



**CHINO COMMERCIAL BANCORP**  
**AND**  
**CHINO COMMERCIAL BANK, N.A.**

**CODE OF ETHICS**

**February 16, 2023**

# CODE OF ETHICS

## TABLE OF CONTENTS

<b>I.</b>	<b>INTRODUCTION.....</b>	<b>1</b>
<b>II.</b>	<b>GENERAL POLICY STATEMENT.....</b>	<b>1</b>
	A. Compliance with Laws and Regulations.....	1
	B. Administration of the Code of Ethics.....	1
<b>III.</b>	<b>COMPANY RECORDS AND REPORTING.....</b>	<b>2</b>
<b>IV.</b>	<b>PROTECTING CORPORATE ASSETS.....</b>	<b>3</b>
<b>V.</b>	<b>CONFLICTS OF INTEREST.....</b>	<b>3</b>
	A. General Policy.....	3
	B. Acceptance of Gifts.....	3
	C. Giving of Gifts.....	4
	D. Political Contributions.....	4
	E. Outside Employment and Activities.....	5
	F. Service as Directors or Officers of Outside Companies.....	5
	G. Acting on Behalf of Customers.....	5
	H. Personal Investment Activity.....	6
	I. Corporate Opportunities.....	6
<b>VI.</b>	<b>OTHER STAFF MEMBER ACTIVITIES.....</b>	<b>7</b>
	A. Personal Finances.....	7
	B. Overdrafts.....	7
	C. Lending Practices.....	7
	D. Giving Advice to Customers.....	7
	E. Receipt of Legal Documents or Subpoenas.....	8
<b>VII.</b>	<b>CONFIDENTIALITY.....</b>	<b>8</b>
	A. Customer Information.....	8
	B. Information Regarding the Company.....	8
	C. Confidentiality Agreements.....	8
<b>VIII.</b>	<b>INSIDER TRADING.....</b>	<b>8</b>
<b>IX.</b>	<b>COMPLIANCE AND ENFORCEMENT PROCEDURES.....</b>	<b>9</b>
	A. Complaints or Concerns Regarding Accounting or Auditing Matters.....	9
	B. Reporting of Other Unusual, Suspicious or Illegal Activity or Suspected Violations of the Code of Ethics and Protection Against Retaliation.....	10
	C. Investigating Violations.....	11
	D. Disciplinary Action.....	11
<b>X.</b>	<b>WAIVERS.....</b>	<b>12</b>
<b>XI.</b>	<b>PRIVACY.....</b>	<b>12</b>
<b>XII.</b>	<b>E-MAIL/INTERNET POLICY.....</b>	<b>13</b>
<b>XIII.</b>	<b>MISCELLANEOUS GUIDELINES FOR CONDUCT.....</b>	<b>13</b>
	A. Use of Company Letterhead and Name.....	13
	B. Dealings with Competitors.....	13
	C. Exclusive Dealings (Anti-Tying).....	13
	D. Obstruction of Normal and Sound Company Practice.....	14
	E. Improper Influence and/or Harassment.....	14
<b>XIV.</b>	<b>ACKNOWLEDGEMENT AND ANNUAL CERTIFICATIONS.....</b>	<b>14</b>
<b>XV.</b>	<b>AMENDMENTS.....</b>	<b>14</b>



## **I. INTRODUCTION**

This Code of Ethics (the “Code”) has been prepared to reflect the ongoing commitment of Chino Commercial Bancorp and Chino Commercial Bank, N.A. (collectively the “Company”) to maintain the highest ethical standards in all Company business. The Code is intended to reflect compliance with all applicable governmental laws, rules and regulations, including but not limited to the Sarbanes-Oxley Act of 2002 and SEC regulations promulgated thereunder. In accordance with the mandate of these laws, this Code of Ethics applies to all directors, officers and employees of Chino Commercial Bancorp and Chino Commercial Bank, N.A. (the “Bank”) (collectively “staff members”). More specifically, it applies equally to the President and Chief Executive Officer (the “President and CEO”), the Chief Financial Officer (the “CFO”), and any other senior financial officers of the Company, as it does to all other officers and employees of the Company. In addition, non-employee directors of the Company, although not technically staff members, are required to comply with all provisions of the Code of Ethics which are logically and legally capable of applying to them. Because this Code of Ethics imposes important ethical obligations on all of the Company’s directors, officers and employees, it is imperative that everyone read this Code of Ethics carefully.

All employees and directors are expected to treat compliance with ethical standards, as well as laws and regulations, as a critical element of their duties and responsibilities to the Company. Everyone will be expected, as a condition of employment, to read this Code of Ethics and to sign the attached Acknowledgment, indicating their understanding of and agreement to all of the terms of this Code of Ethics. Anyone with a question regarding any aspect of the Code, either when they read it for the first time or at any time thereafter, must address their questions to the CFO or other appropriate person as discussed further below. Nothing in the Code is intended to alter the nature of the at-will relationship which exists between the Company and all of its officers and employees who are not subject to written employment agreements. If any provision of this Code or the Company’s policy conflicts with applicable law or regulations, the one with the higher standard will apply, except in cases where doing so would cause non-compliance with such laws or regulations.

## **II. GENERAL POLICY STATEMENT**

It is the Company’s policy to conduct its business in accordance with the highest ethical standards to comply with all applicable laws and regulations, and to merit and maintain the complete confidence and trust of its customers and the public in general. All staff members are expected to conduct all of their business and personal affairs and to manage all business transactions in a manner which reflects positively on the Company’s reputation in the industry and in the communities in which it does business. The Code is intended to address both business and personal relationships which may present potential legal and ethical concerns for anyone affiliated with the Company. It also sets forth a code of conduct to guide staff members. The term “staff member” is intended to refer to all officers, employees and (where applicable) non-employee directors of the Company.

### **A. Compliance with Laws and Regulations**

It is and has always been the Company’s policy to comply fully with the spirit and intent of all applicable governmental laws, rules and regulations. The Company expects all of its staff members to exercise good judgment and to exhibit the highest standards of honest and ethical conduct at all times. All directors, officers and employees are expected to refrain from engaging in any form of illegal, dishonest or unethical conduct.

### **B. Administration of the Code of Ethics**

Each staff member is responsible for becoming familiar with the Code. Supervising officers are expected to make every reasonable effort to ensure that they themselves and all of their subordinate staff comply with the provisions of the Code. Any supervising officer who encounters a situation in which a subordinate staff member has failed to comply with the Code must immediately report the situation to the CFO or the President and CEO.

The Audit Committee shall have the ultimate responsibility for administering the Code, for determining matters of interpretation with respect to the Code, and for making all final decisions concerning disciplinary actions

if applicable. The day-to-day administration and implementation of the Code, as well as the distribution of any periodic changes to the Code to staff members, shall be the responsibility of the CFO.

If a staff member is unsure of what to do in any situation, he or she should always seek additional guidance and information before acting. **Staff members should always try to use their good judgment and common sense; if something seems improper, it probably is.** If a staff member has a question or concern about any accounting-related issues, he or she should ask the CFO or, at the staff member's option, the Chairman of the Audit Committee. (The current Chairman of the Audit Committee is Julio Cardenas, telephone (909-717-3042).) For all other types of questions, the staff member should first address the question to his or her immediate supervisor. If a supervisor has a question regarding the interpretation or applicability of any provision of the Code to a particular situation, such supervisor should immediately seek the advice of the CFO or the President and CEO.

Any staff member who violates any provision of the Code of Ethics may be subject to discipline, up to and including termination.

### III. COMPANY RECORDS AND REPORTING

It is imperative that all records, data and information used and managed by the Company be kept current, accurate and complete. Each staff member is personally responsible for the integrity of the information, reports and records under his or her control. Records must be maintained with a sufficient level of detail to accurately reflect the Company's transactions.

In keeping with their legal and ethical obligations, all staff members who are involved in any manner with the preparation and/or filing of any reports or documents that the Company is required to file or submit to any governmental agency, including but not limited to the SEC, the OCC and the Federal Reserve Board, are expected to make full, fair, accurate and timely and understandable disclosure in all such reports. In furtherance of this objective, all staff members must maintain accurate Company records and retain them in accordance with the law. This obligation to insure full, fair, accurate and timely and understandable disclosure also extends to any public communication made by the Company.

The falsification of any of the Company's books, records or documents will result in immediate dismissal. In addition, falsification of Company books and records is a felony under applicable laws.

Staff members are expected to exercise good judgment and standards when creating any Company records, including e-mail. When creating any records or documents, staff members should keep in mind that such records may need to be interpreted at a later time with the benefit of hindsight and/or the disadvantage of imperfect recollections or the lack of availability of the author to shed light on the written records.

Staff members are required to fully cooperate with audits conducted by the Company's internal audit staff, external auditing firm or state and federal regulatory examiners. Questions raised by the auditors or examiners must be answered honestly and no adverse information may be concealed.

Staff members are required to cooperate fully with any appropriately authorized internal or external investigations. The making of any false statement to or misleading of internal or external auditors, Company representatives or regulators can be a crime and may result in severe penalties. Staff members should never withhold information that may seem to raise an ethical issue, but should immediately contact their supervisor, the CFO, the President and CEO, or the Chairman of the Audit Committee, depending on the nature of the issue involved.

Staff members shall follow all specified Company guidelines and procedures with respect to the retention of records. **While in general records should be maintained for specified time periods in accordance with Company policy and as required by law, a staff member must never, regardless of time, destroy any records which could potentially be relevant to any violation of law, any litigation, or any pending, threatened or foreseeable government investigation or proceeding.**

#### IV. PROTECTING CORPORATE ASSETS

Staff members are responsible for safeguarding the tangible and intangible assets of the Company and its customers. Staff members should never use company assets for their personal benefit except as specifically permitted by the Company. Company assets include cash, securities, business plans, customer information, intellectual property (computer programs, models and other items), physical property and services. Misappropriation of corporate assets is a breach of fiduciary duty and in some cases can amount to fraud against the Company. Carelessness or waste of corporate assets can also be a breach of duty to the Company.

Staff members should always remember that the Company's telephone, e-mail and voice mail systems are to be used primarily for business purposes, and that such systems should never be used in a way that could be harmful or embarrassing to the Company. Staff members should limit personal communications to a minimum.

#### V. CONFLICTS OF INTEREST

##### A. General Policy

One of the purposes of this Code of Ethics is to remind all staff members of the importance of avoiding any actual **or apparent** conflict of interest in any transaction involving the Company. A conflict of interest is defined as a staff member's involvement in any outside interest or activity which either conflicts or appears to conflict with the staff member's duties to the Company, or which may adversely affect the staff member's judgment in the performance of his or her responsibilities to the Company.

Staff members must not engage in any personal or business conduct which has even the potential or appearance of conflicting with the interests of the Company. All staff members are required to disclose to their supervisor any potential conflict of interest, including one in which they have been unintentionally placed as a result of a business or personal relationship with a customer, supplier, business associate or competitor of the Company. **(All potential new employees or directors must be asked before commencing employment or serving as a director whether they have any pre-existing relationship or investment which might present a potential conflict of interest, so that appropriate action can be taken if necessary prior to such employment or service.)** The supervisor will review the situation with the next appropriate level of management and advise the staff member as to the proper course of conduct. Contemporaneous written records of all such disclosures will be retained by the Company in keeping with all applicable legal requirements. Any supervisory employee who encounters a potential or actual conflict of interest must disclose the situation to the next appropriate level of management who will review the situation and advise the supervisory employee as to the proper course of conduct. All staff members must contact either their supervisor or the next appropriate level of management in the chain of command if they have any question about whether an apparent or actual conflict of interest exists. This consultation must occur before the staff member becomes involved in the potentially problematic transaction or situation.

##### B. Acceptance of Gifts

All staff members and their immediate families are prohibited from soliciting, accepting or retaining any gift, benefit or anything of value, for themselves or for any third party, from any customer of the Company, or from any individual or organization which is either involved in a business relationship with the Company or which is seeking to establish a business relationship with the Company. A benefit is defined as any type of gift, bequest, gratuity, favor, service, loan, legacy (except from a relative), fee or compensation, or anything of monetary value.

Specific exceptions to this policy may be permitted if the benefit or gift is of nominal value and there is no, and there appears to be no, reasonable likelihood that the staff member's business judgment might be compromised. In order to qualify for such exception, the personal benefit, however, must be one of the following:

- (i) normal business courtesies, such as a meal, refreshment or entertainment of reasonable value, involving no more than ordinary amenities, where the giver is present and the purpose of the event is to hold bona fide business discussions;

- (ii) non-cash gifts of reasonable value (under \$50.00 in a six month period) such as are typically received at holiday time or special occasions, such as in connection with the acceptance of a new job, a promotion, wedding, or retirement and which represent only an expression of friendship on the part of the giver;
- (iii) gifts based upon kinship, marriage or social relationships entirely beyond and apart from any business relation;
- (iv) unsolicited advertising and promotional material of nominal value;
- (v) awards given by charitable, educational, civic, or religious organizations meritorious contributions or service;
- (vi) loans from other banks or financial institutions on customary terms to finance proper and usual activities such as home mortgage loans; and
- (vii) discounts or rebates on merchandise or services that do not exceed those available to other customers.

Any gift or benefit offered to a staff member, other than as one of the exceptions noted above, must be reported by the staff member to his or her supervisor or to the CFO. This individual will review the situation and instruct the staff member as to the appropriate action. Contemporaneous written records of all such disclosures are retained by the Company in keeping with applicable legal requirements.

It is important for all staff members to remember that state and federal laws make it a crime for any officer, director or employee of a federally insured bank or bank holding company, directly or indirectly, to ask or solicit, accept, receive or agree to receive anything of value, for him or herself or for any other person or entity, for or in connection with any transaction or business of the Company. Penalties for violating these laws include a fine, imprisonment, or both. Any offer of such an improper payment must be reported immediately to the staff member's supervisor or to the CFO. Any staff member who has a question about whether anything offered to the staff member falls within this law must be directed to the staff member's supervisor or to the CFO before the item is accepted.

### **C. Giving of Gifts**

Staff members may not give gifts to customers under any circumstances where the gift could potentially be seen by others as consideration for any type of business favor. Any entertainment or other gifts to be offered to customers may be done only with the prior authorization of the President and CEO, and must be in accordance with business expense reimbursement requirements.

Staff members should also remember that there are strict laws restricting the giving of gifts to any government officials. No gifts to any government officials will be allowed without the prior approval of the President and CEO.

### **D. Political Contributions**

It is the Company's policy to strictly comply with all applicable federal and state political campaign laws. Under federal law, a national bank is prohibited from making a contribution or expenditure in connection with any federal or state election to any political office, or in connection with any primary election or political convention or caucus held to select candidates for political office. The Company has elected as a matter of policy to subject Chino Commercial Bancorp to the same requirements as are applicable to Chino Commercial Bank under the national banking laws.

While the Company believes that it is appropriate for every citizen to take an active interest in political and governmental affairs, all participation must be done solely as a private citizen and not as a representative of the Company. Directors, officers and employees must not make any political contribution (whether in the form of cash,

goods or services) either directly or indirectly, on behalf of the Company. For these purposes, use of any of the Company's facilities, equipment, supplies or manpower for political activities will be considered to be a contribution. All political contributions shall be made solely by the individual on his or her own behalf. Under no circumstances may the Company require staff members to contribute to, support or oppose any political group or candidate.

The decision to make any political contribution or to engage in any election activity should not be taken lightly and legal counsel should be consulted before any contribution or expenditure is made. The Federal Election Campaign Act of 1971 (FECA) is administered by the Federal Elections Commission, and every federal banking agency treats compliance with the election campaign laws as a matter of supervisory interest.

#### **E. Outside Employment and Activities**

The Company discourages staff members from holding outside employment. Any staff member who believes outside employment is necessary and appropriate must obtain the prior written approval of the President and CEO before accepting the position. Under no circumstances may a staff member accept outside employment or engage in any outside activity, whether for profit or not, if the employment or activity might (i) pose a potential, actual or apparent conflict of interest, (ii) subject the Company to adverse publicity or criticism, or (iii) interfere with the staff member's performance of their duties or productivity on behalf of the Company.

The Company encourages individual participation in civic activities. Normally, such voluntary efforts must take place outside of regular business hours. If voluntary efforts require the use of business time, prior approval must be obtained from the staff member's supervisor and the President and CEO.

#### **F. Service as Directors or Officers of Outside Companies**

Staff members are not permitted to serve as directors or officers of any outside companies without the prior approval of the Company's Board of Directors (in the case of the President and CEO) or of the President and CEO (in all other cases). In making any decision on the permissibility of such service in specific situations, the Board of Directors or the President and CEO, as appropriate, shall carefully evaluate (i) the outside company's relationship to the Company, if any; (ii) any potential conflict of interest between the Company and the outside company, such as actual or potential similar product lines; and (iii) the extent to which such service would further the interests of the Company and its shareholders. If any staff member has previously accepted any such appointments or positions, he or she must immediately report the same to the President and CEO, so that an appropriate decision can be made as to the possible need to discontinue such service. In the case of directors of the Company, any such outside service must be in accordance with such director's fiduciary duty to the Company and in strict compliance with all applicable laws and regulations. Prior Board approval is not required, but directors must exercise extreme care to avoid even the appearance of any conflict of interest in such situations, and shall immediately report any such service or appointment to the Board of Directors.

#### **G. Acting on Behalf of Customers**

Staff members are not permitted to act, without the prior written approval of their supervisor, as an executor, administrator, trustee, guardian or conservator, or in any other fiduciary capacity, for a customer of the Company, whether or not it is related to the Company's business. An exception to this policy may be made if the staff member requests permission to act as a fiduciary for a family member. However, even these situations require the prior written approval of the employee's supervisor.

Staff members must not sign on customers' accounts, act as co-renters of customers' safe boxes, or otherwise represent customers, other than customers related to the staff member by blood or marriage. With respect to accounts of such relatives, staff members should make no decisions outside of normal deposit and check writing activities, i.e., they should not approve overdrafts, waive service charges, etc.



## **H. Personal Investment Activity**

While the Company does not wish to unreasonably limit staff members in their personal investment activities, it is the Company's policy that no staff member shall, at any time during their employment with the Company, have any direct or indirect investment interest in or business relationship with (whether as a partner, stockholder, employee, independent contractor or otherwise) a competitor, supplier or customer of the Company or with any person or firm with whom the Company has any business relationship. Furthermore, all employees must devote substantially all of their time and effort during normal business hours to the business of the Company. They must not become involved in any off-duty investments which will interfere with the performance of their work. Likewise, they may not enter into any investment transaction which might create, or give the appearance of creating, a conflict of interest between the staff member and the Company or between the Company and any customer or other individual or entity with whom the Company has a business relationship. However, staff members may make investments of a passive nature in any business or venture, provided, however, that the amount of such investment does not exceed one percent (1%) of the issued and outstanding shares or one percent (1%) of the equity interest in such business or venture. In addition, any investment in the securities of a customer must be made in strict accordance with the Company's Insider Trading Policy, and must be immediately reported to the President and CEO.

While an exhaustive list of the types of impermissible investments is not practical, all staff members must refrain from directly or indirectly owning or purchasing any of the following:

- (i) Real or personal property in which the Company intends to obtain an ownership interest (i.e. through purchase, foreclosure or repossession, or in a fiduciary capacity), unless offered through a third party to the general public.
- (ii) Stocks, bonds or other securities which have either been pledged to the Company as collateral, sold by the Company in a fiduciary capacity or issued by any entity indebted to the Company (except publicly traded securities).
- (iii) Stock of any business or financial institution, in anticipation of its merger with or acquisition by the Company. Investment in the stock of any financial institution, even though made in good faith and without prior inside knowledge, should be given careful consideration because of the possible adverse publicity to the Company in the event of a subsequent merger with, or acquisition by the Company.
- (iv) Trust deeds, mortgages or any other liens against property in which the Company also has a security interest.
- (v) Any other investments paralleling or anticipating investment action by the Company.

In addition, a staff member should not allow a customer to arrange investments for the account of the staff member or his or her immediate family, nor should the staff member become involved in investments sponsored by a customer under circumstances which might create either a conflict of interest or the appearance of such a conflict.

Any staff member who has any question about whether a particular investment falls within the prohibitions of this policy must contact the CFO or the President and CEO before making the investment.

## **I. Corporate Opportunities**

Staff members owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Staff members are prohibited from:

- Taking for themselves personal opportunities that are discovered through the use of corporate property, information, or position;

- Using corporate property, information, or position for personal gain; or
- Competing with the Company without prior consent from the Board of Directors.

## **VI. OTHER STAFF MEMBER ACTIVITIES**

### **A. Personal Finances**

All staff members are expected to demonstrate an ability to manage their personal finances in a responsible manner, particularly in the intelligent use of credit. Imprudent personal financial management not only may reflect poorly on the individual's ability to perform their responsibilities of a financial nature but may also adversely affect the staff member's job performance. Staff members and their immediate families are generally expected to borrow only from reputable organizations which regularly lend money (except for loans from personal friends and relatives). Staff members may not borrow money from their coworkers, but should discuss any financial emergency with their supervisor.

### **B. Overdrafts.**

All employees have an obligation to keep their checking accounts in good order. Executive officers and directors with checking accounts at the Bank are also subject to a flat overdraft prohibition under federal insider lending laws and regulations, and could be subject to penalties for violations under Federal Reserve Regulation O. All staff members must remember that any overdraft on their account is a serious offense which will not be tolerated and which may result in their checking account being closed. In addition, anyone overdrawing his or her account may be subject to discipline, up to and including termination (depending on the circumstances).

### **C. Lending Practices**

- (i) The Company's policy is to maintain prudent lending practices in order to insure an adequate supply of funds for the credit needs of its customers. Any rate concessions shall be primarily based upon borrowers' creditworthiness and overall relationship with the Company (including related deposits of guarantors, etc.), as well as competitive bank pressures.
- (ii) Staff members are not in any way to represent or exercise authority on behalf of the Company, grant direct or indirect accommodations to or make credit recommendations with respect to: members of their families; any individual or organization with which the staff member, or his or her immediate family, is associated or in which the staff member holds any financial interest.
- (iii) Federal law prohibits any director, officer or employee of the Company from granting any loan or gratuity to any public bank examiner or assistant bank examiner, who either examines the Company or has authority to examine the Company.

All directors and executive officers are required to comply with federal and state insider lending laws and regulations, including Federal Reserve Regulation O. Detailed requirements concerning loans to insiders are addressed in a separate policy. Any staff member with a question regarding the propriety of a loan involving an executive officer or director should contact the Bank's Chief Credit Officer.

### **D. Giving Advice to Customers**

Staff members may occasionally be asked by customers to comment upon the legality of a particular transaction. Since the Company cannot practice law or give legal or tax advice, staff members must exercise care in discussing transactions with customers and nothing should be said that might be interpreted as the giving of legal or tax advice.

## **E. Receipt of Legal Documents or Subpoenas**

Any staff member who receives a legal document of any kind relating to the Company, including but not limited to subpoenas, requests for documents, demand letters, summonses or correspondence from attorneys that appear to be legal in nature, shall immediately contact the President and CEO for instructions. Under no circumstances shall any staff member release any confidential customer information to any outside party in response to such a request (whether oral or written) without the approval of the President and CEO.

## **VII. CONFIDENTIALITY**

### **A. Customer Information**

Safeguarding the confidential financial information concerning the Company's customers is essential to maintaining the public trust. It is the policy of the Company that such confidential information acquired by a staff member through his or her employment must be held in the strictest confidence. Such information is to be held for Company purposes only and not as a basis for personal gain by any staff member. Aside from routine credit inquiries, information regarding a customer may generally only be released to private persons, organizations or governmental bodies that request it with the consent of the customer involved or upon receipt of legal process, such as a subpoena or court order.

Confidential customer information should never be discussed with anyone outside the Company, and only with those within the Company who have a legitimate business need to know. Such information should never be discussed in public places, even within the Company's offices. Staff members should be sensitive to the risk of inadvertent disclosure resulting from open doors, speaker phones, cellular phones, and when transmitting confidential information by fax or other electronic media.

Lending personnel must not disclose confidential information on existing or proposed loan customers to investment personnel without the prior written consent of the customer.

### **B. Information Regarding the Company**

Financial or other information regarding the Company, its operations, its customers or any aspect of its business may not be released to any outside person or organization unless it has been published in reports to shareholders, otherwise made available to the public through authorized news releases. All news media inquiries must be referred to the President and CEO. The Company expects every employee to treat information concerning the Company and its personnel with the same confidentiality as information concerning customers of the Company and to observe, with respect to the Company, the same guidelines set forth in Paragraph A above.

### **C. Confidentiality Agreements**

All employees will be required to sign and adhere to a Confidentiality Agreement as a condition of their employment, and to certify annually that they have complied with all provisions of the Code relating to confidential information since the date of the last certification.

## **VIII. INSIDER TRADING**

Staff members are frequently entrusted with possession of confidential and highly sensitive information concerning the Company and/or its customers. As long as a staff member is aware of "material non-public information" relating to the Company or any of its customers, such staff member may not buy or sell the securities of the Company or such customer, regardless of how that information was obtained. "Material non-public information" is any information which could reasonably be expected to affect the price of a company's stock. **Equally important, the staff member must maintain such material non-public information in the strictest of confidence.**

Details on insider trading restrictions, the consequences of violating such restrictions, and special requirements for transactions (including stock option exercises) involving the Company's stock are documented in the Company's Insider Trading Policy. All staff members have received copies of either the Insider Trading Policy or a Summary thereof, and are responsible for complying with all of its requirements. The Insider Trading Policy applies not only to the Company's officers, directors and employees but also to such persons' spouses, minor children, other relatives who live in their households, and trusts or companies which such persons control or as to whose shares of the Company's stock such persons otherwise enjoy beneficial ownership.

## **IX. COMPLIANCE AND ENFORCEMENT PROCEDURES**

### **A. Complaints or Concerns Regarding Accounting or Auditing Matters**

If any staff member has a complaint or concern regarding accounting, internal accounting controls or auditing matters, he or she may either contact his or her supervisor, the CFO, the President and CEO, or the Chairman of the Audit Committee, or may submit a complaint or concern on an anonymous basis. Particularly in the case of anonymous complaints, staff members are encouraged to be as detailed as possible in order to enable the Company to investigate the situation without the benefit of discussing the matter with the staff member filing the complaint. Procedures for handling complaints or concerns concerning non-audit or accounting related matters are set forth in the "Complaint Procedures" section of the Company's Employee Handbook.

**Treatment of Complaints by Identified Individuals.** If a staff member brings a complaint to the direct attention of one of the individuals identified in the preceding paragraph, that individual will first interview the staff member to ascertain the details of the concern or complaint, and shall then immediately refer the matter to the Audit Committee for further investigation. The original complaint or concern, together with the results of the Audit Committee's investigative efforts, shall be fully documented and all records concerning the complaint shall be maintained by the Company for at least seven years. The Audit Committee in its discretion shall determine what action may be required to correct the stated concern, and shall promptly cause any necessary corrective action to be taken. If the matter requires investigation by any outside parties such as accountants, independent counsel or any other consultants or professionals, the Audit Committee shall have the authority to retain the services of such additional persons as may be required to fully investigate and/or correct the situation.

Staff members may also contact Mr. Julio Cardenas, Chairman of the Audit Committee, directly while still disclosing their identity, by calling and leaving a voice mail message at (909) 483-1964, home number, or 909-717-3042, cell number, and email submission to julioC21king@gmail.com; or by writing to him at: 6249 Quartz St., Alta Loma, CA. 91710. E-mail submissions can also be made to the CFO or the President and CEO, at the option of the staff member.

**Treatment and Procedures for Anonymous Complaints.** If a staff member wishes to file a complaint or concern regarding questionable accounting or auditing matters, he or she may do so on a strictly anonymous basis by putting all relevant information in writing and sending the information to: Julio Cardenas, 6249 Quartz St., Alta Loma, CA. 91710

The Audit Committee has established this procedure for the receipt of anonymous complaints or concerns by anyone preferring not to use e-mail for such complaints, as an additional method to ensure the anonymity of the complainant and at the same time maintain the confidentiality of the information concerned. All submissions received at this address will be reviewed at least weekly by the Audit Committee Chairman, and if appropriate referred to the Audit Committee at the next regularly scheduled meeting. If the Chairman believes that there is urgency involved in the concern expressed, he shall call a special meeting of the Audit Committee consistent with such time parameters. The Audit Committee shall make every attempt to fully investigate and promptly correct any matters identified in such anonymous submissions. The original anonymous complaint or concern, together with the results of the Audit Committee's investigative efforts, shall be fully documented and all records concerning the complaint shall be maintained by the Company for at least seven years.

## **B. Reporting of Other Unusual, Suspicious or Illegal Activity or Suspected Violations of the Code of Ethics and Protection Against Retaliation**

**What Must Be Reported.** Directors, officers and employees must promptly report any unusual, suspicious or illegal activity or suspected violations of this Code. Failure to report a violation can lead to disciplinary action against the person who failed to report the violation which may be as severe as the disciplinary action against the person who committed the violation. Unusual, suspicious or illegal activity may include illegal acts (such as fraud or misappropriation of funds), harassment or coercive acts, obstruction of proper bank reporting, violations of the Bank Secrecy/USA Patriot Act (such as money laundering, funds transfers to specially designated nationals or structuring transactions to avoid reporting requirements) or any other violations of the Code of Ethics.

If a staff member believes that he or she has violated the Code or any applicable law or regulation, he or she must report the violation so that the Company can take appropriate action. The fact that the staff member has reported the violation will be given consideration in determining appropriate disciplinary action, if any. In many cases, a prompt report of a violation can substantially reduce the adverse consequences of a violation for all involved.

If a staff member becomes aware that another employee, of whatever level of seniority, has, in all likelihood, violated the Code, including any law or regulation applicable to the Company's businesses, that staff member has a duty to report that violation so that the Company can take steps to rectify the problem and prevent a recurrence. The staff member has a duty to report the suspected violation as long as he or she believes that a violation occurred. Absolute certainty is not the standard. If a staff member has any question about his or her obligation in a particular situation, he or she should contact his or her immediate supervisor, the CFO, or the President and CEO.

**Reporting Procedures.** Normally (except in the case of auditing or accounting related matters, which are discussed in Section IX.A. above), a suspected violation of this Code by an employee other than an officer of the Company should be reported to the supervisor of the employee who commits the violation. Suspected violations by an employee concerning the Bank Secrecy/USA Patriot Act should be reported immediately to the employee's supervisor, who will in turn report the violation directly to the Bank's BSA Officer. However, a staff member may instead report the possible violation to his or her own supervisor, to the CFO, or to the President and CEO. Any supervisor who receives a report of suspicious or illegal activity from a staff member must immediately notify the CFO or the President and CEO.

A suspected violation of this Code by a director or an officer of the Company should be reported to the Chairman of the Audit Committee. However, if a staff member believes that in a particular situation it would not be appropriate to report a possible violation by a director or officer to one of these persons, the staff member may report the possible violation to the Chairman of the Board, or to any other officer or director of the Company to whom the employee believes it would be appropriate to report the possible violation.

Reports made by staff members may be anonymous, at the choice of the individual making the report. All reports made under these procedures will be handled with the maximum degree of confidentiality, and information from the report will be shared only to the extent necessary to conduct a complete and fair investigation. All such reports will be promptly reviewed and resolved.

**Protection Against Retaliation.** Retaliation in any form against an individual who makes a good faith report of a suspected violation of this Code or of law (even if the report is mistaken), or against anyone who assists in the investigation of a reported violation, is itself a serious violation of this Code. Acts of retaliation will not be tolerated and should be reported immediately. The President and CEO or the Audit Committee, as appropriate (depending on the nature of the allegations and positions of the individuals involved), will conduct a full investigation and will take appropriate disciplinary action against anyone engaging in retaliatory conduct.

In addition, any staff member who discourages or prevents other staff members from making such reports or seeking the help or assistance they need, will be subject to disciplinary action.

**False Accusations.** It is very important that the process for reporting suspected violations not be used improperly or in bad faith to make false accusations against any Company personnel. However, since the Company wants to encourage employees to come forward when they suspect that inappropriate conduct has occurred, it will not take disciplinary action against a staff member for coming forward unless there is evidence that the staff member knowingly provided false information. The mere fact that a staff member's suspicions prove to be unfounded will not lead to discipline.

The Company will make every effort to assure that complaints are investigated thoroughly and that no disciplinary actions are taken based solely on unsubstantiated allegations. Particularly in the case of anonymous allegations, any disciplinary actions must be based upon documentary or other corroborating evidence of misconduct, and the subject of the investigation must be given an opportunity to provide an explanation of any suspicious circumstances if desired. However, the decision by the President and CEO or the Audit Committee, as appropriate (again depending on the individuals and allegations involved), after conducting its investigation, will be final and binding.

### **C. Investigating Violations**

With respect to any suspected violations not involving accounting or audit related matters, the President and CEO together with appropriate members of management, and legal counsel, if necessary, shall develop and maintain standard procedures for documenting all allegations received, evaluating and investigating allegations and documenting the conclusions of that process. The Audit Committee shall receive at least annually, or more often as the President and CEO deems appropriate, a list of all such alleged violations and the outcome of the inquiry or investigation thereof and shall have access to all reports prepared regarding alleged violations of this Code.

Any suspected violations or concerns regarding accounting or audit related matters will be investigated promptly and directly by the Audit Committee in accordance with Section IX.A above.

### **D. Disciplinary Action**

The Company shall consistently enforce this Code of Ethics through appropriate means of discipline. Suspected violations of the Code involving auditing or accounting related matters shall be promptly reported to the Audit Committee. The Audit Committee shall determine, through consistently enforced procedures, whether violations of the Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee or agent of the Company who has violated the Code. In the case of suspected violations not involving auditing or accounting related matters, similar procedures shall be enforced by the President and CEO (in consultation with the CFO) or the Audit Committee, depending on the position or level of the individual involved.

The disciplinary measures, which may be invoked at the discretion of the Audit Committee or the President and CEO, as appropriate, include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment and restitution.

Among other things, directors, officers and employees may be disciplined for:

- Committing, authorizing, or directing an illegal act.
- Failing to exercise proper compliance oversight, tolerating illegal conduct, or approving or condoning violations, if acting as a supervisor of another employee of the Company.
- Failing to report illegal business conduct or violations of the Code of which he or she directly knows or observes.
- Discouraging another director, officer, or employee from reporting a violation of law or of this Code of Ethics.
- Improperly disclosing the identity of a person who reports a violation of this Code.

- Withholding material information regarding a violation when requested to provide such information.
- Retaliating or condoning retaliation against any director, officer, or employee of the Company who reports such a violation.

As examples, the following are not valid excuses for failing to comply with the law and/or the Code and, as such, will not avoid disciplinary measures under this Code:

- "A supervisor demanded that I do the illegal, unethical or improper act."
- "I thought the conduct was standard practice in our business."
- "It was a business necessity because it would have cost more to act properly."
- "I misinterpreted the law or this Code and did not seek the advice of the President and CEO or the CFO."

## **X. WAIVERS**

Any waivers of this Code for executive officers or directors may be made only by the Board of Directors upon the recommendation of its Audit Committee and must be promptly filed and/or disclosed to the public as required by all applicable securities or other laws, rules or regulations or the requirements applicable to any exchange or system upon which Company's securities are listed, quoted or traded, including posting such waivers on the Company's website. Any waivers of this Code for other personnel may be made by the President and CEO.

## **XI. PRIVACY**

In order to assure access at all times to Company property, and because employees may not always be available to produce various documents, records, files, or other items in their possession in the ordinary course of business, the Company reserves the right to conduct inspections or searches of the Company's premises at any time without the consent of and without advance notice to the employee.

The Company's premises include all locations owned or leased by the Company or under the control of the Company, including office space, parking lots, closets, storage areas, and lockers. Company property includes all tangible and intangible personal property of the Company, including without limitation, all furniture, equipment, file cabinets, computer hardware and software, licenses and copyrights. The foregoing includes all communications and transmissions of any kind, including all information stored on any hardware, software, removable media, voice mail, e-mail, and all other communication media.

Searches and inspections may include an employee's office, desk, file cabinets, closet, locker, computer files, whether contained on a hard drive or removable media, including past and present e-mail communications, and similar places where the Company property may be located, whether or not such places are locked.

Employees are prohibited from using the code of another employee to gain access to that individual's e-mail, voice mail, or computer system.

The Company reserves the right to review all electronic files and messages and to monitor usage to the extent necessary to ensure that on-line services are used in compliance with the law and with the Company's policy. Employees must provide reasonable assistance to the Company if so requested as part of such monitoring, and expressly waive any personal right to privacy with respect to any electronic files or messages contained on any Company computer or server.

Employees (other than those specifically authorized by the Company to monitor electronic files and communications in accordance with the previous paragraph) must respect the confidentiality of all on-line service

communications and may not read, revise, or monitor the communications of other employees or third parties, including customers, except with the approval of management. However, as stated above, employees must recognize that their own usage of on-line services is subject to review by the Company and, therefore, is not confidential as to the Company.

## **XII. E-MAIL/INTERNET POLICY**

The Company promotes the use of technology and provides employees with access to e-mail, the Internet, and the world wide web (collectively, "on-line services").

Although occasional use of on-line services for personal, non-business use is acceptable, employees are not allowed to use them for any significant amount of personal use.

All messages and information sent by an employee to others, including customers, via on-line services may reflect on the Company. Employees are prohibited from using the Company's on-line services in any way that might be considered disruptive or offensive to others, including customers and vendors.

Inappropriate transmission includes, but is not limited to, sexually explicit messages, offensive language, and ethnic, racial, and gender-specific slurs. Any employee who abuses the privilege of access to and use of on-line services may be subject to disciplinary action up to and including discharge.

Further details on this subject are documented in the Bank's **Information Security Policy**. It is the responsibility of each employee to read, become familiar with, and abide by, the contents of that policy and procedures.

## **XIII. MISCELLANEOUS GUIDELINES FOR CONDUCT**

### **A. Use of Company Letterhead and Name**

Staff members are not permitted to use official stationery for either personal correspondence or other non-job related purposes. They must exercise care and good judgment to avoid the use of the Company's name in any manner that may imply endorsement by the Company of any outside activity or product, or make reference that they are an employee of the Bank or Chino Commercial Bancorp in matters of personal dispute.

### **B. Dealings with Competitors**

The policy of the Company is to require staff members to observe fair and ethical conduct in dealing with the Company's competitors. The making of disparaging remarks regarding the Company's competitors is considered to be unprofessional and inappropriate. In addition, circulating false rumors about a financial institution's condition is a felony. The Company's strategy is to emphasize the quality and competence of its staff and services. Staff members are prohibited from involving the Company in arrangements with its competitors which provide for the setting or controlling of rates, prices or marketing policies. Staff members shall also comply with the provisions of Section VII above concerning confidentiality in any discussions they may have with competitors.

### **C. Exclusive Dealings (Anti-Tying)**

It is the policy of the Company that it does not condition the sale of services to a customer upon the requirement that the customer purchase other services from the Company or refrain from dealing with other suppliers of such services. Tying the availability of credit to the purchase of insurance offered by the financial institution or one of its affiliates is prohibited under federal law. However, such tying prohibitions do not prevent an institution from informing a customer that insurance is required in order to obtain a loan or that loan approval is contingent on the customer obtaining acceptable insurance.



#### **D. Obstruction of Normal and Sound Company Practice**

Structuring of transactions, especially cash transactions, on behalf of customers or relatives to avoid CTR filing by the bank is strictly prohibited. Any type of obstruction to prevent adverse reporting by the bank to state or federal agencies will result in the immediate dismissal of all involved. Willful blindness by a bank officer of money laundering activities is a crime under 18 USC 1956 and 1957, punishable by fines up to \$500,000 and incarceration of up to five years. Detailed information concerning CTRs and related matters is contained in the Bank's BSA Policy.

#### **E. Improper Influence and/or Harassment**

As described more fully in the Employee Handbook, improper influence or harassment, including sexual harassment of employees is strictly prohibited. The Company will not tolerate any coercion or harassment of an employee, including sexual harassment, any use of influence to participate in illegal or improper activity, or any other improper acts. Any such activity will subject the offending employee to immediate dismissal.

### **XIV. ACKNOWLEDGEMENT AND ANNUAL CERTIFICATIONS**

This Code of Ethics augments the Employee Handbook. Staff members are to acknowledge their understanding by signing and dating such on the next page and returning this acknowledgement to the CFO. All staff members will also be required to certify annually (i) that they are familiar with the provisions in the Code concerning disciplinary measures which may be taken for violations of the Code, (ii) that they have complied with all provisions of the Code relating to confidential information since the date of the last certification and to the best of their knowledge have not violated any other provisions of the Code during that time; and (iii) that they are not aware of any violations of the Code by any other staff members during that time. The form of annual certification is attached hereto as Exhibit "A."

### **XV. AMENDMENTS**

The Code may be amended from time to time by action of the Boards of Directors of Chino Commercial Bancorp and the Bank. The Company shall promptly notify all staff members of any material amendments, and shall promptly post all amendments on the Company's website.

**RECEIPT AND ACKNOWLEDGEMENT  
CONCERNING CODE OF ETHICS**

I acknowledge that I have received the Code of Ethics for Chino Commercial Bancorp and Chino Commercial Bank, N.A. I acknowledge my obligation to read, understand, and abide by its contents. I further acknowledge and agree that:

The Code of Ethics is intended to provide a general overview of the Company's Code of Ethics and does not necessarily represent all such policies and practices in force at any particular time. It is, however, my obligation to comply with any and all current and/or future written or verbal policies, practices, rules, regulations, and directives issued by the Company. It is also my obligation to contact either my supervisor, the Chief Financial Officer, the President and Chief Executive Officer or the Chairman of the Audit Committee, as appropriate, if I have any questions whatsoever concerning the Code of Ethics or the propriety of any behavior or situation concerning the Company.

I understand and acknowledge that I have a duty to report any violations to one of the individuals identified in the preceding paragraph.

Neither this Code of Ethics nor any other official or unofficial written or verbal statement or practices of the Company creates, or is intended to create, an express or implied contract, covenant, promise, or representation that employment, nor any particular assignment or position, will continue for any specified period of time.

The Company reserves the sole right to add, revise, or rescind any policy, practice, benefit, assignment, position, work schedule, wage or any other working condition at any time except that any such modification shall not alter my right nor the right of Chino Commercial Bancorp and Chino Commercial Bank, N.A. to terminate employment at-will.

No officer, manager, employee, or representative of Chino Commercial Bancorp or Chino Commercial Bank, N.A. other than the Board of Directors has authority to enter into any valid or binding agreement different than what is stated in this acknowledgement. To be valid, any such agreement must be in writing and adopted by the Board of Directors.

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

\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Signature

## ANNUAL CERTIFICATION CONCERNING CODE OF ETHICS

I hereby certify that I have received the Code of Ethics for Chino Commercial Bancorp and Chino Commercial Bank, N.A. (the "Code"). I acknowledge my obligation to read, understand, and abide by its contents, and I am familiar with the provisions in the Code concerning disciplinary measures which may be taken for violations of the Code. I further certify that:

I have complied with all provisions of the Code of Ethics relating to confidential information since \_\_\_\_\_, \_\_\_\_\_ [date of last certification], and to the best of my knowledge have not violated any other provisions of the Code since that date.

I understand and acknowledge that I have a duty to report any violations of the Code to either my supervisor, the Chief Financial Officer, the President and Chief Executive Officer or the Chairman of the Audit Committee (depending on the nature of the violation), and that failure to report a violation can lead to disciplinary action against the person who failed to report the violation which may be as severe as the disciplinary action against the person who committed the violation. I am not aware of any violations of the Code by any other staff members since \_\_\_\_\_, \_\_\_\_\_ [date of last certification].

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

\_\_\_\_\_  
Name (Please Print)

\_\_\_\_\_  
Signature

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