

F.201: Standards of Conduct and Code of Ethics for Directors – AgCountry, FCSAmerica & Frontier

On 08-14-2025 the Board of Directors of AgCountry Farm Credit Services, ACA, sitting for itself and concurrently as the Board of Directors of its wholly owned subsidiaries, AgCountry Farm Credit Services, FLCA and AgCountry Farm Credit Services, PCA, (hereafter, collectively "AgCountry Board") adopted this policy; the Board of Directors of Farm Credit Services of America, ACA, sitting for itself and concurrently as the Board of Directors of its wholly owned subsidiaries, Farm Credit Services of America, FLCA and Farm Credit Services of America, PCA (hereafter, collectively "FCSAmerica Board") adopted this policy; and the Board of Directors of Frontier Farm Credit, ACA, sitting for itself and concurrently as the Board of Directors of its wholly owned subsidiaries, Frontier Farm Credit, FLCA and Frontier Farm Credit, PCA (hereafter, collectively "Frontier Board") adopted this policy.

Objectives

The objective of this policy is to ensure the proper performance of business and to preserve the integrity and public confidence in the Farm Credit System ("FCS") by establishing high standards of industry, honesty, integrity, impartiality, and conduct for Directors of the Association. To achieve these high standards of ethical behavior and conduct, Directors shall observe, to the best of their abilities, the letter and intent of all applicable federal, state, and local laws and regulations, as well as applicable policy statements, instructions, and procedures.

Source References

This policy sets out the expectations for compliance with Farm Credit Administration ("FCA") Regulations §§611.310, 611.320, 611.340, 612, 617, 620.1, 620.3, 620.5, and 620.21.

Operating Parameters

This policy is applicable to all Directors of the Association.

Definitions

Following are the definitions of various terms used in this policy.

- **Agent:** Any Person, other than a Director or Employee, 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.
- **Applicant:** Any Person that has made an application for extension of credit, an application for restructuring, or requested a related service from the Association, but has not yet entered into a loan, restructuring or service contract or other legal instrument with the Association.

- **Arm's Length:** A Transaction carried out by unrelated or unaffiliated parties, such as by a willing buyer and a willing seller, each acting in their own self-interest.
- **Association:** AgCountry Farm Credit Services, ACA and its wholly owned subsidiaries (AgCountry Farm Credit Services, FLCA and AgCountry Farm Credit Services, PCA), Farm Credit Services of America, ACA, and its wholly owned subsidiaries (Farm Credit Services of America, PCA and Farm Credit Services of America, FLCA), or Frontier Farm Credit, ACA, and its wholly owned subsidiaries (Frontier Farm Credit, FLCA and Frontier Farm Credit, PCA).
- **Code of Ethics:** A written statement of principles and values the Association follows to establish a culture of ethical conduct for Directors and Employees.
- **Conflict(s) of Interest:** A situation, or the appearance thereof, that exists when a Person has a Financial Interest, or the appearance thereof, in a Transaction, relationship, or activity that could or actually affects, their 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.
- **Customer (or Member):** Any Person who has borrowed funds or received other services from the Association for which the Association receives interest, fees, or other compensation pursuant to a loan or lease agreement, contract, or other legal instrument.
- **Director:** Any member of the Association Board.
- **Employee:** Any full-time, part-time, or temporary employee of the Association.
- **Entity (Entities or Legal Entity):** A corporation, company, association, firm, joint venture, general or limited partnership, limited liability partnership, limited liability limited partnership, limited liability company, society, joint stock company, trust (business or otherwise), fund, or other organization or institution, whether de jure or de facto, no matter how denominated, except System Institutions.
- **Entity Controlled By Family:** An Entity in which a Family Member of a Director or Employee, directly or indirectly, or acting through or in concert with one or more Persons: owns 5 percent (5%) or more of the equity of the Entity; or owns, controls, or has the power to vote 5 percent (5%) or more of any class of voting securities of the Entity.
- **Family (Family Member):** The Director or Employee, their spouse or civil union partner, and anyone having the following relationship to either as parent, child, sibling, step-parent, step-child, step-sibling, half-sibling, uncle or aunt, niece or nephew, grandparent, grandchild, or the spouse of any of the above, and anyone whose association or relationship with the Director or Employee is the equivalent of the foregoing including any non-related individual residing in the household of or who is a legal or financial dependent of the Director or Employee.
- **Financial Institution:** Any government agency or privately owned Entity that collects funds from the public, and from other institutions, and invests those funds in financial assets such as loans, securities, bank deposits, and income generating property and further including secondary

market entities, other lenders, commercial banks, savings associations, credit unions, insurance companies, trust companies, agricultural credit corporations, incorporated livestock loan companies, and other financial intermediaries that extend credit and offer financial services as a regular part of their business.

- **Financial Interest:** A Person's interest in an activity, Transaction, property, or relationship that involves giving or receiving something of monetary value now or in the future.
- **Financially Obligated With:** A joint, legally enforceable financial obligation with another Person, a financial obligation on behalf of another Person, an enforceable legal obligation secured by property owned by another Person, or owning property used as security for a legally enforceable obligation of another Person.
- **Material:** When applied to any Financial Interest or a Transaction (including a series of Transactions viewed in the aggregate), means that the interest or Transaction is of such sufficient magnitude that a reasonable Person with knowledge of relevant facts would question the ability of the Person who has the interest or is a party to such Transaction(s) to perform their official duties and responsibilities objectively, impartially and in the best interest of the Association and its statutory purpose.
- **Mineral Interest:** Any interest in oil, gas, or other minerals, including water or irrigation rights, geothermal resources and wind energy; and any rights therein created or derived directly or indirectly from a lease, deed, easement, license, or royalty agreement.
- **Officer:** Any Senior Officer, any vice president, and any Employee who holds a similar title or position of authority.
- **Ordinary Course of Business:** Either a Transaction that is usual and customary between or among Persons who are in business together, or a Transaction with a Person who is in the business of offering goods or services that are the subject of the Transaction on terms that are not Preferential.
- **Other Financing Institution (OFI):** Entities that Farm Credit Banks are authorized to make loans and extend other similar financial assistance to, including any national bank, state bank, trust company, agricultural credit corporation, incorporated livestock loan company, savings institution, credit union, or any association of agricultural producers or any corporation engaged in the making of loans to farmers and ranchers or producers or harvesters of aquatic products (collectively "other financing institutions").
- **Person:** An individual or an Entity.
- **Political Activity:** Any activity that the person engaging in believes will, or that the person intends to, in any way influence the election of any local, state or federal candidate, or influence any official or agency of a local, state or federal government with reference to formulating, adopting, or changing policy, legislation or regulation.
- **Preferential:** A Transaction that is on better terms than those prevailing at the same time for comparable Transactions for other Persons who are not Directors, Employees or Agents of a System Institution.

- **Prospect:** A Person identified in any Association Customer tracking system/software as such and with whom the Association has had contact or is pursuing for a loan, lease, or other Customer relationship.
- **Recuse (Recused or Recusal):** The act of removing oneself as a participant in any matter for the purpose of avoiding an actual or apparent Conflict of Interest including, but not limited to, the processing or servicing of accounts, accessing information in Association systems and from having any direct or indirect involvement in any deliberations or decision making, under delegated authorities or otherwise.
- **Reportable Business Entity:** An Entity in which the reporting individual, directly, or indirectly, or acting through or in concert with one or more Persons:
 - Owns a material percentage (5% or more) of the equity of the Entity;
 - Owns, controls, or has the power to vote a material percentage (5% or more) of any class of voting securities of the Entity; or
 - Has the power to exercise a Material influence over the management of policies of such Entity from their status as a partner, director, officer, manager, or majority shareholder in the Entity.
- **Resolved:** An actual or apparent Conflict of Interest that has been addressed with an action such as Recusal, divestiture, approval or exception, job reassignment, Employee supervision, employment separation or other action, with the result that a reasonable person with knowledge of the relevant facts would conclude that any Conflicts of Interest are unlikely to adversely affect the person's performance of official duties in an objective and impartial manner and in furtherance of the interests and statutory purposes of the FCS.
- **Senior Officer:** The Association's chief executive officer, president, and any executive vice president, and all other individuals designated by the chief executive officer as being responsible for a major policy making function.
- **Signed:** When referring to paper form, means a manual signature, and, when referring to electronic form, means marked in a manner that authenticates each signer's identity.
- **Standards of Conduct Official:** An individual designated by the Association Board to carry out the Standards of Conduct Program and responsibilities as specifically designated in Association policies.
- **Standards of Conduct Program:** The policies and procedures, internal controls, and other actions the Association must implement to put into practice the requirements of the FCA regulations pertaining to standards of conduct for Directors and Employees.
- **System Institution:** Any bank, association or service corporation chartered under the Act, the Federal Farm Credit Banks Funding Corporation, and any other Entity statutorily designated from time to time as a System Institution and regulated by the FCA. It does not include the Federal Agricultural Mortgage Corporation.
- **Third Party Service Provider:** Any Person providing goods or services to the Association for a price pursuant to an agreement or contract, but who is not under the direct control of the Association and does not

otherwise qualify as a Director or Employee. This term may include a Person (e.g., Agents) with access to confidential or sensitive information or who has an ongoing relationship with the Association. The following are examples of Third Party Service Providers: information technology service providers, real estate appraisers, attorneys, and accountants.

- **Transaction:** A business event between two or more Persons that has a monetary value or impact, such as the purchase, sale or lease of goods, services, or other property.

Note: Some Transactions could be viewed as both a loan Transaction and non-loan Transaction (e.g., contract for deed), which means multiple sections of this policy could apply to a Transaction.

General Policy Guidelines

Code of Ethics

The Association Board has adopted the following Code of Ethics, which is also maintained on the Association's Internet and Intranet sites. The Association Board is committed to conducting business in accordance with the highest ethical standards as set forth in its standards of conduct policies. Moreover, Association leadership 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 Farm Credit Banks Funding Corporation for use in preparing the Farm Credit System financial statements and related disclosures.

Accordingly, the Association Board expects all Directors, Employees, and Agents 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 policies and other policies and procedures adopted by the Association Board that govern the conduct of its Employees and Agents. To achieve these high ethical standards, all Directors, Employees, and Agents should, among other things, avoid conflicts of interests.

The Code of Ethics further provides that all Directors, Employees, and Agents shall:

- A. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent Conflicts of Interest between personal and professional relationships.
- B. Comply with the Association policies on standards of conduct and code of ethics, avoid Conflicts of Interest and disclose, as provided for herein, any Material Transaction or relationship that reasonably could be expected to give rise to a Conflict of Interest.
- C. Take all reasonable measures to protect the confidentiality of non-public information about the Association and its Customers and to prevent the unauthorized disclosure of this information unless required by applicable law, regulation, or legal or regulatory process.

- D. Comply with applicable governmental laws, rules, and regulations, as well as the rules and regulations of any FCS self-regulatory agreements to which the Association is a party.
- E. Immediately report any known or suspected violation of the Code of Ethics to at least one of the following: a Standards of Conduct Official, the president and chief executive officer, the general counsel, the chairperson of the Association Board Audit Committee or the established anonymous reporting system. Any violations deemed Material to the FCS financial statements, must also be reported to the Federal Farm Credit Banks Funding Corporation general counsel, the Federal Farm Credit Banks Funding Corporation chief executive officer or the FCS Audit Committee.

Director Eligibility

To satisfy the eligibility requirements set forth in FCA Regulation §611.310, a Director shall not:

- Have been a salaried Employee of any System Institution during the past twelve (12) months;
- Become legally incompetent;
- Be convicted while in office as a Director of any criminal offense involving dishonesty or breach of trust; or
- Be held liable while in office as a Director for damages in fraud.

In addition, Directors shall satisfy the requirements set forth in the [Association Bylaw Section 400](#), and [Policy S.201, Election and Appointment of Directors](#).

Director Responsibilities

Directors must maintain high standards of industry, honesty, integrity, impartiality, and conduct in order to ensure the proper performance of Association business and continued public confidence in the Association and the FCS. The avoidance of misconduct and Conflicts of Interest is indispensable to the maintenance of these standards. To achieve these high standards of conduct, Directors must observe, to the best of their abilities, the letter and intent of all applicable federal, state, and local laws and regulations, any regulations, bookletters, informational memoranda, policy statements and guidance of the FCA and all applicable policies, standards, procedures and guidelines of the Association, as amended and published from time to time, and shall exercise diligence and good judgment in carrying out their duties, obligations, and responsibilities including Recusal from Association Board discussion or action wherein the Director has a Conflict of Interest. Directors must fulfil their fiduciary duties of care, loyalty and obedience to the Association and its stockholders.

All Directors shall cooperate fully in the proper reporting and investigation of any matters related to this policy or Association business.

Loans/Leases/Financial Services to Directors

Directors may, subject to the terms and provisions of the official loan policy (Policy OP.202: Official Loans), obtain loans, leases, and other financial

services from the Association on the same terms, conditions, and standards, and through the same procedures as other Customers. Director loans and leases must be approved in accordance with Policy OP.103: Delegation of Lending and/or Leasing Authority.

Employment of Family

Employment: Employment and promotion decisions shall be based on merit, with no advantage or favoritism accorded on the basis of Family relationships.

Neither the Family Member of a Director nor the Family Member of a member of the Board of Directors of the FCB having supervisory responsibility for the Association may serve as a Senior Officer of the Association. Prior to the employment or promotion of either a Director's Family Member or the Family Member of a member of the Board of Directors of the FCB having supervisory responsibility for the Association, a determination will be made by the Association's Human Resources team in conjunction with a Standards of Conduct Official as to whether such hiring or promotion will violate this section. When a Director becomes aware of a violation or potential violation of this section, the Director shall immediately notify a Standards of Conduct Official.

Election: Likewise, if the election of a candidate nominated to run for either the Association Board or the Board of Directors of the FCB having supervisory responsibility for the Association would result in a violation of this section, the Association nominating committee or the nominating committee of the FCB having supervisory responsibility for the Association, as the case may be, will inform a Standards of Conduct Official, and the candidate will be fully informed of the implications of their election. If the candidate chooses to run, the relationship between the candidate and any Family Member that is a Senior Officer will be disclosed with election materials.

Purchase of FCS Obligations

Directors may only purchase joint, consolidated, or FCS debt obligations if such obligations are part of an offering to the general public and they are purchased through a dealer or dealer bank affiliated with a selling group designated by the Federal Farm Credit Banks Funding Corporation or purchased in the secondary market. Directors may also acquire an interest in FCS debt obligations through inheritance.

Selection and Use of Agents and Third Party Service Providers

Generally, the sourcing and retention of qualified and reputable Agents and other Third Party Service Providers is a function that has been delegated Association leadership. A Director, acting in their capacity as a member of the Association Board or an Association Board Committee, who engages in the selection or retention of Agents or other Third Party Service Providers, shall comply with the following to the greatest extent possible:

- Select, use, and retain qualified and reputable Agents and other Third Party Service Providers.
- Selection of Agents and other Third Party Service Providers on the basis of merit, with no advantage or favoritism accorded on the basis of Family relationships or Association relationships. In doing so, the Director shall consider the possibility of actual or potential Conflicts of Interest, including such Persons' relationship with other Customers, Directors, or Employees.
- Not accept gifts or favors from Agents and other Third Party Service Providers other than as provided for in this policy and prohibit the use of privileged or confidential information acquired through the Association.
- Ensure that Agents and other Third Party Service Providers retained perform their assignments in a prudent and professional manner and avoid Conflicts of Interest or the appearance of Conflicts of Interest with Directors, Employees, or Customers of the Association.
- Promptly report any suspected violation of the Standards of Conduct and Code of Ethics policy or any known or suspected criminal activity which involves or affects the assets, operations, or affairs of the Association to a Standards of Conduct Official.
- Unless the Agent is subject to industry or professional ethics standards, provide the Agent with a copy of the Standards of Conduct and Code of Ethics policy for Employees prior to 1) the commencement of services to be provided on behalf of the Association in contacts with third parties, or 2) providing professional services to the Association.

Benchmarks and Thresholds for Activities Requiring Reporting and/or Prior Approval

Thresholds and benchmarks are set by the Board and reevaluated on a regular basis to ensure appropriate limits are applied. Due to the fact that Directors have limited participation directly or indirectly, in deliberations on, or the determination of, any specific matter affecting, an individual Customer, but rather focuses on those matters of general applicability that affect all Customers in a non-discriminatory way. Further, Directors receive limited access to personal Customer information. As a result of the foregoing, it has been determined that the opportunity for a Conflict of Interest to arise between a Director and a Customer or Applicant is limited, and the higher materiality threshold is supported at \$50,000 for Frontier Directors and \$100,000 for AgCountry and FCSAmerica Directors. Specific reporting and prior approval requirements are defined below. Any Transaction(s) with a Customer, Applicant, Employee or Director that meets or exceeds the thresholds established by this policy must follow the reporting requirements, even if they are Ordinary Course of Business transactions, including but not limited to:

- Purchases of land or livestock at an open competitive bidding environment such as an auction.
- Purchases of chemicals, seeds, or equipment at fair market value.

- Veterinary services at the same rates as charged to all customers without any discount or preferential treatment.
- Custom farming provided at rates within the applicable local area's applicable custom farming rates.
- Land rental agreements within fair market value.

Prohibited Activities

Participation in Deliberations

Unless such matters generally apply to all Customers in a non-discriminatory manner, Directors shall Recuse themselves, and shall not participate, directly or indirectly, in any deliberation or decision that, directly or indirectly affects:

- The Director's personal Financial Interest;
- The Financial Interest of the Director's Reportable Business Entity;
- The Financial Interest of a Director's Family Member or Entity Controlled by Family; or
- The Financial Interest of any business partner(s) of the Director.

Use of Non-Public Information/Disclosures

Directors shall not divulge or make use of any fact, information or document which is not generally available to the public that is acquired by virtue of serving on the Association Board, except in the performance of official duties.

Directors shall not make any incomplete, inaccurate, or misleading statements or disclosures to the public, Customers, Applicants, Prospects, the FCA or others concerning official Association business, nor fail to make a statement or disclosure when such failure under the circumstances is itself misleading.

Use of Position for Advantage

Directors shall not use their position or non-public information to obtain or attempt to obtain special advantage, gifts or favoritism for the Director, any Reportable Business Entity, any Family Member of the Director, any Entity Controlled by Family, any business partner of the Director, or such Persons (alone or in concert), from the Association, any other System Institution, or any Person transacting business with the Association, including Customers, Applicants and Prospects.

Directors shall not use Association property or facilities for personal use without prior authorization, nor shall they use Association letterhead or stationery for anything other than official business and to express the official views of the Association.

Purchasing or Retiring Stock

Directors shall not purchase or retire any preferred stock in advance of the release of Material non-public information concerning the Association or any other System Institutions to other Customers. Directors may only purchase and sell preferred stock pursuant to the terms of any Association or other System Institution Board resolution authorizing issuance of the same.

Gifts and Favors

General Requirements:

The exchange of gifts or favors and the offering of business hospitality are business practices that can be easily misinterpreted or suggest the appearance of something improper, even if there is no improper intent. Anytime a Person is not required to pay usual or customary cost for something it is a gift or favor. Gifts or favors can take many different forms, including meals, lodging, travel expenses, use of a residence or vacation home, use of a private jet/plane, goods or services, or tickets to entertainment or sporting events, product or service discounts or even charitable donations made on one's behalf. Travel and lodging expenses are generally business expenses paid by the Person (or Person's company) doing the travel, unless part of a specifically sponsored event as noted below.

Conflicts of Interest or at least the appearance of impropriety can arise whenever a Director or an Employee is giving or receiving a gift or favor. In addition, the giving of gifts or favors by a Director or an Employee may be specially regulated in certain industries (for example, insurance), or strictly prohibited by regulations in other circumstances and warrant additional scrutiny (for example, government or other regulatory officials).

Under Federal law, the Associations may not contribute funds, facilities, equipment, or other resources to any federal, state, or local election, political convention or caucus, Political Action Committee (PAC), or political candidate. This prohibition includes using Association funds to contribute to a campaign or PAC or participate in campaign or PAC fundraising related events or programs, including but not limited to golf, hunting, or other fundraising activities.

In relation to PACs affiliated with the Farm Credit System, this section does not apply to legally permissible activities coordinated and approved by the Government and Public Affairs team.

Accordingly, except as otherwise provided herein, Directors or Employees shall not give, receive, solicit or accept gifts, fees, favors, compensation, or anything of value or personal benefit from any Person whether for themselves (including for the benefit of any Reportable Business Entity, Family Member, Entity Controlled by Family, or business partner, whether the Director or Employee acts alone or in concert with others) or for the benefit of any System Institution, or any Person transacting business with the Association, including Third Party Service Providers, Customers, Applicants or Prospects.

Any gift or favor, either given or received, must meet the following requirements:

- It was not requested or solicited by the recipient; AND
- The associated expenses are not excessive or extravagant; AND
- It is not intended to influence any behavior or action; AND
- It does not create a real or apparent Conflict of Interest or the appearance of impropriety; AND
- It is not given or received merely in appreciation for good service, as a “thanks” for business or for service recovery purposes; AND
- It complies with regulatory requirements, which are typically limited to \$25 or less in value, if given to insurance Customers; AND
- It meets state or federal laws/requirements if given to a government or regulatory official; AND
- It is NOT a gift of cash or cash equivalent (e.g., gift card, debit card, or gift certificate) unless otherwise authorized in this section or unless provided as part of a broadly offered Association program/event. See [HR-0503: Employee Awards](#) for additional requirements.

Exceptions (Activity Permitted):

The following items provided or exchanged, are NOT reportable gifts or favors in the Standards of Conduct Certification and would be permitted under this policy:

- **Personal Gifts:** Gifts or favors based on a **personal rather than a business relationship** and paid from personal funds are permitted under this policy. This includes gifts and inheritance to/from Family Members.

Thresholds for Other Gifts and Favors:

The Other Gifts and Favors listed are viewed as one category with a single threshold for all the items listed. Generally, the following gifts or favors must be valued at **\$300 or less individually, or no more than \$600 in aggregate, per recipient in a given calendar year**. Common examples of Gifts and Favors include:

- **Association branded merchandise** provided to any Customer, Applicant, Prospect, Agent, or other Third Party Service Provider that has business relationships with the Association.
- **Customary or Social Gifts** (e.g., holidays, graduations, birthdays, weddings, funerals, illness, family emergencies / natural disasters, promotions, or retirements)
 - Invitations sent to an individual employee should **not** be paid from Association funds and instead come from personal funds.
 - See [HR-0503: Employee Awards](#) for additional requirements regarding taxation.

Thresholds for Business Development Activities:

The Business Development Activities listed are viewed as one category with a single threshold for all the activities listed. When valued at **\$500 or less individually or no more than \$1,000 in aggregate per recipient in a**

given calendar year, the following Business Development Activities would be considered permitted gifts:

- **Business Meals:** Sharing meals and entertainment is common in business. Employees or Directors may accept or provide a meal when the recipient and donor are dining together.
- **Entertainment without lodging or transportation:** This includes, but is not limited to, meals, sporting events, and tickets so long as it is an event at which the giver is present and such event affords an opportunity to discuss business and/or develop business relationships.
- **Educational opportunity without lodging or transportation:** This includes, but is not limited to, meals, conference registration fees, and tickets, provided 1) majority of the time is spent on the educational component; 2) both the giver and recipient are present and such event affords an opportunity to discuss business and/or develop business relationships.

Note: See ELT Reviewed and Standards of Conduct Official Approved Meetings and Events for events including lodging or transportation expenses.

Prior Approval Requests for Business Development Activities or Other Gifts and Favors

There may be instances where a **higher threshold** is appropriate given the individual circumstances. **For any items above the reporting thresholds:**

- Employees and Directors must complete and submit an update to their Standards of Conduct Certification for the Standard of Conduct Official's review.
- If approved, the request will be reported to the Board of Directors as an exception.
- Items that exceed the thresholds and do not receive prior Standards of Conduct Official approval will be reported to the Board of Directors as a violation and may face additional actions.

Executive Leadership Team (ELT) Reviewed and Standards of Conduct Official Approved Meetings and Events:

The following items require approval by Standards of Conduct and ELT Review as designated below:

- **Association Sponsored Educational, Entertainment and/or Other Events and Meetings that Include Lodging or Transportation:** Meetings, conferences and events hosted by the Association and attended by Association Customers and/or Prospects. Prior to each activity and annually thereafter for recurring activities, event summaries must be submitted for approval to a Standards of Conduct Official to assess compliance with the Standards of Conduct Policy. Standards of Conduct-approved events will be reported to the Board by Standards of Conduct annually. ELT will review Standards of Conduct Official-approved events for business and reputational risks and alignment with Association strategic initiatives and market approach.

- **Legislative Events Hosted and Attended by Association Directors or Employees:**

- Under Federal law, the Associations may not contribute funds, facilities, equipment, or other resources to any federal, state, or local election, political convention or caucus, Political Action Committee (PAC), or political candidate. This prohibition includes using Association funds to contribute to a campaign or PAC or participate in campaign or PAC fundraising related events or programs, including but not limited to golf, hunting, or other fundraising activities.
- In relation to PACs affiliated with the Farm Credit System, this section does not apply to legally permissible activities coordinated and approved by the Government and Public Affairs team.
- The Government and Public Affairs team will review each legislative event for compliance with all federal and state law requirements. If the allocated cost of the event exceeds \$300 individually or \$600 in aggregate per recipient in a given calendar year, the Government and Public Affairs team must also submit for approval details of the proposed event to the Standards of Conduct Official to assess compliance with the Standards of Conduct Policy. Standards of Conduct-approved events will be reported to the Board by Standards of Conduct annually. ELT will review the Standards of Conduct-approved events for business and reputational risks and alignment with Association strategic initiative and market approach.

Disposing of Impermissible Gifts and Favors:

A Director or Employee who receives a gift or favor that is not permitted under this policy must dispose of it in accordance with the procedures set forth below. The obligation to dispose of a gift or favor that is not permitted under this policy is independent of any decision regarding corrective or disciplinary action that may be taken or required by the Association.

- **Tangible Items:** Promptly return any tangible item to the donor or pay the donor its market value. If the actual market value of an item is not available, estimate its market value by reference to the retail cost of similar items of like quality.
- **Perishable Items:** When it is not practical to return a perishable item, give the item to an appropriate charity, share the item with the recipient's office, or destroy the item.
- **Intangible Items:** Promptly reimburse the donor the market value for any entertainment, favor, service, benefit, or other intangible. Subsequent reciprocation does not constitute reimbursement.

If there is any uncertainty as to whether a specific item or situation is acceptable or reportable under this section of the policy, the Director or Employee shall disclose such gift or favor and request prior approval review before accepting or giving such item.

Nominating Committees/Elections

Directors shall not serve on the Association nominating committee nor take part in the nomination or election process, except as allowed by Policy S.201: Election and Appointment of Directors, and FCA Regulations.

Directors shall not use, nor permit others to use, Association property, facilities, resources, or records to benefit themselves, or any candidate for nomination or election to the Association Board or nominating committee except as allowed under Policy S.201: Election and Appointment of Directors, and FCA Regulations, and made available to all declared candidates or nominees on a non-discriminatory basis.

Directors shall make no public announcement of the results of any Association election before the election results have been validated.

Political Activity/Public Office

Directors shall not take an active part in partisan politics nor make public political statements in a manner that implies the support or endorsement of the Association.

Directors may only engage in Political Activity in their official capacity as a Director if such activities are required or requested by the Association as part of their official duties and are authorized by the Association Board.

The preceding paragraph does not prohibit Directors from expressing personal views, making personal contributions, or running for or holding elected or appointed public office, as long as the Director's actions do not violate any other provision of this policy or the Code of Ethics. Directors are prohibited from wearing Association branded apparel when participating in a Political Activity on a personal basis.

Under Federal law, the Associations may not contribute funds, facilities, equipment, or other resources to any federal, state, or local election, political convention or caucus, Political Action Committee (PAC), or political candidate. This prohibition includes using Association funds to contribute to a campaign or PAC or participate in campaign or PAC fundraising related events or programs, including but not limited to golf, hunting, or other fundraising events.

In relation to PACs affiliated with the Farm Credit System, this section does not apply to legally permissible activities coordinated and approved by the Government and Public Affairs team.

Purchase or Use of Acquired Property

Directors shall not knowingly purchase, lease, or otherwise acquire, directly or indirectly, any interest in any real or personal property, including Mineral Interests that was both owned by any System Institution within the preceding twelve (12) months and that was acquired as a result of foreclosure or similar action unless obtained:

- By inheritance; or

- Through public auction or open competitive bidding available to the general public.

However, interests acquired through public auction or open competitive bidding shall not be permitted if the Director participated in the deliberations or the decision to foreclose, to dispose of the property or to establish the terms of the sale. Directors shall report any Transactions for the purchase or use of acquired property in the Director's Standards of Conduct certification.

Financial Obligations (Loan Transactions)

Neither Directors, nor any Reportable Business Entity of the Director shall directly or indirectly borrow from, lend to, or become Financially Obligated With, or on behalf of a Director, Employee, Customer, Applicant, or Agent of the Association, or a director, employee or agent of the FCB having supervisory responsibility for the Association (including any Entities of such Persons) unless:

- The financial obligation is with the Director's Reportable Business Entity, a Family Member, or an Entity Controlled by Family;

Note: Financial obligations with a Director's Reportable Business Entity, a Family Member, or an Entity Controlled by Family, shall be disclosed and reported in the Director's Standards of Conduct certification, when such financial obligations are with a System Institution.

- The financial obligation is undertaken in an official capacity as a Director of the Association in connection with the Association's discounting, lending, or participation relationships with OFIs and other lenders; or
- A Standards of Conduct Official determines that the potential for Conflict of Interest is insignificant because the financial obligation is in the Ordinary Course of Business or is not Material in amount and the Director does not participate in the determination of any matter affecting the Financial Interest of the other party to the financial obligation except those matters generally applying to all Customers in a non-discriminatory way.

Note: Financial obligations that require a Standards of Conduct Official to determine that the potential for Conflict of Interest is insignificant shall be submitted for prior approval in the Director's Standards of Conduct certification.

Outside Affiliation/Competition

In recognition of the Director responsibilities previously described herein and in furtherance of the ideals captured in the Association's Code of Ethics, Directors shall not serve as directors, officers, employees of or agents affiliated with a Financial Institution or other Entity, regulated or unregulated, except a non-profit, charitable or public service organization, that engages, directly in the business of providing financing (loans, leases or credit on a secured or unsecured basis), or any crop, crop hail or other Risk Management Agency approved risk mitigation products offered by the Association. Directors may, subject to FCA Regulations, serve on governmental or quasi-governmental boards, agencies, bureaus,

development foundations or similar organizations in elected or appointed capacities as long as they can Recuse themselves and withdraw from considering or acting on any credit or other decision that impacts a known Director, Employee, Customer, Applicant or Prospect.

Notwithstanding the foregoing, a Director, or a Director's Reportable Business Entity, that sells or offers products or services to its respective customers is permitted to offer financing to such customers provided that:

- Such financing is offered directly in connection with the sale of such products or services; and
- Such customers are not Customers of the Association or an association under joint management with the Association.

Prizes, Drawings and Raffles

Directors, Family Members of Directors, Agents, and other Third Party Service Providers of the Association are not eligible for any raffles, prizes, lotteries, drawings or similar marketing or promotional activities of the Association unless they are specifically included in the eligibility requirements in the material announcing or accompanying such promotional activity.

Scholarships

Directors and Family Members of Directors shall not be eligible for any scholarship programs or educational grants broadly offered or sponsored by the Association. This does not apply to scholarships that are only offered to Employees, Directors, and their families as a human resource benefit.

Termination of Prohibited Activities

If a change in policy, regulation, or circumstance beyond the control of the Director results in the Director being involved in a prohibited activity or relationship, the Director shall immediately upon becoming aware of such involvement, report the matter to a Standards of Conduct Official. A Standards of Conduct Official may require immediate termination of the activity, grant a specified or mutually agreeable time during which the activity must be terminated, or arrive at another appropriate resolution. The time granted shall normally be no more than ninety (90) days from the date the disclosure is made. If the Director or Employee reasonably believes that they will require a longer time period to terminate the Transactions, relationships, or activities prohibited by this policy, the Director or Employee may request a longer time period, which the Standards of Conduct Official or Standards of Conduct Official's designee may provide at their discretion (generally no more than 6 months). The decision will be promptly communicated to the Director in writing. Newly elected or appointed Directors involved in Transactions, relationships, and activities prohibited by this policy, other policies, or regulation shall also be provided the same opportunity to terminate the activity.

Activities Requiring Prior Approval

Directors shall submit all prior approval activity requests in the Director's Standards of Conduct certification prior to the time of engaging in the activity for which the request for approval is sought. Actions requiring prior approval include those Transactions that fall within the exceptions outlined above in the "Prohibited Activities" section dealing with financial obligations and gifts and favors.

Note: See Benchmarks and Thresholds for Activities Requiring Reporting and/or Prior Approval for additional information.

Purchase of Association Property

A Director shall request prior approval for the purchase of an individual item (either real or personal property) having a value greater than \$10,000 from the Association by the Director, a Director's Reportable Business Entity, or the Director's Family Member, if such item is not sold by a competitive bidding process pursuant to [Policy OP.401: Real and Personal Property Management](#).

Transactions with OFIs or Other Lenders

Directors who, acting in their official duties, have the ability to determine or influence the relationships of any OFIs or other lenders that participate in multi-lender Transactions with the Association, shall request prior approval for any Transaction such Director, or any Reportable Business Entity of the Director has with said OFI or other lender by submitting the Transaction for prior approval in the Director's Standards of Conduct certification.

Activities Requiring Periodic Reporting

For any matters requiring reporting or disclosure under any section of this policy, Directors shall promptly complete and submit an update to the Director's Standards of Conduct certification.

Note: Promptly generally means within thirty (30) days, except as otherwise provided herein.

Note: See Benchmarks and Thresholds for Activities Requiring Reporting and/or Prior Approval for additional information.

Violations of the Code of Ethics

Directors shall promptly disclose and report violations as required in the "Code of Ethics" section of this policy in writing to a Standards of Conduct Official. Such written report can be emailed to [\\$StandardsOfConduct@fcsamerica.com](mailto:$StandardsOfConduct@fcsamerica.com) or submitted through the anonymous reporting tool available at www.agcountry.com/anonymous-reporting, www.fcsamerica.com/anonymous-reporting or www.frontierfarmcredit.com/anonymous-reporting.

Acquisition or Inheritance of Acquired Property

Directors shall report in the Director's Standards of Conduct certification any purchase or acquisition of any interest in any real or personal property, including Mineral Interests, which was both owned by any System Institution as a result of foreclosure or similar action within the preceding twelve (12) months, and that was acquired by the Director through inheritance, public auction or open competitive bidding available to the general public.

Note: Directors are prohibited from purchasing any real or personal property, including Mineral Interests, which was both owned by any System Institution as a result of foreclosure or similar action within the preceding twelve (12) months if the Director participated in the deliberations or the decision to foreclose, to dispose of the property or to establish the terms of the sale.

Non-Loan Transactions with Directors, Customers* or Applicants**

Except for Transactions between a Director or a Director's Reportable Business and either a Family Member, or an Entity Controlled by Family, Directors shall disclose in the Director's Standards of Conduct certification, each Transaction or series of Transactions aggregating during any calendar year between themselves and a Director, Customer or Applicant if the Director knows, or has reason to know, of that Person's affiliation with the Association in excess of:

- \$50,000 for Frontier Farm Credit Directors; or
- \$100,000 for AgCountry or FCSAmerica Directors

*****Note:** Receipt of AgCountry or FCSAmerica Customer loan proceeds of \$100,000 or more, or Frontier Farm Credit Customer loan proceeds of \$50,000 or more, as outlined in Policy OP.202: Official Loans: Directors renders that particular Customer's loan or lease an official loan. It is the Director's obligation to notify the originating lending office to ensure that the loan or lease is treated as official under that policy for purposes of obtaining the appropriate approvals.

Non-Loan Transactions with Employees

Directors shall disclose in their Standards of Conduct certification, any Transaction between a Director or a Director's Reportable Business Entity, and either an Employee, an Employee's Reportable Business Entity or any individual residing in the Employee's household, regardless of amount or relationship to the Director.

Known or Suspected Criminal Activity

Directors shall promptly disclose and report to the president and chief executive officer, the general counsel, a Standards of Conduct Official any known or suspected criminal activity which involves or affects the assets, operations, or affairs of the Association. Further, Directors with personal knowledge of a suspected criminal activity where the Person involved is a

Director, Employee, Customer, Applicant, Prospect, Agent or other Third Party Service Providers of the Association shall fully cooperate with any investigation by an Association Standards of Conduct Official or the Standards of Conduct Official's designee and provide information needed for completion of a criminal referral form. (See also Policy F.200: Criminal Referrals.)

Activities Requiring Annual Certification/Reporting

Director Certification

Directors must within sixty (60) days of election or appointment and annually thereafter by March 1st, complete and submit a Signed Director's Standards of Conduct certification certifying the Director's adherence to this policy, certifying their adherence to the Code of Ethics and disclosing or reporting the information described in the following sections.

As part of the annual certification process, Directors must edit or delete information contained in their Standards of Conduct certification that is inaccurate for the preceding twelve (12) month timeframe, including, but not limited to, information for Transactions that received prior approval from a Standards of Conduct Official but were not, in fact, completed.

Transactions and Relationships between the Association and Related or Associated Parties

As part of the annual certification process, Directors shall disclose and report their own Transactions with the Association within the last year and the name of any Reportable Business Entity, Family Member, Entity Controlled by Family, or anyone commonly considered to be the Director's "business partner" that had Transactions with the Association within the last year.

Sale of Association Property

Association Directors, any Reportable Business Entity, or any Family Member of the Director may purchase real or personal property (furniture, equipment or vehicles) from the Association; provided that any individual item having a value in excess of \$5,000 may only be purchased by a competitive bid process pursuant to [Policy OP.401: Real and Personal Property Management](#). A Director shall disclose any purchase (or multiple purchases) that total more than \$5,000 in value in their Standards of Conduct certification.

Legal Proceedings

Directors shall disclose and report as part of the annual certification process, if at any time within the past five (5) years, any of the following events has occurred:

- A petition under the Federal bankruptcy laws or any state insolvency laws has been filed by or against the Director, any partnership in which the Director had been a general partner within two (2) years before such filing, or any corporation or other business association in which the

Director had been a senior officer or director within two (2) years before such filing;

- A receiver, fiscal agent, or similar officer has been appointed by a court for the Director, any partnership in which the Director had been a general partner within two (2) years before such appointment, any corporation or other business association in which the Director had been a senior officer or director within two (2) years before such appointment, or the business or property of any of the foregoing;
- The Director has been convicted in a criminal proceeding or named as a party in a pending criminal proceeding (excluding traffic violations and other misdemeanors); **or**
- The Director has become the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, by any court of competent jurisdiction, permanently or temporarily enjoining or otherwise limiting them from engaging in any type of business practice.

Business Experience/Interests

Directors shall disclose and report as part of the annual certification process their business experience for the past five (5) years, including their principal occupation and employment, along with any other Reportable Business Entities or Financial Interests not otherwise disclosed that involve service on a board of directors (or similar body), or as a senior officer, including a brief description of the position held and the principal business engaged in.

Non-Loan Transactions with the Association

Directors shall certify that there have been no Transactions, other than loans or leases, with the Association in which the Director, a Director's Reportable Business Entity, or a Family Member of a Director was involved that:

- Related to the purchase or retirement of preferred stock in the Association;
- Were in excess of \$10,000 where the purchase price, fees, or charges were not determined by competitive bid; or
- Resulted in a benefit to the Director that was not likewise available to all Customers.**

** Failure to be able to certify to the foregoing provision requires the Director to contact a Standards of Conduct Official and make additional disclosures as required by FCA Regulations.

Loan/Lease Transactions with the Association

Directors shall certify that there have been no loans or leases to the Director, a Director's Reportable Business Entity, or a Family Member of a Director that:

1. Were not made in the Ordinary Course of Business;
2. Were not on the same terms, (including interest rate, amortization schedule, and collateral) as those prevailing at the time for comparable Transactions for other Persons; or
3. Involved more than a normal risk of collectability.**

**** Failure to be able to certify to the foregoing provision requires the Director to contact a Standards of Conduct Official and make additional disclosures as required by FCA Regulations.**

Delegated Authorities

Association leadership and Standards of Conduct Officials are hereby delegated authority to:

- designate one or more Employees to assist the Standards of Conduct Official as necessary or appropriate;
- develop and implement standards, procedures, and guidelines (including appropriate training) for compliance with this policy;
- monitor and evaluate compliance with this policy;
- take appropriate action to correct deviations from this policy; and
- approve exceptions to this policy when such exceptions are essential to the effective administration of Association operations and are not prohibited by statutes, charters, or bylaws.

The Association Board reserves the right to:

- revise or withdraw delegated authorities at any time; and
- develop, amend, or repeal this policy at any time.

Internal Controls

Association leadership will develop and implement appropriate internal control procedures to monitor compliance with this policy. These internal controls will provide reasonable assurance that policy requirements are met, deviations from policy requirements are detected, exceptions are identified and reported, and corrective actions are taken to restore compliance.

Standards of Conduct Officials

The Association Board shall designate one or more Standards of Conduct Officials who shall:

- Advise Directors, Director candidates and Employees concerning the provisions of Part 612 of FCA Regulations ("Part 612");
- Receive reports required by Part 612 and FCA Regulation §620.6(a), (e), and (f);
- Make such determinations as are required by Part 612;
- Maintain records of actions taken to resolve and/or make determinations upon each case reported relative to provisions of Part 612;
- Make appropriate investigations, as directed by the Association Board;
- Report promptly, pursuant to FCA Regulation Part 617, to the Association Board and FCA's Office of General Counsel all cases where:
 - A preliminary investigation indicates that a federal criminal statute may have been violated;
 - An investigation results in the removal of a Director or discharge of an Employee; or
 - A violation may have an adverse impact on continued public confidence in the FCS or any System Institutions; and

- Conduct scheduled periodic reviews of the Standards of Conduct Program that determine the continued adequacy of the program. Each review must look for consistency with institution practices, financial services industry best practices and FCA Regulations, identifying any required updates.

A Standards of Conduct Official shall investigate or cause to be investigated all cases involving:

- Possible violations of criminal statutes;
- Possible violations of FCA Regulations §§612.2145 and 612.2150, and applicable policies and procedures approved under §612.2137;
- Complaints received against Directors and Employees; and
- Possible violations of other provisions of Part 612 or when the activities or suspected activities are of a sensitive nature and could affect continued public confidence in the FCS.

A Standards of Conduct Official shall have access to appropriate resources to carry out the timely and effective management of Standards of Conduct and Code of Ethics requirements for Directors, Employees and Agents of the Association.

Any Employee designated as a Standards of Conduct Official shall submit a Standards of Conduct certification for review and approval by the General Counsel on an annual basis. The General Counsel will also review and/or approve any updates to the annual certification made by a Standards of Conduct Official. Conflicts of interest involving a Standards of Conduct Official, shall be referred to, investigated by, and approved or resolved by the Audit Committee.

Appeal of Adverse Decisions

A Director shall have the right to appeal any adverse decision rendered by a Standards of Conduct Official under this policy. Appeals must be made in writing within ten (10) days from the date advised of the adverse decision by a Standards of Conduct Official. Any such appeal shall be sent to a Standards of Conduct Official who shall transmit the same to the chairperson of the Association Board, unless the appealing Director is the chairperson of the Association Board, in which case a Standards of Conduct Official should transmit the appeal to the vice chairperson of the Association Board, for consideration by the Association Board. The decision of the Association Board shall be final, and the decision will be promptly communicated to the Director in writing.

Enforcement

The Association Board may, in accordance with the Association bylaws, declare a vacancy or remove a Director from the Association Board for knowingly violating this policy, the Code of Ethics, the Association bylaws, FCA Regulations, or engaging in criminal activity.

Note: Pursuant to 12 C.F.R. §612.2180 and 12 U.S.C. §2267a, FCA 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 System Institution. This allows FCA to ensure the safety and soundness of the FCS in appropriate circumstances and to enforce its regulations, regardless of when the relationship with an individual or entity was terminated.

Reporting Requirements

To the greatest extent possible, policy reporting shall be completed through joint meetings of the Association Boards, joint meetings of the Association Board Committees (Audit, Business Risk, Governance or Human Capital) or the Joint Executive Committee of the Association Boards.

Summary reports will be provided to the Association Board at least annually informing them of policy and regulatory violations. In addition, prompt reports will be made to the Association Board and to FCA's Examiner in Charge assigned to the Association and Office of General Counsel if:

- a preliminary investigation indicates that a Federal criminal statute may have been violated; or
- an investigation results in the removal of a Director or discharge of an Employee; or
- a violation of this policy or the Code of Ethics may have an adverse impact on continued public confidence in the FCS or any of its institutions.

Exception Procedures

All exceptions granted by Association leadership or a Standards of Conduct Official, any timing violations and all unauthorized exceptions to this policy identified by Association leadership or a Standards of Conduct Official must be promptly reported to the Association Board. Such reports will be made at the next regularly scheduled meeting of the Association Board unless:

- the exceptions result in risk or cost to the Association that warrants immediate reporting; or
- the granting or discovery of the exception does not permit enough time to reasonably prepare reports before the meeting and the cost and risk to the Association warrants delay until the next scheduled meeting.