

Organizational/Functional Area: Human Resources
Policy For: Code of Ethics and Business Conduct
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<Attachment>

- Receipt and Acknowledgement Concerning Code of Ethics and Business
Conduct 28

I. INTRODUCTION - BANK'S APPROACH AND OBJECTIVES

This Code of Ethics and Business Conduct (the "Code") has been prepared to reflect the ongoing commitment of Pacific City Bank ("Bank" or the "Bank") to maintain the highest ethical standards in all Bank business. The Code is intended to reflect compliance with all applicable governmental laws, rules, and regulations. In accordance with the mandate of these laws, this Code applies to all staff members of the Bank. The term "staff member" as used herein is intended to refer to all officers, employees, and directors of the Bank. Thus, it applies equally to the President & Chief Executive Officer, the Chief Financial Officer, the Chief Risk Officer, and the Controller of the Bank, as it does to all other officers and employees of the Bank. In addition, non-employee directors of the Bank, although not technically staff members, are required to comply with all provisions of the Code which are logically and legally capable of applying to them. Because this Code imposes important ethical obligations on all of the Bank's directors, officers, and employees, it is imperative that everyone reads this Code carefully.

All staff members and directors are expected to consider compliance with ethical standards as well as laws and regulations as a critical element of their duties and responsibilities to the Bank. Everyone will be expected, as a condition of employment, to read this Code and to sign the attached "Receipt and Acknowledgement Concerning Code of Ethics and Business Conduct", indicating their understanding of and agreement to all of the terms of this Code. Everyone is also expected to sign the attached "Annual Certification Concerning Code of Ethics and Business Conduct" form on an annual basis to certify that he/she is familiar with the Code, has complied with all provisions of the Code relating to confidential information since the last certification, and is not aware of any violations of the Code by any staff member including him/herself since the last certification.

Anyone with a question regarding any aspect of the Code, either when they read it for the first time or any time thereafter, must address their questions to the Human Resources Manager. Nothing in the Code is intended to alter the nature of the at-will relationship which exists between the Bank and all of its officers and employees who are not subject to written employment agreements. If any provision of this Code or the Bank's policy conflicts with applicable law or regulations, the one with the higher standard will apply, except in cases where doing so would cause non-compliance with such laws or regulations.

II. STATEMENT OF GENERAL POLICY

It is the Bank's policy to conduct its business in accordance with the highest ethical standards in order to comply with all applicable laws and regulations and to merit and maintain the complete confidence and trust of its customers and the public in general. All staff members are expected to conduct all of their business and personal affairs and to manage all business transactions in a manner which reflects positively on the Bank's

reputation in the industry and in the communities in which it does business. The Code is intended to address both business and personal relationships which may present potential legal and ethical concerns for anyone affiliated with the Bank. It also sets forth a code of conduct to guide staff members.

III. CONFIDENTIALITY PROVISION

A. Overview

Confidentiality has always been an essential part of the financial industry's business. The Bank's customers give us private information about them and rightfully trust us to keep this information in confidence. Today we have technology that enables us to keep more information about customers than ever before. Recognizing this, the Bank has placed special emphasis on the appropriate collection, storage, and use of customer information. Moreover, the Bank has provided staff with access to computers, electronic mail, the intranet, and the Internet. This access is a privilege that carries special responsibilities. This section is about your responsibility to protect confidential and proprietary information from release or misuse.

Your role in privacy protection is critical. As a staff member, you will have access to confidential information about the Bank, its customers, and vendors. Such information is intended solely for use within the Bank and is limited to those with a business need-to-know. Confidential information acquired by a staff member through his or her employment must be held in the strictest confidence and, except for a business reason, must never be discussed with anyone – not even family members. Such information is to be used solely for corporate purposes and never for personal gain, and may not be used to compete with the Bank.

To promote the highest ethical standard in all Bank business, the Bank also maintains a Confidential Information Policy in its Employee Handbook (the "Confidential Information Policy"). You must read and comply with all provisions of this Confidentiality Provision as well as the Confidential Information Policy.

This Confidentiality Provision and the Confidential Information Policy should not be interpreted to prohibit employees from discussing the terms and conditions of their employment in an appropriate manner, including, but not limited to, as permitted by applicable law.

B. Customer Information

In accordance with the Gramm-Leach-Bliley Act (GLBA) of 1999, financial institutions are required to have administrative, technical, and physical safeguards for sensitive customer information. Sensitive information collected by the institution must not be used or disclosed for any reason other than the intended purpose and must be protected from misuse that could result in identity theft.

Safeguarding the confidential financial information concerning the Bank's customers is essential in maintaining the public trust. It is the policy of the Bank that such confidential information acquired by a staff member through his or her employment must be held in the strictest confidence. Such information is to be held for Bank purposes and not as a basis for personal gain by any staff member. Aside from credit inquiries information as permitted under banking laws and regulations, regarding a customer may generally only be released to private persons, organizations, or governmental bodies that request it with the consent of the customer involved or upon receipt of legal process such as a subpoena or court order. Confidential customer information should never be discussed with anyone outside the Bank, and only with those within the Bank who have a legitimate business need-to-know. Confidential customer information should never be discussed in public places, even within the Bank's offices. Staff members should be sensitive to the risk of inadvertent disclosure resulting from open doors, speaker phones, cellular phones, and when transmitting confidential information by fax or other electronic media.

Improper release of or unauthorized access to confidential information damages our customer's trust in the Bank and can result in loss of business and even legal action. It also reflects on your ability to do your job and may result in disciplinary action, up to and including immediate termination of employment.

C. Proprietary Information

Information that is classified by the Bank as "**internal use**" (limited to the Bank staff, contractors, and vendors covered by non-disclosure agreement); "**confidential**" (intended solely for use within the Bank and limited to those with business need-to-know); and "**restricted**" (intended solely for restricted use within the Bank and limited to those with an explicit, predetermined, and stringent business need-to-know) is considered proprietary information; that is, information that is the property of the Bank. The proprietary information includes trade secrets and information regarding:

- The Bank's business
- The Bank's financial performance, if it has not been publicly announced
- Customers
- Staff
- Products, services, and pricing
- Patents and other intellectual property
- Systems plans and information
- Passwords and computer programs
- Business plans, and
- Marketing plans, strategies, and costs

During the time you are a staff member, you must not:

- Reveal any proprietary information about the Bank or its staff, customers, or vendors to anyone except properly designated staff, or
- Use, on behalf of the Bank, any proprietary information you have acquired at another bank.

If you leave the Bank, you may not:

- Use any proprietary information for your own or another's gain, or
- Keep any originals or copies of manuals, notebooks, drawings, notes, reports, proposals, other documents, materials, tools or equipment, or property belonging to the Bank.

The disclosure of “material inside information” subjects staff members, the Bank, and third parties to whom the information is communicated to severe penalties under federal and state securities laws. Information is “material” when there is a significant likelihood that a reasonable investor would think the information is important in making an investment decision. Information is “inside” when it has not been disseminated to the public at large. Any staff member possessing such material inside information must not trade in or recommend the purchase or sale of the securities involved until the information is actually disseminated to the public. Lending personnel must not disclose confidential information on existing or proposed loan customers to investment personnel.

IV. ENSURING THE INTEGRITY OF RECORDS

Records and accounting information must be accurate and maintained with reliability and integrity. Transactions must be reflected in an accurate and timely manner. False entries and activities that result in false entries are prohibited. It is the policy of the Bank to maintain records and accounts which accurately reflect its assets, liabilities, receipts, and disbursements. The falsification of any books, records, or documents of the Bank is grounds for disciplinary action, up to and including immediate termination of employment.

The highest standard of care should be exercised in preparing such reports in accordance with the following guidelines:

- All accounting records, as well as reports produced from those records, must be in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrence to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, the Bank's assets, liabilities, revenues, and expenses.
- Accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments, or accounting periods.

- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information will be concealed from internal auditors, independent auditors, or Bank and other regulatory officials.

It is imperative that all records, data, and information used and managed by the Bank be kept current, accurate, and complete. Each staff member is personally responsible for the integrity of the information, report, and records under his or her control. Records must be maintained with a sufficient level of detail to accurately reflect the Bank's transactions.

In keeping with their legal and ethical obligations, all staff members who are involved in any manner with the preparation and/or filing of any reports or documents that the Bank is required to file or submit to any governmental agency, including but not limited to the DFI and the FDIC, are expected to make full, fair, accurate, and timely and understandable disclosure in all such reports. In furtherance of this objective, all staff members must maintain accurate bank records and retain them in accordance with the law. This obligation to insure full, fair, accurate, and timely and understandable disclosure also extends to any public communication made by the Bank.

The falsification of any of the Bank's books, records, or documents will result in disciplinary action, up to and including immediate termination of employment dismissal. In addition, falsification of the Bank books and records is a felony under applicable laws.

Staff members are expected to exercise good judgment and standards when creating any Bank records, including e-mail. When creating any records or documents, staff members should keep in mind that such records may need to be interpreted at a later time with the benefit of hindsight and/or the disadvantage of imperfect recollections, or the lack of availability of the author to shed light on the written records.

Staff members shall follow all specified guidelines and procedures established by the Bank with respect to the retention of records. While, in general, records should be maintained for specified time periods in accordance with the Bank's policy, a staff member must never, regardless of time, destroy any records which could potentially be relevant to any violation of law, litigation, or any pending, threatened, or foreseeable government investigation or proceeding.

V. PROVIDING STRONG INTERNAL CONTROL OVER ASSETS

Staff members must comply with all internal control procedures established by the Bank for the safeguarding of assets and proper reporting and disclosure of financial and nonfinancial information. All staff members have a duty to protect the Bank's assets and ensure the asset's efficient use. Theft, carelessness, and waste have a direct impact on the Bank's profitability and financial health. The Bank's assets should be used only for legitimate business purposes and staff members should take measures to ensure against their theft, damage, or misuse. These assets include intellectual property such as patents,

trademarks, trade secrets, business and marketing plans, salary information and any unpublished financial data and reports. Any unauthorized use or distribution of this information is a violation of this Code.

VI. PROVIDING CANDOR IN DEALING WITH AUDITORS, EXAMINERS, AND LEGAL COUNSEL

All staff members are required to respond honestly and candidly when dealing with the Bank's independent and internal auditors, regulators, and attorneys. Questions raised by the auditors, examiners, and legal counsel must be responded candidly and no adverse information may be concealed.

Staff members are required to cooperate fully with any appropriately authorized internal or external investigations. The making of any false statement to or misleading of internal or external auditors, Bank representative, or regulators can be a crime and may result in severe penalties. Staff members should never withhold information that may seem to raise an ethical issue, but should immediately contact their supervisor, the Human Resources Manager, or the Chairman of the Audit Committee, depending on the nature of the issue involved.

VII. CONFLICT OF INTEREST AND ACCEPTANCE OF GIFTS OR FAVORS

A. Overview

One of the purposes of this Code is to remind all staff members of the importance of avoiding any actual or apparent conflict of interest in any transaction involving the Bank. A conflict of interest is defined as a staff member's involvement in any outside interest or activity which either conflicts with the staff member's duty to the Bank, appears to conflict with such duties, or may adversely affect the staff member's judgment in the performance of his or her responsibilities to the Bank.

Staff members must not engage in any personal or business conduct which has even the potential or appearance of conflicting with the interests of the Bank. All staff members are required to disclose to their supervisor any potential conflict of interest, including one in which they have been unintentionally placed as a result of a business or personal relationship with a customer, supplier, business associate, or competitor of the Bank. (All potential new employees or directors of the Bank must be asked before commencing employment or serving as a director whether they have any pre-existing relationship or investment which might present a potential conflict of interest so that appropriate action can be taken, if necessary, prior to such employment or service.) The supervisor will review the situation with the next appropriate level of management and advise the staff member as to the proper course of conduct. Contemporaneous written records of all such disclosures will be retained by the Bank in keeping with all applicable legal requirements. Any supervisory employee who encounters a potential or actual conflict of interest must

disclose the situation to the next appropriate level of management who will review the situation and advise the supervisory employee as to the proper course of conduct. All staff members must contact either their supervisor or the next appropriate level of management in the chain of command if they have any question about whether an apparent or actual conflict of interest exists. This consultation must occur before the staff member becomes involved in the potentially problematic transaction or situation.

To promote the highest ethical standard in all Bank business, the Bank also maintains a Conflicts of Interest Policy in its Employee Handbook (the “Conflicts of Interest Policy”). You will be supplied with the Conflicts of Interest Policy in the beginning of your employment. You must read and comply with all provisions of this Conflicts of Interest Provision as well as the Conflicts of Interest Policy.

B. Standards for Personal Finances

As a financial institution, the Bank’s business depends on public confidence in our ability to help manage the financial affairs of others. In general, your personal finances are private. However, because you represent the Bank, it is important that you manage your personal finances properly and in a prudent manner. If you are having financial difficulties, please contact the Human Resources Manager for assistance.

C. Personal Trading and Investment

It is important that investments by staff members for their personal accounts or accounts over which they have direct or indirect control are not – or do not appear to be – conflicts of interest. Staff members must avoid or disclose certain types of personal investments. For example, a staff member may not:

- Invest in a company, including the Bank, if he or she has material inside information, or
- Deal in a new issue of securities on terms which are in any way different from terms available to the general public.

A staff member’s investment in the securities (such as stock, bonds, notes, debentures, interests in limited partnerships, or other equity or debt securities) of a customer or vendor may affect or may appear to affect the staff member’s judgment in the handling of transactions between the Bank and the customer or vendor. For this reason, staff members must not invest in the securities of a customer or vendor of the Bank unless:

- The staff member does not have material inside information about the customer or vendor, and
- The staff member has no involvement in the approval or the management of business transactions between the customer or vendor and the Bank, or
- The securities of the customer or vendor are publicly traded on a national securities exchange and the staff member does not participate in decisions

involving credit or other business transactions with the Bank that may be significant to the customer or vendor.

Under the following circumstances, you are required to obtain approval from the Human Resources Manager prior to an investment in any business entity with which the Bank has a business relationship:

- If the investment creates, or gives the appearance of creating, a conflict of interest because of size, value or other reason, or
- If the investment is arranged, sponsored, or participated in by a customer or a director of the Bank.

D. Insider Trading

Insider trading involves the purchase or sale of securities of a company or other entity while in possession of material, nonpublic information (also called “inside information”) about the company or entity. Any person who purchases or sells securities while in possession of material inside information, or who communicates or “tips” such inside information to anyone else who trades securities on such information, violates this Code and may violate United States securities laws. Federal law imposes obligations on employers to ensure that their employees do not improperly trade securities using inside information. If you commit an insider trading violation, in addition to possible criminal penalties, both you and your supervisor may be liable for as much as \$1,000,000 in fines or three times the amount of the profit gained or loss avoided (whichever is greater), and you may be subject to immediate termination of employment.

- a. Material Inside Information – “Inside” or “nonpublic information” is information about a business organization that is not generally available to or known by the public. Such information is considered to be “material” if there is a likelihood that it would be considered important by an investor in making a decision to buy or sell a company’s securities (whether stock, bonds, notes, debentures, limited partnership units, or other equity or debt securities).

Information should be presumed “material” if it relates to, among other things, any of the following:

- Earnings or financial results, before publicly disclosed
- Dividend increases or decreases
- Changes in previously released earnings estimates
- Significant gains or losses
- Significant expansion or curtailment of operations
- Significant merger or acquisition proposals or agreements
- Significant purchase or sale of assets
- Significant new products, discoveries, patents, or other intellectual property
- Significant borrowing

- Major litigation
 - New debt or equity offerings
 - Liquidity problems, or
 - Significant management changes
- b. Restrictions Against Insider Trading – You must not purchase or sell securities if you are aware of material inside information, either personally or for any account over which you have direct or indirect control. You are also prohibited from disclosing material inside information in your possession to your family members or others (e.g., “tipping”) except to those Bank staff members and outside professionals who have a need to know the information in order to perform their duties on behalf of the Bank. If you disclose material inside information in violation of this Code and if the person you tip trades securities while in possession of such information, both you and the person trading may be liable under federal and state securities laws.

If you have inside information about a customer or vendor of the Bank, you are responsible for ensuring that any purchase or sale of the customer’s or vendor’s securities by you or for any account over which you have direct or indirect control is in compliance with the “Insider Trading” and “Personal Trading and Investment” provisions of the Code. Questions regarding whether information is “inside” or “material” should be referred to your supervisor, the Human Resources Manager, or to the Corporate Secretary of the Bank.

- c. Purchases and Sales of Securities Issued by Pacific City Bank – You may not purchase or sell securities issued by the Bank if you have material inside information about the Bank. Any staff member who has a question regarding whether information about the Bank may be deemed to be “material inside information” should call the Corporate Secretary of Pacific City Bank. Executive officers of the Bank and those in other positions expressly identified by the Corporate Secretary of the Bank must report to the Corporate Secretary for all purchases and sales of securities issued by the Bank.

You may not invest in options (other than employee stock options), puts, calls, short sales, futures contracts or other similar transactions involving securities issued by the Bank, regardless of whether you have material inside information.

E. Financial Services

Although many of the Bank’s financial services are provided to staff members at no cost or favorable rates, staff members are expected to properly manage the use of those services. Misuse of the Bank’s services will result in the same penalties or restrictions that apply to customers. For example, if you repeatedly issue checks for more than the collected funds balance in your checking account, your checking account will be closed.

In addition, some types of conduct are serious enough to warrant immediate termination of employment, such as check kiting (floating funds between two or more different accounts to cover withdrawals) or making false ATM deposits to receive immediate cash.

The Bank reserves the right to review all staff member accounts at the Bank for unusual activity, both regularly and during investigations involving potential losses.

In addition to this provision, the Bank also maintains a NSF/OD Policy and Employee Checking Accounts Policy in its Employee Handbook (the “NSF/OD and Checking Accounts Policies”). You must read and comply with all provisions of this provision as well as the NSF/OD and Checking Accounts Policies.

F. Transactions with the Bank

The Bank maintains an extensive system of internal controls in order to provide reasonable assurance that assets are safeguarded and all transactions are properly recorded.

- a. Personal Transactions – You must transact all personal financial business with the Bank following the same procedures that are used by customers and from the customer side of the window or desk. You are not allowed to handle or approve your own transactions, or transactions on accounts over which you have any ownership interest, control, or signing authority. This includes transactions for a business if the staff member owns that business. These transactions must be handled by personnel other than the staff member for whom the transaction is conducted. Any staff member found transacting personal business for himself or herself with the Bank will be assumed to be in violation of the Code and internal operating policy and procedures.

Monetary and non-monetary transactions must be processed by another staff member. This includes but is not limited to transactions such as:

- Loans or any form of credit extension
- Checks and withdrawals
- Deposits
- Change of address
- Increasing ATM card limits, or
- Changing overdraft (OD) limit codes

If your transaction requires approval, the approval must come from the next higher level of authority. You may not request approval of personal transactions by a co-worker or by anyone you directly or indirectly supervise.

You may not directly or indirectly purchase from the Bank real or personal property that has been repossessed by the Bank.

b. Overdrafts, Fees, and Service Charges – You may not approve overdrafts or reverse or waive fees or service charges for:

- Your own accounts
- Accounts in which you have an interest
- Accounts of family members, other relatives, and close friends
- Accounts of members of your household, including roommates and other unrelated individuals, or
- Accounts of companies controlled by you, your family members, other relatives, and close friends

In addition, the decision to pay or waive charges for your own overdraft must not be made by another staff member you directly or indirectly supervise. This policy is intended to prevent situations where one team member could exert either purposeful or inadvertent pressure on another staff member to pay an overdraft or waive or reduce charges because of job relationship.

The fact that a staff member is a treasurer or officer of a corporation, municipality, county, political fund, nonprofit corporation or escrow trustee fund does not warrant or justify rate concessions for personal borrowing or fee waivers on other forms of business which are not available to similarly situated customers.

c. Account Relationships – Without approval from the Human Resources Manager, you may not act as co-tenant, co-sign on a deposit account, or act as a co-tenant or deputy for a safe deposit renter, unless the account relationship belongs to:

- A nonprofit organization of which you are an officer or director, or
- A family member or other person when it is clear that a personal or family relationship, and not the company's business, is the basis for the co-tenancy or co-signature.

Before approval will be considered, your supervisor (or another officer with higher authority) must privately contact the customer on whose account you will become a co-tenant or co-signer. The customer must acknowledge, in writing, that the arrangement is being made with his or her own free will and consent.

G. Borrowing, Lending, and Other Credit Transactions

Except for normal credit extended by merchants to cover purchases of goods or services, you must not borrow from any customer or vendor of the Bank, even at the customer's suggestion, unless the customer is a family member or other relative or a recognized lending institution and the terms are comparable to the terms the institution offers to other borrowers.

You must not lend personal funds to, cosign, endorse, guarantee, or otherwise assume responsibility for the borrowings of any customer or vendor of the Bank unless that customer or vendor is a family member or other relative.

If a customer has funds to invest, you may not propose that the customer lend the funds to you or otherwise offer investment advice unless authorized to do so.

Staff members in a direct or indirect reporting or auditing relationship must not lend money to or borrow money from other Bank staff members.

Extensions of credit from the Bank to executive officers, directors, their related interests, and other insiders identified in Regulation O are subject to various dollar limits, and may be required to be approved by or reported to the Bank's Board of Directors.

You may not accept for yourself any type of payment from a customer or other individual or entity for obtaining or trying to obtain a loan from the Bank.

You may not approve credit, purchases, or other agreements for the Bank if you, a family member, or other relative has a personal or financial interest in the individual or organization seeking credit or other agreements from the Bank.

H. Business Expenses

Unless otherwise approved by the Audit Committee of the Board of Directors of the Bank, you may not approve your own expenses or request approval of those expenses by anyone who reports directly or indirectly to you. Approval of expenses must be obtained from the next highest authority in your business unit.

I. Handling Business Opportunities

- a. Corporate Opportunities - You may not take advantage of opportunities that rightfully belong to the Bank. For example, you may not:
 - Take for yourself personally opportunities that are discovered through the use of bank property, information, or position
 - Divert business from the Bank, or
 - Personally receive a commission or fee for a transaction you have conducted for the Bank.
- b. Referrals – You may not refer a customer whose credit application was denied by the Bank to a third party credit source in return for a commission, nor may you offer to advance credit to the customer on your own (for instance, offering to provide a personally financed second mortgage). In this instance, staff members should provide the customer with a list of several reputable alternate credit sources, without indicating a preference.

J. Advice to Customers

The Bank's ability to offer many services is either prohibited or strictly limited by government regulation. If you are asked to recommend professional services, for instance, if asked for advice about real estate agents or attorneys, you may provide a list of several qualifying sources without indicating favoritism or making a specific recommendation.

K. Guidelines for Activities Outside the Bank

You are expected to devote full time to the Bank's interests during regular working hours and during any additional time that is required. While the Bank recognizes that involvement in civic and political activities is beneficial to your personal growth and influence within your community and profession, as well as to the Bank, participation in outside activities must not adversely affect your performance of your duties for the Bank. Outside activities that compete with the Bank's business or present a conflict or potential conflict of interest are not permitted.

Participation in an outside business or other outside activity involves responsibilities and risks of which you need to be aware and be willing to assume. Approval shall not imply that you are serving at the direction or request of the Bank.

- a. Outside Business and Employment Activities – With the exception of family-owned small business as described below, you may not accept a position as a director, trustee, officer, owner, or general partner of any outside business organized for profit without obtaining approval of the Human Resources Manager. If approval is granted, it will be contingent on the following factors:
 - You have no involvement on behalf of the Bank in the approval or management of credit, purchases, or other business transactions with the for-profit business.
 - It is at all times made clear that you are not serving at the direction or request of the Bank, and
 - You understand the challenges and risks of the outside position and are alert for actual or potential conflicts of interest.

Approval to serve as a director of a publicly held corporation must be obtained from the Chief Executive Officer of the Bank.

You may be involved in a family-owned small business without prior approval as long as the business does not involve an activity or business that competes with the Bank or cause an actual or potential conflict of interest. Any staff member who desires to accept competing or conflicting outside employment must request an exception to the Code.

Any exception to these outside business and employment provisions of the Code must be approved in writing by the Human Resources Manager. If you receive an exception to participate in outside business or employment activities, your participation must be re-disclosed and re-approved at any time there is a change in relevant facts upon which the exception was granted.

Competing or conflicting outside employment includes any position that:

- Competes with a service or business provided by the Bank including, but not limited to, working for a:
 - Bank
 - Mortgage company
 - Savings and Loan association
 - Credit Union
 - Trust company
 - Insurance agency
 - Broker/dealer, or
 - Financial services company
- Requires activities or services to be performed during regular Pacific City Bank working hours (e.g., receiving phone calls, preparing reports) or uses Pacific City Bank equipment or supplies.
- Involves information developed for or proprietary to the Bank.
- Includes providing services to the general public where the knowledge of the individual's employment with the Bank may influence customers.
- Compensates you for serving as an "expert witness" in a legal proceeding.
- Involves preparation, audit or certification of statements or documents the Bank may rely on to make lending or other decisions.
- Is with a company which is a customer of the Bank, if you have signing authority or some other level of control or authority over any of the deposit or credit accounts maintained at the Bank.

To promote the highest ethical standard in all Bank business, the Bank also maintains an Outside Employment Policy in its Employee Handbook (the "Outside Employment Policy"). You must read and comply with all provisions of this provision of the Code as well as the Outside Employment Policy.

- b. Civic Activities – Your participation in religious, community, professional or charitable organizations is encouraged. Approval is not required to participate in or accept appointment as a trustee, director, or officer of a non-profit organization unless there is a lending relationship or some other potential conflict of interest between the organization and the Bank. Participation shall not imply that you are serving at the direction or request of the Bank.

- c. Political Activities – You are encouraged to participate in political activities on your own time and in accordance with your individual desires and political preferences. However, it must be clear at all times that your participation is done as an individual and not as a representative of the Bank. Before you become a candidate or appointee to a public office, you must notify your supervisor and the Human Resources Manager.
- d. Fiduciary Activities – You must not accept appointment as an executor, administrator, guardian, trustee or similar fiduciary capacity unless the appointment is based on a family or obvious close personal relationship and it is clear that the relationship, not your position with the Bank, is the basis for the appointment and the relationship did not arise out of the business of the Bank. Requests for exceptions to this policy must be approved in writing by the Human Resources Manager. Approval of an exception to this policy shall not imply that you are serving at the direction or request of the Bank.
- e. Wills, Trust, and Estates – You may witness or notarize a customer’s will only if the customer’s attorney is present. You may not be named in or accept an inheritance under a will or other instrument from a customer, unless the customer is a family member or other relative. Exceptions to this rule must be approved in writing by the Human Resources Manager.

L. Gifts and Activities with Customers or Vendors

Title 18 U.S. Code, Section 215 prohibits all staff members and their immediate families from soliciting, accepting or retaining any gift, benefit or anything of value, for themselves for any third party, from any customer of the Bank, or from any individual or organization which is either involved in a business relationship with the Bank or which is seeking to establish a business relationship with the Bank. A benefit is defined as any type of gift, bequest, gratuity, favor, service, loan, legacy (except from a relative), fee, or compensation, or anything of monetary value.

This rule applies to all staff members, including, but not limited to, those involved in recommending or making decisions related to:

- Pricing of products sold by the company
 - Extension of credit, or
 - Purchase of goods or services from outside vendors
- a. Money – Money (cash, check, money order, or electronic funds) must never be accepted or given.
 - b. Giving Gifts – Staff members who wish to give gifts to vendors or customers must follow standard expense authorization procedures.

Gifts valued at more than \$100 to a current or potential customer within any calendar year must be approved, in writing, by Chief Financial Officer.

Staff members who wish to give personal gifts to other staff members must follow the general guideline that the gift made in accordance with accepted business practices and is of sufficiently limited value that the gift could not influence the giver or receiver in the performance of their duties for the Bank, not create actual or perceived pressure to reciprocate.

- c. Accepting Gifts - Specific exceptions to this policy may be permitted if the benefit or gift is of nominal value and there is no, and there appears to be no, reasonable likelihood that the staff member's business judgment might be compromised. In order to qualify for such exception, the personal benefit, however, must be one of the following:
- (i) normal business courtesies, such as a meal, refreshment or entertainment of reasonable value, involving no more than ordinary amenities, where the giver is present and the purpose of the event is to hold bona fide business discussions;
 - (ii) non-cash gifts of reasonable value (under \$100) that are typically received at holiday time or special occasions, such as in connection with the acceptance of a new job, a promotion, wedding, or retirement and which present only an expression of friendship on the part of the giver;
 - (iii) gifts based upon kinship, marriage, or social relationships entirely beyond and apart from any business relation;
 - (iv) unsolicited advertising and promotional material of nominal value;
 - (v) awards given by charitable, educational, civic, or religious organizations meritorious contributions or service;
 - (vi) loans from other banks or financial institutions on customary terms to finance proper and usual activities such as home mortgage loans; and
 - (vii) discounts or rebates on merchandise or services that do not exceed those available to other customers.

Any gift or benefit offered to a staff member, other than as one of the exceptions noted above, must be reported by the staff member to his or her supervisor or to the Human Resources Manager. This individual will review the situation and instruct the staff member as to the appropriate action. Contemporaneous written records of all such disclosures are retained by the Bank in keeping with applicable legal requirements.

It is important for all staff members to remember that state and federal laws make it a crime for any officer, director, or employee of a federally insured bank, directly or indirectly, to ask or solicit, accept, receive, or agree to receive anything of value, for him or herself or for any other person or entity, for or in connection with any transaction or business of the Bank. Penalties for violating these laws include a fine, imprisonment, or both. Any offer of such an improper payment must be immediately reported to the staff member's supervisor or to the Human Resources Manager. Any staff member who has a question about whether anything offered to the staff member falls within this law must be directed to the staff member's supervisor or to the Human Resources Manager before the item is reported.

- d. Activities with Customers or Vendors – Activities with existing or potential customers or vendors that are paid for by them (including meals, sporting events and other entertainment, as well as trips to customer and vendor sites, exhibits and other activities) may be accepted only if the activity is a customary, accepted and lawful business practice and is of sufficiently limited value that no possible inference can be drawn that participating in the activity could influence you in the performance of your duties for the Bank.

If you have any doubt about the propriety of participating in an activity offered by a customer or a vendor you should consult with your supervisor before accepting the offer. If the activity includes travel paid for by a customer or vendor, you must obtain management approval before accepting the trip.

VIII. OTHER STAFF MEMBER ACTIVITIES

A. Receipt of Legal Documents or Subpoenas

Any staff member who receives a legal document of any kind relating to the Bank, including, but not limited to, subpoena, requests for documents, demand letters, summonses, or correspondence from attorneys that appear to be legal in nature, shall immediately contact the Operations Administration Department for instructions. Under no circumstance shall any staff member release any confidential customer information to any outside party in response to such a request (whether oral or written) without the approval of the Operations Administration Department. If any staff member has any questions or doubts about whether a document constitutes a legal document, the staff member should immediately inform his/her/their supervisor or the Human Resources Manager.

B. Misrepresenting Position with the Bank

Honesty and integrity are critical qualities which are necessary in every employee. Accordingly, no employee shall either directly or indirectly misrepresent the employee's position, title, or authority to anyone inside or outside the Bank. For example, a

statement or an implication by an employee that the employee is an officer of the Bank when he or she is not constitutes a violation of this Code which will subject the employee to disciplinary action, up to and including immediate termination of employment.

C. Use of Bank Letterhead and Name

Staff members are not permitted to use official stationery for either personal correspondence or other non-job related purposes. They must exercise care and good judgment to avoid the use of the Bank's name in any manner that may imply endorsement by the Bank of any outside activity or product, or make reference that they are an employee of the Bank in matters of personal dispute.

D. Dealings with Competitors

The policy of the Bank is to require staff members to observe fair and ethical conduct in dealing with the Bank's competitors. The making of disparaging remarks regarding the Bank's competitors is considered to be unprofessional and inappropriate. In addition, circulating false rumors about a financial institution's condition is a felony. The Bank's strategy is to emphasize the quality and competence of its staff and services. Staff members are prohibited from involving the Bank in arrangements with its competitors which provide for the setting or controlling of rates, prices, or marketing policies. Employees may not disclose or use confidential information obtained from any competitor without the consent of the competitor.

E. Exclusive Dealings (Anti-Tying)

It is the policy of the Bank that it does not condition the sale of services to a customer upon the requirement that the customer purchases other services from the Bank or refrains from dealing with other suppliers of such services. Tying the availability of credit to the purchase of insurance offered by the financial institution or one of its affiliates is prohibited under federal law. However, such tying prohibitions do not prevent an institution from informing a customer that insurance is required in order to obtain a loan or that loan approval is contingent on the customer obtaining acceptable insurance.

F. Improper Influence and/or Harassment

Improper influence or harassment, including sexual harassment of employees, is strictly prohibited. The Bank will not tolerate any coercion or harassment of an employee, including sexual harassment, any use of influence to participate in illegal or improper activity, or any other improper act. After conducting a thorough investigation, any such activity that is deemed to be harassment, may subject the offending employee to immediate dismissal. For further information and the complete policy relating to anti-harassment, harassment prevention, harassment complaints, investigations and Bank procedures, please reference the Bank's Policy Against Harassment, Discrimination and Retaliation in the Bank's Employee Handbook.

IX. OBSERVING APPLICABLE LAWS

Bank management is cognizant of all applicable laws and regulations. Compliance with all laws and regulations receives a high priority and staff members should not knowingly commit violations.

- **Section 18(k) of the Federal Deposit Insurance Act (FDI Act) (“Authority to Regulate or Prohibit Certain Forms of Benefits to Institution-Affiliated Parties”)** - Section 18(k) of the FDI Act grants the FDIC the authority to limit “golden parachute” severance arrangements. The FDI Act also provides the FDIC with the authority to regulate indemnification payments to a director or officer prior to a final order clearing the individual of charges brought in a regulatory action.
- **Part 359 of the FDIC Rules and Regulations (“Golden Parachutes and Indemnification Payments”)** - Part 359 limits and/or prohibits, in certain circumstances, the ability of insured depository institutions, their subsidiaries, and affiliated depository institution holding companies to enter into contracts to pay and to make golden parachute and indemnification payments to institution-affiliated parties (IAPs). The limitations on golden parachute payments apply to troubled insured depository institutions which seek to enter into contracts to pay or to make golden parachute payments to their IAPs.
- **Section 39(c) of the FDI Act (“Compensation Standards”)** - Section 39 of the FDI Act requires each federal bank regulator to establish standards relative to compensation, fees, and benefits and to determine when compensation paid to officers, directors, employees, and principal shareholders of insured depository institutions is excessive. The regulators must also prescribe standards prohibiting as an unsafe and unsound banking practice any employment contract, compensation or benefit agreement, fee arrangement, perquisite, stock option plan, post-employment benefit, or other compensatory arrangement that either provides the recipient with excessive compensation, fees, or benefits or could lead to material financial loss to the institutions.
- **Section 32 of the FDI Act (“Agency Disapproval of Directors and Senior Executive Officers of Insured Depository Institutions or Depository Institution Holding Companies”)** - Section 914 of FIRREA added Section 32 of the Federal Deposit Insurance Act which requires certain institutions to provide prior notice to its primary federal banking agency before adding an individual as a director or employing a senior executive officer. If the agency issues a notice of disapproval, then the institution is prohibited from appointing or employing such person as a director or senior executive officer.

- **Section 19 of the FDI Act (“Penalty for Unauthorized Participation by convicted Individual”)** - Pursuant to section 19, any person who has been convicted of any criminal offense involving dishonesty, breach of trust, or money laundering, or has agreed to enter into a pretrial diversion or similar program in connection with a prosecution for such offense, may not become, or continue as, an institution-affiliated party of an insured depository institution; own or control, directly or indirectly, any insured depository institution; or otherwise participate, directly or indirectly, in the conduct of the affairs of an insured depository institution without the prior written consent of the FDIC.
- **Part 349 of the FDIC Rules and Regulations (“Reports and Public Disclosure of Indebtedness of Executive Officers and Principal Shareholders to a State Nonmember Bank and its Correspondent Banks”)** - Section 106(b)(2) of the Bank Holding Company Act Amendments of 1970 (12 U.S.C. 1972 (2)) (“BHCA Amendments”) prohibits (1) preferential lending by a bank to executive officers, directors, and principal shareholders of another bank when there is a correspondent account relationship between the banks, or (2) the opening of a correspondent account relationship between banks when there is a preferential extension of credit by one of the banks to an executive officer, director, or principal shareholder of other bank. Section 106(b) (2) also imposes requirements on executive officers and principal shareholders to submit reports on their indebtedness to correspondent banks to the board of directors of their bank. Section 7(k) of the Federal Deposit Insurance Act (12 U.S. C. 1817(k)) and section 106(b)(2)(G) (ii) of the BHCA Amendments (12 U.S.C. 1972(2)(G)(ii)) authorize the Federal banking agencies to issue rules and regulations, including definitions of terms, to require the reporting and public disclosure of information by a bank or an executive officer or principal shareholder thereof concerning extensions of credit by the bank of its correspondent banks to any of the reporting bank’s executive officers or principal shareholders, or the related interests of such persons. This Part 349 implements the authorization of the latter sections to require such reporting and disclosure by insured State nonmember banks and their executive officers, and principal shareholders.
- **Section 337.3 of the FDIC Rules and Regulations (“Limits on Extensions of Credit to Executive Officers, Directors, and Principal Shareholders of Insured Nonmember Banks”)** - With the exception of 12 CFR 215.5(b), 215.5(c)(3), 215.5(c)4, and 215.11, insured nonmember banks are subject to the restrictions contained in subpart A of Federal Reserve Board Regulations O (12 CFR Part 215, subpart A) to the same extent and to the same manner as though they were member banks.

For the purposes of compliance with section 215.4(b) of Federal Reserve Board Regulations O, no insured nonmember bank may extend credit or grant a line of credit to any of its executive officers, Directors, or principal shareholders or to any related interest of any such person in an amount that, when aggregated with the amount of all other extensions of credit and lines of credit by the bank to that

person and to all related interests of that person, exceeds the greater of \$25,000 or five percent of the bank's capital and unimpaired surplus, (3) or \$500,000 unless (1) the extension of credit or line of credit has been approved in advance by a majority of the entire board of Directors of that bank and (2) the interested party has abstained from participating directly or indirectly in the voting.

- **Section 348 of the FDIC Rules and Regulations (“Management Official Interlocks”)** - This act is contained in 12 U.S.C. 1823(k) and its general purpose is to foster competition. It prohibits a management official of one depository institution or depository holding company from also serving in a similar function in another depository institution or depository holding company if the two organizations are not affiliated and are located in the same area or if the two organizations are not affiliated and are very large, as defined in the regulation.
- **Section 7(j) of the FDI Act and the Change in Bank Control Act of 1978 -** Section 7(j) of the FDI Act prohibits any person, acting directly or indirectly or through or in concert with one or more other persons, from acquiring control of any insured depository institution through a purchase, assignment, transfer, pledge, or other disposition of voting stock of the insured bank unless the appropriate Federal banking agency has been given a 60-day prior written notice of the proposed acquisition. An acquisition may be made prior to the expiration of the disapproval period if the agency issues a written notice of its intent not to disapprove the action. The term "insured depository institution" includes any bank holding company or any other company which has control of any insured bank. The term "control" is defined as the power, directly or indirectly, to direct the management or policies of an insured bank or to vote 25% or more of any class of voting securities of an insured bank. Willful violations of this statute are subject to civil money penalties of up to \$1 million per day. This statute gives FDIC important supervisory powers to prevent or minimize the adverse consequences that almost invariably occur when incompetent or dishonest individuals obtain positions of authority and influence in banks.
- **Section 737 of the Gramm-Leach-Bliley Act (Bank Officers and Directors as Officers and Directors of Public Utilities)** - This section of the Gramm-Leach-Bliley Act amends the Federal Power Act to preclude persons from serving both as an officer or director of a public utility and a bank except in certain circumstances. Dual service is permissible when the individual does not participate in any deliberations involved in choosing a bank to underwrite or market the securities of the utility, when the bank is chosen by competitive procedures, or when the issuance of securities by the public utility have been approved by all appropriate regulatory agencies.
- **Section 8 of the FDI Act (“Removal and Prohibition Authority”)** - Among other things, Section 8 of the FDI Act provides the Federal banking agencies with the authority to take action to remove from office or prohibit an Institution-Affiliated-Parties (“IAP”) from any further participation in the conduct of the

affairs of any depository institution. Specifically, Section 8(e) and Section 8(g) are utilized in such proceedings. Actions taken under this authority represent serious charges with significant potential consequences.

- **Political Contributions** - It is the Bank's policy to strictly comply with all applicable federal and state political campaign laws. While the Bank believes that it is appropriate for every citizen to take an active interest in political and governmental affairs, all individual participation must be done solely as a private citizen and not as a representative of the Bank. Directors, officers, and employees must not make any political contribution in connection with any federal elections (whether in the form of cash, goods, or services) either directly or indirectly, on behalf of the Bank. For these purposes, use of any of the Bank's facilities, equipment, supplies, or manpower for political activities will be considered to be a contribution. All federal political contributions shall be made solely by the individual on his or her own behalf. Under no circumstances may the Bank require staff members to contribute to, support, or oppose any political group or candidate. The Federal Election Campaign Act of 1971 (FECA) is administered by the Federal Elections Commission, and every federal banking agency treats compliance with the election campaign laws as a matter of supervisory interest. While the Bank is permitted to make contributions or expenditures that are consistent with state and local law in connection with state and local elections, under no circumstances may you make any payment to any government official or other person or organization which might in any way be construed to be improper, illegal, a bribe, a kickback, etc. If any transaction with a government official or other person or organization seems even remotely questionable, it must be referred to the Chief Financial Officer for a determination as to its propriety.

X. IMPLEMENTING APPROPRIATE BACKGROUND CHECKS

The Bank will comply with applicable law in determining when pre-employment background screening is considered appropriate or when the level of screening should be increased based upon the position and responsibilities. In addition, the Bank will verify that contractors are subject to screening procedures similar to those used by the Bank, when necessary and as permitted by applicable law.

XI. INVOLVING INTERNAL AUDITOR IN MONITORING CORPORATE CODE OF ETHICS AND BUSINESS CONDUCT

Internal controls against self-serving practices and conflicts of interest will be monitored with an effective audit program to identify operational weaknesses and to ensure corrective action and compliance with laws, regulations, and internal policies.

XII. CODE ADMINISTRATION

A. Responsibilities of the Staff

Each staff member is responsible for being familiar with the Code. Supervising officers are expected to make every reasonable effort to ensure that they themselves and all of their subordinate staff comply with the provisions of the Code. Any supervising officer who encounters a situation in which a subordinate staff member has failed to comply with the Code must immediately report the situation to the Chief Financial Officer.

B. Responsibility of the Administrator

The Audit Committee (with respect to auditing- and accounting-related matters) and Internal Audit (with respect to all other matters) shall have the ultimate responsibility for administering the Code, for determining matters of interpretation, and for implementing and distributing periodic changes to the Code. The continued implementation of the Code shall be the responsibility of the committee and internal audit and shall be reviewed on an ongoing basis in accordance with established audit, examination, and personnel procedures.

C. Process of Disclosure (Whistle-Blowers Policy)

All staff members are encouraged to report either orally or in writing to their immediate supervisor, or alternate line of authority as hereinafter described, all evidence of activity by the Bank or employee that may constitute:

- Instances of Corporate Fraud;
- Unethical Business Conduct;
- A violation of State or Federal law; or
- Substantial and specific danger to the employees' or public's health and safety.

Any employee who in good faith reports such incidents as described above will be protected from threats of retaliation, discharge, or other types of discrimination including, but not limited to, compensation or terms and conditions of employment that are directly related to the disclosure of such reports. In addition, no employee may be adversely affected because the employee refused to carry out a directive which, in fact, constitutes corporate fraud or is a violation of State or federal law.

In addition to the procedures set forth in the Bank's Open Door Policy in its Employee Handbook, any employee who wants to report evidence of alleged improper activity as described in the Code should contact his/her immediate supervisor, or the supervisor's manager. In instances where the employee is not satisfied with the supervisor or manager's response, or is uncomfortable for any reason addressing such concerns to his/her supervisor or the manager of such supervisor, the employee may contact the

Chairman of the Audit Committee of the Board of Directors. Employees are encouraged to provide as much specific information as possible including names, dates, places, and events that took place, the employee's perception of why the incident(s) may be a violation, and what action the employee recommends be taken. Anonymous written or telephonic communications will also be accepted. Employees who choose to identify themselves will receive a reply to their report within 25 working days or as soon as practicable thereafter.

Chairman of the Audit Committee (auditing or accounting-related matters):
Mr. Daniel H. Park – (213) 272-8607 or email at dpark@knpllp.com, 6131
Orangethorpe Ave., Suite 200, Buena Park, CA 90620

All other matters: Email at WB hotline@paccitybank.com , or call a hotline at (213) 210-2073. Emails and hotline calls are received directly by Internal Audit and immediately communicated to the Chairman of the Audit Committee

XIII. PENALTIES FOR A BREACH OF THE CODE OF ETHICS AND BUSINESS CONDUCT

Compliance with the policies will be monitored. Any violators will be subject to specific and appropriate actions to deter wrongdoing and promote accountability for adherence to the Code.

Violations of this Code may result in disciplinary action, including any of the following:

- Written warning,
- Demotion or salary reduction,
- Suspension with or without pay, or
- Termination

The type of disciplinary action imposed will be determined based on an evaluation of all of the following circumstances:

- Whether the violation was intentional;
- Whether the individual should reasonably have known that his or her conduct violated the Code;
- Whether the violation exposed the Bank's to legal, operational, credit or reputational risk and if so, the extent of such risk; and
- The Bank's past practices with respect to similar violations.

The Bank will not retaliate against or discipline anyone because he or she has made a good faith complaint or report under this Code. The Bank shall consistently enforce this Code through appropriate means of discipline. Suspected violations of the Code involving auditing- or accounting-related matters shall be promptly reported to the Audit Committee. The Audit Committee shall determine, through consistently enforced procedures, whether violations of the Code have occurred and, if so, shall determine the

disciplinary action to be taken against any staff member of the Bank who has violated the Code. In the case of suspected violations not involving auditing or accounting-related matters, similar procedures shall be enforced by the Chief Financial Officer (in consultation with the President).

Among other things, and without limitation to the following, directors, officers, and employees may be disciplined for:

- Committing, authorizing, or directing an illegal act;
- Failing to exercise proper compliance oversight, tolerating illegal conduct, or approving or condoning violations, when acting as a supervisor of another employee of the Bank;
- Failing to report illegal business conduct of which he or she directly knows or observes;
- Discouraging another director, officer, or employee from reporting a violation of law or this Code;
- Improperly disclosing the identity of a person who reports a violation of this Code;
- Withholding material information regarding a violation when requested to provide such information; and
- Retaliating or condoning retaliation against any director, officer, or employee of the Bank who reports such a violation.

As examples, the following are not valid excuses for failing to comply with the law and/or the Code and, as such, will not avoid disciplinary measures under this Code:

- “A supervisor demanded that I do the illegal, unethical or improper act”;
- “I thought the conduct was standard practice in our business”;
- “It was a business necessity because it would have cost more to act properly”; and
- “I misinterpreted the law or this Code and did not ask the advice from Human Resources Manager.”

To promote the highest ethical standard in all Bank business, the Bank also maintains a Rules of Conduct Policy in its Employee Handbook (the “Rules of Conduct Policy”). You must read and comply with all provisions of this provision as well as the Rules of Conduct Policy.

XIV. TRAINING AND ACKNOWLEDGEMENT OF CODE

Management will ensure information in the Code is relayed to staff members in periodic training. Training will provide staff members with resources when questions arise. All staff members must acknowledge their understanding of this Code by signing and dating the Receipt and Acknowledgement (See Attachment) and returning it to the Human Resources Manager. Staff members will also be required to certify, annually and whenever the Code is amended and represented to them, (i) that they are familiar with the Code and provisions therein concerning disciplinary actions which may be taken for violations of the Code; (ii) that they have complied with all provisions of the Code relating to confidential information since the date of the last certification and, to the best of their knowledge, have not violated any other provisions of the Code during that time; and (iii) that they are not aware of any violations of the Code by any other staff members during that time.

XV. PERIODIC UPDATE OF CODE TO REFLECT NEW BUSINESS ACTIVITIES

The Code may be amended from time to time by action of the Board of Directors, including reflection of new business activities. The Bank shall promptly notify all staff members of any material amendments.

**RECEIPT AND ACKNOWLEDGEMENT
CONCERNING CODE OF ETHICS AND BUSINESS CONDUCT**

I acknowledge that I have received the Code of Ethics and Business Conduct (the “Code”) of Pacific City Bank (the “Bank”). I acknowledge my obligation to read, understand, and abide by its contents.

I further acknowledge and agree that the Code is intended to provide a general overview of the Bank’s Code of Ethics and Business Conduct and does not necessarily represent all such policies and practices in force at any particular time. It is, however, my obligation to comply with any and all current and/or future written or verbal policies, practices, rules, regulations, and directives issued by the Bank. It is my obligation to contact my supervisor, the Human Resources Manager, Chief Financial Officer, and/or the Chairperson of the Audit Committee (auditing or accounting-related matters) or Internal Audit (all other matters), as appropriate, if I have any questions concerning the Code or the propriety of any behavior or situation concerning the Bank.

I also understand and acknowledge that I have a duty to report any violations to my supervisor, the Human Resources Manager, Chief Financial Officer, and/or the Chairperson of the Audit Committee (auditing or accounting-related matters) or Internal Audit (all other matters) depending on the nature of the violation.

No officer, manager, employee, or representative of the Bank other than the Board of Directors has authority to enter into any provision different than what is stated in this Code. To be valid, any such difference must be in writing and adopted by the Board of Directors.

Finally, the relationship between me and the Bank is known as at-will. This means that neither I nor the Bank is bound to continue the employment relationship. Accordingly, my employment has no specified duration. Nothing in this Code should be construed as a guarantee of a specific action or continued employment as all employment with the Bank is at-will. Neither the policies in this Code nor any other written or verbal communication by a supervisor or manager are intended to create a contract of employment, other than with regard to at-will employment. The Bank reserves the right to discipline, transfer, demote, or terminate employees at any time, with or without cause, and with or without notice, at the discretion of the Bank. Further, the Bank reserves the right to make other, future changes to the terms and conditions of employment, with or without cause, and with or without notice, at its discretion, unless otherwise required by law. The at-will agreement can only be changed by a legally binding, written contract covering employment status. An example of this would be a written employment agreement signed by the President and CEO of the Bank, on the one hand, and me, on the other hand, for a specific duration.

Name: _____ Signature: _____ Date: _____