Code of Business Conduct and Ethics

The Right People.

Doing the Right Things.

In the Right Way.

NBT BANCORP

The Right People. Doing the Right Things. In the Right Way.

The success of our business depends on our reputation. It serves as the basis for the trust our customers have in us. Each and every day, we have the privilege of earning and protecting that reputation as a direct reflection of the honesty, integrity and trustworthiness we convey to our coworkers, customers, communities and shareholders.

We must all be vigilant and conduct ourselves according to the highest ethical standards in order to protect our company's reputation. To that end, we have adopted this Code of Business Conduct and Ethics (the "Code"), which applies to NBT Bancorp Inc., NBT Bank, and all of their respective subsidiaries and affiliates (collectively, "NBT").

While not intended to be a complete set of instructions for behavior in every conceivable situation, it is a practical tool that should be used to guide our actions. Compliance with the Code, our company policies, and the laws and regulations applicable to our business must be a priority for every one of us as we take responsibility for doing the right things in the right way.

We encourage you to invest time in reading the Code, discussing it with your teammates and asking questions to clarify your understanding. Refer to it when you're not sure what to do and speak up when you have concerns.

Thank you for that commitment to integrity.

Martin A. Dietrich
Chairman

Scott A. Kingsley
President and Chief Executive Officer

M. Randolph Sparks
Executive Vice President,
General Counsel, Chief Ethics Officer
and Corporate Secretary

Our Values

Our Values play a special role in shaping our corporate culture and guiding our ethical behavior. They define our priorities, how we conduct ourselves at work and how we treat each other. They also influence our attitudes, actions and the type of leadership we celebrate.

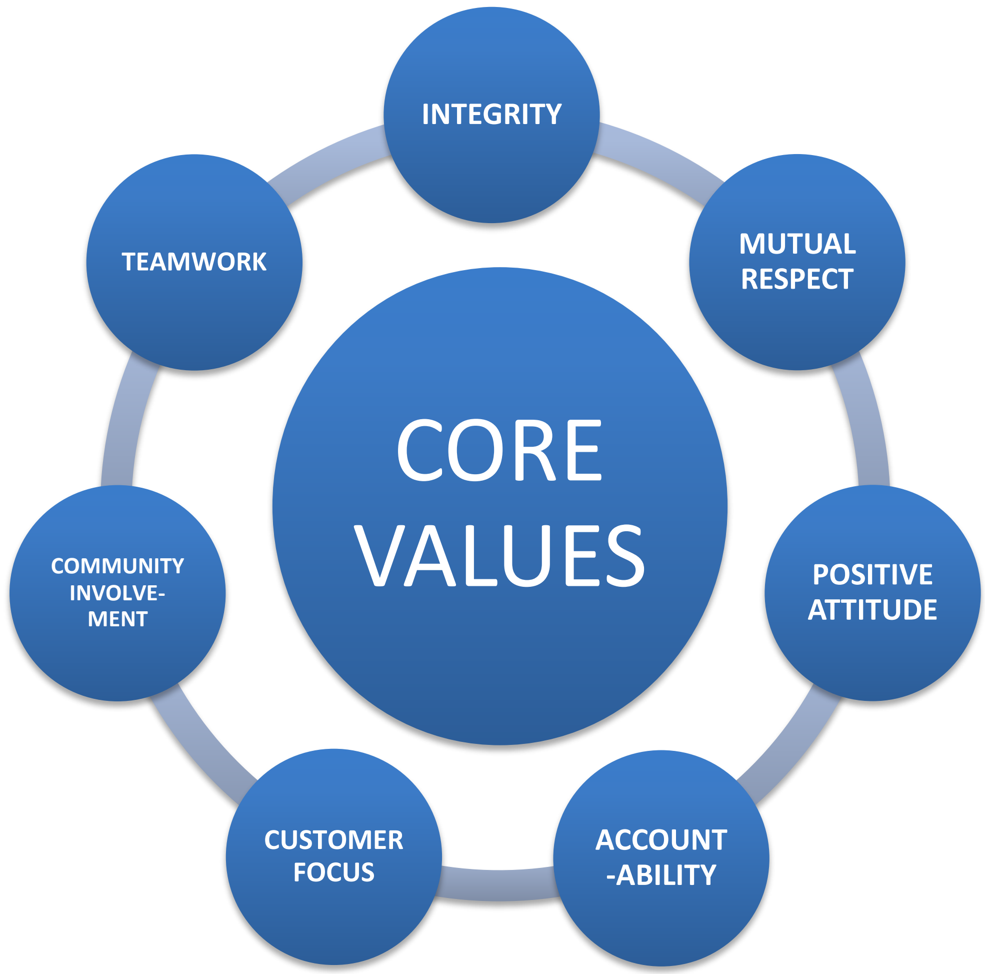

Table of Contents

Navigating This Document

- Click on the topic of interest to go directly to that page.
- Click on Table of Contents at the bottom of each page to return here.
- Click on hyperlinks throughout the document to review related policies and information on NBT's intranet (the hub).

NBT ETHICS LINE

866.730.0035 or www.nbtbank.com/ethics

Ethics Litmus Test

Doing the right thing often comes down to asking the right questions. The questions on this page serve as a litmus test to help you evaluate ethical matters that you encounter in your work life. If you answer “No” to any of these questions, the conclusion is clear—don’t do it.

Is it legal?

Does it meet both the letter and spirit of the law?

Does it comply with our policies?

If not specifically addressed in our policies, does it comply with applicable regulations or regulatory guidance?

Does it reflect all of Our Values?

Review the information on page 3 to ensure your actions are in alignment.

How will it be viewed by others?

Would your family be proud of your actions? How about your coworkers, supervisor, customers and members of your community?

If it appears in the media, will it reflect positively on you and/or NBT?

If a news reporter published a story about it, would it embarrass you?

Is it in the best interest of our customers, shareholders and employees?

Does your action provide the best situation and outcome for our customers, shareholders and coworkers?

If you have questions, need guidance or need to report an ethics concern or violation, the resources listed on page 6 are available to assist you.

Asking Questions and Reporting Concerns

We must all commit to highest standards possible at NBT. That means that we are all responsible for engaging in dialogue about possible ethical issues and reporting them. Supervisors, managers, directors and members of the Executive Management Team have a special responsibility to support and encourage anyone who comes forward with concerns. NBT prohibits any retaliatory action against any individual who raises legitimate concerns or questions regarding ethics, discrimination or harassment matters or for reporting suspected violations.

Our Code of Business Conduct and Ethics addresses the most common issues you might encounter at work, but it doesn't cover everything. If you have questions or need to report concerns about a possible ethics violation, you should feel comfortable using any of the contacts or channels of communication detailed below.

- The NBT Ethics Line is available 24/7/365. This confidential resource is provided by an independent third party. No method of identifying individuals is used, and you may choose to remain anonymous if you desire. Call **866.730.0035** or go online: www.nbtbank.com/ethics
- Your manager or supervisor
- Any member of the Executive Management Team or the General Counsel and Chief Ethics Officer M. Randolph Sparks at 607.337.6530
- Corporate Security Manager at 607.337.6261
- Director of Operational Risk at 607.337.6254
- Unusual Activity Referral Form available to employees on the NBT's intranet sit (the hub)
- NBT Bancorp Audit Committee Chair
    - Via certified mail:
Code of Business Conduct and Ethics Communication
c/o Chief Ethics Officer
NBT Bancorp Inc.
52 South Broad Street
P.O. Box 351
Norwich, NY 13815
    - Via email at: CodeofEthics@nbtbci.com
    - In person as arranged by the Chief Ethics Officer

For **Conflict of Interest** requests, please locate and complete the form on NBT's intranet site (the hub) using the search tool or by following this link: **Conflict of Interest Form**

Managers and supervisors are encouraged to review the special message on page 8.

You may report ethical issues or concerns to anyone listed on this page. It is your personal responsibility to do so. NBT will not tolerate criminal or unethical conduct of any kind.

Your Individual Responsibilities

Each of us is responsible for complying—and encouraging others to comply—with the Code of Business Conduct and Ethics. We also have the additional responsibility of maintaining a work environment that fosters the principles described in the Code.

Here at NBT, we are part of a diverse group of professionals delivering sophisticated services in a complex world. While our job responsibilities are unique to our division, work group and our specific position, we must all constantly strive to do the right things in the right way. In this way, we can maintain a consistent and strong ethical culture across the organization.

Your role in maintaining that culture is critical. If you have a concern or discover a violation or potential violation of the law, company policies or the Code, you have a duty to report it immediately. You must also:

- Follow the letter and spirit of all laws and regulations and all NBT policies and procedures.
- Treat all NBT employees, customers and business partners with respect.
- Be clear, truthful, fair, transparent, responsible and accurate with customers, regulators, suppliers, shareholders and other employees.
- Never manipulate records, open unauthorized accounts, force product sales, falsify applications or skew results in any way for your own benefit, that of other employees or the organization. Vendors and third parties are also prohibited from doing this in support of NBT, our customers or potential customers.
- Never use company property, information, or your position with NBT for personal gain, as misappropriation of a corporate opportunity is also breach of fiduciary duty.
- Protect our customers from harm. This includes protecting their information and privacy and protecting them from unlawful discrimination and unfair, deceptive or abusive acts or practices.
- Protect our reputation as a safe and trusted financial services company.
- Cooperate with investigations.
- Develop and maintain the requisite skills and qualifications for your position.
- Complete ethics training and certify your compliance. Training occurs within 30 days of joining NBT and includes annual certification each year after. You will receive communications about these requirements, along with instructions and deadlines.

These are important responsibilities, and you should take them seriously. The Code can't cover every situation or scenario in which you might find yourself. It really comes down to using good judgment. Whenever you're uncertain, just ask yourself, "Is this the right thing to do?" And if you're unsure, review the Ethics Litmus Test on page 5 and use the contacts provided on page 6.

Message for Managers and Supervisors

As NBT employees, we are all personally responsible for doing the right things in the right way. And if you are a manager, you have the added responsibility of demonstrating Our Values in everything you do. This includes upholding the spirit and intent of our Code of Business Conduct and Ethics.

- **Be a role model for ethical behavior.** As a leader, you set the tone. What you say and what you do must reflect Our Values. Demonstrate the behaviors you expect to see from all employees. Help everyone around you learn how to do the right things by showing them what the right things are.
- **Promote our culture of integrity.** Make ethics awareness among your employees a personal goal. Set the expectation that ethical behavior is a day-to-day responsibility and evoke Our Values and the Code during conversations about goals and performance.
- **Foster open communication.** Emphasize that you value open and honest communication. Be available and accessible to your employees and create a work environment where they know they can ask questions, raise concerns and report issues without fear of retribution.
- **Recognize behavior that exemplifies our ethical standards and values.** By recognizing employees doing the right things, you reinforce our culture of integrity and encourage employees to get things done the right way.
- **Respond to misconduct and report violations.** When you identify an ethical issue or concern, say something. Take appropriate action immediately by involving higher levels of management or Human Resources or by using the NBT Ethics Line.
- **Act with integrity and always keep commitments.** Communicate openly and honestly and remember to listen more than you talk. These are critical leadership capabilities that are consistent with Our Values.
- **Get help when considering potential violations.** Conducting a careful inquiry into a potential ethics violation requires some special skills. Do not attempt to investigate issues on your own. Seek help from the contacts provided on page 6.

NBT ETHICS LINE

866.730.0035 or www.nbtbank.com/ethics

Leading by Example: Expectations for Senior Leaders

In addition to compliance with all other aspects of the Code of Business Conduct and Ethics, higher expectations exist for our Chief Executive Officer, Chief Financial Officer and senior financial officers. It is imperative that these individuals take important steps to ensure full, fair, timely and understandable disclosure of NBT's periodic reports filed with the SEC and in their professional conduct on behalf of the company.

The Chief Executive Officer, Chief Financial Officer and senior financial officers are expected to:

- Avoid conflicts of interest unless a specific, case-by-case analysis and exception has been made and approved by the NBT Bancorp Board of Directors. This may include, but not be limited to, work for an outside employer, or transactions between NBT and any other enterprise in which the senior leader has an interest.
- Carefully review a draft of each periodic report filed with the SEC for accuracy and completeness.
- Establish and maintain disclosure controls and procedures that ensure material information is included in a timely manner in each periodic report.
- Consult with the Audit Committee to determine whether they have identified any weaknesses or concerns with respect to internal controls.
- Confirm that neither NBT's internal auditors nor its outside accountants are aware of any material misstatements or omissions in the draft report or have any concerns about the management's discussion and analysis section of the report.
- Bring to the attention of the Audit Committee matters they feel could compromise the integrity of NBT's financial reports, disagreements on accounting matters and violations of any part of this Code.

Any waiver of this section of the Code for the Chief Executive Officer, Chief Financial Officer or any other senior financial officer must be promptly disclosed as required by law or regulation of the SEC.

Non-Retaliation Policy

To maintain the highest level of integrity, our Executive Management Team and senior leaders pledge they will not tolerate retaliation against anyone in connection with a good faith report or inquiry of a potential ethics violation, illegal conduct, sexual or other forms of harassment, discrimination, inappropriate workplace behavior or any other serious issue. Not only is retaliation a violation of the Code of Business Conduct and Ethics, it also may be illegal.

We investigate all retaliation allegations. Anyone who engages in retaliatory behavior will face disciplinary action, up to and including termination. If you believe you or someone else is experiencing retaliation, report it using the contacts provided on page 6.

Important Policies That Support Our Ethical Behavior

We Believe in Diversity and Inclusion

We value and draw strength from our diversity. At NBT, we desire an inclusive culture where differences are respected and valued. We strive to enable everyone to feel safe to be their authentic self so all employees can speak up and contribute, all customers are welcomed, and all communities are supported. For more information, please refer to the Employee Information Guide.

In our communities, we strive to be the employer of choice, the bank of choice, and the partner of choice—all driven by the diversity of thought, talent and service which helps our individual and business customers achieve their goals.

We are committed to Equal Employment Opportunity (EEO) and Affirmative Action (AA), and we strive to provide reasonable accommodations so that prospective and current employees who have disabilities may participate fully in employment opportunities. If you have concerns about these issues, please report them using the contacts provided on page 6.

We Do Not Tolerate Harassment or Discrimination

We do not tolerate harassment or discrimination based on race, religion, color, creed, age, sex, national origin or ancestry, sexual orientation (including gender expression or identity), genetic information, disability, veteran status, citizenship status, marital status or other factors protected by law.

Our policies apply to employees, customers, business partners, vendors and other stakeholders.

Conduct that takes place outside of work or off company premises may violate our policies if it has an impact on our workplace.

Please report concerns about harassment or discrimination using the contacts provided on page 6.

Important Policies That Support Our Ethical Behavior, Continued

We Keep Each Other Safe at Work

Drug and Alcohol Free. You are not permitted to use, possess, distribute, manufacture, sell, attempt to sell, or be under the influence of alcohol, marijuana* or prohibited drugs on NBT property, while conducting company business or while operating a company vehicle. (Prohibited drugs are defined as illegal substances as well as prescription drugs unless taken in accordance with a prescription provided by a physician treating the employee for whom the drug is prescribed.)

The only exceptions to this policy are:

- Moderate consumption of alcohol at business-related functions, provided you drink responsibly and do not return to work after the event; and/or
- Brief and temporary possession of alcoholic beverages, unopened and sealed in their original bottles or containers, intended for use in an authorized corporate event or for later off-premises personal consumption.

The use of marijuana is prohibited at all NBT functions regardless of the location.

** While the use and possession of marijuana may be legal in the state in which you are located, it is still illegal under federal law.*

Workplace Safety. We do not tolerate threatening, intimidating or physically harmful behavior by employees, customers, contractors, vendors, suppliers, partners or anyone else. You may not have any type of weapon on NBT property, at work-related functions or while performing company business. This does not apply to law enforcement officials and designated security personnel.

Vehicle Safety. If your job includes driving a personal, company-owned or rental car, you must comply with all federal and state laws. This includes restrictions on using mobile devices. Texting and using smart phone features are prohibited while you're driving.

For the safety of yourself and others, avoid making or receiving telephone calls while you're driving. If you must make or take a call, use an approved hands-free device where permitted by law or pull over and park safely first.

For more information, please refer to the Corporate Security Manual.

Q&A

I am going to a reception hosted by one of our customers. Can I drink alcohol there?

If you are at least 21 years old, you can consume alcohol. Please always drink responsibly, and don't return to work after the event. And, of course, never drive while impaired by alcohol or any substance, including marijuana.

We Are Vigilant About Security in the Workplace

Remember to practice good security habits and be aware of your personal safety, including ensuring that only authorized individuals are allowed in secured areas and checking the credentials of delivery agents or service providers.

If you witness or hear about violations to our safety and security policies, or if you see suspicious, threatening or violent activity, please report your concerns using the contacts on page 6.

We Keep Bank Information Confidential

Information that is gathered, processed, stored or transmitted about NBT customers, employees, business partners and others is considered NBT property and must be kept confidential. Our information security requirements describe how we keep information safe and secure. Our Code of Business Conduct and Ethics covers only some of the most common requirements. For the Information Security Policy and other important policies and resources, consult the Information Security or BSA/Legal Disclosure pages on NBT's intranet (the hub).

Confidential information includes all non-public information that might be of use to competitors, or harmful to NBT or our customers and prospective customers if disclosed. It also includes information that customers, prospective customers and suppliers have entrusted to us. We expect that each employee and director will preserve all such confidential information even after his or her employment or relationship with NBT ends.

You are responsible for knowing these policies and how they apply to your job.

- Know and apply the NBT information classifications, including Public, Internal, Confidential and Customer Confidential.
- Access only the information you need to do your job.
- Protect your user IDs and passwords. You are responsible for any action taken under your user ID and for following information security requirements to prevent user ID misuse.
- Do not share customer information with anyone inside or outside NBT unless disclosure is expressly permitted by NBT policy or the Legal Department has determined that disclosure is required by law.
- Transport physical documents or any media containing confidential information securely.
- Complete information security awareness training as assigned.
- Follow any additional information security requirements specific to your division.

NBT ETHICS LINE

866.730.0035 or www.nbtbank.com/ethics

Important Policies That Support Our Ethical Behavior, Continued

We Keep Bank Information Confidential, Continued

You are responsible for reporting information security weaknesses, violations and other concerns using the contacts provided on page 6. In addition, employees are required to:

- Use all security controls and protocols on NBT systems and not alter or circumvent those controls.
- Comply with Payment Card Industry (PCI) standards.
- Take extra care to protect company-issued laptops, smartphones and mobile devices from theft, whether or not they contain confidential information.

Remember, when your employment or service as an employee or director ends, you still are obligated to protect confidential NBT information. Disclosure of confidential information, even after termination of employment or other relationship, may result in civil or criminal liability to the individual. Therefore, all employees and directors must, upon termination of employment or relationship with NBT, return all confidential information to NBT.

TIP

If a customer emails a service request that contains personal information or account numbers, remove this information from your email reply. This will reduce the risk of exposing sensitive information and protect the customer.

We Manage Corporate News and Information Properly

All statements to the media will be handled through the office of the Chief Executive Officer, Director of Corporate Communications or other specifically designated members of the Executive Management Team.

Financial information regarding NBT or its affiliates is not to be released to any person unless it has been published in reports to our shareholders or has otherwise been made generally available to the public in accordance with applicable disclosure regulations. Financial information is the responsibility of NBT's Chief Financial Officer.

We Do Not Take Unauthorized Photographs or Recordings

Employees may not make unauthorized photographs or audio or video recordings while on the job or at NBT locations. This policy protects the safety, security and privacy of employees, customers, suppliers and others. It also exists to maintain confidentiality of information and trade secrets as well as to maintain physical facility controls. And, it supports the promotion of a harassment-free workplace free of unnecessary distractions.

We Take Care Using Social Media and in Other External Communications

We expect you to use social media sites and tools responsibly and with good judgment. As you know, we are all required to use communication channels in compliance with NBT's Social Media Program Policy and Employee Guidance. Always use discretion in your personal activity and refrain from mentioning NBT online unless you are doing so in a manner that supports and protects NBT's reputation and is in compliance with the Social Media Program Policy.

You are also responsible for knowing about and complying with any restrictions specific to your line of business related to communicating publicly about NBT business. Do not disclose confidential information about customers or other information that compromises internal controls and safety requirements.

We Comply with Accounting, Auditing, Recordkeeping and Internal Controls

As you can imagine, accounting and auditing functions are integral components of everything we do. To help ensure that NBT's financial books, records, and accounts are accurate, keep these important dos and don'ts in mind:

DO:

- Maintain complete and accurate accounting records.
- Ensure that there is an auditable record of financial transactions under your control.
- Use company funds and assets only for legitimate business purposes.
- Handle all account transactions in strict compliance with NBT policies and procedures.
- Exercise good judgment and proper care with all personal financial relationships.
- Comply with corporate expense policies and purchase goods and services only as required by NBT in the conduct of its business.
- Honor requests from authorized parties for information, including the Audit Committee Chair, General Counsel, NBT's independent public accountants, the Office of the Comptroller of the Currency, Federal Reserve System, Federal Deposit Insurance Corporation and others. Check with your manager, supervisor or the Legal Department if you are not certain regarding a specific request.
- Ensure disclosures in reports and public documents are full, fair, accurate, timely and understandable.

DON'T:

- Falsify records, deviate from NBT policies and procedures, or report false or misleading financial information.
- Use NBT funds and assets for any unlawful purpose.
- Perform non-company work, nor solicit such work, while you are supposed to be working for NBT.
- Memo post, process and/or approve your own transactions, or transactions on accounts where you have any ownership interest, control or signing authority.
- Process or otherwise handle any transaction for any family member or any person with whom you have a close personal relationship (e.g., fiancé, domestic partner, significant other, friend, roommate).
- Perform any function that you are concerned about as a possible violation of NBT policies or procedures.

If you are concerned about any accounting, auditing or internal control task, assignment, or situation and are not sure who to ask for guidance, contact any one of the resources listed on page 6.

Insider Trading Is Never Acceptable or Permitted

As part of your job, you may be exposed to information about NBT, its affiliated companies or other publicly traded companies that is considered “material nonpublic information.” Trading in the securities of a company while in possession of material nonpublic information regarding that company is generally known as “insider trading” and *is a violation of federal law.*

Illegal insider trading refers generally to:

- Buying or selling a security,
- In breach of a fiduciary duty or other relationship of trust and confidence,
- On the basis of *material, nonpublic information* about the security.

Information is considered “material” if:

- There is substantial likelihood that it would be considered important by a reasonable investor in deciding whether to purchase or sell stock, or other securities, or
- The information would be viewed by the reasonable investor as having significantly altered the total mix of information available to the investor before making the purchase or sale.

Material nonpublic information can be either positive or negative.

Information is “nonpublic” if it has not been disclosed to the public generally (i.e., widely disseminated and the investing public has had time to absorb it).

Insider trading violations may also include sharing such information with others (i.e.,” tipping”, securities trading by the person who received the “tip”, and securities trading by anyone who misappropriates such information).

Because insider trading undermines investor confidence in the fairness and integrity of the securities markets, the SEC has treated the detection and prosecution of insider trading violations as one of its enforcement priorities.

Q&A

I work with a large depositor of NBT Bank who has several deposit and loan accounts and other business with us. I am aware they are in financial trouble and are defaulting on their loans. I hear they may file for bankruptcy. My sister owns stock in this company. Can I warn her?

No. You have access to confidential information about a customer. You may not share this with anyone outside the bank. And, you should take care to only discuss it internally only with coworkers who need to be knowledgeable about the situation.

Recognizing Money Laundering and Other Issues

Our world is full of risks, especially where currency is handled. In particular, we have to be on the lookout for money laundering.

Money laundering involves obscuring the source of financial assets so they can be used without revealing the criminal activity that produced them. The process of money laundering converts monetary proceeds derived from illegal activity into funds that appear to have a legal source. Among other things, money laundering provides funding for drug dealers, terrorists, arms dealers, and other criminals to operate and expand their criminal enterprises.

To prevent NBT from being used as a conduit for money laundering or for funding terrorist or other criminal activity, we comply with the Bank Secrecy Act (BSA) and related anti-money laundering (AML) laws and regulations. Failing to comply can result in severe penalties.

You are responsible for being knowledgeable about BSA and AML laws and able to identify and report violations or suspicious activity. You are also responsible for following NBT policies and procedures for complying with BSA and AML obligations, and you must complete required training when assigned.

Suspicious activity reports (SARS) are strictly confidential and cannot be disclosed, either internally or externally, without consulting either the General Counsel or NBT's Bank Secrecy Act Officer. The confidentiality requirement includes both the content of a SAR and the fact that a SAR was or was not filed.

Treating Our Customers Fairly

Customer Focus and Integrity are Our Values that influence how we conduct ourselves at work, and how we treat each other, customers, vendors and competitors. We do business in a fair and responsible manner, and we expect the same from our business partners. This commitment guides the ways in which we offer financial products and services and conduct activities, and it enables us to:

- Prevent unlawful discriminatory lending practices and harm to our customers.
- Avoid unfair, deceptive or abusive acts or practices.
- Ensure compliance with all applicable fair lending and responsible banking laws and regulations.
- Avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair-business practice.
- Always approve or award orders, contracts and commitments based on objective business standards to avoid favoritism or perceived favoritism.
- Avoid conspiring or colluding in any way with competitors.

NBT ETHICS LINE

866.730.0035 or www.nbtbank.com/ethics

Avoiding Violations of Laws, NBT Policies and Conflicts of Interest, Continued

Complying with Anti-Bribery Laws

We expect our employees and business partners to comply with all applicable anti-bribery and anti-corruption laws.

In general, you may not give, promise or offer anything of value to any customer, government employee or any other person to influence a decision, secure an advantage, avoid a disadvantage or obtain or retain business. Additionally, the Bank Bribery Act prohibits any employee, director, agent or attorney of NBT Bank from:

- Soliciting for themselves or a third party (e.g. any party other than NBT Bank itself) anything of value from anyone in return for any business, service or confidential information regarding the Bank or its customers; and/or
- Accepting anything of value (other than bona fide salary, wages and fees) from anyone in connection with the business of NBT Bank, either before or after a transaction is discussed or consummated.

Handling Personal Relationships

Working with a family member or someone with whom you have a personal relationship may create a conflict of interest or the appearance of a conflict.

- Do not act for NBT in any transaction or business relationship that involves yourself, members of your family or other people or organizations where you or your family have significant personal connections, financial interests or decision-making influence.
- Do not transact business on your own accounts, your family members' accounts or accounts for anyone with whom you have any kind of significant personal relationship (e.g., fiancé, domestic partner, significant other, friend, roommate).

Q&A

My uncle applied for a mortgage with NBT Bank, and I work in that department. Is it okay for me to work on his application?

No. As an NBT employee, you may not be involved in working directly on any account that connects to you personally. Let your supervisor know so that you are not directly involved.

Avoiding Violations of Laws, NBT Policies and Conflicts of Interest, Continued

Restrictions on Outside Employment

No employee or officer shall participate in any outside employment or fee earning engagements that may reflect negatively upon or discredit NBT, or affect the employee's own impartiality, objectivity and efficiency in performing work duties. Employees and officers shall disclose existing or proposed outside employment or fee earning engagements to the Chief Ethics Officer for evaluation to confirm that any such activities are not contrary to the best interests of NBT.

Although employment outside of NBT is not necessarily a conflict of interest, depending upon your position and NBT's relationship with the other company, a conflict could arise. Outside employment could also be a conflict of interest if it causes you, or might be perceived by others to cause you, to choose between that interest and the interests of NBT. If a situation arises, either through scheduling or other potential conflicts, our commitment to undivided business loyalty requires that we resolve the conflict in favor of NBT.

Employees Serving on Outside Boards

NBT employees who serve as a director on any third-party board have a fiduciary duty as a director to act in the best interests of that third party. In order to avoid a conflict between that duty and their duty as an employee to act in the best interest of NBT, employees who serve in such a capacity must recuse themselves from any board decision that pertains to NBT.

Examples of such decisions would include, but are not limited to:

- Whether to borrow money from NBT;
- Whether to open or close accounts with NBT; and
- Whether to commence, continue, or terminate a banking relationship with NBT.

Also, NBT employees who serve as directors for third parties that are also NBT customers must avoid becoming privy to information regarding the third party that could reasonably impact that party's relationship with NBT (e.g., a significant financial loss, major operation issue or regulatory problem) until such information has been shared with NBT. NBT employees are responsible for informing the third party's management of the need to manage information in this manner. Any questions regarding the potential conflicts related to third party directorships should be directed to the Chief Ethics Officer.

Since NBT encourages and supports employee participation in community-based, not-for-profit and civic organizations, it can be difficult to distinguish what represents a potential conflict of interest. In general, consulting with your manager will be adequate to direct your actions. If questions or concerns persist, the Chief Ethics Officer should be consulted.

Avoiding Violations of Laws, NBT Policies and Conflicts of Interest, Continued

Do not transact or conduct business on behalf of NBT for any organization that you are a member of or employed by. For those organizations where you may serve in a financial capacity or treasurer designated position, all transactions bearing your signature must include a signature from another member of the organization. All transactions must be processed by another bank employee who has no affiliation with the organization.

The Chief Executive Officer, other members of the Executive Management Team and directors are required to disclose any changes in their positions on outside boards of directors to the Nominating and Corporate Governance Committee Chair. Directors are also required to disclose any changes in employment to the Nominating and Corporate Governance Committee Chair. The Nominating and Corporate Governance Committee Chair will make these required disclosures to the Chairman of the Board.

NBT ETHICS LINE

866.730.0035 or www.nbtbank.com/ethics

Q&A

I have been offered a part-time job doing the banking for my child's dance studio. They bank with NBT. Can I take the job? Do I need to get it approved?

You should complete the Conflict of Interest form found on the hub before taking this position to ensure there is not a conflict with the duties associated with your regular job at NBT Bank. For example, if you are a branch employee, you would not be permitted to process any transactions or handle other business for the dance studio.

Running for Political Office

All employees (excluding employees who are also directors) must obtain permission from the Chief Ethics Officer prior to running for political office to avoid a potential conflict of interest. All directors, including those employed by NBT, must obtain permission from the NBT Bancorp Board of Directors prior to running for political office to avoid a potential conflict of interest.

Q&A

A former coworker asked me to send her a copy of a proposal she prepared before she left NBT. Is it okay to send it to her?

No. The proposal is NBT property, and you cannot release it to anyone outside the company—not even the person who created it.

Protecting Intellectual Property

While you're working at NBT, you may produce, develop and have access to intellectual property. That material is the property of NBT and you must comply with all laws protecting intellectual property, including copyright and trade secret laws. Further, you must protect the intellectual property of NBT from unauthorized use and disclosure, and you may not use it for personal gain. In addition, as a condition of your employment, you agree to assign to NBT, exclusively, all rights, title and interest in any such NBT property, and you must assist NBT in obtaining intellectual property rights (e.g., trademarks, patents and copyrights) for intellectual property developed while you are employed at NBT.

You also must obtain any required permission from others outside of NBT to use their intellectual property and information.

Contractual Obligations to Former Employers

You must comply with any confidentiality or other contractual obligations you may have to third parties, such as former employers.

Monitoring and Use of Company Resources

All NBT assets should be used for legitimate business purposes. NBT reserves the right to monitor your use of company resources for any reason, at any time, subject to applicable law. This includes information resources such as business email and the Internet.

In addition, when you use your personal equipment for business purposes, you consent to the search of your devices for business related purposes and agree to disclose electronic communications stored at third-party service providers.

Q&A

Is my NBT email and internet access subject to monitoring even when I occasionally send a private message or visit a website not related to my job?

Yes. The NBT assets that you use to access your company email and the internet are NBT property and may be monitored at any time. This includes, but is not limited to, your personal activity on internet sites you access using NBT systems or equipment.

NBT's Gifts and Entertainment Policy

Adhering to NBT's Gifts and Entertainment Policy

The proper handling of gifts is an important element of our business relationships and our reputation. For this reason, it is important that all employees and directors understand how to handle the legal and ethical issues associated with gifts and entertainment and how they can affect our relationships and reputation with our customers, suppliers and the general public.

We comply with laws that prohibit employees, directors, agents and attorneys of financial institutions from giving, seeking or accepting anything of value in connection with any transaction or business of their financial institutions. Accepting or soliciting anything of value for the benefit of a third person or third party also is prohibited.

These restrictions generally do not apply to:

- Gifts or entertainment based on family relationships where it is clear the relationship is the motivating factor for the gift (except in certain circumstances when the family member is an official or employee of a government entity that does or may do business with NBT).
- Awards given as part of approved company-sponsored recognition programs.
- Nominal gifts between coworkers on appropriate occasions.

Also, remember that:

- You are required to comply with our **Solicitation and Distribution Policy** on page 52 in the Employee Information Guide when you are asking employees to contribute to a gift for a coworker.
- You are responsible for following any other legal or regulatory requirements that apply to your specific line of business.

Q&A

I was invited to go to professional sporting event with a customer. May I attend?

Yes. You may attend if the purpose is to hold bona fide business discussions or further the customer relationship. If the tickets are for your personal use and the customer will not be attending the event with you, you should not accept them.

Giving Gifts

You may give gifts only for legitimate business reasons and never to secure business or influence a decision. Your gifts should be reasonable and customary for the circumstances. You may never give gifts of cash. These guidelines also apply to gifts among NBT employees. You are also responsible for following any guidelines specific to your line of business and complying with standard expense reimbursement procedures.

Before you give anything of value to a federal, state, local or foreign government official or employee, you must get approval from the NBT's General Counsel. Gifts to public officials or employees may be subject to legal restrictions or prohibitions.

Q&A

I am a teller, and a regular customer just gave me a $25 gift card for my birthday. May I keep it?

Yes. That is an acceptable gift.

- The executive branch of the federal government, the U.S. Senate, the U.S. House of Representatives, each state and many local jurisdictions have separate laws restricting gifts to their officials and employees. (A "gift" is anything of value that provides a personal benefit, such as meals, beverages, entertainment, transportation, lodging or courtesy items.)
- Anti-bribery laws, including the Foreign Corrupt Practices Act, severely restrict gifts of any value to officials of foreign governments.

You and your immediate family members may not accept an inheritance from a customer unless the customer is a family member or personal friend whose relationship with you was established apart from your NBT employment.

If a customer names you as a beneficiary, contact your Human Resources business partner and your manager to discuss how to resolve the conflict.

Accepting Gifts

You may never solicit or accept a gift for yourself or a third party in exchange for favorable business treatment. There are certain circumstances when accepting gifts or other items of value do not violate our gift policies. They include:

- Advertising or promotional material of reasonable value, such as pens, note pads, key chains, calendars and similar items.
- Discounts or rebates on merchandise or services that are available to other customers under similar circumstances or as part of a discount program that NBT negotiates.
- Awards of a reasonable value from civic, charitable, educational or religious organizations for recognition of service and accomplishment.
- Meals, refreshments, entertainment, accommodations or travel arrangements for meetings or other occasions where:
  - The purpose is to hold bona fide business discussions or build better business relationships.
  - Your host is present.
  - Your attendance is related to your job duties.
  - The level of expense is reasonable and customary for the circumstances.
  - The relationship with the host and the frequency of such invitations from one host is not excessive.
- The gift consists of food or beverages that cannot be returned easily if they are received in the course of doing business and shared with coworkers.
- Gifts, gratuities, amenities or favors based on obvious family or personal relationship that exists independently of any business of NBT or its affiliates.

Gifts related to commonly recognized events or occasions may not exceed $200 in value, including promotions, new jobs, weddings, retirements, holidays and birthdays. However, gifts in the form of cash or a check are prohibited in any amount.

Corporate expense and payroll policies are described in more detail in the Accounting Manual and the Employee Information Guide and other policies and procedures. You are expected to be familiar with, and comply with, the policies applicable to you.

We may make exceptions to allow employees or directors to accept reasonable entertainment, accommodations or gifts that exceed this policy; however, approval must be obtained from the Chief Ethics Officer in order to do so.

Important Notice Regarding Violations

Anyone who violates this Code of Business Conduct and Ethics may face disciplinary action, up to and including termination.

The Code applies to all employees and directors of NBT and its affiliates. It does not alter your "at will" employment relationship, unless otherwise provided by law or if you have a written agreement for continued employment signed by you or your authorized representative and the Chief Executive Officer. We recognize your right to resign at any time for any reason. Similarly, NBT or its affiliates may terminate an employee relationship at any time for any lawful reason.

Nothing in the Code is intended to limit or interfere with any employees discussing their compensation, and non-supervisory employees discussing any other terms and conditions of their employment or NBT's employment-related policies and practices. Nothing in the Code should be interpreted to interfere with any other employee rights under Section 7 of the National Labor Relations Act.

Employees will not be subject to any adverse action, such as discipline or termination, because they discuss such matters. Employees who believe this policy has been violated should immediately report the violation using the **NBT Ethics Line** at **866.730.0035** or any of the other contacts provided on page 6.

Acknowledgement and Certification

I hereby acknowledge that I have read the NBT Bancorp Code of Business Conduct and Ethics, have become familiar with its contents and am committed to compliance with its terms.

I understand that my agreement to comply with the Code neither constitutes nor should be construed to constitute either a contract of employment for a definite term or a guarantee of continued employment.

I understand that the Code may be amended or updated at any time and that I am responsible for understanding and complying with any changes.

In addition, I understand that failure to execute and return this form will not affect the applicability of the Code or any of its provisions to me.

Name: ____
(Print)

Signature: ____

Date: ____

PLEASE REMOVE THIS PAGE, SIGN IT AND GIVE TO YOUR MANAGER OR SUPERVISOR.

Thank you for your commitment to the integrity of NBT Bancorp.