

Farm Credit Mid-America Code of Ethics

I. Overview

Farm Credit Mid-America (the “Association”) has adopted this code of ethical conduct (the “Code”) which is applicable to every Director, Officer, and Team Member. The Code reaffirms the high standards of business conduct required of and provides guidance to the Association and its Directors, Officers, Team Members, Agents, and Third-Party Service Providers.¹

II. Objective

The Association is committed to conducting business in accordance with the highest ethical standards as set forth in the Standards of Conduct Policy and Procedure. Moreover, the Association is responsible for preparation and distribution of its financial statements and related disclosures and for providing relevant information that is true, accurate and complete to the Federal Farm Credit Banks Funding Corporation for use in preparing the Farm Credit System financial statements and related disclosures.

Accordingly, the Association expects all of its Directors, Officers, Team Members, Agents, and Third-Party Service Providers to maintain the highest standards of personal and professional integrity in all aspects of their business transactions and activities. This includes complying with all applicable laws, rules, and regulations, deterring wrongdoing and abiding by its Standards of Conduct Policy and Procedure and other policies and procedures adopted by the Association that govern the conduct of its Directors, Officers, Team Members, and Agents. To achieve these high ethical standards, all Directors, Officers, Team Members, Agents, and Third-Party Service Providers should, among other things, avoid Conflicts of Interests.

This Code is intended to supplement the Association’s Standards of Conduct Policy and Procedure.

III. Requirements

A. All Directors, Officers, Team Members, Agents, and Third-Party Service Providers. All Directors, Officers, Team Members, Agents, and Third-Party Service Providers are required to:

1. Maintain high ethical standards, including high standards of honesty, integrity, and fairness.
2. Act in the best interests of the institution.
3. Preserve the reputation of the institution and the public’s confidence in the Farm Credit System.
4. Exercise diligence and good business judgement in carrying out official duties and responsibilities.

¹ The Code is intended to comply with FCA Regulation Part 612, Subpart A, including 12 C.F.R. § of 612.2137(c), and terms used herein are defined herein or in 12 C.F.R. § 612.2130, as applicable.

5. Identify and disclose to the Standards of Conduct Official any Conflicts of Interest and/or circumstances or transactions that have the appearance of creating a Conflict of Interest.²
6. Refrain from participating in official action or discussion on any matter if the Director, Officer, Team Member, Agents, or Third-Party Service Providers has an actual or perceived Conflict of Interest.
7. Work with the Standards of Conduct Official to identify conflicts and resolve reported Conflicts of Interest and appearances of Conflicts of Interest.
8. Avoid self-dealing or acceptance of gifts or favors that may be deemed as offered, or have the appearance of being offered, to influence official actions or decisions.
9. Comply with all applicable laws, rules, and regulations, as well as the rules and regulations of self-regulatory agreements to which the Association is a party.
10. Promptly report any possible illegal or unethical activity, or violation of the Standards of Conduct Policy and Procedure and the Code to the Standards of Conduct Official or through the anonymous reporting procedures.
11. Take all reasonable measures to protect the confidentiality of non-public information about the Association and its customers obtained or created in connection with its activities and to prevent the unauthorized disclosure of this information unless required by applicable law or regulation, or legal or regulatory process.

B. Directors and Officers. In addition, directors and officers are required to produce full, fair, accurate, timely, and understandable disclosures of Association financial statements and related financial reports or communications as well as reports and documents filed with, or submitted to, AgriBank, FCB and the Farm Credit Administration. Directors and officers are explicitly prohibited from taking any action to fraudulently coerce, manipulate, or mislead the Association's independent public accountant for the purposes of rendering the Association's financial statements misleading.

IV. Policy Compliance

Each Director, Officer, Team Member, Agent, and Third-Party Service Provider is responsible for reading and understanding this Code, and conducting their activities and business transactions accordingly.

The Association reserves the right to audit/monitor systems on a periodic basis to ensure compliance with this Code. Compliance may be measured through various means, including but not limited to business tool reports, internal and external audits, and feedback.

² Agents subject to this Code are required to disclose known Conflicts of Interest, consistent with the Standards of Conduct Policy for Agents.

Any exception to this Code must be submitted to, and approved by the Association's Standards of Conduct Official.

V. Violations of the Code of Ethics

All Directors, Officers, Team Members, Agents, and Third-Party Service Providers will be held accountable for adherence to this Code. A failure to observe the terms of this Code may result in disciplinary action, up to and including termination of employment, termination of the relationship or contract, or removal from the board of directors, as applicable.

Violations of the Code may constitute violations of law and may result in civil or criminal penalties. Pursuant to 12 C.F.R. § 612.2180 and 12 U.S.C. § 2267a, the Farm Credit Administration has jurisdiction and authority to initiate certain actions and enforcement authority for up to six years following the separation of an Institution-Affiliated Party from a Farm Credit institution. This allows the Farm Credit Administration to ensure the safety and soundness of the System in appropriate circumstances and to enforce its regulations, regardless of when the relationship with an individual or entity was terminated.

If you have any questions regarding the best course of action in a particular situation, contact the Standards of Conduct Official.

VI. Acknowledgement

Each Director, Officer, and Team Member shall be required to acknowledge annually that they have read and understand this Code.

VII. Definitions

Agent: Any person, other than a Director, Officer, or Team Member of the Association, with the power to act for the Association either by contract or apparent authority and who currently either represents the Association in contacts with third parties or provides professional or fiduciary services to the Association.

Conflicts of Interest: A set of circumstances or the appearance thereof where a person has a financial interest in a transaction, relationship, or activity that could or does actually affect (or has the appearance of affecting) that person's ability to perform official duties and responsibilities in a totally impartial manner and in the best interest of the Association when viewed from the perspective of a reasonable person with knowledge of the relevant facts.

Director: A member of the Association's board of directors.

Team Member: Any individual employed on a part-time, full-time, or temporary basis by the Association, including those identified as Officers of the institution. However, persons not maintained on the institution's payroll (i.e., independent contractors and temporary workers provided through temporary services agencies) are not Team Members for purposes of this definition. Team Member is intended to have the same meaning as "Employee" as defined in 12 C.F.R. §612.2130.

Officer: The salaried Chief Executive Officer, President, Vice President, Secretary, Treasurer, General Counsel, Chief Financial Officer, and Chief Lending Officer of the institution, and any person not so designated but who holds a similar position of authority.

Institution-Affiliated Party (as defined in 12 C.F.R. § 612.2180(d)):

- i. A director, officer, employee, shareholder, or agent of a System Institution;
- ii. An independent contractor (including an attorney, appraiser, or accountant) who knowingly or recklessly participates in:
 - a. A violation of law (including regulations) that is associated with the operations and activities of one or more System Institutions;
 - b. A breach of fiduciary duty; or
 - c. An unsafe practice that causes or is likely to cause more than a minimum financial loss to, or a significant adverse effect on, a System Institution; or
- iii. Any other person as determined by the Farm Credit Administration (by regulation or on a case-by-case basis) who participates in conduct of the affairs of a System Institution

Third-Party Service Provider: Any person or entity that has entered into a business arrangement with the Association, by contract or otherwise, that could have a Conflict of Interest impacting their ability to impartially perform services in the best interests of the Association. This term may include a company with access to confidential or sensitive information or who has an ongoing relationship with the Association. Examples of Third-Party Service Providers includes Agents, independent contractors providing outsourced services, information technology service providers, real estate appraisers, attorneys, and accountants. Customers, utility companies, and companies that sell a license to use software are generally not considered Third-Party Service Providers.