or lodging is accepted in the ordinary course of business and has a legitimate business purpose and has prior approval by the President/CEO or the Director's Audit Committee.
- Civic, charitable, educational, or religious awards received for recognition of services or accomplishments for non-profit or community organizations.

A director, officer or employee shall not directly or indirectly accept pay, promises to pay, or transfers of money or anything of value to secure any advantage or benefit in relation to doing business with the Company. If a director, officer or employee is offered, receives, or anticipates receiving something of value from a client or supplier that might make them feel obligated to a client or supplier, and therefore improperly influence the performance of their duties, they shall reject the gift, or as a last resort, accept it and then report and relinquish it to the President/CEO or Human Resources Director.

In addition, there are a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel or appraisers. The promise, offer or delivery to an official or employee of the U.S. government or an appraiser of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. No person or business entity, directly or indirectly, shall knowingly compensate, coerce or intimidate or attempt to compensate, coerce or intimidate a licensed or certified appraiser for the purpose of corrupting or improperly influencing the independent judgment of a licensed appraiser with respect to the value of property. It is against Company policy for employees to provide any gifts to government employees or appraisers. The Compliance Officer can provide guidance to you in this area.

If you are in doubt, disclose your situation to your supervisor or Human Resource Director and seek appropriate guidance.

EMPLOYMENT PRACTICES

Employment Discrimination

The diversity of Consumers' employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Any incidents of harassment or discrimination are to be reported in confidence, without fear of retaliation associated with good faith reporting, as outlined in the Company's Whistleblower Policy.

CODE OF ETHICS

Harassment

It is Consumers' policy to provide a professional, safe, healthy and productive work environment, where all people are treated with dignity and respect. Consumers National Bank expressly prohibits any form of unlawful discrimination or harassment based on race, ethnicity, religion, gender, sexual orientation, gender identity or expression, national origin, age, genetic information, disability, veteran status, or any other legally protected characteristics. Improper interference with the ability of Consumers National Bank's employees to perform their expected job duties will not be tolerated. Harassment for any reason is strictly prohibited and can lead to disciplinary action, up to and including termination.

Hostile Behavior

As part of Consumers' commitment to strive to provide a professional, safe, healthy and productive work environment, where all individuals are treated with dignity and respect, hostile behavior is strictly prohibited in the workplace and can lead to disciplinary action, up to and including termination. Hostile behavior is verbal or physical conduct that, in Consumers' judgment, a reasonable person would consider to be abusive, harassing, intimidating, disruptive, violent or threatening to persons or property, or conduct that causes harm to any person or property.

Internal Communications

Exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies is not allowed in business records and communications. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to Consumers' record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Risk Management department prior to the destruction of any records.

Additional Restrictions:

No benefits, privileges or right of employment or advancement may be offered, given or denied to obtain any personal benefit or favor from another Consumers employee or applicant.

You may not divulge information in any personnel file to anyone, unless the other person has a proper purpose and a need to know such information.

You may not access information in an account or personnel file unless the duties associated with your position require you to do so.

FINANCIAL ACCOUNTABILITY AND INTERNAL CONTROLS

Consumers' requires honest and accurate recording and reporting of information in order to make responsible business decisions. No secret or unrecorded fund or assets may be created or maintained for any purpose. In addition, the making of false or fictitious entries in the books with respect to Company transaction or the disposition of Company assets is prohibited, and no employees may engage in any transaction that requires or contemplates the making of false or fictitious entries.

Expense Reporting

The use of bank expense accounts, which may include the use of a company debit or credit card, is a responsibility as well as a privilege and must be documented and recorded accurately. All officers and employees shall be familiar with and comply with the formal guidelines governing the expenses paid for by the

CODE OF ETHICS

Company as documented in the Board approved Accounting Policy. In general, such expenses are limited to those incurred in the course of corporate business or in activities related to corporate business.

Falsifying, an expense account constitutes grounds for discipline, up to and including termination. If you are not sure whether a certain expense is legitimate, ask your supervisor or the Chief Financial Officer.

Financial Reporting

The President/CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission, the Federal Reserve, the Federal Deposit Insurance Corporation and the Office of the Comptroller of the Currency. In addition, Consumers is a publicly owned company. Information about our financial position, results of operations and business affairs is made available to the public from time to time for the benefit of investors. For these reasons, information must be kept accurately, and its disclosure must be complete and made in a manner so that it is available to all investors equally.

- All entries to accounting records must be prepared accurately and timely and must be consistent with the highest standards of accounting practice.
- No incomplete, false or artificial entries may be made in any books or records of Consumers.
- All transactions must be properly documented, detailing all material provisions.
- No fund, asset or liability of Consumers may be concealed or hidden by any means.
- No payment on behalf of Consumers may be made with the understanding that part or all of it will be used for any purpose other than as described in the supporting documents.
- Information properly requested by Consumers' directors, officers, employees, counsel, independent auditors and supervisory agencies should be furnished completely and accurately.

The Consumers National Bank Information Disclosure Policy and the Consumers National Bank Code of Ethics for Principal Financial Officers Policy provide additional information pertinent to this area.

Internal Controls

The Company has established internal accounting controls and record-keeping procedures to meet the requirements of the law and the business requirements of the organization. You must comply with all internal control procedures established by Consumers for the safeguarding of assets and proper reporting and disclosure of financial information.

WAIVERS AND INVESTIGATIONS

Any request for a waiver of any standard in this Code, other than dual employment waivers that have been approved by the employee's Department/Branch Manager and the Human Resource Director, must be reviewed with and may be granted only by the Director's Audit Committee. All employees should be aware that Consumers generally will not grant such waivers. Waiver of this Code for executive officers or directors must first be reviewed with the President/CEO and Chief Financial Officer and may be granted only by the Director's Audit Committee.

CODE OF ETHICS

Government Investigations

Consumers will cooperate fully with any governmental investigation. Any employee who reasonably believes that a government investigation or inquiry may be threatened or under consideration with respect to any of Consumers' operations or practices (including any outside such employee's scope of responsibilities) should so notify the Chief Risk & Compliance Officer and provide the basis for such belief. Routine dealings with the government, such as our tax audits and environmental inspections, are not covered by this standard. Consumers may not always be able to protect both its own interests and those of an employee, without giving rise to a conflict of interest. In that case, the employee may need his or her own counsel. Whether Consumers can pay for the employee's legal expenses will depend on legal or other restrictions and the facts and circumstances of the matter.

Audits; Investigations; Disciplinary Action

Consumers will conduct periodic audits of compliance with this Code. Allegations of potential wrongdoing will be investigated by the proper corporate or departmental personnel and will be reported, as appropriate, to the Chairman of the Audit Committee and to the relevant authorities. Knowingly making false accusations of misconduct will make the individual subject to disciplinary action. All employees are required to cooperate fully and respond honestly and candidly during any internal or external investigation, including those by independent and internal auditors, regulators and attorneys. Employees must also maintain the confidentiality of any investigation and related documentation, unless specifically authorized by the Human Resources Director or the Chief Risk & Compliance Officer to disclose such information. Any person who takes any action whatsoever in retaliation against any employee who has in good faith raised any question or concern about compliance with this Code will be subject to serious sanctions, which may include dismissal. Employees are reminded that Consumers' document retention policies strictly prohibit the destruction or alteration of documentation undertaken with the intent to obstruct any pending or threatened investigation or proceeding of any nature or in contemplation of a proceeding.

Embezzlement, Theft, and Misapplication of Funds

Any director, officer, employee, or agent who embezzles, steals, purloins, or willfully misapplies any monies, funds, other assets or credits of the company in any amount, or is involved in any other known or suspected criminal activity against Consumers becomes subject to immediate dismissal and legal prosecution. In addition, the company must file a Suspicious Activity Report in the case of any known, or suspected theft, embezzlement, check/debit card kiting, misapplication or other defalcation involving bank funds or company personnel in any amount, in accordance with Bank Secrecy Act guidelines.

PROPER USE OF COMPANY ASSETS

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported for investigation. The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

CODE OF ETHICS

USE OF COPYRIGHTED MATERIAL OR COMPUTER SOFTWARE

Consumers' directors, officers and employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder must be obtained. The need for permission may exist whether or not the end product containing third-party material is for personal use, for Consumers internal use or for other use. It is against Company policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when preparing Consumers products or promotional materials, unless written permission from the copyright holder has been obtained prior to the proposed use. Improper use could subject both the Company and the individuals involved to possible civil and criminal actions for copyright infringement. It is against Company policy for employees to use the Company's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

Consumers licenses the use of computer software from a variety of outside companies. Consumers does not own this software or related documentation and, unless authorized by the software developer, does not have the right to reproduce such software. Any such software must be used by employees on individual machines, local area networks or on multiple machines, strictly in accordance with the license agreement. Employees learning of the misuse of software or related documentation within the Company are to report the misuse, without fear of reprisal or retaliation for good faith reporting, to the VP of Information Technology or as outlined in the Consumers Whistleblower Policy.

REPORTING OF VIOLATIONS, ILLEGAL OR UNETHICAL BEHAVIOR

Employees who have general questions about this Code of Ethics should first turn to their immediate supervisor. If, however during the course of your employment, you become aware of any suspicious activity or behavior, you are to report those concerns and/or suspicions to the Human Resources Department, the Chief Risk & Compliance Officer or any employee may contact a member of the Audit Committee if they believe they have information regarding misconduct. For confidentiality purposes, it is recommended contact be made by phone or mail. The contact information of the designated member of the Audit Committee is as follows:

- Frank Paden Audit Committee member
Personal and Confidential

All reporting is held in the strictest confidence without fear of reprisal or retaliation for good faith reporting. Every effort will be made to ensure that your identity is kept confidential to the extent possible; however you are not required to identify yourself and anonymous reports also receive a full inquiry.

RISK IDENTIFICATION & THE CONTROL ENVIRONMENT

The following information identifies the requirements related to review, management oversight/authority and responsibility, training, monitoring, and records retention for this Code of Ethics.

Management Oversight/Authority & Responsibility

The Human Resource Department working under the direction of the Corporate Governance Committee is responsible for the development, implementation and oversight of this policy and the procedures which support it as outlined above; however, compliance with this policy is the shared responsibility of every Consumers employee, and all will be held accountable for protecting the Company's reputation from damage which could be caused by a failure to abide by the provisions outlined herein.

CODE OF ETHICS

Review of Policy, Training & Employee Awareness

The board of directors, or its designee, shall approve this policy at least annually, making such revisions and amendments as it deems appropriate. Training relative to Code of Ethics Policy requirements, internal control objectives, and assigned responsibilities is achieved through the cooperative effort of the Human Resource Department and Department/Branch Managers, who are responsible for incorporating these objectives into routine procedures and department controls.

This Code of Ethics shall be presented to every new employee as part of the Human Resources Department's new employee orientation. The person conducting the orientation session shall provide the new employee with a brief explanation of the Code and its importance, and shall answer any questions regarding the Code.

Following this introduction, the new employee shall read the Code of Ethics and sign a certification form acknowledging that the employee has read the Code, understands its provisions, and agrees to abide by them. In addition, the new employee shall disclose any potential or existing conflicts of interest of which he or she is aware.

This Code of Ethics shall also be presented to new members of the Consumers Board of Directors, or those of its subsidiaries and/or affiliates, as applicable, and each new director shall sign a New Director Certification Form.

On an annual basis, all directors, officers and employees shall review and recertify, in writing or electronic, that they have read the Code of Ethics, understand its provisions, agree to abide by them, and have complied with them over the past year. The directors, officers, and employees shall also disclose any potential or existing conflicts of interest of which they are aware. Certifications will be maintained by the Human Resource Department as appropriate for future reference, and the Compliance Department and/or Internal Audit may reference these certifications from time-to-time as part of the compliance monitoring process.

If the Code of Ethics has been substantively amended relative to policy direction or intent, the Human Resources Department shall provide each director, officer and employee with an updated version of the Code, and a new certification form shall be signed by the employee and/or director.

Monitoring & Independent Reviews

The Internal Audit will periodically test compliance with this Code of Ethics Policy based upon a schedule approved by the Audit Committee.

Record Retention

Original and revised copies of the Code of Ethics will be kept on file in the Human Resource Department, along with all related certification forms.