

General Philosophy

The honesty, integrity and sound judgment of employees is fundamental to the reputation and success of MBT. This Code of Business Conduct and Ethics (“Code”) reflects the values that define MBT and contains guidelines for conducting the business of MBT and its subsidiaries and affiliates consistent with the highest standards of business ethics. For purposes of this Code, the symbol MBT refers to MBT Financial Corp. and its subsidiary, Monroe Bank & Trust, and other related entities. It is also intended to qualify as a “Code of Ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act. The Code establishes the minimum expectations relative to business ethics and regulatory compliance and is available on the MBT website and Intranet.

This Code applies to all of the directors, officers and employees of MBT wherever located and whether they work on a full- or part-time basis. Although this Code covers a wide range of business practices and procedures, it does not cover every issue that may arise; however, it contains basic principles to guide all associated with MBT.

To the best of their knowledge and ability, all those associated with MBT must:

- Act with honesty and integrity: avoid actual and/or apparent conflicts of interest in personal and professional relationships.
- Provide colleagues with information that is accurate, complete, objective, relevant, timely and understandable.
- Comply with applicable laws, rules and regulations of federal, state, and local governments (both United States and foreign) and other appropriate private and public regulatory agencies.
- Act in good faith, with due care and competence without misrepresenting material facts or allowing independent judgment to be compromised.
- Act to maintain and respect the highest level of confidentiality within and outside the MBT environment.
- Share knowledge and maintain skills necessary and relevant to MBT’s needs.
- Proactively promote ethical and honest behavior within the MBT environment.
- Assure responsible use of and control of all assets, resources and information of MBT including protection of electronic data.
- Report any illegal behavior.

You have a duty to report any known or suspected violation of this Code. An investigation of a known or suspected violation of the law, or of this Code, will be conducted immediately upon notification, and disciplinary action may follow. The confidentiality of the employees involved will be protected to the extent possible and to the extent required by law. Retaliation against an employee for discussing a known or suspected violation, in good faith, is strictly prohibited. Any employee found to be involved in retaliatory actions against another employee who reports a known or suspected violation will be subject to MBT’s normal disciplinary procedures. If you are facing a situation where you question the appropriate action or if you have any additional questions please contact your supervisor or a Human Resources representative for advice.

Conflicts of Interest

You must avoid any actual or potential conflicts of interest.

A “conflict of interest” occurs when your private interest interferes or appears to interfere in any way with the interests of MBT. You are expected to avoid all situations that may lead to a real or apparent material conflict between your self-interest and your duties and responsibilities. For example, any position or interest, financial or otherwise, that may conflict with your performance and/or affect your independence or judgment concerning transactions between MBT, its customers, suppliers or competitors would be considered a conflict of interest. Examples of some common circumstances include:

Serving as Fiduciary

MBT is engaged in the business of serving as executor, trustee and guardian of estates of individuals. You are encouraged to recommend these services to qualified individuals. Employees may serve as fiduciaries for members of their own families; however, with respect to any other person, you should not seek nor accept appointment to any fiduciary position without the written approval of the Senior Wealth Management Officer. Due to the danger of customer misunderstandings, potential liability, and inherent conflicts of interest, such approval will not normally be given.

Accepting Bequests

You should not directly or indirectly accept bequests under a will or trust if bequests have been made because of your employment with MBT.

Directorships

Senior officers and directors should disclose all new directorships or potential directorships to the Chairman of the Board of Directors' Governance Committee in order to avoid any conflicts of interest and to maintain independence. Other employees should disclose any such directorships or potential directorships to their immediate supervisors.

Personal Banking Transactions

A conflict of interest may exist when you conduct personal banking business in a way that places your personal interests above the interests of MBT. Personal banking transactions include those transactions also made for or on behalf of your family or friends.

Examples of the types of activities you may not engage in include, but are not limited to:

- Waiving or reversing fees, service charges, or overdraft fees on your own accounts, loans, investment accounts, or accounts of your family members or friends.
- Initiating unwarranted stop payment requests.
- Underwriting or approving loans for yourself, your family or friends, or businesses owned by you or your family or friends.
- Posting unsupported or unauthorized credit to your accounts or the accounts of your family or friends.
- Increasing credit lines or overdraft protection lines for you or your family or friends.
- Taking over client accounts by changing the address or other relevant information to control the account.
- Manipulating your own investment accounts or your family's or friend's investment accounts for personal gain.

- Approving a loan for a client to purchase personal or real property from you or from your family or friends.
- Knowingly overdrawing your accounts or accounts of your family or friends.

In order to prevent the situations previously described, it is mandated that you comply with the following guidelines when conducting personal banking transactions:

- In all personal financial transactions, you are expected to follow the same procedures that are used by customers and transact them from the customer side of the window or desk. You may not handle or approve your own transactions on your personal accounts, accounts on which you are a signor, or for a family member's accounts (however, you are allowed to complete your own internet banking and ATM transactions).
- You must obtain supervisory approval for any unusual or exception transactions outside of normal processing guidelines when processing another employee's account.
- Fee waivers for employees' personal accounts, accounts on which they are a signor, or for a family member's account must be handled within the established parameters.

Financial or Personal Interest in Business Entity

Except as permitted and in accordance with Regulation O, directors, officers and employees may not participate in negotiations between a business entity and MBT or in the execution of contracts, the making of loans, the fixing of rates or terms, or of supervision of any loan, if they have directly or indirectly a financial or personal interest in the outside business entity. Except as permitted and in accordance with Regulation O, such relationships should generally be avoided and prompt disclosure to management and the Board of Directors is required.

Purchase, Lease, or Sale of Assets

Selling or leasing MBT property to employees may create a conflict of interest. You may not purchase or lease any real estate, personal property, or other assets of MBT, nor may you sell or lease any real estate, personal property or other assets to MBT without the prior express authorization of the MBT Board of Directors.

Dealings with Clients, Potential Clients, Suppliers and Competitors

It is expected that you respect the rights of and deal fairly with MBT's clients, potential clients, suppliers, and competitors and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. You may not directly or indirectly solicit money, gifts or other compensation from clients, potential clients, suppliers or competitors. Directors, officers and employees of MBT are prohibited from borrowing funds from any individual, organization, or business that has a customer relationship with MBT.

Corporate Opportunities; Gifts

You have an obligation to put the interests of MBT ahead of your personal interests. No person covered by this Code may use corporate property, information, or their position for personal gain, nor compete with MBT either directly or indirectly.

Title 18 U.S. Code, Section 215, makes it a criminal offense for any MBT employee to:

- solicit for himself or herself or for a third party anything of value from anyone in return for any business, service or confidential information of MBT; or
- accept anything of value (other than normal authorized compensation) from anyone in connection with the business of MBT, either before or after a transaction is discussed or consummated.

You are expected to refrain from:

- Personally benefiting from opportunities that are discovered through the use of MBT property, contracts, information or position.
- Accepting employment or engaging in a business (including consulting or similar arrangements) that may conflict with the performance of your duties or MBT's interest.
- Soliciting, demanding, accepting or agreeing to accept anything of value from any person in conjunction with the performance of your employment or duties at MBT.
- Acting on behalf of MBT in any transaction in which you or your immediate family has a significant direct or indirect financial interest.

There are certain situations in which you may accept a personal benefit from someone with whom you transact business such as:

- Accepting a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday). An award in recognition of service and accomplishment may also be accepted without violating these guidelines as long as the gift does not exceed \$100 from any one individual in any calendar year.
- Accepting something of value if the benefit is available to the general public under the same conditions on which it is available to you.
- Accepting meals, refreshments, travel arrangements and accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations if the expense would be reimbursed by MBT as a business expense if the other party did not pay for it.

Any gift with an estimated value in excess of \$100 must be promptly reported through the individual's supervisor to the Audit Committee, and either the individual or the Audit Committee will take the appropriate steps to inform the donor about the policy of MBT, and if possible, return the gift or donate it to charity.

Confidential Information

You have a responsibility to maintain the confidentiality of information entrusted to you by MBT and its customers both while associated with MBT and afterwards. Nonpublic information regarding MBT or its businesses, employees, customers and suppliers is confidential. You are only to use confidential information for the business purpose intended. It is necessary for everyone covered by this Code to be mindful of their surroundings when discussing or in possession of confidential information. You are not to share confidential information with anyone outside of MBT, including family and friends, or with other employees who do not need the information to carry out their duties. You may be required to sign a specific confidentiality agreement in the course of your employment at MBT. You remain under an obligation to keep all information confidential even if your employment with MBT ends.

Examples of confidential information include:

- Any internal information concerning MBT, such as business plans, financial information, sales figures, price lists, general ledgers, balance sheets, marketing strategies, mailing lists, data bases or any other electronic data, information relating to existing or future products and services, business partners, vendor or supplier contracts, analytical configurations and any other confidential information.
- Any customer information, including former, existing, and potential customer names, addresses and telephone numbers, and any financial or transaction statements of those customers or potential customers.

- Information that may impact the value of MBT's stock price or any other business enterprise.
- MBT salary information, incentive pay, employment dates or other job responsibilities.

This list is not complete. Generally, you should consider all information that you learn in the course of your employment or other association with MBT to be confidential and subject to these restrictions.

You are prohibited from reviewing or accessing customer information unless you have a job-related reason to know such information as part of your duties.

To the extent any tangible confidential information (such as paper files or data contained electronically on a laptop or otherwise) is required to be taken off MBT premises in the course of your duties for MBT, you should take steps to protect the theft or unauthorized access or use of such information.

MBT's Privacy Policy may prevent you from disclosing certain information even to another affiliate within the MBT organization. You should be sure to understand the requirements of the Privacy Policy and seek guidance from your supervisor if you are unsure about whether certain information can be disclosed.

Compliance with Laws, Rules and Regulations Including Insider Trading

You are expected to comply with applicable laws, rules and regulations of federal, state, and local governments (both United States and foreign) and other appropriate private and public regulatory agencies. These include laws relating to commercial bribery, money laundering, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, offering or receiving gratuities, employment discrimination or harassment, providing or perpetuating false or misleading financial information, and misuse of corporate resources and assets.

While the law prescribes a minimum standard of conduct, this Code requires conduct that often exceeds the legal standard. In addition, certain MBT business units have more specific policies and procedures governing topics covered by this Code. These policies and procedures reflect the special requirements of these business units.

While not every law, rule, or regulation applicable to financial institutions can be explained in this Code, the following list includes illegal activities that you are expected to refrain from when transacting day-to-day MBT business. You will not:

- Embezzle, steal, or misappropriate MBT funds or assets.
- Falsify any records or documents.
- Engage in any fraudulent activity such as forgery, counterfeiting, or check kiting.
- Participate in any form of money laundering and shall comply with the requirements of the anti-money laundering provisions of the Bank Secrecy Act and the USA Patriot Act.
- Harass or abuse anyone while attempting to collect a debt.
- Give a gift or make a loan to a bank examiner or other regulatory official who has the authority to examine the business of MBT.
- Engage in the unauthorized sale of information.
- Enter into arrangements with competitors, which could be construed as agreements to control prices, interest rates, loan terms, market allocations, or dealings with particular customers or supplies.
- Participate in "tying arrangements" where the sale of a product or service is conditioned by or upon purchase of a separate product or service, including the extension of credit.

- Consider a person's race, color, age, national origin, disability, veteran status, marital status, religion, sexual orientation or gender, or any other characteristic protected by law in deciding to hire or promote a person.
- Discriminate against any individual on the basis of race, color, religion, sex, marital or familial status, age, national origin, disability, receipt of public assistance or good faith exercise of rights under the Federal Consumer Credit Protection Act.

Insider Trading

It is both unethical and illegal for you to buy, sell, trade or otherwise participate in transactions involving MBT common stock or other securities while in possession of material information concerning MBT that has not been released to the general public. It is also unethical and illegal for you to buy, sell, trade or otherwise participate in transactions involving the common stock or other security of any other company while in possession of similar non-public material information concerning that company. All nonpublic information about MBT and our customers should be considered confidential information. Any questions concerning the propriety of investing in MBT or other company stock or other security transactions should be directed to the Chief Financial Officer at (734) 242-1879.

Directors and executive officers are subject to additional restrictions and reporting requirements related to investments in MBT stock, as set forth in separate policies and procedures.

Anti-Money Laundering Activities

In order to avoid implications in criminal activities involving the transfer or deposit of illegally obtained monies (commonly referred to as money laundering), MBT employees will adhere to the following:

- Reasonable efforts will be made to determine the true identity of all customers requesting MBT services. No significant business transactions will be conducted with customers who fail to provide evidence of their identity.
- In no event will services be provided where there is reason to assume that these transactions are associated with money laundering activities.
- MBT will cooperate fully with law enforcement authorities to the extent permitted by specific regulation relating to customer confidentiality. Under no circumstances will MBT provide support or assistance to customers seeking to deceive law enforcement agencies. Whenever you become aware of facts which lead to the reasonable presumption that money held on deposit is derived from criminal activities or that transactions entered into are criminal in purpose, appropriate supervisory personnel should be advised so that proper action can be taken to report the activity to regulatory authorities and to sever the relationship with the customer.

Extensions of Credit

Affiliate banks of MBT may extend credit to our executive officers, directors, and principal shareholders only on substantially the same terms as those for comparable transactions with other persons or that may be available to bank employees generally as permitted by Regulation O of the Board of Governors of the Federal Reserve System. When considering a request for extension of credit to any executive officer, director, or principal shareholder, all employees are required to adhere to the formal approval process outlined in the Loan Policy.

Outside Business Relationships

If you are considering outside employment, notify your manager or supervisor immediately. Employees in

some positions within MBT are prohibited by law from holding outside employment. Managers will review outside employment requests for potential conflicts of interest.

MBT encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of your duties. You should never represent that your political donation, endorsement, or other political activity is on behalf of MBT. Contact your supervisor to obtain approval before you:

- Participate in any material respect in any civic or political activities, including running for or being appointed to any office.
- Solicit any political campaign contributions from subordinates.
- Act as a director, officer, consultant, or advisor for any other business organization.

Contact a member of Executive Management to obtain approval prior to accepting nomination or appointment to any public office. Each of these appointments may be reported to the Audit Committee of the Board of Directors.

Honest and Ethical Dealing

At all times, it is your duty to deal honestly and ethically with all people and to act responsibly and ethically in all dealings with our customers, suppliers and employees. You should not take unfair advantage of a situation through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unethical practice.

In particular, it is very important that you respond honestly and candidly when dealing with any auditor, accountant, regulator, or attorney for MBT.

You are expected to disclose prior to or at time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way restricts or prohibits you from performing any duties or responsibilities for or on behalf of MBT. Copies of agreements should be provided to Human Resources. You may not use any trade secrets, proprietary information or other similar property, acquired in the course of employment with another employer, in the performance of your duties for or on behalf of MBT.

Protection and Proper Use of MBT Property

Theft, carelessness and waste can directly impact our profitability, reputation and success. Therefore, it is essential that you maintain MBT's property and assets and use them only for business-related purposes and not for any personal benefit. Some examples of your obligations in this regard are as follows:

- You are responsible for the protection and proper use of property (including data transmitted or stored electronically and computer resources) and make certain it is not damaged, lost, or used in an unauthorized manner. User IDs and passwords should not be shared with others.
- You may not use corporate, bank or other stationery for personal purposes.
- You should use MBT voicemail, email, internet access, and other electronic communication services primarily for business-related purposes. Your personal use of these systems should be kept to a minimum. You should have no expectation of privacy with respect to your use of these systems.

All rights to any invention or process developed by an employee using MBT facilities or trade secret information, resulting from any work for MBT, or relating to MBT's business, is considered to be "work-for-hire" under the United States copyright laws and belongs to MBT. Fund-raising efforts, particularly solicitation on MBT letterhead or stationery, should be carefully considered. If there is any possibility of an adverse effect on MBT's reputation or if such an approach would cause undue influence upon the individual

or company being solicited, the solicitation should not be undertaken. Use of letterhead stationery in fundraising campaigns must be approved by the senior executive management.

Ensuring the Integrity of Records and Disclosures

MBT requires honest and accurate recording and reporting of information. All transactions involving MBT must be reflected in an accurate and timely manner and with reasonable detail. All reporting must conform to applicable legal requirements, to MBT's system of internal controls, and to MBT's applicable policies and practices.

Any person covered under this Code who is involved in any aspect of preparing reports and other documents that MBT files with the Securities and Exchange Commission or other public communications must take all appropriate actions to ensure that we provide full, fair, accurate, timely and understandable disclosure in those reports, documents and communications.

You may be called upon to provide necessary information to assure that MBT's filings with the Securities and Exchange Commission and its other public communications meet proper standards. You are expected to take this responsibility very seriously and to provide prompt, accurate answers to inquiries from management related to MBT's Securities and Exchange Commission filings and public disclosure requirements.

Reporting of Illegal or Unethical Behavior

Our customers must have faith and confidence in the honesty and character of our employees, officers and directors. In addition to the importance of maintaining customer confidence, there are specific laws that outline the actions we must take regarding any known or suspected crime involving the affairs of MBT. We must report, as required by law, any known or suspected theft, money laundering, embezzlement, check/debit card kiting, misapplication or other fraudulent activity of bank funds in any amount.

Fraud is an element of business that can significantly affect our reputation and success. It is your duty to report and discuss any known or suspected criminal activity involving MBT or its employees or directors. If, during the course of employment, you become aware of any suspicious activity or behavior including concerns regarding questionable accounting or auditing matters, you are expected to report these matters, as follows:

- For concerns regarding questionable accounting or auditing matters, call 1-866-ETHICSP or go to www.ethicspoint.com, a third-party vendor, which ensures total confidentiality and anonymity of the caller.
- All matters other than questionable accounting or auditing matters should be directed to the Human Resources Manager at 734-240-3023.

The confidentiality of those involved will be protected to the extent possible and to the extent required by law. Retaliation against an employee for discussing a known or suspected violation, in good faith, is strictly prohibited. Anyone found to be involved in retaliatory actions against another who reports a known or suspected violation will be subject to MBT's normal disciplinary procedures.

Administration and Waiver of Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics is administered and monitored by the MBT Human Resources Department. Any questions and further information on the Code should be directed to this department.

It is also your responsibility to annually sign an acknowledgement that you have read and understand the guidelines and will comply with them.

You are expected to follow this Code at all times. Generally, there should be no waivers, however, in rare circumstances, a waiver may be appropriate, in which case the following procedures should be followed:

- For employees, waivers will be determined on a case-by-case basis by the MBT Human Resources Department with the advice of Executive Management.
- For directors and executive officers, waivers will be determined by the Board of Directors.

Any waiver and the grounds for the waiver for a senior officer may be subject to prompt disclosure through a filing with the Securities and Exchange Commission. Additionally, certain changes to this Code of Business Conduct and Ethics may also be subject to such disclosure.

MBT may revise, supplement, or replace this Code at any time.

Nothing in this Code of Business Conduct and Ethics is intended or should be construed to alter the rights or obligations of MBT to our employees, suppliers or customers or to alter the nature of any “at will” employment relationships.

Additional Guidelines

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem.

Keep these steps in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and any alternatives. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.
- Seek help from other MBT resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or you do not feel comfortable approaching your supervisor with your question, consider discussing it with a Human Resources representative. If that also is not appropriate, call 1-866-ETHICSP or go to www.ethicspoint.com.
- You may report ethical violations in confidence and without fear of retaliation. Every effort will be made to ensure that your identity is kept confidential, and the source of information will be disclosed only on a need-to-know basis. MBT does not permit retaliation of any kind for good faith reports of ethical violations.

Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Known or suspected violations of this Code of Ethics will be investigated and may result in disciplinary action up to and including immediate termination of employment.