

FINWISE BANCORP
CODE OF ETHICS

(adopted as of August 11, 2021)

The Board of Directors of FinWise Bancorp (the “Company”) has adopted this Code of Ethics (the “Code”) for all of the Company’s employees, directors, officers and agents (each, an “Employee”). Among the Company’s most fundamental operating principles are adherence to high ethical standards and compliance with all laws and regulations applicable to our business. The reputation of our Company, the quality of our work-place experience, and the satisfaction of our obligations to shareholders depend on each employee achieving these levels of conduct.

The Code is not intended to be a comprehensive rulebook and cannot address every situation that an Employee may face. If an Employee feels uncomfortable about a situation or has any doubts about whether it is consistent with the Company’s ethical standards, the Employee should contact an executive officer of the Company or counsel to the Company immediately.

I. Conflicts of Interest

A conflict of interest occurs when an Employee’s private interests interfere, or even appear to interfere, with the interests of the Company as a whole. While it is not possible to describe every situation in which a conflict of interest may arise, Employees must never use or attempt to use their position with the Company to obtain improper personal benefits. Any Employee who is aware of a conflict of interest, or is concerned that a conflict might develop, should discuss the matter with the Audit Committee of the Company or counsel to the Company immediately.

II. Corporate Opportunities

Employees owe a duty to advance the legitimate interests of the Company when the opportunities to do so arise. Employees may not take for themselves personally opportunities that are discovered through the use of corporate property, information or position.

III. Confidentiality and Privacy

It is important that Employees protect the confidentiality of Company information. Employees may have access to proprietary and confidential information concerning the Company’s business, clients and suppliers. Confidential information includes such items as nonpublic information concerning the Company’s business, financial results and prospects and potential corporate transactions. Employees are required to keep such information confidential during employment or service as a director , as the case may be, as well as thereafter, and not to use, disclose, or communicate that confidential information other than in the course of fulfilling their duties to the Company. The consequences to the Company and the Employee concerned can be severe where there is unauthorized disclosure of any non-public, privileged or proprietary information.

To ensure the confidentiality of any personal information collected and to comply with applicable laws, any Employee in possession of non-public, personal information about the

Company's customers, potential customers, or Employees, must maintain the highest degree of confidentiality and must not disclose any personal information unless authorization is obtained.

IV. Honest and Fair Dealing

Employees must endeavor to deal honestly, ethically and fairly with the Company's customers, suppliers, competitors and employees. No Employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Honest conduct is considered to be conduct that is free from fraud or deception. Ethical conduct is considered to be conduct conforming to accepted professional standards of conduct.

V. Protection and Proper Use of Company Assets

The Company's assets are only to be used for legitimate business purposes and only by authorized Employees or their designees. This applies to tangible assets (such as office equipment, telephone, copy machines, etc.) and intangible assets (such as trade secrets and confidential information). Employees have a responsibility to protect the Company's assets from theft and loss and to ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. If you become aware of theft, waste or misuse of the Company's assets you should report this to your manager.

VI. Compliance with Laws, Rules and Regulations, Generally

Each Employee has an obligation to comply with all applicable laws, rules and regulations applicable to the Company. These include, without limitation, laws covering securities trading, bribery and kickbacks, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. Employees are expected to understand and comply with all laws, rules and regulations that apply. If any doubt exists about whether a course of action is lawful, Employee should contact an executive officer of the Company or the Company's outside legal counsel.

Federal and state laws make it a crime for officers, directors and employees to solicit or accept anything of value from third parties in connection with or in exchange for any business or transaction of an insured financial institution. It is important that officers, directors and employees avoid any appearance of potential bribery or improper influence by loan applicants, customers, competitors, consultants and vendors.

The federal bank bribery law (18 U.S.C. 215), as amended (the "Bank Bribery Law"), prohibits any officer, director or employee from:

- soliciting for him or herself, or for a third party other than the Company, anything of value from anyone in return for any business, service or confidential information of the Company; and
- accepting anything of value (other than bona fide salary, wages, fees or other compensation paid, or expenses paid or reimbursed, in the usual course of business of the Company) from anyone in connection with the business of the Company, either before or after a transaction is discussed or consummated.

The Bank Bribery Law prohibits gifts or anything else of value being given, offered, promised, solicited, demanded, accepted, or agreed to be accepted, corruptly and with the intent to influence or be influenced. Employees can never be certain as to another's intention in offering or making a gift or anything of value to them. Thus, even when permitted under this Code or by the Bank Bribery Law, Employees should exercise great caution in accepting a gift or anything else of value. In no circumstances whatsoever should an Employee accept a gift or anything of value if that places them under a feeling of obligation.

The term "gift" includes, but is not limited to, substantial favors, money, credit, special discounts on goods and services, free services, transportation tickets, reimbursement for travel, loans of goods or money, tickets to entertainment or sporting events, hotel expenses and excessive entertainment. Cash gifts are strictly prohibited, although a gift certificate not redeemable for cash is permissible, provided that it falls into the category one of the exceptions listed below. Gifts to an Employee's immediate family (e.g., spouse, domestic partner, children, parents and siblings) are included in this section. The individual need not benefit from the gift, and accepting items of value for the benefit of a third person or party is also prohibited. Generally, Employees may not accept a bequest, legacy, benefit or interest in property under a trust from a customer or vendor (other than a member of their family).

The following are exceptions to the above prohibitions. These exceptions set forth instances in which officers, directors or employees may accept something of reasonable value from a customer, or one doing or seeking to do business with the Company, provided that it is clear from the circumstances that the giver is not trying to corruptly influence a Company transaction. Employees should contact the Company's Compliance Officer for guidance if they are unsure as to the reasonableness in value of any item or thing. The Company's Chief Financial Officer has been designated the Compliance Officer under this Code. However, as earlier stated, even when permissible, Employees should exercise great caution in accepting any gift or anything else of value, as gifts of even nominal value could create the perception of impropriety and undue influence. The exceptions include:

- gifts that do not exceed the value of \$100 per gift;
- gifts, gratuities, amenities or favors based on obvious family or personal relationships (such as those between an Employee's parents, children or spouse or an agent and his/her parents, children or spouse) where the circumstances make it clear that it is those relationships, rather than the business of the Company, are the motivating factors;
- meals, refreshments, entertainment, accommodations or travel arrangements, of reasonable value, in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the expenses are of reasonable value and would have been paid for by the Company as a reasonable business expense if not paid for by a third party;
- loans from other financial institutions on customary terms to finance proper and usual activities of you or an agent, such as home mortgage loans, except where prohibited by law;
- advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items;
- discounts or rebates on merchandise or services that do not exceed those available to other customers;
- gifts of reasonable value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday; and

- civic, charitable, educational or religious organization awards for recognition of service and accomplishment.

If an Employee is offered or receives something from a customer or someone who does or seeks to do business with the Company that is of value beyond what is authorized in above, he or she must disclose and report that fact in writing to the Compliance Officer. The report will be reviewed and a determination made as to the appropriate course of action consistent with the Bank Bribery Law and this Code.

On a case-by-case basis, approval may be granted to accept something of value not otherwise permitted herein, provided that it is in connection with Company business, that a full written disclosure is made of all relevant facts (including, without limitation, the name and relationship of the individual or entity offering the thing of value, the nature and value of the thing of value and the circumstances surrounding the offer), and that such approval be made in writing and be consistent with the Bank Bribery Law and this Code.

Violations of the Bank Bribery Law can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

VII. Securities Trading

Employees are prohibited from trading in the stock or other securities of the Company while in possession of material, non-public information about the Company. In addition, Employees are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material, non-public information. Employees who obtain material, non-public information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is “material” when there is a substantial likelihood that a reasonable investor would consider the information important in deciding whether to buy, hold or sell securities. In short, any information that could reasonably affect the price of securities is material. Information is considered to be “public” only when it has been released to the public through appropriate channels and enough time has elapsed to permit the investment market to absorb and evaluate the information. If you have any doubt as to whether you possess material nonpublic information, you should contact a manager and the advice of legal counsel may be sought.

VIII. International Business

Employees who conduct business outside the United States must comply with the specific laws and regulations of the host country. Any questions concerning specific appropriate international conduct should be directed to an executive officer of the Company or the Company’s outside legal counsel.

Employees must comply with U.S. anti-boycott laws that prohibit U.S. citizens and companies from supporting in any way one foreign country’s boycott of another foreign country (for example, a boycott of Israel). In some cases, the mere receipt of a request to participate in a

boycott must be reported to the U.S. government. Failure to report may constitute a legal violation, even if the Employee has refused to participate in the boycott.

The Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

In some instances, small facilitating or expediting payments to lower level foreign officials, while discouraged by the Company, may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is “routine” if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. To ensure legal compliance, such payments must receive prior approval from an executive officer of the Company who will consult with legal counsel as appropriate and report from time to time to the Audit Committee. All such payments must be clearly and accurately reported as a business expense.

IX. Disclosure

Employees are responsible for ensuring that the disclosure in the Company’s periodic reports is full, fair, accurate, timely and understandable. In doing so, Employees shall take such action as is reasonably appropriate to (i) establish and comply with disclosure controls and procedures and accounting and financial controls that are designed to ensure that material information relating to the Company is made known to them; (ii) confirm that the Company’s periodic reports comply with applicable law, rules and regulations; and (iii) ensure that information contained in the Company’s periodic reports fairly presents in all material respects the financial condition and results of operations of the Company.

Employees will not knowingly (i) make, or permit or direct another to make, materially false or misleading entries in the Company’s, or any of its subsidiary’s, financial statements or records; (ii) fail to correct materially false and misleading financial statements or records; (iii) sign, or permit another to sign, a document containing materially false and misleading information; or (iv) falsely respond, or fail to respond, to specific inquiries of the Company’s independent auditor or outside legal counsel.

X. Conduct

Non-Discrimination. The Company is committed to fully complying in letter and spirit with all Equal Employment Opportunity and Affirmative Action laws and regulations. The Company will conduct business without regard to race, color, religion, sex, including gender identity, age, ancestry, national origin, citizenship, marital status, disability, genetic information, sexual orientation, military/veteran status, domestic or sexual violence victim status or any other status protected by federal, state or local law.

Harassment-Free Workplace. The Company believes that every employee has the right to be treated with dignity and respect. Accordingly, the Company will provide a work environment free from all types of harassment.

Violence-Free Workplace. The Company will not tolerate any acts or threats of violence by directors or employees. Examples of these include, but are not limited to, physical violence, intimidation and coercion. Violations of this policy may lead to disciplinary action, up to and including, termination of employment, arrest, and criminal prosecution.

XI. Procedures Regarding Waivers

Because of the importance of the matters involved in this Code, waivers will be granted only in limited circumstances and where such circumstances would support a waiver. Waivers of the Code for the Company's chief executive officer, chief financial officer, principal accounting officer, controller or directors shall be only by the Board of Directors or its Audit Committee and will be disclosed by the Company to the extent required by law or regulation.

XII. Internal Reporting

Employees shall take all appropriate action to stop any known misconduct by fellow Employees or other Company personnel that violate this Code, including violations of applicable law or other Company policies. Employees shall report any known or suspected misconduct to the Chairman of the Audit Committee or the Company's outside legal counsel as promptly as possible. The Company prohibits retaliation against an Employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an Employee because the Employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

XIII. Permitted Activities

Nothing in this Code or in any policy of the Company prohibits Employees from reporting possible violations of federal, state, or local law or regulation to, or discussing any such possible violations with, any governmental agency or entity or self-regulatory organization, including (without limitation) by initiating communications directly with, responding to any inquiry from, or providing testimony before any federal, state, or local regulatory authority or agency or self-regulatory organization, including without limitation the Securities and Exchange Commission and the Occupational Safety and Health Administration, or making any disclosures that are protected by the whistleblower provisions of any federal, state, or local law or regulation. Nothing in this Code or in any policy of the Company limits in any way an Employee's right or ability to file a charge or claim of discrimination with the United States Equal Employment Opportunity Commission ("EEOC"), the National Labor Relations Board, or comparable state or local agencies. These agencies have the authority to carry out their statutory duties by investigating the charge, issuing a determination, or taking any other action authorized under the statutes such agencies enforce.

Misappropriation of a trade secret of the Company in breach of this Code may subject an Employee to liability under the Defend Trade Secrets Act of 2016 (the "DTSA"), entitle the Company to injunctive relief and require the Employee to pay compensatory damages, double damages and attorneys' fees. Notwithstanding any other provision of this Code, Employees are

hereby notified in accordance with the DTSA that they will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, in each case solely for the purpose of reporting or investigating a suspected violation of law; or (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Employees are further notified that if an Employee files a lawsuit for retaliation by the Company for reporting a suspected violation of law, the Employee may disclose the Company's trade secrets to the Employee's attorney and use the trade secret information in the court proceeding if the Employee files any document containing the trade secret under seal and does not disclose the trade secret except pursuant to court order.

XII. Audit Committee May Be Contacted Directly and Anonymously

Anyone with concerns about accounting, internal accounting controls or auditing matters relating to the Company may contact the Audit Committee directly. Inquiries or communications intended to be anonymous should be made in writing without indicating your name or address and mailed to the Company's address, Attention: Chairman of the Audit Committee. Please mark the envelope "Confidential".