



## **WHISTLEBLOWER POLICY**

### **INTRODUCTION**

It is the policy of MidWestOne Financial Group, Inc. (the "Company") that its reported financial information be accurate and complete in all material respects. This policy is to ensure achievement of this goal, encourage proper individual conduct relating to accounting or auditing matters, and provide a means for early detection of problematic situations related to accounting or auditing matters before they have serious consequences.

This policy provides a process for the anonymous submission of suspected wrongdoing (whistleblowing) by any employee of the Company or of any subsidiary of the Company who has concerns about internal auditing controls or questionable accounting or auditing matters and desires to report those concerns.

The Audit Committee has adopted the following procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

### **1. Scope of Matters Covered by These Procedures**

These procedures relate to complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company ("Complaints"), including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording or maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentations or false statements to or by an officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from reporting of the Company's financial condition as required by applicable laws and regulations.

## 2. Submission and Receipt of Complaints

All Complaints will be kept confidential to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. The Complaint may, at the discretion of the person submitting the Complaint, be submitted anonymously.

- A person with a Complaint should promptly report it by use of NAVEX Global. Complaints may be submitted:
  - a. Via NAVEX's secure website: Go to [midwestone.ethicspoint.com](https://midwestone.ethicspoint.com) and click "Make a Report." You may also follow up on a previously filed report by clicking the same link;
  - b. Through the Toll-Free NAVEX Global Hotline: (888) 371-4691;
- Employees who have Complaints may, rather than submitting such Complaints through N A V E X , submit them directly to the Audit Committee Chairman. Address the envelope to either: MidWestOne Financial Group, Inc., 102 South Clinton Street, Iowa City, Iowa 52240, Attn: Mr. Richard Donohue, or Mr. Richard Donohue, 2835 Silver Oak Trail, Marion IA 52302.

Any supervisor or other employee who receives a report of such concerns should refer the information received to either NAVEX Global or Mr. Donohue.

## 3. Complaints

To assist the Company in the response or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. It is less likely that the Company will be able to conduct an investigation based on a Complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support. Generally the Complaint should, to the extent possible, contain the following information:

- The alleged event, matter or issue that is the subject of the Complaint;
- The name(s) of the person(s) involved;
- If the Complaint involves a specific event or events, the approximate time and location of each event; and
- Any additional information, documentation or other evidence available to support the Complaint.

#### **4. Retention of Complaints**

Each Complaint shall be logged on the Whistleblower Tracking Matrix (Attachment A) by the Internal Auditor, or another person designated by the Audit Committee. This person shall note, on the Complaint: the date of receipt, the date the Complaint was listed on the Whistleblower Tracking Matrix, and the date of submission to the Audit Committee.

All Complaints shall be kept in a Complaint file under the control the Internal Auditor, or another person designated by the Audit Committee. The Audit Committee shall retain as part of its records, any such Complaints, and the reports of any investigations, for a period of no less than seven (7) years.

#### **5. Treatment of Complaints**

All reports made under this policy will be investigated. A copy of all Complaints shall be promptly forwarded to the Audit Committee Chairman and be reviewed at the Committee's next regularly scheduled meeting unless the nature of the Complaint dictates otherwise. All Complaints will be investigated under the direction of the Audit Committee. The Committee shall designate a person to record the Complaint on the "Whistleblower Tracking Matrix" (Attachment A), and to periodically update the matrix regarding the status of the actions being taken concerning the Complaint. The Complaints will promptly be investigated in a manner that is as discreet as the circumstances reasonably permit. The action taken will depend on the nature and gravity of the concern. The Company has designated the Internal Auditor to coordinate any necessary Company action in response to a report. Any report received by NAVEX will be forwarded to both the Internal Auditor and the chair of the Audit Committee unless the nature of the report warrants the exclusion of either of these default recipients. The individual who will conduct the investigation shall gather such documents and materials and interview such individuals as is reasonably necessary to complete the investigation. The results of any investigation conducted pursuant to this policy shall be reported to the Audit Committee and the Chief Executive Officer of the Company (unless clearly inappropriate due to the nature of the report). The Audit Committee shall have the authority to, at any time; request a briefing regarding any investigation of a Complaint and any findings regarding a Complaint.

Upon completion of the investigation, the Audit Committee shall review the results and determine the corrective action, if any, to be taken in response to a Complaint or direct additional investigation of any Complaint. All documents and materials compiled during the investigation shall be retained with the Complaint and handled in accordance with Section 4 of this policy.

At the conclusion, the Audit Committee shall direct a designated person to prepare a written report/response to the Complaint. Upon completion of the written response, it shall be submitted to the Audit Committee for review and approval. A copy of the response letter shall be maintained with the Complaint and documentation compiled during the investigation. The Complainant, if possible, will be informed of the status of the Complaint either via NAVEX if it was the reporting mechanism, or the Audit Committee Chairman. Upon completion of these procedures, the Whistleblower Tracking Matrix will be updated.

## **6. Confidentiality/Anonymity**

Concerns may be reported anonymously, at the employee's option. The Company shall maintain the confidentiality or anonymity of the person(s) making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and of any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity. Also, in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In general it is less likely that a thorough investigation can be completed in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside the control of the Company. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

## **7. Protections from Retaliation**

Retaliation against an individual, who, in good faith, has made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint, is prohibited regardless of the outcome of the investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of Complaints, participation in a related investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An employee's right to protection from retaliation does not extend to immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

Deliberately making a false report is also against this policy. This is not meant to discourage or limit the rights of individuals from making reports of alleged violations relating to accounting or auditing matters. The Company recognizes that, in some instances, it may not be possible to determine whether a report is warranted. Employees should not be reluctant to report information because they are uncertain of who will be believed and whether the allegation can be proved. These procedures are in no way intended to limit the right of employees to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

## **Policy Accessibility**

### **1. Internally.**

- Employees are given this policy as part of the Company's orientation program. They also have access to this policy through the Company's "OneStop" area. Access OneStop via Internet Explorer. Double-click on the "Policies" option under "Documents" index on the right side of the screen, then the "Bankwide" folder. Under the list of documents is the "Whistleblower Policy." Double-click on the title and the policy will appear.

## 2. Externally.

- The policy is accessible to anyone through the MidWestOne Financial Group, Inc.'s website at [www.midwestone.bank](http://www.midwestone.bank). On the website, look for and select "Investor Relations" at the bottom of the page. When you do this, a new page will appear. Under the "Corporate Information" section on the left side of page, you will see the drop-down "Governance Documents". Under the heading you will see a list of policies and committee charters, which includes the Whistleblower Policy. This page also displays a complete copy of the policy or disclaimer identified on this page.

MidWestOne Financial Group, Inc.  
Whistleblower Tracking Matrix  
(Attachment A)

\* Submitted By Codes: Employee (E); Customer (C); Vendor (V); Shareholder (S); Other (O)

[illegible]

\*\* Current Status Codes: Resolved (R); Under Investigation (UI); Dismissed (D); Withdrawn (W); Pending/No Action (P)