

Embassy Bancorp, Inc.

Code of Conduct/Ethics

Board: December 2025
Revised: December 2025

Introduction

Directors and officers of Embassy Bancorp, Inc. and its subsidiaries (collectively, the “Company”) and other persons having the power to direct the management of the Company stand in a fiduciary relationship to the Company. As a result of this fiduciary relationship, Company officers, Directors and other related individuals and related entities (individually and collectively referred to as “Affiliated Person(s)”) have a fundamental duty to avoid placing themselves in positions which create, or which could lead to, conflicts of interest or even the appearance of such conflicts. Consequently, the Company has adopted this Code of Conduct/Ethics (“Code”) to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; 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 (the “SEC”) and in other public communications made by the Company; promote compliance with applicable governmental laws, rules and regulations; promote the protection of Company assets, including corporate opportunities and confidential information; promote fair dealing practices; deter wrongdoing; and ensure accountability for adherence to the Code. This Code is both general and specific in that it takes into consideration the conflict of interest and corporate opportunity regulations and policies that govern all banks and SEC reporting bank holding companies and addresses specifically the Company’s business operations and personnel.

This Code identifies areas in which conflicts of interest and usurpations of corporate opportunity could arise; describes policies and actions the Company will institute to avoid abuses in those areas; and establishes procedures for dealing with violations of the Company’s policies. This Code further describes specific business activities in which an Affiliated Person may be engaged, and in which the Company also is permitted by law to engage and sets forth a specific procedure for dealing with the conflicts of interest and corporate opportunity problems in these areas. All persons who are affected by this Code will receive copies of the Code and will be required to acknowledge, in writing, that they have received and reviewed the Code. Further, all persons will be informed that their continued association with the Company depends upon their full compliance with this Code and the Company’s other policies.

I. IDENTIFICATION OF AREAS OF CONFLICT OF INTEREST CONCERN

A. Conflicts of Interest and Usurpations of Corporate Opportunity

The Board of Directors acknowledges that it constitutes a breach of fiduciary duty for any Affiliated Person to take advantage of a business opportunity for his/her own or another related person’s personal profit or benefit when the opportunity is one that is within the corporate powers of the Company (or a service corporation) and when the opportunity is of present or potential practical advantage to the Company.

B. Conflicts of Interest Transactions Prohibited Under Federal Law or Regulation

1. The Company may not, directly or indirectly, purchase or lease from, jointly own with, or sell or lease to, an Affiliated Person any interest in real or personal property unless the transaction is determined by the Board of Directors to be fair to, and in the best interests of, the Company. Approval requirements are noted in the section entitled “Specific Procedures To Avoid Usurpations of Opportunity and Conflicts of Interest” contained in Section II.C., below.

2. The Company may make loans to an Affiliated Person, including entities in which an Affiliated Person together with one or more other Affiliated Person has a controlling interest, at rates, terms and conditions that are comparable to those that are available to the general public.
3. The Company may not invest, either directly or indirectly, in the stock, bonds, notes or any other securities of any Affiliated Person.
4. The Company may not, either directly or indirectly, purchase securities under a repurchase agreement from any Affiliated Person.
5. The Company may not, either directly or indirectly, make any loan to, or purchase (other than through a secondary market, such as the Federal Home Loan Mortgage Corporation) any loan made to, any third party on the security of real property purchased from any Affiliated Person, unless the property was a single-family dwelling owned and occupied by the Affiliated Person as his or her principal residence.
6. The Company may not, either directly or indirectly, make a loan to, or purchase a loan made to, any third party secured by real property with respect to which any Affiliated Person holds a security interest.
7. The Company may not, either directly or indirectly, accept the stock of the Company held by any Affiliated Person as security for a loan to any third party made or purchased by the Company.
8. The Company may not, either directly or indirectly, maintain a compensating balance with respect to a loan made by any third party to any Affiliated Person.
9. The Company may not, either directly or indirectly, enter into any guarantee arrangement or make any takeout commitment with respect to a loan made by a third party to any Affiliated Person.
10. No person, including an Affiliated Person(s), may give or receive any fee, kickback or item of value for referring business incident to a real estate settlement service, and no person may give or accept any portion, split or percentage of any charges made for rendering such settlement service, in connection with any real estate loan made by the Company.
11. No Affiliated Person, employee, agent or attorney of the Company may ask for or receive anything of value from any person with the intent of influencing or being influenced in connection with any transaction or business of the Company.
12. The Company may not, directly or indirectly, grant any loan on the prior condition, agreement or understanding that a borrower contract with a specific person for title or other insurance, building materials, construction, legal, real estate agency, brokerage or property management services.

C. Conflicts of Interest, Generally

The Company opportunity and specific conflicts prohibitions noted above may not be all-inclusive of transactions that could create a real or potential conflict of interest. In addition to these specific provisions and as noted in the introduction hereto, Affiliated Persons have a fundamental duty to avoid placing themselves in any position which creates, or which leads to, or could lead to, a conflict of interest or even the appearance of such a conflict between the accomplishment of the purposes of the Company and the personal financial interests of the Affiliated Person.

II. SPECIFIC PROCEDURES TO AVOID USURPATIONS OF OPPORTUNITIES AND CONFLICTS OF INTEREST

This section describes the Company's specific procedures to address conflicts and usurpations of corporate opportunities. The section which follows deals with these areas again in light of the Company's Board of Directors composition and the Company's business plan.

A. Identification of Affiliated Persons

Not less than annually, the President/CEO of the Company shall prepare a list of all Affiliated Persons of the Company. This list shall be reviewed by the officers and Directors for its completeness. All officers, Directors and employees of the Company are hereby instructed to report all proposed transactions with any Affiliated Person as identified on such list to the President/CEO, which proposed transaction must then be specifically approved by the President/CEO as being in compliance with this policy and with all applicable Federal and State laws and regulations.

B. Usurpations of Corporate Opportunity

The Board of Directors will periodically review the Company's business and the investment powers afforded by applicable Federal and State law, and it will define the types of transactions which will be considered as potential opportunities for the Company. If the Board determines that a potential opportunity exists for the Company, and that such opportunity is not precluded to the Company by applicable Federal or State law, the Company will not direct, refer or permit persons covered by this Code to take advantage of that business opportunity for their own personal profit, unless and until a disinterested and independent majority of the Company's Board, after receiving a full and fair presentation of the matter, has rejected the opportunity as a matter of sound business judgment, taking into consideration such factors as the Company's financial resources, the risks entailed, and the projected profitability of the opportunity.

C. Purchases and Sales of Assets Involving Affiliated Persons

Any transactions that involve the purchase from, sale to, or joint ownership with, an Affiliated Person of an interest in real or personal property and covered under Section I.B.1. of this Code must be approved in advance, with full disclosure, by at least a majority (with any interested Director abstaining) of the entire Board of Directors of the Company. Further, to the extent required by applicable law and regulations, such transaction must receive prior written approval of the applicable regulatory authorities and be supported by an independent appraisal not prepared by an Affiliated Person or employee of the Company. Full disclosure must include the Affiliated Person's source of financing for any real property involved, including whether the Company thereof has a deposit relationship with the company which is to provide the financing.

D. Consumer Loans Involving Affiliated Persons

Permitted loans secured by an Affiliated Person's principal residence, and loans for construction, adding to, or equipping an Affiliated Person's principal residence (and for such other consumer-type purposes), must be approved in advance, after full disclosure, by at least a majority (with any interested Director abstaining) of the entire Board of Directors of the Company. Full disclosure must include whether the loan is made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans to members of the general public.

E. Commercial Loans to Affiliated Persons

A permitted extension of commercial credit to an Affiliated Person must be approved in advance, after full disclosure, by at least a majority (with any interested Director abstaining) of the entire Board of Directors. Full disclosure must include whether the loan is made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans to members of the general public.

F. Acceptance of Benefits

The Board of Directors will adopt and distribute to all employees, officers, Directors, agents and attorneys of the Company, its policy regarding the acceptance of meals, entertainment and other items of minimal value from customers in the course of conducting business on behalf of the Company.

G. Loan Procurement Fees

On a continuing basis, the Company will monitor its loan files to confirm that no Affiliated Person has received any loan procurement or other fees for referring business of the Company incident to a real estate settlement service.

The diversified nature of the Company's business and the diversified occupations and pursuits of its Affiliated Persons do not permit the establishment of procedures to deal with all manner of conflicts and potential conflicts that may be objectionable. Nevertheless, given the specific areas of Federal regulatory concern and the policies adopted by the Company to avoid conflicts in those areas, two concluding statements can be made in respect to conflicts compliance by the Company's Board of Directors and management. First, loans to Affiliated Persons, and other loans to third parties involving Affiliated Persons, which are for purposes different from, or are in amounts in excess of, those permitted (and referred to in this Code), may not be authorized by Federal laws and regulations. Furthermore, such loans are deemed by the Board to constitute impermissible conflicts of interest, and may subject both the Company and the Affiliated Persons involved to severe regulatory sanctions. Second, the receipt of procurement fees by Affiliated Persons, the tying of loans to the use of other services which may be provided by Affiliated Persons, and the unauthorized acquisition by, or sale to, an Affiliated Person of Company property or assets, may also subject the Company to similar sanctions and are, therefore, prohibited.

III. CONFLICTS AND CORPORATE OPPORTUNITY CONSIDERATIONS ARISING OUT OF BOARD COMPOSITION

The Board of Directors is to be comprised of individuals with varied business and professional experiences who are sufficiently knowledgeable about the business, real estate, financial and legal operations of a financial institution such that they can provide proper guidance and oversight. The nature of the financial institution business and the requirements for knowledgeable and experienced professionals necessarily means that Directors will have other professional pursuits which may overlap with those of the Company. Sufficient care must be exercised to ensure against possible conflicts and usurpations of corporate opportunity by persons with such overlapping professional interests.

The Board of Directors of the Company is comprised of individuals with business interests that have the potential for conflicts, and particular attention must be paid in order to avoid such conflicts and usurpations of corporate opportunity. The following lists contains illustrative examples of potential business dealings of Directors which could give rise to a possible conflict of interest or usurpation of corporate opportunity, and is intended to help Directors recognize and understand such potential concerns:

- A. An Affiliated Person that is a real estate investor or real estate holding company seeks to acquire a tract of land or other real property for investment, development or resale, and the property is one in which the Company has lawful authority to acquire and/or develop.
- B. An Affiliated Person that is a real estate development company or a general contracting firm seeks to obtain acquisition, development or construction financing from the Company.
- C. A third-party purchaser seeks to obtain a loan from the Company secured by real estate acquired from an Affiliated Person that is a real estate holding company or real estate development firm as to which real estate an Affiliated Person holds a security interest.
- D. An Affiliated Person that is a real estate holding company or a real estate development firm seeks to sell to, or acquire from, the Company an interest in real estate owned by the Affiliated Person without first obtaining any requisite regulatory approval.
- E. An Affiliated Person that is an insurance company seeks to attract policyholders having a relationship with the Company, and that insurance business is one in which the Company or any subsidiary has lawful authority to engage.
- F. An Affiliated Person that is an equipment leasing firm seeks to acquire and lease equipment within the Company's market area, and the leasing of equipment is a lawful activity for the Company or its subsidiaries.
- G. An Affiliated Person that is an attorney or his/her law firm, or a CPA or his/her accounting firm, provides services to the Company or to customers of the Company and charges above-market fees or customers of the Company are required to use certain legal, accounting, or other professional or business services as a condition for the receipt of loans.
- H. An Affiliated Person that is a data processing firm seeks to provide data processing and other computerized services to the Company's customers, and providing data processing services is an activity in which the Company or its subsidiaries has lawful authority to engage.

Listing types of situations that could arise as a result of the Company's diverse Board of Directors composition is not intended as an indictment of any individual Director, nor is it intended to be all-inclusive of the kinds of transactions that could create real or potential conflicts or Company opportunity considerations. Rather, it is intended as a reference to certain specific areas of conflicts concerned and the plans the Company will utilize to avoid such conflicts.

The Company commits that it will make loans to Affiliated Persons only at the same rates and terms as are available to the general public. In addition, any fees paid to affiliated attorneys for professional services will be approved by disinterested members of the Company's Board in advance of incurring the services, and borrowers and other customers will be advised of their freedom to choose attorneys and other persons with whom they deal in connection with the Company's loans. All such fees will be verified by the Company to ensure that they are reasonable with regard to such transactions.

IV. NOTICE AND SANCTIONS

A. Notice

Affiliated Persons shall hereby be put on notice that violations of Federal and State laws and regulations applicable to the Company, including laws and regulations concerning conflicts of interest and usurpations of corporate opportunity, jeopardize the good standing and financial health of the Company and that such violations will be regarded by the Board with utmost concern. Directors who are found to have violated this Code or such laws or regulations shall be required (1)

to return to the Company any benefits received and/or (2) to resign from the Board. Affiliated Persons who are employees and who are found to have violated this Code or such laws or regulations (1) may be required to return to the Company any benefits received and (2) shall be subject to dismissal. A copy of this Code shall be given to all Affiliated Persons at the time of his or her initial appointment to the position and shall be acknowledged in writing annually.

B. Disclosure of Conflicts

Directors, officers and employees of the Company are required to promptly bring any known or potential conflicts of interest or potential usurpations of corporate opportunity to the attention of the Board of Directors, or, if appropriate, to the Chair of the Audit Committee.

C. Matters Not Covered by this Code

The Board recognizes that it is impossible to define every practice that could constitute an objectionable conflict. The omission of any specific policy of limitation or prohibition noted above, however, shall not be regarded as approval of practices or conditions not specifically covered, and the Board of Directors will take appropriate action to prevent and eliminate conflicts when circumstances so warrant.

D. Copies of Code

This Code shall be reproduced in writing and given to each prospective Director prior to his/her nomination and to every Affiliated Person(s) upon his/her employment.

V. POLICY REVISION

This policy shall be reviewed by the Board at least annually and revised if appropriate.

VI. FINANCIAL AND OTHER REPORTING

- A. The Company shall provide full, fair, accurate, timely and understandable disclosure of any and all information required to be disclosed in all periodic reports required to be filed with the SEC, pursuant to the Securities Exchange Act of 1934, as amended, and the regulations adopted thereunder by the SEC.
- B. Such disclosure shall include any and all information and financial data required to be disclosed by applicable rules and regulations, as well as any additional information necessary to make the information disclosed not misleading.
- C. The Company shall, in press releases, reports to shareholders, annual and quarterly reports and proxy materials, provide to its shareholders and the public, in a timely manner, any and all material financial and other information concerning the Company, so that its shareholders and the public are informed as to its financial condition, operating results and prospects. Press releases and public announcements shall be made as needed in order to insure full, fair, accurate, and timely disclosure of all material information concerning the Company.

VII. COMPLIANCE WITH APPLICABLE GOVERNMENTAL RULES AND REGULATIONS

It is the policy of the Company to require strict compliance with the letter and spirit of any and all laws, rules and regulations affecting or regulating its business and operations, including, without limitation, those laws, rules and regulations covered by the Company's Insider Trading and other policies.

VIII PUBLIC DISCLOSURE OF CODE OF CONDUCT

The Company shall, in its public filings, as required by the Securities Exchange Act of 1934, as amended, disclose the adoption of this Code and the fact that it applies to the Company's Chief Financial Officer (CFO), First Executive Officer (FEO), Chief Operating Officer (COO), Chief Executive Officer (CEO) and to all Directors and other officers of the Company. The Company shall report on Form 8-K any change in or waiver of any provisions of the Code of Conduct for the benefit of any officer of the Company to the extent required by Form 8-K.

IX. ENFORCEMENT

All officers and employees of the Company and all Directors shall immediately disclose to the full Board, including the Chair of the Audit Committee, any transaction, relationships or conduct on their part or on the part of any Affiliated Person, which has or could reasonably be expected to result in a violation of this Code. Any such violations shall be dealt with by the Board, including, with the advice of the Company's counsel, seeking restitution of any benefits received, removal and termination and such other remedies as the Board may consider appropriate.