

	Code of Conduct		
CORPORATE POLICY	Origination Date: 2020	Revision Date: N/A	Effective Date: May 2020

Pomeroy is committed to providing a safe and healthy work environment for all employees, contract labor, and all other third-party employees or clients. All are subject to the code of conduct regardless of hire date, contractual agreement, or employee rank. Failure to comply with the policies set forth may result in disciplinary action, which can include termination of employment.

Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by Company or its customers, except when disclosure is authorized by management or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that our borrowers or other parties, with whom we have investing or lending arrangements, have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

“Confidential Information” includes information protected as a “trade secret” under the Defend Trade Secrets Act of 2016, § 18 U.S.C.A. 1831 et seq. (“DTSA”). Employees agree to handle all information developed or obtained in the course of employment as Confidential Information unless and until such information becomes public knowledge through no fault of the Employee. Notwithstanding the foregoing provisions, Employees will not be held criminally or civilly liable under any Federal or State or local trade secret law for disclosing a trade secret as provided under the DTSA in confidence to a Federal, State, or local government official or to his/her attorney solely for the purpose of reporting or investigating a suspected violation of law or as part of a complaint or other document filed under seal. To the extent such disclosures are allowed under the DTSA, they shall not be considered a violation of this policy.

Reporting any Illegal or Unethical Behavior

Pomeroy employees are encouraged to talk to supervisors, managers, Human Resources, or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a situation. It is the policy of Pomeroy not to allow retaliation for reports of misconduct by others made in good faith by employees. All employees are expected to cooperate in internal investigations of misconduct.

Procedures for the confidential, anonymous submission to supervisors, managers, Human Resources, or other appropriate personnel by employees of Pomeroy regarding questionable accounting or auditing matters can be done through the Ethics Hotline 844-330-7104.

Operating Business Procedures

All employees are required to read and follow all company policies. Full compliance with the General Data Protection Regulations (GDPR), is expected from employees and all others conducting business for and with Pomeroy.

Professionalism at the Workplace

Employees are expected to act with integrity and professionalism while in the workplace. This includes but is not limited to, adherence to stated dress code and showing respect to colleagues regardless of level of employment. All employees are strongly encouraged to remain open for communication and dialogue with their co-workers, supervisors, team members, and third-party employees or clients. It is expected that all employees will communicate in a respectful manner in all the above related circumstances.

Collaboration

At the workplace, employees are expected to act friendly and collaborative with colleagues. We do not want anyone to disrupt the workplace or create obstacles that may hinder a team or colleague's performance.

Discrimination and Harassment

Any form of discriminatory action, such as antagonistic behavior, harassment, or bullying will not be tolerated. Such actions consist of but are not limited to, offensive jokes, name-calling, condescending communication, intimidation, verbal or written threats, unwanted physical contact, physical harm, or altercations.

Retaliation

Retaliation as a response to a good-faith report, regardless if the allegation is determined to be founded or unfounded, will not be tolerated. Actions that are considered retaliation consist of but are not limited to, interfering or hindering an employee's work performance, exclusion from work or social activities, blocking career advancement, creating a hostile work environment, unwarranted disciplinary action, demotion, or reduction in pay or hours.

Compliance with law

Pomeroy employees are required to follow all federal, state, and local laws. Engaging in illegal or unethical activities will not be tolerated.

Corruption

Employees should not accept gifts from outside parties. Any form of bribery from an internal or external party is strictly prohibited. Employees are expected to avoid any personal, financial, or other interests which may hinder their capability or willingness to fulfill their job duties.

Health and Safety

The Company strives to provide each employee with a safe and healthful work environment. Employees have a responsibility for maintaining a safe and healthy workplace for their colleagues by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices, or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

Conflicts of Interest

Personal conflicts of interest arise when a person's judgment might be compromised because of personal interests that conflict with the interests of the Company or a customer. Company personnel must avoid and disclose current and potential conflicts of interest. The Company and its employees must take appropriate steps to recognize and avoid personal and organizational conflicts of interest.

Record-Keeping

Pomeroy requires honest and accurate recording and reporting of information to make responsible business decisions. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or Company's Chief Financial Officer.

All of Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect Company's transactions, and must conform both to applicable legal requirements and to Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports.

Protection and Proper Use of Company Assets

All employees should endeavor to protect Pomeroy's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on Pomeroy's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Pomeroy policy. It could also be illegal and result in civil or even criminal penalties.

Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind: Make sure you have all the facts.

- To reach the right solutions, we must be as fully informed as possible.

Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?

- This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

Clarify your responsibility and role.

- In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

Discuss the problem with your supervisor.

- This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.

Seek help from Company resources.

- In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your office manager or your Human Resources (HR) Department. If that also is not appropriate, call the Legal Department.

You may report ethical violations in confidence and without fear of retaliation.

- If your situation requires that your identity be kept secret, your anonymity will be protected. Company does not permit retaliation of any kind against Covered Persons for good faith reports of ethical violations.

Always ask first. Act later.

- If you are unsure of what to do in any situation, seek guidance before you act.

All employees are required to read and follow all company policies. If you should have any questions, ask your manager or the Human Resources (HR) department, for assistance.

We strongly encourage employees to report activities that do not comply with the Pomeroy Code of Conduct to Management, Human Resources or by calling the Ethics Hotline 844-330-7104.