

## **CODE OF CONDUCT**

### **For Directors, Officers and Employees**

#### **Introduction**

Old Line Bancshares, Inc. and Old Line Bank (individually and collectively, the “Company”) strive to ensure that all of its directors, officers and employees act with honesty, integrity and fairness in their capacities as directors, officers or employees of the Company. When fulfilling their duties and responsibilities in their positions with the Company, such persons shall always operate under the guidelines provided by this Code of Conduct (the “Code”).

The Company recognizes that the actions of its directors, officers and employees can affect the Company’s customers, shareholders and business partners. The Company expects that its directors, officers and employees will always conduct themselves in a manner consistent with the highest standards of honesty, integrity and fairness when carrying out their responsibilities to the Company.

Depending upon a person’s particular position with the Company, some of the provisions of this Code will not be applicable to every person. Directors, officers and employees should be aware that other Company codes of conduct or ethics, as well as applicable laws, rules and regulations, may govern their actions in addition to this Code of Conduct (this “Code”).

All directors, officers and employees shall familiarize themselves with this Code and shall direct any questions regarding the Code to one of their supervisors.

#### **I. Ethical Conduct**

In fulfilling their duties to the Company, all directors, officers and employees shall, to the best of their ability:

- (a) conduct themselves honestly and ethically, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) provide for full, fair, accurate, timely and understandable disclosure in communications to the public and reports and documents that are filed with the Securities and Exchange Commission;
- (c) promptly report violations of this Code to the appropriate person identified in this Code;
- (d) maintain confidentiality with respect to information learned during the course of employment;
- (e) act responsibly when using the Company’s assets or other resources; and
- (f) hold themselves accountable for adherence to this Code.

Additionally, no director, officer or employee should knowingly permit any business activity to occur that may be perceived as unfair, deceptive, or abusive, in accordance with Federal Regulations.

Note: Pursuant to the Defend Trade Secrets Act of 2016, an individual may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (a) is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding. Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the employer's trade secrets to the attorney and use the trade secret information in the court proceeding if the individual: (a) files any document containing the trade secret under seal; and (b) does not

disclose the trade secret, except pursuant to court order.

## **II. Compliance with Laws and Procedures**

At all times, you shall comply with all applicable federal, state and local laws, rules, regulations and Company procedures. You are responsible for knowing the laws, rules, regulations and procedures that apply to your particular position with the Company. You should discuss any questions or concerns regarding this matter with your supervisor or an appropriate member of the Company's management.

## **III. Conflicts of Interest**

A conflict of interest arises when a person's private, personal interests interfere with the interests of the Company. A conflict of interest also arises if the person's and Company's interests appear to conflict, even if they do not actually conflict. You should not take any action that directly benefits you or a third party if the action is inconsistent with the interests of the Company. A conflict of interest also arises if you have difficulty performing your duties to the Company due to your personal interests.

When faced with a potential conflict of interest, you should ask yourself whether a reasonable, objective observer would believe that the interests of the Company conflict with your interests. As soon as reasonably possible, you must report any transaction that could reasonably result in a conflict of interest to your supervisor or the Chair of the Audit Committee of the Board of Directors, and must obtain written approval from such person before taking part in the transaction.

Examples of situations that may create a conflict of interest include: (i) conducting business on behalf of the Company on the basis of friendship, family connections or gift giving, (ii) making a personal, monetary investment that might affect your ability to make objective business judgments, (iii) accepting employment or a directorship position with another company and (iv) causing the Company to conduct business with a company with which you have an interest or from which you may derive a benefit.

At all times, you should avoid relationships that interfere with (or may interfere with) your ability to act independently, objectively and in the best interests of the Company.

## **IV. Corporate Opportunity**

You may not personally take advantage of an opportunity that the Company could take advantage of, nor shall you take advantage of an opportunity discovered through your position with the Company. You may not compete with the Company or use the Company's property or information for your own personal gain.

## **V. Use of Company Equipment**

Telephones (including cellular phones), computers, the electronic mail system (e-mail), the Internet and other equipment provided by the Company are property of the Company and should be used for business purposes. Old Line Bank recognizes that employees may have personal e-mail and social networking accounts; however, employees should refrain from using the company's electronic equipment to access such accounts. Employees are expected to use their own electronic devices to access their personal social media accounts and that access should be limited to breaks and meal periods only. Access to any of these personal accounts is not permitted during working time. Your use of Company equipment, including e-mail and the Internet, will be monitored. If you abuse the privilege of using Company equipment, you will be disciplined accordingly, up to and including termination of employment. Below are some additional conditions that concern the use of the Internet and e-mail:

Employees are prohibited from visiting websites or circulating e-mail that contain the following content: pornography; hate group content; casinos; or day-trading activities. In addition, there is to be no display, downloading or other transmission of material that is discriminatory, defamatory, harassing,

disruptive or pornographic. In using the Company's computer system, including e-mail and the Internet, employees must not disclose confidential material or violate copyright law.

In addition, you should report to your supervisor any destruction or misuse of Company property.

Additional information regarding appropriate use of Company Equipment can be found in the Information Systems and Technology Policy.

#### **VI. Gifts**

You should not accept gifts or awards from another company or person related to your service to the Company without first receiving permission from your supervisor or an appropriate member of the Company's management. You should be aware that receiving gifts from customers and vendors could potentially create the appearance of impropriety.

#### **VII. Insider Trading**

You should at all times comply with the Company's insider trading policy, a copy of which has previously been delivered to you and is available from the Company's Chief Financial Officer upon request.

#### **VIII. Books and Records**

You should keep detailed and accurate books, records and accounts of all Company transactions that you are responsible for recording. Misleading, false or deceptive entries shall not be made for any reason.

#### **IX. Public Company Reporting**

All documents filed with the Securities and Exchange Commission shall be filed in a timely manner and shall contain accurate information. When called upon to do so, you shall provide the information necessary to complete public reports completely and fairly and in accordance with applicable regulations.

#### **X. Confidentiality of Customer Information**

You shall respect the confidentiality of the Company's customers and shall not disclose customer information to anyone except when necessary and appropriate in the course of fulfilling your responsibilities to the Company.

#### **XI. Unfair Competition**

You shall always act honestly and ethically. The Company strives to succeed through the outstanding performance of its employees, and never by taking part in dishonest or unethical actions. You shall never deceive or manipulate others, misrepresent material facts or take part in any other type of unfair dealing. These fairness principles apply to your interactions with customers, competitors, business associates and fellow employees.

#### **XII. Political Activities**

The Company may not require you to contribute to or support a particular political group or candidate. As an employee of the Company, you have the right to participate in the political process; however, you must do so as an individual and not as a representative of the Company.

#### **XIII. Harassment**

The Company strictly prohibits sexual harassment or any other form of harassment or intimidation. This includes harassment or intimidation directed by or toward fellow co-workers, supervisors, customers or vendors. The Company will not tolerate any type of harassment, including harassment based upon an individual's race, gender, color, religion, sexual orientation or other trait or characteristic.

If you believe that you or any other person has been the target of sexual or other unlawful harassment, you should report such conduct immediately to your supervisor or to the Company's management. The Company will investigate the allegations and take appropriate remedial action if it determines that such action is appropriate. All complaints will be kept confidential to the maximum extent possible. The Company will not retaliate against any employee who reports allegations of unlawful harassment or who participates in the investigation of such allegations.

Additional information regarding the Company's harassment policy can be found in the Employee Handbook.

#### **XIV. Drug-Free Environment**

It is the Company's intent to create a work environment that is free from the effects of substance abuse. You shall not be under the influence of any substance including drugs, legal or illegal, which adversely affects your ability to perform your duties in any way. The use of such substances can have a harmful effect on your health and/or create a dangerous work environment for you and your co-workers.

#### **XV. Reporting**

Any potential violation of this Code shall be reported to the Chair of the Audit Committee, who is responsible for presenting information relating to the potential violation to the Board of Directors. The Board of Directors or a committee thereof shall promptly investigate the potential violations. On a case-by-case basis, the Board of Directors shall determine and use the investigative methods that are most likely to result in a fair and accurate decision as to whether a violation of the Code has occurred. Employees who report potential violations of this Code will be protected by the Company's Whistleblower Policy.

#### **XVI. Amendment & Waiver**

This Code may only be amended by the Board of Directors of the Company. Waivers of the Code may only be granted by the Board of Directors, or by a committee or individual who has been authorized by the Board of Directors to grant a waiver. Waivers of the Code for executive officers or directors may be made only by the Board of Directors and shall be promptly disclosed to shareholders, along with the reasons for the waiver.

#### **XVII. Accountability**

Violators of this Code will be subject to appropriate disciplinary action, including termination.