

**FIRST BUSINESS FINANCIAL SERVICES, INC.  
AND SUBSIDIARIES**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**INTRODUCTION**

The Directors and Employees (“Company Associates”) of First Business Financial Services, Inc. (“FBFS”), its subsidiaries and affiliate companies, (individually and collectively the “Company,”), are committed to high standards of honesty, integrity and impartiality in all business and personal dealings. Our personal and business reputations are among the most valuable assets the Company has and are greatly impacted by our conduct and concern for the people that we serve. Each Company Associate must avoid situations that will lead to a conflict between self-interest and the duty to promote the best interests of the Company.

*Observance of the Company’s Code of Business Conduct and Ethics (“Code”) means that you must:*

- Read, understand and agree to comply with the Code.
- Follow applicable laws and regulations wherever you are and in all circumstances.
- Never engage in behavior that could harm the Company or the Company’s reputation.
- Report suspected violations of the Code or law by Directors, Employees, Company agents or contractors, or yourself to:
  - A manager
  - The head of your department
  - Human Resources
  - The Administrator, or
  - Ethics Point, the Company’s Whistle Blower website, at <https://secure.ethicspoint.com> or call 1-866-293-2592.
- Seek guidance from one of the persons listed above if you believe that a potential violation has occurred or may occur.
- Cooperate with Company investigations into matters relating to this Code or possible violations of law.

Every Company Associate should cooperate in assuring that any violation of this Code is brought to the attention of the appropriate person. The Company will take appropriate steps to maintain the confidentiality of the reporting person’s identity, to the extent that it can do so in a manner that is consistent with the Company’s obligations to investigate and remedy the matter and, if appropriate, to report the matter to government officials. Persons may report violations of this Code on an anonymous basis. The Company will not tolerate retaliation or retribution against any

Company Associate for providing information or assisting in an investigation that the Company Associate reasonably believed constituted a violation of the Code or of any law.

Only the FBFS Board of Directors (“FBFS Board”) may waive provisions of this Code with respect to Directors and executive officers of the Company, and only the FBFS Board may change any provision of this Code. All waivers of this Code for FBFS Directors and executive officers or changes to this Code, must be publicly disclosed in compliance with the requirements of the Securities and Exchange Commission, the listing standards of the Nasdaq Stock Market, and other applicable laws and regulations.

A Company Associate who violates this Code will be subject to disciplinary action, ranging from warnings to termination or removal. Compliance with this Code will be included as part of any performance review.

The Audit Committee of the FBFS Board is responsible for overseeing the interpretation and enforcement of this Code. Subject to the Audit Committee’s ultimate authority, each manager will be responsible for monitoring the enforcement of this Code as it pertains to Employees under his or her supervision.

This Code is not an employment contract. The Company has not created any contractual rights by adopting this Code. This Code is in addition to other detailed policies that the Company currently has in effect or which it may adopt in the future. All Company Associates should read, understand and comply with all Company policies.

### **SPIRIT AND PURPOSE OF THIS CODE**

While this Code deals with major areas of concern, it cannot cover every situation which may arise. Company Associates are expected to exercise their own best judgment and discretion, keeping in mind the high standards to which the Company is committed. In addition to the guidelines presented in this Code, there are at least three other ways of determining if a behavior or activity is appropriate or should be avoided:

- **Common sense.** The appropriateness of a practice or activity should generally be guided by common sense and good business judgment. If it doesn’t feel like the right thing to do, then it probably isn’t.
- **Public scrutiny.** Take the public scrutiny test: If you wouldn’t want to read about your action on the front page of the newspaper, then don’t do it.
- **When in doubt - ask!** Your manager and the Administrator are resources available to help you do the right thing.

The purpose of the Code is to deter wrongdoing and to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and other regulatory bodies and in other public communications the Company makes; (iii) compliance with applicable governmental laws, rules and regulations; (iv) the prompt internal

reporting of violations of the Code to the appropriate persons; and (v) accountability for adherence to the Code.

## **DEFINITIONS**

- A. “Employee” includes all employees of FBFS, its subsidiaries and affiliate companies.
- B. “Director” means a director or advisory board member of FBFS and/or any of its subsidiaries and affiliate companies.
- C. “Company” means FBFS and all of its subsidiaries and affiliate companies.
- D. “Board of Directors” means the boards of directors of FBFS, its subsidiaries and affiliate companies.
- E. “Immediate Family” means the Company Associate’s spouse, parents and other ascendants, children and other descendants and any other members of their household.
- F. “Section 406 Officers” include the Company’s Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, as defined by Section 406(a) of the Sarbanes-Oxley Act.
- G. “Administrator” means the person designated as such by the FBFS Board as provided below under “Administration.”

## **COMPLIANCE WITH LAWS**

The Company’s business must be conducted in full compliance with all applicable laws and regulations. Failure to obey all applicable laws and regulations violates this Code and may subject both the Company and individuals to criminal or civil liability, as well as disciplinary action by the Company.

## **FAIR DEALINGS WITH OTHERS**

The Company promises to deal fairly with all Company Associates, and expects that its Company Associates will deal fairly with the Company’s clients, suppliers, competitors and external advisers. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **COMPLIANCE WITH SECURITIES LAWS**

Because it is publicly owned, the Company discloses information regarding the Company’s business activities and operations to the public on a regular basis. If you are aware of material information regarding the Company which has not been disclosed to the public (e.g., facts which may affect the market price for the Company’s securities and investors’ decisions to trade therein), you must keep that information in strictest confidence. (However, if you believe this information is not known to the Section 406 Officers, you should promptly notify your manager, the

Administrator or the FBFS Chief Executive Officer or Chief Financial Officer, so that appropriate disclosure steps may be considered.) You must also refrain from buying or selling, or influencing the decisions of others to buy or sell Company securities until such information has been publicly disclosed by the Company and the appropriate time has elapsed to allow investors to react to the information. You are also required to comply with the Company's Insider Trading Policy that applies to all Company Associates. Copies of the policy are made available via the Company's intranet and the Company's website and you may request additional copies from the Administrator.

You should also never trade based on nonpublic information or "tips" relating to the securities of the Company's clients or potential clients. It is a violation of this Code and of applicable securities laws for any Company Associate to buy or sell securities in another company based on material nonpublic information obtained from the Company about the other company. Contact the Administrator if you have questions about this policy.

### **CONTACTS WITH THE MEDIA, THE PUBLIC OR ATTORNEYS**

Press releases and contact with news media, securities analysts or investment bankers with respect to Company-related matters must be made only through or at the direction of the Chief Executive Officer of FBFS, or persons specifically authorized by the Chief Executive Officer and in accordance with the Company's Crisis Communications Plan, if applicable. If you are contacted by the media, you should notify the Administrator or your manager. If an attorney or other third party, whether on behalf of a person, another company or the government, contacts you regarding the Company (other than ordinary course business contact not involving the assertion of any significant claim against the Company), you should refer him or her to the Administrator. An Employee should never answer questions or supply documents to the media, outside attorneys, securities analysts or similar outsiders without the prior approval of the Administrator, who shall obtain any other required approvals.

If an Employee receives a summons, legal complaint, subpoena, or other similar legal document concerning the Company, the Employee should immediately consult with the Administrator, or with his or her manager, in order to ensure that the Company responds appropriately.

### **CONFLICTS OF INTEREST**

#### **A. General**

Integrity and confidence are the foundation of the banking system in this country and the Company. Company Associates should avoid conduct which will result in a conflict between the interests of the Company or its clients and the Company Associate's personal gain or profit. Company Associates shall avoid conduct that will bring public embarrassment to the Company, impairing its credibility or public image.

#### **B. Outside Employment**

An Employee shall not engage in paid employment outside the Company or other outside activity that conflicts, or potentially conflicts, with his/her duties to the Company. As a precaution, any outside employment must have the prior approval of the Employee's manager. Unless approved by Human Resources, employment at another financial services company, insurance company,

securities firm or financial institution will not be permitted. This section shall not apply to outside Directors or advisory board members.

C. "Extra" Compensation

An Employee shall not receive any form of payment beyond compensation from the Company for performing his/her normal duties for the Company. Company Associates shall be reimbursed only for actual business expenses incurred in connection with Company business.

D. Financial Interests

An Employee shall not have a direct or indirect financial interest that conflicts with his/her duties at the Company. This includes investments in a Company client's business (other than in an arm's-length transaction) or the use of not yet public information in his/her financial dealings.

Employees shall not accept offers to buy securities or anything else of monetary value from clients or prospective clients at terms more favorable than those available to the general public.

Company Associates are subject to public scrutiny in the handling of their financial affairs. Therefore, all financial obligations shall be paid in a proper and timely manner so as not to reflect negatively on the Company Associate's integrity or the Company's public image.

E. Use of Company Property

It is contrary to the Company's policy to permit the payment of Company funds or use of Company property, either directly or indirectly, to secure favored business treatment for the Company. In addition, Company property or funds shall not be used to support a campaign for public office. This includes the use of Company personnel and equipment such as phones, e-mail, copiers, postage, etc.

All employees have the responsibility of safeguarding Company property that is entrusted to their care or used in the performance of their jobs. Accordingly, all employees have an obligation to guard against internal theft, falsification of records, or any other misuse of Company property as outlined in the IT Acceptable Use Policy included in the Employee Handbook.

F. Outside Activities

While appropriate outside activities and memberships are encouraged, an Employee of the Company shall not accept membership on the board of directors of any organization without the prior approval of his/her manager. If approved, any Director's fees may be retained by the Employee. This is not intended to be a prohibition against directorships or participation in charitable, religious, educational, or political or civic activities as long as the activities do not represent a conflict of interest of any kind or otherwise conflict with the Employee's normal business responsibilities. Participation in any political organization or elective or government appointed office is on a personal basis, and must be conducted on the Employee's own time and shall not in any way be represented, directly or indirectly, as an expression of endorsement by the Company. An Employee may not use Company property, communications, or funds to support a campaign for elective office. To avoid even the appearance of a conflict of interest, the Employee

is encouraged to discuss any potential outside activities or memberships with their manager or Human Resources.

Directors and Section 16 Officers shall obtain prior approval of membership on a board of directors of another company in accordance with the Company's Director and Section 16 Officer Status Change Policy. This section shall not apply to advisory board members.

### **FIDUCIARY MATTERS**

No Employee shall, without the prior written approval of the Administrator, accept appointment as a fiduciary or co-fiduciary of any trust, estate, agency, guardianship, conservatorship or custodianship of a client, unless the creator of the relationship, or the ward in the case of a guardianship or conservatorship, is or was a member of the Immediate Family of the Employee.

Employees shall report to the Administrator any legacy or bequest to them under wills or trusts of clients (other than Immediate Family). This report must be made promptly after discovery by the Employee that such an interest has been created, even if the actual benefit is not to be received until a later date (such as the death of the testator). The Administrator will evaluate such reports to assure that there is neither a conflict of interest nor an appearance of impropriety. If the Administrator determines there is a conflict of interest or an appearance of impropriety, the Employee in question may be required, as a condition of continued employment, to take action deemed appropriate by the Administrator, including disclaimer of the legacy or bequest.

### **CONFIDENTIALITY**

The Company's objectives are to ensure the security and confidentiality of client information, protect against any anticipated threats or hazards to the security or integrity of such information, and protect against unauthorized access to or use of client information that could result in harm or inconvenience to any client. All appropriate measures will be taken to achieve these objectives, including the following:

- A. Pursuant to Section 501(b) of the Gramm-Leach-Bliley Act ("GLBA"), a Company Associate shall not disclose any information involving a consumer client's nonpublic personal information to any nonaffiliated third party except under the GLBA allowed exceptions.
- B. A Company Associate shall not disclose any information involving the Company, clients, prospective clients and suppliers obtained in the course of business which is not publicly available except to the extent required by law or permitted by client consent, or in response to legal process.
- C. Any information regarding the Company, its clients or suppliers which is not available to the general public shall not be used in any way for personal gain.
- D. Compliance with Fair Credit Reporting Act of 1970, Title 5 of the GLBA (Privacy of Consumer Financial Information Rule) and other related laws and regulations concerning confidentiality of Company records is required from all Company Associates. It is the policy of the Company that all Company Associates shall be familiar with these laws and

regulations. Further, it is the policy of the Company to shred all confidential client documents as a means of discarding information.

All information regarding clients or prospective clients (whether consumers or otherwise) obtained in the course of the Company's business should be presumed to be confidential unless clearly known to be publicly available.

Confidential information received in the process of providing client services including but not limited to loan underwriting or review or received by the trust department in the process of investment of discretionary funds or providing fiduciary services to clients will only be shared with or used by other Company Associates and departments in a manner compliant with all relevant laws and regulations.

## LOANS

- A. It is the policy of the Company that credit standards will be consistent for each entity's clients regardless of race, color, age (provided the applicant has the capacity to enter into a binding contract), national origin, sex, religion, disability, marital status or any other basis prohibited by law.
- B. Credit shall not be extended to any of the Company's Associates, principal shareholders or related interests on terms different from the prevailing terms for comparable transactions with persons not associated with the Company, and shall not involve more than the normal degree of risk of repayment or present any other unfavorable features.

In addition, certain loans to principal shareholders and designated Company Associates ("Reg. O Associates") may require prior approval of the First Business Bank Board of Directors as required by Federal Reserve Regulation O. This topic is also covered by sec. 221.0625 of the Wisconsin statutes. Extension of credit to a Reg. O Associate will be approved, reported and administered in compliance with Regulation O.

- C. Employees shall not have any lending authority over any account involving themselves, their Immediate Families, relatives or related interests.
- D. The acceptance by Reg. O Associates of loans from other banks with which this Company has a correspondent relationship, shall be at terms no more favorable than available to the general public. Reg. O Associates and their related interests must notify the appropriate Board of Directors in writing of all borrowings from any such correspondent institution, in accord with Regulation O and other applicable regulations.
- E. Except for loans from financial institutions consistent with item D. above to finance proper credit needs, the acceptance of loans from Company suppliers, Company clients or prospective Company clients is not appropriate. All extensions of credit by the banks to Company Associates shall be paid according to terms.
- F. Overdrafts on Company Associates checking and/or money market accounts are embarrassing for the Company Associate and the Company. Overdrafts by Company Associates shall not be permitted and must be covered with cash funds on the first business

day after debits and/or checks are presented for payment. Overdrafts on Company Associates' accounts are subject to the usual client fee per the Overdraft Program policy. Checks and other debits may be returned unpaid and the account(s) may be closed. See Federal Reserve Regulation O, 12C.F.R. 215.4(e)

### **BANK BRIBERY ACT PROVISIONS**

- A. It is unlawful to corruptly solicit or (except as provided below) to accept, directly or indirectly, any gift, gratuity, entertainment, loan or any other thing of value from a Company client, a Company supplier, a securities broker/dealer or any other party that has or is likely to have business dealings with the Company. This includes the acceptance of anything of value in connection with any business transaction with the Company.
- B. It is unlawful to give or offer to give anything of monetary value to a Company supplier, securities dealer/broker or Company client in order to receive preferential treatment.

### **ENTERTAINMENT**

The giving or acceptance of food, refreshments, and travel and accommodations of reasonable value in the ordinary course of business is acceptable. The giving or acceptance of anything of value which serves no legitimate business purpose is prohibited. Any transaction conducted in the course of Company business will be recorded in the Company's financial records.

### **GIFTS**

- A. Gifts and promotional items of nominal value may be accepted. Nominal value is defined as anything having a value of less than \$200.
- B. Any gift offered of greater value than allowed by this policy shall be refused and reported immediately, in writing, to the Administrator of this Code of Ethics.
- C. The giving or acceptance of gifts based on an obvious family or personal relationship is acceptable where it is clear that the gift is unrelated to any business dealing. The acceptance of gifts of modest value in recognition of a promotion, new job, birthday, wedding or retirement is also permitted. In addition, civic, charitable, educational or religious organizational awards for recognition of service and accomplishment may be accepted.

### **ANTITRUST COMPLIANCE**

The Company adheres to a policy of strict conformity with applicable U.S. and local antitrust and competition laws. These laws prohibit companies from engaging in unfair, anti-competitive practices. Due to the severe fines and penalties that can be imposed on the Company and Employees (including imprisonment for individuals), it is imperative that the Company avoid even the appearance of a violation of antitrust or competition laws. The Company must never enter any illegal formal, written agreements, or engage in acts that create informal, unwritten illegal agreements. All questions about this policy should be directed to the Administrator.

## **EQUAL EMPLOYMENT OPPORTUNITY AND AFFIRMATIVE ACTION POLICY**

The Company adheres to a policy of strict conformity with employment laws in the United States and in other jurisdictions in which the Company conducts business. It is the Company's policy to employ and advance in employment qualified persons without discrimination against any Employee or applicant for employment because of any characteristic protected by applicable law. The Company recruits, hires, trains and promotes without regard to a person's race, religion, sex, national origin, disability, age, status as a veteran, or any other characteristic protected by applicable law. This includes providing reasonable accommodation for Employees' disabilities or religious beliefs and practices.

If you have additional questions related to this policy, please contact the Company's Human Resources department.

## **GENERAL ANTI-HARASSMENT POLICY**

The Company expects the workplace to be a professional work environment free from physical, psychological, verbal and non-verbal harassment based on any legally protected characteristics. These protected characteristics may include, but are not limited to, an individual's gender, race, color, national origin, religion, age, ancestry, disability, sexual orientation, marital status, veteran status or use of family medical leave or workers' compensation benefits.

The Company will not tolerate any forms of harassment, whether by a manager, a Company Associate, an outside vendor, client or consultant. Nor will the Company tolerate any form of retaliation against any Employee or any other person for making a complaint in good faith, or cooperating in the investigation of a complaint. Complaints of harassment will be promptly and impartially investigated. Any Employee who believes that he or she has been the subject of harassment or has witnessed harassment is required to report this immediately to his or her supervisor, or to the Human Resources department.

## **ACCURACY, RETENTION AND DISPOSAL OF RECORDS**

Each Company Associate is responsible for maintaining accurate and reasonably detailed documents, reports and other records for the appropriate retention periods and appropriate file locations, as required by Company's Records Management Policy and applicable laws and regulations. No one may falsify or improperly alter any information contained in the Company's records. Where litigation or a government investigation is anticipated or ongoing or if you have notified of a litigation hold, Company documents and records must never be destroyed until the Administrator advises that the investigation has been concluded and/or the litigation hold has been released.

For questions about record retention, contact the Administrator, particularly if any litigation, investigation, or administrative action is (or may be) threatened or pending.

## **FINANCIAL AND ACCOUNTING PRACTICES**

Company Associates must comply with the Company's accounting rules, internal controls, and with generally accepted accounting principles, and also cooperate fully with the Company's auditors. All funds, assets, transactions and payments must be accurately reflected and no false or misleading entries may be made on corporate records.

Payments for goods and services provided to the Company must be payable to the person or company legally entitled to receive payment. All invoices must accurately reflect the items and services being purchased or sold and the prices being paid. Except with the consent of the Administrator, no payment may be made to a party in a country other than the one in which the party resides, maintains a place of business, or has delivered the goods or provided the services for which payment is made.

## **LOBBYING AND LEGISLATIVE CONTACTS**

The Company, only through its designated senior management, may publicly offer comments or recommendations with respect to laws or governmental actions, and take public positions on issues that affect the Company's business. Under some circumstances, a written or personal contact with a government official may subject the person making the contact or the Company to registration and reporting requirements under applicable lobbying laws. The Company intends to be in strict compliance with all laws and regulations applicable to its business. In some instances, such laws and regulations may be ambiguous and difficult to interpret. In such cases, advice should be obtained from the Administrator.

## **RELATIONSHIPS WITH GOVERNMENT OFFICIALS AND EMPLOYEES**

It is unlawful to give anything of value to a public official or employee in return for that official's influence, actions or testimony. It is also unlawful to engage in any activity that will benefit a public official or employee, directly or indirectly, if the activity results in, or is a reward for, that person's influence, actions or testimony.

No Employee should ever make a gift (e.g., meal, entertainment, or nominal token item) to a government official or employee without obtaining prior, express approval from the Administrator. With prior approval, meals and refreshments that are reasonable and directly related to business discussions may be permissible.

## **GOVERNMENTAL INVESTIGATIONS**

While it is the Company's policy to cooperate in the administration of all laws and regulations to which it is subject, such cooperation must be conducted in a manner that does not unduly interfere with the business of the Company nor jeopardize its legitimate interests. Employees who receive notice of any governmental investigation involving the Company or any request to testify in a legal proceeding with regard to the Company should promptly notify the Administrator. If a governmental investigator requests an interview or information, the contact should be reported to the Administrator; the investigator should be requested to put the inquiry in writing in order that it may be answered appropriately by proper persons.

Notwithstanding anything herein to the contrary, and in accordance with Rule 21F-17 under the Securities Exchange Act of 1934, the Company will not impede Company Associates' ability to communicate with the Securities and Exchange Commission or other governmental agencies regarding possible federal securities law violations, and the Company will not enforce any provision of any policy or agreement to the extent such provision would be deemed to require the Company's prior approval of such communication.

## **CODE OF ETHICS FOR THE SECTION 406 OFFICERS**

As described above, all Company Associates, including the Section 406 Officers, are expected to maintain high ethical standards of conduct and to comply with applicable laws and governmental regulations. In this regard, the Company requires all Company Associates, including the Section 406 Officers, to adhere to such other rules, codes and guidelines as the Company may from time to time adopt.

The following section codifies certain additional standards adopted by the Company to which the Section 406 Officers will be held accountable and certain specific duties and responsibilities applicable to the Section 406 Officers. As the professional and ethical conduct of the Section 406 Officers is essential to the proper conduct and success of the Company's business, the Section 406 Officers must adhere to the standards, duties and responsibilities set forth below.

### **General Standards**

The Company and the Board of Directors will hold each Section 406 Officer accountable for adhering to and advocating the following standards to the best of his or her knowledge and ability:

- Act in an honest and ethical manner, including in connection with the handling and avoidance of actual or apparent conflicts of interest between personal and professional relationships;
- Comply with all applicable laws, rules and regulations of federal, state and local governments (both United States and foreign) and other appropriate private and public regulatory agencies;
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications the Company makes, including, without limitation, providing other Company Associates with information that is accurate, complete, objective, relevant, timely and understandable and acting in good faith, with due care, competence and diligence, without misrepresenting material facts or allowing such Section 406 Officer's independent judgment to be subordinated; and
- Promote ethical and honest behavior within the Company, including, without limitation, the prompt reporting of violations of, and being accountable for adherence to, this Code.

## Specific Duties and Responsibilities

In adhering to and advocating the standards set forth above, each Section 406 Officer shall fulfill the following duties and responsibilities to the best of his or her knowledge and ability:

- Consistent with the general requirements set forth under the heading “Conflicts of Interest,” each Section 406 Officer shall handle all conflicts of interest between his or her personal and professional relationships in an ethical and honest manner, and shall disclose in advance to the Administrator any transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict of interest between the Company and such Section 406 Officer. To the extent that an actual or apparent conflict of interest is deemed to exist, the Administrator shall report the relevant details of such conflict of interest to the Audit Committee. The Audit Committee shall thereafter take such action with respect to the conflict of interest as it shall deem appropriate.
- Each Section 406 Officer will use his or her best efforts to ensure the timely and understandable disclosure of information that, in all material respects, is accurate, complete, objective and relevant in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission or in other public communications that the Company makes. As part of this undertaking, each Section 406 Officer will periodically consider the adequacy and effectiveness of the Company’s “internal controls” and “disclosure controls and procedures” (as such terms are defined or used in Securities and Exchange Commission rules).
- Each Section 406 Officer will use his or her best efforts to ensure compliance in all material respects by such Section 406 Officer and the Company with all applicable laws, rules and regulations.
- Each Section 406 Officer shall respect the confidentiality of information acquired in the course of his or her work and shall not disclose such information, except when the Section 406 Officer believes he or she is authorized or legally obligated to disclose the information. No Section 406 Officer may use confidential information acquired in the course of his or her work for his or her personal advantage.
- Each Section 406 Officer shall responsibly use and exercise judicious control over all assets and resources of the Company that such Section 406 Officer employs or that the Company has entrusted to such Section 406 Officer.
- No Section 406 Officer may take or direct or allow any other person to take or direct any action to fraudulently influence, coerce, manipulate or mislead the Company’s independent auditing firm.
- No Section 406 Officer may engage the Company’s independent auditing firm to perform audit or non-audit services without the Audit Committee’s (or its designee’s) preapproval in accordance with the Audit Committee’s charter.

## **Reporting Violations**

If any person believes that a Section 406 Officer has violated the provisions of this Code or the Company has violated or is about to violate a law, rule or regulation, or a Section 406 Officer believes that he or she is being asked to violate the provisions of this Code or any law, rule or regulation in the performance of his or her duties for the Company, then the matter should be promptly reported to the Administrator, or directly to the Audit Committee. The Administrator will take appropriate steps to maintain the confidentiality of the reporting person's identity, as provided elsewhere in this Code. The Administrator also will promptly report the matter in question to the Audit Committee, and is authorized to seek advice from outside counsel in his or her discretion.

## **Interpretation and Enforcement**

Each Section 406 Officer will be held accountable for his or her adherence to the provisions of this Code by the FBFS Board and appropriate committees thereof. A Section 406 Officer's failure to adhere to these provisions will be subject to appropriate disciplinary action, ranging from warnings to termination or removal.

## **ADMINISTRATION**

- A. This Code shall be reviewed and agreed to annually by each Company Associate, and a statement shall be signed to that effect and kept on file.
- B. The First Business Trust & Investments Policy Manual, which incorporates the entirety of this Code by reference ("Policy Manual") shall be reviewed and agreed to annually by each employee of First Business Trust & Investments, a Division of First Business Bank ("Division"), and a statement shall be signed to that effect and kept on file. In addition, all new employees of the Division will review and agree to the provisions of the Policy Manual within the first month of their employment and sign a statement to that effect to be kept on file.
- C. Copies of this Code will be distributed and/or made available via to all current Company Associates and to all new Company Associates via the Company's intranet and the Company's website. In addition, updates to the Code shall be furnished to all Company Associates on a timely basis as they become available. The Human Resources Department or the Administrator may be contacted for copies of the most recent copy of this Code.
- D. On an annual basis, the FBFS Board shall review and, if necessary, update this Code. At the same time, the Board shall appoint an executive officer to administer the Code for the year ("Administrator"). The Administrator of this Code for the current year is the FBFS General Counsel or in his/her absence, the FBFS Chief Human Resources Officer.

Annually approved by the Board of Directors of First Business Financial Services, Inc. on the 25th day of October, 2019.

/s/ Barbara M. Conley  
General Counsel

**APPENDIX A**

**ANNUAL CODE OF BUSINESS CONDUCT  
AND ETHICS AFFIRMATION**

I acknowledge that I have received a copy of the Company's Code of Business Conduct and Ethics.  
I have read the Code and I agree to comply with it.

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

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

Name: \_\_\_\_\_