

# ***UNIVEST CORPORATION***



## ***Code of Conduct***

*October 2014*

## ***A Message from the Chief Executive Officer and the Chairman of the Board***

The financial services industry holds all directors, officers and employees (including temporary employees, consultants, agents and attorneys) to a *higher standard of conduct* because we are custodians of the public trust via our public charters. Our profession is based on the premise that honesty, integrity and high standards of conduct are critically important. The Code of Conduct sets the formal and informal standards of conduct each one of us is personally accountable to maintain; it applies to every aspect of our actions and words, taking into consideration how they may be interpreted by others, both internally and externally.

The Code is not all inclusive, and every possible situation cannot be anticipated. It is provided as a tool for helping us avoid situations in which our personal interests may appear to conflict with the interests of the Corporation, our current and potential customers, vendors, competitors, community organizations and others with whom we may have contact. It is also not a substitute for any legal or regulatory requirements or any internal policies and procedures, including the Employee Handbook, that are applicable to Uninvest.

If anything described in the Code is unclear, questions or advice about the ethical implications of a matter may be sought outside the normal chain of command as outlined throughout the Code. Anyone observing or suspecting a breach of the Code by any other person has a responsibility to report that information by calling the "Ethics Hotline;" this information is listed on the Intranet. All calls will be handled confidentially, and anonymous reporting is available to all employees.

Uninvest has maintained an outstanding reputation as a financial services provider and strives to attract and retain employees who take pride in performing their responsibilities in a highly ethical manner. The part you play is essential to our continuing success, and your commitment to high standards of conduct is evident in those loyal customer relationships on which we continue to build. We thank you for taking your role seriously.

Jeffrey M. Schweitzer  
Chief Executive Officer, Uninvest Corporation of Pennsylvania

William S. Aichele  
Chairman, Board of Directors, Uninvest Corporation of Pennsylvania

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**Record Maintenance and Retention**

All records must be maintained accurately, and all employees are responsible for the accuracy and integrity of those records under their control. Financial records must be prepared in accordance with Generally Accepted Accounting Standards and must fairly present the financial condition of Uninvest. No person may, directly or indirectly, knowingly falsify any Corporate or customer records or cause such records to be falsified. No records shall be destroyed, shredded or otherwise disposed of except in accordance with our record retention policy. All employees are responsible for knowing the records retention policy relevant to their responsibilities. Filings with the Securities and Exchange Commission, banking regulators, other government agencies and in other public communications made by Uninvest must be complete, accurate, timely and understandable.

**Uninvest Financial Information**

All Uninvest financial information is confidential until it has been released to the public by Uninvest, disseminated to the SEC or has otherwise been made publicly available, such as by posting on our website. Reports of examination by regulatory agencies are strictly confidential and may not be made public.

**Confidential Submission of Accounting, Internal Accounting Controls or Auditing Concerns**

In a healthy work environment, employees are asked to help maintain an ethical approach at Uninvest through daily interactions with other employees, vendors, etc. In addition, any employee, shareholder or other person from the general public having concerns or complaints regarding questionable accounting, internal accounting controls or auditing matters should call **The Ethics Hotline** at 215-799-2956. Anonymous submissions may be addressed to: Ethics Hotline, P. O. Box 123, Telford, PA 18969-0123. The Audit Committee has a procedure for the review and retention of such confidential submissions. All comments or complaints will be held in strict confidence and will not affect an employee's continued employment with Uninvest in any way.

**Improper Influence during Conduct of Audits**

No director or employee may fraudulently mislead, coerce, manipulate or improperly influence auditors for the purpose of rendering false or misleading financial statements. Examples of improper influence include, but are not limited to:

- Pressuring an auditor not to perform an audit or review procedures that might divulge materially incorrect statements
- Pressuring an auditor to issue an unqualified report on the financial statements when such a report would be unwarranted
- Influencing an auditor to not object to an inappropriate accounting treatment
- Influencing an auditor not to communicate appropriate matters to the Audit Committee
- Providing an auditor with an inaccurate or misleading legal analysis
- Not proposing adjustments required to conform with GAAP

**Contact Information:** Any concerns related to accounting, internal accounting controls, or auditing should be reported to the Ethics Hotline by calling 215-799-2956, or anonymously by writing to: Ethics Hotline, P.O. Box 123, Telford, PA 18969-0123.

**Confidential Information**

In the course of performing employment duties, an employee may acquire confidential information regarding the business or transactions of the Corporation, its current or prospective customers, suppliers, other employees or other third parties. This may include confidential proprietary information such as, but not limited to, pricing reports, financial data, customer lists, systems, technology and business plans. It includes both oral and written communications.

Confidential information may not be communicated to other Univest employees except to the extent they *need to know* the information to fulfill their job responsibilities and their knowledge is not likely to result in a conflict of interest or misuse. Under no circumstances may confidential information be used for personal gain, either directly or indirectly, or for the benefit of any outside party who is not entitled to such information, including family members.

Confidential matters may not be discussed in public or in places where unauthorized persons may overhear, including internally where other employees or third parties could accidentally overhear conversations. Precautions should be taken to ensure confidential written information, computers, CDs and discs and other materials are secured while you are away from your desk, including overnight. Confidential materials shall be delivered in sealed envelopes and labeled as such. All business-related documents being discarded, whether in hard copy or otherwise stored, must be carefully and securely disposed of to prevent unauthorized disclosure.

**Proprietary Information**

Other confidential information not involving financial or customer information includes information developed by and restricted for use within Univest such as, but not limited to: business, marketing, and strategic plans; source codes; product pricing; system information; patents and logos; and other intellectual property. Univest has proprietary rights in any materials, products or services employees create for work-related responsibilities. All such information may not be disclosed to anyone outside of Univest or those persons within Univest who do not have a business “need to know.”

**Inside Information**

Inside information is considered to be “material, nonpublic information.” Such material information, if made public, would likely affect the market price of the company’s securities. Information is considered nonpublic unless it has been publicly disclosed and the markets have digested the information. Any director, officer or employee exposed to material, non-public information is prohibited from trading in Univest securities or any other issuer of securities to which the inside information applies until two days after the information becomes public. All insider trading prohibitions also apply to family members of directors and employees. Such employees must take extra care to avoid any situation involving, or appearing to involve, transacting business or trading on that information to provide a personal benefit or to benefit close family members or friends. Such information may not be disclosed to another person (considered tipping) or any attempt be made to influence another person to engage in such transactions.

**Subsidiary or Departmental Information**

A “Chinese Wall” refers to the mechanisms established to restrict the flow and use of material, non-public information within an organization. Communication of confidential or material information should be limited to those individuals who have a legitimate *need to know*, whether within a department or a subsidiary or between departments or subsidiaries, as discussed above under “Confidential Information.”

Some functions may be “over the wall,” such as members of senior management, internal auditors, and compliance personnel. These persons must be careful to avoid any improper use or dissemination of such information.

**Privacy of Customer Information**

A separate privacy policy covers customer information shared internally through subsidiaries and disclosed externally only as permitted by law. All employees must be familiar with this privacy policy and comply fully.

**Privacy of Employee Information**

Just as we expect our employees to protect the confidentiality of our customer and propriety information, Univest will protect the privacy and confidentiality of employee personnel, financial and medical records. Such records will not be disclosed to any party except as the employee authorizes us to do so, or as is required by law, regulation, subpoena, or court order.

**Contact Information:** Questions should be directed to Corporate Compliance.

**Data Integrity and Security**

The Corporation's information systems are designed to ensure the data integrity of the information and shall be controlled to protect them from intrusion or financial loss due to misuse, fraud or destruction. This protection includes employee recognition that user identification numbers and passwords must be kept confidential and not shared with anyone else. Control access to systems is established through the Risk Management Department; employees may only access data according to their authorized authority.

Employees must be diligent to prevent the disclosure to unauthorized persons of confidential information when communicating through e-mail or other communication devices. Employees with Internet access must agree to abide by the "Acceptable Use Policy" and are reminded that *Internet usage is a business tool*; software is utilized to monitor Internet activity. In Pennsylvania, an employer has the right to review employee e-mails without incurring the risk of liability to the employees for violating their right to privacy. E-mail messages will only be monitored where abuse is suspected; however, employees should have no expectation of privacy for their e-mail. All e-mail correspondence is the property of the employer.

Software for personal computers is generally licensed for use rather than sold outright and is protected by copyright license laws. It is our policy to adhere to all copyright laws and software licensing agreements. No copying, selling, using or other distribution of information that violates software licensing agreements is permitted, including downloading of software from the Internet. Software, processes or other works that may or may not be created as part of an employee's specific job responsibility, but which arise from information or resources available to the employee as part of that person's employment, must be returned to Univest along with other work papers before an employee leaves the Corporation.

**Using Company Assets Wisely**

Responsible employee use of Univest property, communication systems, information resources, facilities, supplies and other equipment is expected to be observed. These assets are provided for the conduct of Univest business, and you are responsible for cost-conscious opportunities to improve performance while reducing costs associated with such use. Misappropriation of corporate assets may constitute an act of fraud. While we recognize that limited use for personal purposes may sometimes be required, including the use of e-mail, telephone, fax and other types of communications, you are *not* permitted to extend this privilege beyond what is reasonably necessary and *never* for profit-making purposes. Univest may monitor or inspect any information system as deemed appropriate.

**Use of Univest Name and Logo**

Prior approval of the Marketing Department is required to use the Univest name or logo in connection with any nonprofit relationship, fund-raising event, or any other use. The use of the Univest name and logo is prohibited for any relationship involving a personal benefit. Similarly, the use of the Corporation's letterhead for personal use *or* in a manner not authorized by Univest is prohibited.

**Contact Information:** Contact the Director of Security or Corporate Compliance for all questions or to report concerns related to data or physical security. Contact Corporate Planning, Integration and Experience for Univest name/logo use approval.

**Personal Conflicts of Interest**

A conflict of interest exists where an employee would benefit personally from a business transaction with an individual or an entity and that transaction might affect the employee's ability to fairly and impartially perform their responsibilities in the best interests of Univest. Conflicts of interest may also arise when a family member receives a personal benefit as a result of the transaction. Should such a circumstance arise, employees must obtain approval from the respective business unit senior management before such a relationship or transaction is consummated. Corporate Compliance must be notified if such approval is forthcoming.

When there is a potential conflict of interest on other transactions such as approving overdrafts, cashing checks on uncollected funds, waiving fees or late charges, etc., ask someone else to handle the transaction. Personal relationships of any kind with other employees, whether conducted on or off Corporation premises, must not result in a conflict, or even indicate the appearance of a conflict, with Corporation interests or policies.

**Business Relationships with Customers or Suppliers**

The relationship of an employee with a customer, supplier or other third party might, under certain circumstances, conflict with the best interests of one or more other current or prospective customers, suppliers or third parties. It is Univest's policy to deal with other Univest customers wherever possible; however, the relationship will also be considered based on price, quality and terms. All suppliers must comply with applicable confidentiality agreements, privacy laws, corporate governance standards and nondiscrimination regulations.

No employee may benefit personally from a business transaction with an individual customer or entity with which we have a vendor relationship. Employees may not borrow from or enter into relationships with customers or suppliers except for normal transactions conducted on a daily basis. You are not permitted to lend your personal funds to any Univest customers, suppliers or others with whom you have a business relationship. You may not give legal, tax or investment advice to customers unless your specific responsibilities permit doing so. Personal relationships may not affect any decision process made on behalf of Univest. Potential conflicts of interest must be discussed promptly with the employee's business unit manager and Corporate Compliance.

**Gifts, Refreshments and Entertainment**

It is permissible to accept unsolicited meals or other entertainment on occasion, provided the occasion is directly related to fostering good business relations, and the courtesies extended to an employee are not extravagant or reflect a frequent pattern that could be construed as an attempt to receive favorable treatment. You may not allow a family member to accept anything of value from current or prospective customers, suppliers or others in exchange for an anticipated business relationship with Univest. Gifts that involve discounts or rebates on merchandise or services that are available to other similar customers are permissible, as are advertising or promotional materials.

While Univest discourages it, gifts may be accepted if they are of a noncash value not exceeding \$100 in value (U.S. Currency) during any one calendar year. Gifts above this threshold, or questions about the appropriateness of any other gift, must be discussed with your supervisor. If the gift is perishable or consumable, it should be shared with the entire office.

In situations where the Corporation may present a gift or other accommodation to a current or prospective customer or supplier, careful judgment must be exercised to determine the matter is handled in good taste without excessive expense. Such gifts must be of no more than nominal value. An employee must *never* make any bribes or provide any illegal payments to any person or entity in the course of seeking or retaining business on behalf of Uninvest.

**Presentations or Charitable Awards**

Fees or other gratuities for business-related speaking engagements, other than modest gifts or entertainment, are discouraged. An employee who is compensated for making an oral presentation, writing a magazine article, or rendering a charitable or professional service must report such compensation in writing to Corporate Compliance when such compensation, other than reimbursement of reasonable expenses, totals more than \$100 in value. Cash awards over this amount may either be accepted on behalf of Uninvest Foundation or donated to a charity of your choice.

**Bequests and Fiduciary Appointments**

Directors and employees are not permitted to accept a gift, bequest or other fiduciary appointments granted under a will or trust instrument of a customer, prospect, other employee, supplier or shareholder except when it is a close relative or a long-standing personal friend and the situation does not pose a conflict of interest. Any requests for exceptions to this policy must be approved by the appropriate business unit manager, with a copy to Corporate Compliance. If the request is not approved, you will be required to have the document amended to remove yourself as beneficiary, executor, power-of-attorney, etc. When you are acting as a fiduciary on behalf of a family member or a friend, you must not represent you are handling the fiduciary responsibilities as an employee of Uninvest.

**Disclosing All Other Relationships and Transactions**

There must be no secret agreements or side arrangements between the Corporation or any subsidiary, an employee or his or her close personal relationships, a customer of the Corporation, suppliers, or other third parties regarding relationships or transactions. Employees may not receive any loans from fiduciary clients.

**Contact Information:** Disclose any gifts above this policy's threshold to Corporate Compliance. Approval by the Executive Vice President of the employee's line of business is required for exceptions to serve in a fiduciary capacity or to accept bequests. Report to Chief Credit Officer any loan described above. Other questions regarding potential conflicts of interest may be directed to Corporate Compliance, your supervisor or business unit manager.

**Compliance Responsibility**

Employees must adhere to all applicable Corporate policies and procedures, including all Human Resources handbook and non-harassment policies; government laws and supervisory rules and regulations; and may not participate in any illegal or criminal activities. Violating any of these could subject both the employee and Uninvest to criminal and/or civil penalties. During investigations conducted by the Corporation and/or any law enforcement agencies, an employee must always cooperate to the fullest extent in such investigations by answering completely and honestly all questions posed and volunteering any information within the employee's knowledge that may be helpful in such investigations.

**Know Your Customer/Anti-Money Laundering**

Employees must be careful to follow established "Customer Identification" policies and procedures and ensure that customers, suppliers and others with whom we choose to conduct business do not exploit their relationship with the Corporation. Uninvest's name must never be used in connection with any fraudulent, unethical, dishonest or unauthorized transactions. Uninvest has established procedures to comply with the Anti-Money Laundering, OFAC and Patriot Act regulations to ensure Uninvest takes all necessary measures to assist in combating the financing of terrorist activities and other illegal money laundering activities. Reporting of suspicious activities to government authorities is required whenever any person or entity is suspected of such illegal activities, including any other activities involving, but not limited to, fraud, theft, misappropriation of funds and insider trading.

**Special Anti-Trust and Fair Competition Laws**

Anti-trust, fair competition and other anti-racketeering laws are designed to preserve free and open competition and to prevent discussing or entering into arrangements with competitors regarding price fixing or other prohibited activities. No agreements may be made with competitors on prices to charge customers, the division of markets, or the boycott of certain customers, suppliers or competitors, among others. Stiff penalties, including prison sentences apply for persons convicted of violations.

**Anti-Tying Arrangements**

Amendments to the Anti-Trust laws and the Bank Holding Company Act restrict the conditioning or "tying" the price or availability of certain cross-selling situations involving traditional and non-traditional products and services. A tying arrangement involves conditioning the sale or the terms of the sale of a product or service on the purchase of a separate product or service. Employees are responsible for reviewing Uninvest's Anti-Tying policy and procedures. Because of the complexity of the regulations and policy guidelines applicable to our business lines, employees should contact Corporate Compliance when questions arise.

**Employment Laws and Procedures**

Uninvest is committed to providing a safe and professional working environment for all employees and will not tolerate discrimination or harassment in any respect. The use, purchase, sale, transfer or possession of unlawful drugs, alcohol or controlled substances while on Corporation premises is strictly prohibited. All employment policies are posted on the Intranet. Any employee convicted of a crime after being hired by Uninvest, excluding normal traffic violations, must report this information to the Director of Human Resources. Any house arrests are also reportable. Compliance with the Code of Conduct continues after an employee terminates employment with Uninvest.

**Contact Information:** Direct questions or concerns to Corporate Compliance.

**Diligence in Personal Finances**

All employees are expected to demonstrate the ability to properly manage their personal finances, including the prudent use of credit. Due diligence in handling personal finances, extends to the careful use of checking accounts to avoid overdrafts. Employees are encouraged to utilize all of the financial services available through Univest, but may not process their own personal banking, insurance or investment transactions, excluding Internet or telephone banking. Univest employs a variety of internal control procedures designed to assist in detecting potential on-the-job signs that employees may be experiencing deterioration in their financial situation that could affect job performance. Some of these controls include: verification of employment application information, including professional credentials; a criminal history search and fingerprint screening; an initial credit report; periodic monitoring of an employee's personal checking and savings account activity; unannounced searches of Corporation-owned property, including facilities, computers, and desks; and periodic audits to test dual control procedures.

**Outside Activities and Employment**

Employees must avoid any outside interest or activity that, in any way, conflicts with the business of Univest or interferes with your duties.

*Outside Employment* – If you are employed at a second job while working at Univest, that employment must be reported to Human Resources for approval to assure it does not create a conflict of interest or appear to be adverse to the ethical reputation of Univest. Such employment may be prohibited if these circumstances exist. You may not accept employment, for instance, to prepare or assist in the preparation of audits or statement certifications for clients of Univest or its subsidiaries.

*Non-Profits and other Community Activities* – Univest encourages employee participation in community activities to promote positive change and to further enhance our reputation as being a good corporate citizen. No approval is required unless you will receive payment to serve as a director, trustee or officer of a non-profit organization. In such case, the employee must request approval from the head of the business unit, with notification to Corporate Compliance. Public Relations should be informed of such activities.

*Serving as a Director of an Unaffiliated For-Profit Company* – Prior approval is required of the head of the business unit before an appointment is accepted due to the potential of a conflict of interest. The entity must have a record of conducting its business ethically and according to prevailing laws and regulations. When serving in such a capacity, you must not take part in any decision by that entity that would result in the use of a Univest product or service or provide some other benefit to Univest. Board minutes should reflect you abstained from voting. Notification to Corporate Compliance is required for all approvals.

*Other Activities* – Univest discourages any participation in gambling activities or excessive speculation since they conflict with the financial services profession and the image of public trust which we strive to maintain.

**Political Activities**

Univest encourages participation in local political activities if it does not interfere with Corporate responsibilities, either directly or through an apparent conflict of interest, and that participation meets the

same standards of public trust described throughout this policy. An employee's political activity must be conducted solely as an individual and may not allow the Corporation's name or reputation to be used in connection with any political campaign. Corporations are generally prohibited from making political contributions; therefore, any political contributions are to be made in the name of the employee and not on behalf of Univest. Employees are permitted and encouraged to contribute to the PAC (Political Action Committee of the Pennsylvania Bankers Association).

Any elective or appointive office an employee seeks must be disclosed to and receive Executive Vice President approval in advance, with a copy to Corporate Compliance, including the time involved, the compensation and a statement describing any potential conflict of interest. If an employee receives permission to hold such political office, he or she may not engage in any activity relating to such office on corporate time or use corporate assets to further his or her political interests or those of the political party represented.

### **Personal Investments**

Investments by employees in the business entity of a customer or supplier of Univest should be carefully considered and small investments are permissible for major publicly-owned corporations whose securities are actively traded and widely held, as long as the employee is not in possession of inside information. The same considerations apply to an investment in a major competitor of Univest. Personal investments should be made with prudence. Speculative investing is discouraged, such as playing the commodities market, margin buying, short accounts, puts, calls or combinations. It is improper for an employee to subscribe to new issues of stock in a customer's business.

Investment officers are prohibited from buying securities for their own accounts through dealers from which they purchase securities for the Corporation's account. Employees who make investment decisions are prohibited from serving as a director of a publicly owned company and may not serve as the investment officer on any account where they or a family member is a party of interest. Investment officers are required to report their personal securities transactions to Corporate Compliance within ten days of the transaction unless the transaction is less than \$10,000 in any calendar quarter. All affected individuals will be notified about this reporting requirement.

### **Accountability**

Accountability for adherence to the Code will be enforced; unethical behavior is subject to disciplinary action up to and including termination. Code violations will be reported to the Board of Directors. If disciplinary action is taken against you as the result of a violation of the Code of Conduct or any other policies, you have the right to appeal the decision through Human Resources. Appropriate criminal and/or civil proceedings may apply under applicable law. All obligations of this Code of Conduct continue even after an employee leaves the Corporation. Any employee observing breaches to or a waiver of the Code should report their substantiated or unsubstantiated concern to Corporate Compliance or call the **Ethics Hotline** at 215-799-2956. All employee submissions are confidential, and no one should fear retribution.

**Contact Information:** Direct questions to Corporate Compliance; report outside employment to Human Resources for conflict of interest review. Discuss outside directorships with Head of Business Unit; report approvals to Corporate Compliance. Investment Officers must report personal securities transactions to Corporate Compliance within ten days. Report any breaches of Code of Conduct to Corporate Compliance or call the Ethics Hotline.

**Certification and Review Process**

The Code of Conduct will be distributed to all employees by Corporate Compliance annually. All supervisors must review the Code in detail with members of their staff within thirty (30) days of its distribution. At that time, the signed certifications attesting employees have read, understand, and will abide by the Code should be returned to Corporate Compliance. Supervisors are responsible for promoting a strong ethical culture at Univest as part of an effective system of internal controls.

**Material Changes and Waivers**

Waivers of the Code of Conduct are generally prohibited. No waivers of the Code may be granted to directors, executive officers or senior financial officers without approval of the Board of Directors. Any such waivers must be disclosed on a Form 8-K and posted on our website within two days. Any material changes to the Code must also be disclosed on an 8-K and be posted on our website within five days. Corporate Compliance shall maintain a record of any waivers or material changes to the Code for a period of five years.

**Dealing with the Media, Investors and the Public**

All contacts with the media, including interviews, press releases and public appearances, must receive the approval of your supervisor and be coordinated through the Public Relations Department. Only designated spokespersons may provide comments to the media. Any investor relations questions from the media, the public or shareholders should be referred to the Corporate Secretary, the Chairman or Public Relations.

**Resources**

The following resources are provided to assist employees in obtaining guidance for reporting suspected misconduct and to access generic examples of behavior that could constitute a conflict of interest.

- On “theeaglesnest” (Intranet) by accessing the “Support” link, followed by the “Ethics” link
  - Contact information
  - Code of Conduct/FAQs
  - Report of Personal Securities Transactions
  - Univest Insider Trading Policy
- Contact your Supervisor with any ethics questions *or* call Corporate Compliance with questions on any aspect of the Code of Conduct or for the confidential submission of any suspected misconduct.
- Call the Ethics Hotline (215-799-2956) with any concerns about questionable accounting practices, internal accounting controls or auditing matters; all calls are kept confidential. Or, send anonymous written concerns about questionable accounting practices, internal accounting controls or auditing matters to: Ethics Hotline, P.O. Box 123, Telford, PA 18969-0123.

**Contact Information:** Questions and signed certifications should be directed to Corporate Compliance; certifications may be done electronically. Contact Public Relations for any media interviews, public appearances or press releases. Direct investor relations questions to the Corporate Secretary, the Chairman or Public Relations.

***Attestation Information:*** Through electronic certification on the Univest intranet employees attest that they have reviewed a copy of the Univest Code of Conduct dated October 2014, have read and understand its provisions, and certify that they will abide by the provisions of the Code and all other Univest policies and procedures, government laws and supervisory regulations.

They have no knowledge of any activities that would violate the Code and if any situations should arise in the future, they will report them in accordance with the provisions of the Code. They agree to act in an ethical manner at all times and to further promote the ethical culture established throughout Univest.