

Code of Conduct and Ethics

LEADING BY EXAMPLE



800-522-4100
valleynationalbank.com

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General Statement:

Valley National Bank and its subsidiaries are committed to upholding the highest standards of ethical and professional conduct. This Code of Conduct and Ethics (“Code”) provides guidance to directors and employees on upholding these standards and applies to Valley National Bank, the Bancorp, and its subsidiaries (“Valley”).

This Code consists of basic standards of business practice as well as professional and personal conduct.

Such standards require honesty and candor in our activities including the observance of the spirit and the letter of laws, regulations and policies.

Mission Statement:

We are committed to empowering financial success by providing convenient products and personalized service through honest, ethical and sound banking principles.

Our Promise

- To our customers: A customer centric experience based on convenient and courteous service with prompt and accurate execution.
- To our employees: A respectful and engaging workplace that encourages opportunity, development and ownership while rewarding ambition, creativity, sound judgment and superior service.
- To our communities: a responsible corporate citizen which makes a concerted effort to assist its communities through financial and employee involvement in social, charitable, religious and service organizations.
- To our shareholders: A consistent and superior return on investment based on sound judgment and long-term profitability.

Our Core Values

- Maintaining Superior Credit Quality
- Operating within a Moderate Risk Profile
- Increasing Shareholder Wealth
- Developing and Engaging Employees

Employment is at Will:

Employees of Valley National Bank are generally employees-at-will. This means that both the employee and Valley have the unrestricted right to terminate the employment relationship, with or without cause, at any time. No employee or agent of Valley National Bank is authorized to make any oral or written representations altering the at-will employment relationship unless made the subject of a specific written contract of employment. Such contract can only be authorized by the Chairman, President, and CEO.

It should be noted that nothing contained in this Valley Code of Conduct and Ethics or in any policy or work rule of Valley shall constitute a contract of employment or a contract or agreement for a definite or specified term of employment.

Waiver of the Code:

Any waiver of the Code for directors or executive officers may be made only by the Board of Directors and promptly disclosed to the extent required by applicable law, rule or regulation.

Violation of the Code:

Violation of this Code constitutes grounds for disciplinary action, including termination of employment.

Reporting Responsibility:

Employees and directors must be alert to and report any knowledge or information they have about employment-related conduct by any employee, director, third party provider, or agent of Valley that they reasonably believe to be a crime, a violation of law or regulation, a dishonest act, a breach of trust or this Code, or any other conduct that might adversely affect Valley's reputation to the Ethics Officer or the Corporate Security Department.

Escalation Path:

If event-specific guidance is not provided in this Code, an employee should contact his or her manager, the Human Resources Department, or the Ethics Officer. If the situation cannot be resolved or if the employee feels uncomfortable using internal resources for reporting his or her concerns, the employee should contact the Ethics Hotline or the Valley Audit Committee mailbox. Reports to the Ethics Hotline or mailbox may be anonymous.

With respect to the resolution of any particular issue, the Audit Committee of the Board of Directors has authorized the Ethics Officer to:

- Coordinate the involvement of the appropriate internal teams such as Legal, Audit, Corporate Security, Human Resources and executive management, as needed; and
- Serve as a necessary step in the escalation path for the resolution of major deviations from policy, including the responsibility to promptly report significant matters to the appropriate internal team, including management and the Board of Directors, as needed.

Supplemental Policies and Procedures:

Directors and employees may be subject to additional policies and procedures beyond this Code such as the supplemental policy for employees who are licensed attorneys. The Human Resources Department provides access to copies of such additional policies.

Further Information:

All questions about the Code or its applicability with respect to a particular matter should be directed to the Human Resources Department and/or the Ethics Officer.

An employee or director may raise any concerns through the following channels:

Ethics Hotline at 888-924-0206 or by mail:

Valley Audit Committee
P.O. Box 2331
Wayne, NJ 07474-2331

For detailed information:

valleynationalbank.ethicspoint.com

2. CORPORATE CONDUCT

The following are Valley's basic principles of corporate conduct:

- Valley will not cause or tolerate any violation of law or regulation in the conduct of its business or related activities.
- Valley is committed to maintaining a level of earnings that provides an equitable return on investment for its shareholders, providing satisfying employment opportunities in its various communities, and providing financial services and resources that meet the needs of the customers and communities it serves.
- Valley will cooperate fully with its regulators and auditors and will disclose, on a timely basis, information required for judging the soundness of its condition and its merits as an investment.
- Valley will conduct its business in fair and open competition and will not enter into illegal arrangements with competitors affecting pricing or marketing policies.
- Valley will employ standards and procedures to safeguard the confidentiality of information pertaining to Valley and its customers and employees.
- Valley will treat its customers, employees and third parties fairly and respectfully.

3. PERSONAL CONDUCT

Employee and Director Responsibilities:

Valley is judged by the collective performance and public perception of its employees and directors. Therefore, they must always act in a manner that merits public trust and confidence.

Employees and directors must comply with the following:

- Be thoroughly familiar with, and periodically review, the Code
- Be alert to and identify situations and actions that could appear to be or are directly in violation of the Code, Valley's corporate policies, or any law or regulation
- Help others within Valley uphold the highest ethical standards
- Contribute to a working environment that supports the Code
- Seek advice regarding ethical issues from managers, the Human Resources Department or Valley's Ethics Officer
- Report any conduct that may constitute a violation of the Code or that may otherwise be illegal or unethical
- Do not retaliate in any way against any employee, director or other person who, in good faith, reports information in accordance with the Code

Employees and directors must conduct themselves in the following manner:

- Treat other employees, customers and other stakeholders with respect, professionalism, and courtesy
- Comply with all applicable laws and regulations
- Perform assigned duties to the best of one's ability and in the best interests of Valley, its customers, employees and shareholders
- Avoid circumstances that could produce conflicts of interest or the appearance of conflicts between personal interests and those of Valley
- Comply with Valley's policies and procedures
- Exercise absolute candor and fully cooperate with investigations, or if requested by management or other authorized persons, to the fullest extent permitted by law
- Do not use Valley's company resources or one's corporate position in pursuit of personal interests that violate this Code or any law or regulation

Personal Conflicts of Interest:

Defined broadly, a conflict of interest includes any situation in which a person or organization is engaged in two or more activities or relationships that, to some degree, are incompatible. Such situations might include activities, conduct or investments that could conflict with one's duty to Valley or that could adversely affect one's judgment or job performance.

The appearance of a conflict of interest often can be as detrimental as a conflict itself. Directors and employees must exercise sound judgment and consult with one's manager before committing to any activity or participating in any transaction that could potentially be a conflict.

Directors and employees must avoid conflicts between personal interests and the interests of Valley or even the appearance of such conflicts. They must not act on behalf of Valley in any bank transaction involving persons or organizations with whom they have a personal relationship or in which they have a financial interest.

Work Conflicts and Outside Activities:

If an employee pursues or wishes to pursue additional employment, engage in an independent business venture, or perform services for another for-profit or not-for-profit organization, the employee must disclose such activities to Human Resources and obtain its pre-approval to avoid any potential conflicts.

Employees must not pursue such activities during your normal Valley business hours, use any Valley resources in connection with such activities, or allow any outside business, civic or charitable activities to interfere with their job performance. All employees who are licensed to practice law are subject to additional rules and restrictions regarding work conflicts and outside activities. Information on rules and restrictions are available from the Human Resources Department.

Outside Boards of Directors, Fiduciary Appointments:

Although employees and directors are encouraged to take part in community and charitable activities, they may require large time demands or create potential conflicts of interest. Therefore, all employees and directors must advise the Human Resources Department before agreeing to serve on a board of a nonprofit organization or to accept a fiduciary appointment.

Directors or fiduciary appointments that will involve significant time away from Valley, or that might otherwise interfere with efficient performance of normal duties or pose a conflict of interest, require the written approval of the Human Resources Department.

Personal Investment, Securities Law Compliance, Inside Information:

Every employee and director is required to disclose in writing to Valley any “substantial ownership” that he or she has in a customer or vendor of the bank or a financial institution that competes with Valley.

A “substantial ownership” is defined as the direct or beneficial ownership

- (i) of more than \$10,000 in stock or debt in any private company or
- (ii) of more than 1% of the common stock or debt of any publicly traded company



This information must be provided at the time that the employee first acknowledges receipt of this Code, and must be updated promptly whenever the nature and scope of the investments held by the employee change, whether due to purchases, sales, stock dividends or otherwise. If a conflict of interest exists or arises between a director’s or an employee’s investments and his or her obligations to Valley, the employee must immediately notify Human Resources or Valley’s Ethics Officer.

Buying or selling securities while in possession of material nonpublic information or improperly disclosing such information may violate federal and state securities laws. The penalties for such violations are severe. Accordingly, it is the policy of Valley to prohibit its employees and directors from trading on the basis of, or improperly disclosing to corporate outsiders, material non-public information.

Under no circumstances may an employee or director directly or indirectly buy or sell the security of any company at any time when he/she knows that Valley is buying such securities for its own account or is seeking or may seek to acquire that company. Employees and directors are also not permitted to buy or sell the security of any company at a time when they know that Valley's Trust Department is actively buying or selling such company's securities if the transactions might affect the market in which the Trust Department is trading.

Employees and directors must not directly or indirectly accept offers to buy any security at terms more favorable than those available to the general public if those offers come to them because of their position with Valley.

In order to avoid possible compliance issues with securities laws and regulations, Valley places certain conditions on buying or selling non-Valley bank stocks.

If an employee or a director has any questions regarding these rules in this section or needs to identify whether a company is a vendor of Valley, he or she should consult Valley's Legal Department.

Corporate Opportunities:

Every director and employee owes a duty to Valley to advance its legitimate interests whenever the opportunity arises. They must not deprive Valley of an opportunity, take for their own advantage an opportunity that belongs to Valley, or help others do so if they are in a position to divert a corporate opportunity for their own benefit. Further, they must not compete with Valley or use Valley property, information or their position for improper personal gain.

Supplier Relationships:

If an employee is authorized on behalf of Valley to approve or award orders, contracts and commitments to suppliers of goods or services, the employee must do so based on objective business standards to avoid any real or perceived personal gain or favoritism.

Valley business of this nature must be conducted strictly on an arm's-length basis. In addition, the employee must comply in every respect with Valley's Third Party Management Policy.

Fair Dealing:

Valley conducts its business equitably, fostering fair and open competition. Neither an employee nor a director may enter into, or imply that Valley will enter into arrangements with customers, competitors or suppliers that appear to or actually violate applicable laws and regulations with regard to fair and open competition.

Further, Valley prohibits any employee or director taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Gifts and Fees:

The Comprehensive Crime Control Act of 1984 prohibits employees, officers, directors, agents and attorneys of financial institutions from seeking or accepting anything of value in connection with any transaction or business of the financial institution where there is intent to corruptly influence or reward the employee or agent.

This Act also prohibits any person from offering or giving anything of value to employees, officers, directors, agents or attorneys of financial institutions with intent to corrupt by influence or reward the employee or agent in connection with any transaction or business of the financial institution.

Valley strongly discourages employees and directors from accepting gifts or entertainment. However, it is recognized that certain gift giving and offers of entertainment may occur without intent to influence or reward an officer or employee corruptly in connection with the business of the company. Therefore, gifts should be politely declined or returned. If a gift of nominal value cannot be returned then it should be shared with Valley staff (example: food gift basket) or donated to a charity. Gifts valued in excess of \$100 and cash gifts or cash equivalents in any amount may not be accepted under any circumstances and must be returned. The same applies for tickets to events when the true value exceeds the face value by \$100 or more.



Generally, food and entertainment at regular business luncheons, dinners or meetings where the purpose of such event is to hold bona fide business discussions will be paid for by Valley. An employee or director may, however, accept offers of entertainment if:

- a) declining the offer would damage the business relationship, or
- b) the circumstances do not violate this code, and
- c) there has been no acceptance of entertainment from the same source cumulatively up to \$500 within the previous 12 months, or
- d) the purpose of the event is to raise funds for a 501(c) organization

In addition, employees and directors must not solicit hospitality or entertainment nor shall they accept it if it is:

- a) lavish or unusual, or
- b) not a normal or customary type of amenity given the size of the business relationship or organizational stature of either the Valley employee/director or the person making the offer, or
- c) an expense paid for or reimbursed by a customer or vendor that Valley would not pay.

The guideline is that if hospitality or entertainment is questionable for you to submit as an expense, then it is impermissible for you to accept. If you have questions on this, talk to your manager or the Human Resources Department.

Notwithstanding the foregoing, under no circumstance may an employee or director receive anything of value from current or prospective customers, vendors, contractors or any other person if there is a corrupt intent.

Employees, directors and persons with whom they have a personal relationship shall not accept, directly or indirectly, any bequest or legacy from any Valley customer, supplier or Valley employee unless the donor is a close family member or domestic partner. Exceptions may only be granted in writing by an Executive Vice President or higher level officer, the Human Resources Department or the Ethics Officer.

If such a bequest or legacy from a non-family member occurs, the recipient must deliver immediately a written report describing all pertinent facts to the Human Resources Department or the Ethics Officer.



Exceptions to the general prohibition of employees or directors accepting things of value in connection with Valley's business may include:

- The receipt or furnishing of gifts, bequests, gratuities, favors, or services from fellow employees, customers, prospective customers, suppliers or other persons with whom Valley does business if the recipient already had a pre-existing relationship or friendship with those individuals or entities prior to the recipient becoming associated with Valley (or an entity acquired by Valley or its subsidiaries) and the circumstances clearly indicate that it is these relationships rather than the business of the persons concerned which are the motivating factors. All such items must be reported to the Human Resources Department prior to being accepted.
- Awards and commendations given by charitable, civic, religious or similar organizations for personal contributions or achievement.
- Golf outings and similar sporting or non-sporting events held for charitable purposes where the charity receives a substantial portion of the proceeds. All events must be disclosed to the department manager prior to accepting.

4. CREATING A RESPECTFUL WORKPLACE



Diversity:

Valley is committed to fostering an environment that recognizes and values diversity so that employees can reach their fullest potential.

Statement of Policy:

Valley National Bank is committed to making merit-based personnel decisions and to providing equal employment opportunity to all applicants and employees without regard to age, race, religion, creed, color, sex, pregnancy, national origin, ancestry, citizenship status, civil union status, domestic partnership status, sexual orientation, gender identity and/or expression, military status, or any other legally protected status (collectively “Protected Status”).

This policy applies to all terms and conditions of employment, including, but not limited to, recruiting, hiring, training and development, evaluation, promotion, transfer, compensation, benefits, educational assistance, termination, layoffs and social and recreation programs.

Valley will provide reasonable accommodation consistent with the law to otherwise qualified employees and prospective employees with a disability and to employees and prospective employees with needs related to their religious observance or practices.

Harassment and Violence:

Valley’s policy is to promote and maintain a work environment in which all employees and customers are treated with respect and decency. No form of discriminatory, disrespectful, threatening or violent conduct (sexual or non-sexual) by or toward any employee or customer will be tolerated. Sexual and non-sexual harassment is prohibited and illegal.

Safe and Fair Workplace:

Valley is committed to maintaining a safe and healthy workplace for all employees and to protecting the environment and the communities in which we operate through responsible action. Every employee has the responsibility to report promptly accidents and conditions they believe to be unsafe to their supervisor, the Property Management Department or to the Human Resources Department.

No Retaliation:

Employees and applicants shall not be subjected to harassment, retaliation, intimidation, threats, coercion, or discrimination because they have engaged in any of the following activities:

- Filing a complaint
- Whistle-blowing
- Assisting or participating in an investigation, compliance review, hearing, or any other activity related to the administration of the affirmative action provisions of applicable federal laws and regulations
- Opposing any act or practice made unlawful by any federal, state or local law requiring equal opportunity for protected veteran classes and/or disabled persons
- Exercising any other right protected under federal laws and regulations

5. PRIVACY OF INFORMATION

Privacy Policy:

Confidentiality is a fundamental principle of Valley's business that is particularly applicable to non-public information concerning Valley's business, customers and suppliers. Confidentiality applies with equal force to oral or informal communications as well as to written, printed, emailed, texted, or computer-generated information. Specific corporate policies exist regarding the use of information and adequate control of confidential, critical and secured information.

Directors and employees must be familiar with these policies and understand how the policies impact them.

All Valley directors and employees are responsible for understanding their obligations to protect the confidentiality and security of information about Valley's business operations and Valley's customers. Potentially serious employment status and legal consequences will occur if those obligations are breached.

Valley Information:

All non-public information regarding Valley's business assets, operations, plans, etc., including information regarding Valley's customers and vendors, is proprietary and confidential information owned by Valley.

Valley's proprietary or confidential non-public information may be disclosed to others only if:

- a) the disclosure has been previously approved by an employee of Valley authorized to do so by his or her manager,
- b) the information is being disclosed solely to further a legitimate purpose of Valley, and
- c) the information is being disclosed only on reasonable need-to-know basis that furthers a legitimate business purpose of Valley, and
- d) it is encrypted in accordance with standards acceptable to Valley policies

All other disclosures of Valley's proprietary or confidential information shall constitute a violation of this Code and all other applicable Valley policies and procedures and potentially may subject the violator to disciplinary action, including termination and to civil or criminal liability.

All permitted disclosures shall be conveyed with the express understanding that the information is confidential and is to be used solely for the limited purpose for which it was given. Unless otherwise instructed, employees and directors must also treat all non-public information about Valley's business activities, methods and plans as confidential, to be disseminated internally within Valley only on a need-to-know basis.

Valley Customer Information:

Valley subscribes to high standards of protection for personally identifiable confidential information obtained from or about its customers, and recognizes Valley's obligation to keep such customer information secure and confidential. Such confidential information may include customer names, addresses, phone numbers, account balances and transaction data, financial condition, and anticipated changes in management, business plan, or financial projections.

Valley's Privacy Policy covers consumers' customer information and is provided to those customers as required by law.

It is the policy of Valley to provide customer information to outside companies only to conduct our business, comply with applicable law, protect against fraud or other suspected illegal activity, provide products and services to our customers, provide a good customer experience or comply with a customer's request. Information shared will be limited to that needed or legally required and subject to confidentiality agreements, where applicable.

Valley employees and directors are authorized to access customer information only for legitimate business purposes of Valley on a need-to-know basis and are prohibited from accessing information unless specifically necessary to conduct Valley business. Copying, removal, or inquiries about customer information that are not related to Valley customer transactions and specific, required Valley responsibilities or assignments may be deemed unauthorized access of customer information and may subject an employee or director to disciplinary action, including termination, as well as potential civil and criminal liability.

6. COMMUNICATION SYSTEMS AND VALLEY ASSETS

Right to Monitor Information and Communication Systems:

Information and communications on telephone or computer systems are the property of Valley and its subsidiaries and are therefore subject to review, monitoring and recording at any time without notice or permission. Unauthorized use or access may be subject to prosecution or disciplinary action.

Proper Use of Ownership of Valley Assets:

Employees and directors must not misuse (including inappropriate internet usage), or remove from Valley facilities, any furnishings, equipment, technology or supplies, unless specifically authorized. They may also not use Valley assets, or their position, for any purpose involving personal gain or another's advantage.

Additional information regarding use of the internet and intranet is set forth in the Information Security Acceptable Use of Bank Computing Equipment Policy. This policy applies equally to property created, obtained or copied by Valley for its exclusive use, such as computer software, customer lists or information, databases, data processing systems, files, reference materials, reports, and the like. Neither originals nor copies may be used for any purpose other than Valley business.

Intellectual Property:

Valley owns all rights, title and interest in intellectual property, including inventions, improvements, works of authorship, ideas, data, processes, computer software programs, and discoveries, conceived or developed by you during your term of employment, relating to actual or anticipated business of, or research or development by Valley.

Employees must disclose all intellectual property promptly to their managers and execute all documents and do all things necessary to assist Valley, at Valley's expense, in obtaining protection for intellectual property.

In addition, Valley owns all rights, title and interest in certain copyrights which use is limited to Valley unless Valley grants prior written permission to another party. Wrongful use of Valley's copyrights will be prosecuted.

Corporate Brand Use:

Employees and directors must not use official Valley National Bancorp, Bank or subsidiary stationery, the corporate brand or other official documentation or use the name "Valley National Bank" or its subsidiaries for any personal or nonofficial purpose since such use implies endorsement by Valley and/or its subsidiaries.

7. LAWS AND REGULATIONS

Investigations:

Directors and employees must cooperate fully with any Valley-related investigation, internal audit, external audit or regulatory examination. If a director or employee becomes aware that he or she is or have been the subject of any external investigation, the person must immediately inform the Legal Department, Director of Human Resources, Ethics Officer or their Executive Vice President unless otherwise prohibited by law, regulation or the investigating authority.

8. FINANCIAL CONDUCT

Valley directors and employees should conduct their financial affairs in a responsible and prudent manner, so as to be above criticism.

Borrowing and Lending:

Directors and employees may not personally borrow money from or lend to suppliers, customers or other employees or directors unless such loan is to or from a close family member or domestic partner or from an institution normally in the business of lending and there is no conflict of interest.

Exceptions may only be granted in writing by the employee's Executive Vice President, Human Resources or the Ethics Officer.

You may make an occasional loan of nominal value (such as for lunch) to another employee as long as no interest is charged.

Accounting:

To ensure the integrity and objectivity of its consolidated financial statements, Valley has established internal accounting and operating controls and procedures, including disclosure controls and procedures and an Audit Committee.

All employees responsible for the preparation of Valley's financial statements, or who directly or indirectly provide information as part of that process (including, but not limited to, Valley's Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer), must maintain and adhere to these controls so that all underlying transactions, both within Valley and with third parties, are properly documented, recorded and reported.

Further, all employees have the responsibility to promote full, fair, accurate, timely and understandable disclosure in reports and documents that Valley National Bancorp files with, or submits to, the Securities and Exchange Commission and in other public communications made by Valley.

The Audit Committee of the Board of Directors has approved procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.

An employee or director may raise any such concerns to the

Ethics Hotline at 888-924-0206 or by mail:

Valley Audit Committee
P.O. Box 2331
Wayne, NJ 07474-2331

For detailed information:
valleynationalbank.ethicspoint.com

The procedures mandated under law and by the Audit Committee ensure that these complaints can be submitted anonymously and in complete confidence.

Bribes and Other Improper Payments:

Directors and employees may not use, either directly or indirectly, Valley's funds or property for any unlawful or improper purpose. They may not give bribes, kickbacks, promises, or anything of value to any person or entity, or accept anything of value from any person or entity to obtain or retain business. In addition, they shall not make any unlawful preferential extension of credit to any officer, customer, director or principal shareholder of any customer or prospective customer.

Foreign Corrupt Practices Act:

Valley directors and employees must not give or promise to give money or anything of value to any executive, official or employee of any government, governmental agency, political party (including candidates for political office) or other governmental or political organization if it could be construed reasonably as being intended to influence a Valley business relationship with such entity. Such payments must not be made to obtain or retain such business or secure any improper advantage.



Political Contributions:

Valley does not discourage informed participation by directors and employees in governmental, regulatory and elective processes. Directors and employees may choose to make individual personal political contributions, either directly or through political action committees, as prescribed and permitted by applicable local, state and federal laws, as well as the laws of any applicable jurisdiction outside of the United States.

Federal statutes make it unlawful for a national bank to make any direct contribution or expenditure in conjunction with any federal, state or local election.

Since Valley does business with many New Jersey governmental entities, under New Jersey's Pay-to-Play Disclosure Law, certain types of political contributions of each in any amount, non-cash or in-kind, over \$300 made by directors or certain officers of Valley or their respective spouses, civil union partners, or any children who resided with them in the preceding 12 months, must be reported annually by Valley to the State of New Jersey.

Refer to the New Jersey Political Contributions Disclosure Policy or the Legal Department for further information and Political Contributions Disclosure Form.

9. CODE OF CONDUCT AND ETHICS RESOURCES

For more information on:

Contact:

Code of Conduct:

Human Resources
973-305-8800, ext. 4040

Ethics and Anti-Fraud:

Ethics Hotline 888-924-0206

Web valleynationalbank.ethicspoint.com

U.S. Mail Valley National Bank
PO Box 2331
Wayne, NJ 07470

Ethics Officer Peter Pellegrino
FSVP, Fraud & Ethics Officer
1460 Valley Road
Wayne, NJ 07470
973-305-4009