



## **CODE OF ETHICS AND CONFLICT OF INTEREST**

### **INTRODUCTION**

#### **1.1 STATEMENT OF DEFINITION AND PURPOSE**

The Board of Directors of Live Oak Bancshares, Inc. (together with its subsidiaries, the “Company”), acknowledges the risk that conflicts of interest may arise in obtaining persons involved in the business and civic community to act as directors, senior officers, and employees. Because of such persons’ worth in attracting and maintaining business relationships, the board feels it prudent to adopt this Code of Ethics and Conflict of Interest Policy (this “Code”).

In recognizing that excessive activities and gratuities and access to information could lead to conflicts of interest for employees, directors, and principal shareholders, the Board of Directors has developed this Code to recognize such positions and to prevent a loss of objectivity by requiring appropriate and trustworthy conduct.

#### **1.2 OBJECTIVES AND GOALS**

The general objective of this Code is to require immediate disclosure of any potential conflict of interest and to prevent such a situation from arising. Adherence to this Code should prevent the development of improper relationships between financial institution directors, officers, employees, and the customers they serve.

The specific goals of this Code are to:

- a. Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
- b. Promote full, fair, accurate, timely, and understandable disclosure in reports and documents the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company.
- c. Promote compliance with applicable governmental laws, rules, and regulations.
- d. Promote the protection of Company assets, including corporate opportunities and confidential information.
- e. Promote fair dealing practices.
- f. Deter wrongdoing.
- g. Ensure accountability for adherence to this Code.
- h. Establish a monetary limit on nominal gifts and gratuities.
- i. Describe situations in which possible conflicts of interest may occur and to require proper conduct of all employees and directors.
- j. Require reporting of conflicts to superiors and written disclosures of business interests.

All directors, officers, and employees are required to be familiar with this Code, comply with its provisions, and report any suspected violations as described below in Section 15, Reporting and Enforcement.

### 1.3 DEFINITIONS

For the purposes of this Code, the following definitions apply:

**Company.** Live Oak Bancshares, Inc., and its subsidiaries

**Officer or Employee.** A part-time or full-time salaried officer or employee of the Company.

**Gift.** May include cash or property, special discounts, price concessions, special personal items, special personal entertainment (other than of a normal social nature), special personal services, gratuitous personal services, personal favors, or special dispensations of any kind that could be attributed to the recipient's position or responsibilities with the Company.

**Immediate Family.** Spouse, minor child, and/or other dependent of the officer, employee, or director.

The terms "company," "control of a company or bank," "principal shareholder," and "related interest," shall have the meanings ascribed to them in Regulation O of the Board of Governors of the Federal Reserve System, found at 12 C.F.R. § 215.2, as amended.

### 1.4 POLICY STATEMENT

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director, officer, and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, counterparties, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

Due to the importance placed on personal and professional ethics by our team, the Board of Directors intends to hold its employees and directors to this strict code of ethics and to require reporting of conflicts of interest. Individuals connected to the Company have a primary responsibility to uphold the standards set forth herein. Failure to comply with all policies herein described may result in the termination of employment.

All employees and representatives of the Company are required to act in a responsible and respectable manner and to remain free of influences that may result in the loss of objectivity regarding business conducted with the Company's customers or with the Company itself. Each employee must disclose and avoid any interests or activities involving another organization or individual that may result in a conflict of interest between the Company and that organization or individual. Attached hereto as Exhibit 1 is a copy of the form to be completed annually by the appropriate individuals.

While this Code does not intend to interfere with the personal lives of employees and representatives, it requires those persons to recognize situations where conflicts of interest may arise and to avoid them when possible. If these situations cannot be avoided, they must be reported immediately to a direct superior. Subsequently, the employee or representative should remove himself or herself from any compromising situations, whether it involves advising the other person or entity or approving or voting on extensions of credit.

## 2. CONFLICTS OF INTEREST

2.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

2.2 It is anticipated that directors, officers, and employees, as well as their friends, family members, or business associates may use certain banking and lending services of the Company's subsidiary, Live Oak Banking

Company. Directors, officers, and employees should not expect or attempt to arrange favorable treatment either for themselves or for their friends, family members, or business associates in connection with such services. Directors, officers, and employees must be sensitive to and use their best efforts to avoid circumstances in which it may reasonably appear that they are attempting to misuse their position or influence. All transactions between Live Oak Banking Company and a director, officer, or employee (or their friends, family members, or business associates) shall be conducted on the same basis and terms as transactions with unrelated parties in accordance with standard policies and procedures, with full disclosure of the director, officer, or employee's interest, and in such a manner as to avoid the appearance of self-dealing. Furthermore, interested directors, officers, and employees should abstain from any participation in the decision-making process related to any such transaction. All loan transactions between Live Oak Banking Company and a director or executive officer must be conducted in compliance with state and federal laws and regulations which apply to such loans, including but not limited to Regulation O of the Board of Governors of the Federal Reserve System.

2.3 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described herein.

2.4 Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from their immediate supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Chief Operating Officer with a written description of the activity and seeking the Chief Operating Officer's written approval. If the Chief Operating Officer is himself involved in the potential or actual conflict, the matter should instead be discussed directly with the President.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee.

### **3. COMPLIANCE**

3.1 Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

3.2 Although employees, officers and directors are not expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Operating Officer.

3.3 No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to: (a) obtain profit for himself or herself; or (b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

### **4. SEC REPORTING**

4.1 The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

4.2 Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

4.3 Each director, officer and employee who is involved in the Company's disclosure process must: (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and (b) take all necessary steps to ensure that all filings with the SEC and all other public

communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

## **5. PROTECTION AND PROPER USE OF COMPANY ASSETS**

5.1 All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

5.2 All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted in certain limited circumstances. Any suspected incident of fraud or theft should be reported for investigation immediately.

5.3 The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **6. CORPORATE OPPORTUNITIES**

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

## **7. CONFIDENTIAL INFORMATION**

All employees and directors must acknowledge that all non-public information concerning Company, customer, depositor, and director information is considered confidential and is to be used for Company purposes only. The use of such information for personal, familial, or other gain is unethical and illegal under applicable federal and state laws and regulations. Information regarding any business conducted cannot be disclosed to outside individuals (unless required by law or authorized by the Company) and may not be used for personal gain. In the event an employee or director believes disclosure of non-public information concerning the Company is required by law, the employee or director will, to the extent possible, notify the Company of the request for non-public information so that the Company may, in its discretion and at its sole expense, seek a protective or other order from the court or other governmental authority with jurisdiction over the request.

In addition, all published information (both for internal and external use), developed programs, and equipment are the property of the Company and are reserved for use by employees of the Company. Use of these materials for any other purpose may constitute copyright infringement and/or theft.

## **8. FAIR DEALING**

Each director, officer and employee must deal fairly with the Company's customers, counterparties, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

## **9. GIFTS AND ENTERTAINMENT**

9.1 Employees of the Company are not to solicit gifts from prospective or current customers, associates, or any other individual or business. Any gifts received shall be of nominal value. Nominal value is considered to be anything below \$250.

9.2 Employees of the Company are expected to participate in entertainment and amenities of reasonable cost to facilitate business. Payment by anyone other than the Company of excessive costs or travel not customary or within acceptable business practice must not be accepted. Any questionable circumstances should be reported to the reporting person's supervisor, the Chief Operating Officer, or the Audit Committee.

9.3 Tickets for sporting, cultural, or other events purchased by the Company are to be used in entertaining potential or actual customers, vendors, or others for business purposes only. If it is determined three or four days before the event that the tickets will not be used, an officer may offer them to someone else at his or her discretion.

## **10. FIDUCIARY APPOINTMENTS**

An employee or officer should generally decline appointment as a fiduciary or co-fiduciary (executor, administrator, guardian, or trustee), either individually or with an affiliate of the Company or another person, firm or corporation, for anyone other than a member of his or her immediate family.

## **11. EXTERNAL INVOLVEMENT**

While the Company encourages its employees to be involved in outside activities, including charitable and political functions, federal law prohibits the Company from making political contributions. At no time will employees solicit other employees for political contributions or coerce others into contributing to any organizations. Conduct must not give the perception that benefits to the Company or its business connections are sought or desired.

Additionally, offers of directorship from any outside organization that has or desires a business relationship with the Company, or from any institution within the financial industry, must be reported to, and are subject to the approval of, the President prior to acceptance.

Capitalizing on opportunities for personal gain or compensation outside of that provided by the Company for the performance of services for the Company is strictly prohibited. Employment outside and in addition to employment at the Company must be reported to an employee's immediate supervisor.

## **12. EMPLOYEE ACCOUNTS**

Under no circumstances will Live Oak Banking Company pay a rate of interest to officers, employees, directors, or principal shareholders in excess of the rate available to all customers generally. Officers, employees, and directors are expected to maintain their personal accounts in a satisfactory manner. All applicable fees, including overdraft charges, will be assessed on all accounts of officers, employees, directors, and principal shareholders. At no time will overdraft fees be waived for insiders.

## **13. PROHIBITION AGAINST KICKBACKS AND UNEARNED FEES**

It is the Company's intention to remain in compliance with the prohibitions and restrictions contained in the Real Estate Settlement Procedures Act ("RESPA") and with Regulation X of the Department of Housing and Urban Development. The Board of Directors prohibits giving or accepting any fee, kickback, or thing of value pursuant to any agreement or understanding for the referral of a real estate settlement service or for receiving any portion of the charge for a settlement service other than for services actually performed. In summary, the basic rule declares any referral of a settlement service is not a compensable act. Compensation is deemed to include not only direct payments (money, merchandise, or other property), but also indirect payments such as free services or reductions in other fees normally charged for the provision of services.

## **14. PROCEDURES**

14.1 Management is responsible for developing and implementing procedures to ensure proper disclosure as required by this Code. Management is also responsible for maintaining documentation of compliance with this Code.

14.2 On an annual basis, the audit function will conduct a review of procedures, documentation, and minutes of the Board of Directors meetings to test for compliance with this Code. It will report its findings to the Audit Committee.

## **15. REPORTING AND ENFORCEMENT**

### **15.1 REPORTING AND INVESTIGATION OF VIOLATIONS**

(a) Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee.

(b) Actions prohibited by this Code involving any other person must be reported to the reporting person's supervisor or the Chief Operating Officer.

(c) After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisor or the Chief Operating Officer must promptly take all appropriate actions necessary to investigate.

(d) All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

### **15.2 ENFORCEMENT**

(a) The Company must ensure prompt and consistent action against violations of this Code.

(b) If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

(c) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor or the Chief Operating Officer determines that a violation of this Code has occurred, the supervisor or the Chief Operating Officer will report such determination to the President.

(d) Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the President will take such preventative or disciplinary action as it or he deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

### **15.3 WAIVERS**

(a) Each of the Board of Directors (in the case of a violation by a director or executive officer) and the President (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

(b) Any waiver for a director or an executive officer shall be disclosed as required by SEC and stock exchange rules.

### **15.4 PROHIBITION ON RETALIATION**

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

**ACKNOWLEDGMENT OF RECEIPT AND REVIEW**

[To be signed and returned to the Chief Operating Officer.]

I, \_\_\_\_\_, acknowledge that I have received and read a copy of the Live Oak Bancshares, Inc., Code of Ethics and Conflict of Interest Policy (the "Code"). I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Chief Operating Officer if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

**QUESTIONNAIRE FOR DIRECTORS AND EXECUTIVE OFFICERS OF  
LIVE OAK BANCSHARES, INC. AND LIVE OAK BANKING COMPANY**

Name:

Address:

Place of Employment:

Job Position/Title:

Social Security No. :

**Immediate Family:** (Spouse or other family member living in the same household)

Spouse

Minor Children:

Adult Children Residing in Home:

Dependents:

**Related Interests:**

A company controlled by an insider or a political campaign committee controlled by or benefitting an insider who:

- a. Owns or controls 25% or more of any class of voting securities, controls the majority of directors, or can exercise controlling influence over the entity; OR
- b. Holds a position as an executive officer or director of the company **and** owns or controls 10% of any class of voting securities; OR
- c. Owns or controls 10% of voting security **and** no other person controls greater percentage.

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**Other Board Appointments:**

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Funds given to any borrower of Live Oak Bank by a Director

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List of credit extended by Live Oak Bank to self, immediate family, business or related interests\*

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\* Credit is considered extended to persons who get **tangible economic benefit** for loan proceeds including

- 1) Loans to partnerships
- 2) Loans to trusts or estates
- 3) Loans used to buy assets from an insider
- 4) Loans used to repay debts to an insider

Signature: \_\_\_\_\_

Date: \_\_\_\_\_