



Code Of Ethics And Conflict Of Interest Policy

Penns Woods Bancorp, Inc. and all subsidiaries (the “Company”), requires that the transactions employees participate in are ethical and within the law, both in letter and in spirit. Employees are expected to use good judgment, adhere to high ethical standards and avoid situations that create an actual or perceived conflict between their personal interests and those of the organization.

The Company recognizes that different organizations have different codes of ethics. However, just because a certain action may be acceptable by others outside of the Company as “standard practice,” that is by no means sufficient reason to assume that such practice is acceptable at our organization. There is no way to develop a comprehensive, detailed set of rules to cover every business situation. The tenets in this policy outline some basic guidelines for ethical behavior at the Company. Whenever employees are in doubt, they should consult with their manager.

Conflicts of interests or unethical behavior may take many forms including, but not limited to, the acceptance of gifts from competitors, vendors, potential vendors, or customers of the Company. Gifts may only be accepted if they have a nominal retail value and only on appropriate occasions (for example, a holiday gift). Employees are cautioned not to accept any form of remuneration or non-business related entertainment, nor may employees sell to third parties any information, products, or materials acquired from the Company. Employees may engage in outside business activities, provided such activities do not adversely affect the organization or the employee’s job performance and the employee does not work for a competitor, vendor, or customer. Employees are prohibited from engaging in financial participation, outside employment or any other business undertaking that is competitive with, or prejudicial to, the best interests of the Company. Employees may not use proprietary and/or confidential information for personal gain or to the organization’s detriment, nor may they use assets or labor for personal use.

If an employee or someone with whom the employee has a close personal relationship has a financial or employment relationship with a competitor, vendor, potential vendor, or customer of the Company, the employee must disclose this fact in writing to Human Resources. The Company will determine what course of action must be taken to resolve any conflict it believes may exist. If the conflict is severe enough, the Company may be forced to ask the employee to tender his/her resignation. The Company has sole discretion to determine whether such a conflict of interest exists.

Employees are encouraged to seek assistance from their managers with any legal or ethical concerns. However, the Company realizes this may not always be possible. As a result, employees may contact Human Resources to report anything that they cannot discuss with their manager.

PWB Board Approval: March 10, 2015

JSSB Board Approval: March 10, 2015

Luzerne Bank Board Approval: March 10, 2015