

**STANDARDS OF CONDUCT  
OF  
FIRST COMMUNITY BANKSHARES, INC.  
AND ITS SUBSIDIARIES**

Retain this copy for reference - Return **ONLY** the Certification Statement to Human Resources

## INTRODUCTION

As business becomes more complex and requires increasingly diverse skills and abilities, integrity in the fullest sense – having and maintaining high ethical standards – is one characteristic we all must share. The position you hold with First Community Bankshares, Inc. (“FCBI”) and/or one of our subsidiaries is evidence of our trust that you will exercise the highest standards in conducting both business and personal affairs. These standards are reminders of your obligation to your Company. The explanations are intended to guide you in determining the appropriate action to take in certain circumstances.

The purpose of these standards is to reiterate the high standards of conduct which are associated with ethical business practices and to identify areas and situations where public trust and confidence might be compromised or a law violated and to set forth guidelines governing such situations.

Most important in conducting our business is this basic rule: You should never sacrifice integrity even if you think it would help our business – nor should you act in any way which might cause others to think that you have done so.

If you have a question about a rule, or its application in a particular situation, discuss it with your supervisor the Manager of Human Resources, or internal legal counsel before taking action. You are also expected to use your best efforts to have staff members you supervise be aware of and comply with these rules.

It is your obligation to report any violation of this Code to General Counsel, who shall report them immediately to the Chief Executive Officer of FCBI. Any such instances involving persons at a senior level within the organization should be promptly reported directly to the Chief Executive Officer of FCBI.

## GENERAL STANDARDS OF CONDUCT

The following Standards of Conduct apply to all directors, officers and employees of FCBI, and each of its direct or indirect wholly owned subsidiaries, collectively referred to herein for convenience as the “Company.”

As a director, officer or employee of the Company you are expected to:

1. CONDUCT THE COMPANY’S BUSINESS IN FULL COMPLIANCE WITH BOTH THE LETTER AND THE SPIRIT OF THE LAW AND THESE RULES AND PROMPTLY REPORT ANY VIOLATIONS
2. USE CONFIDENTIAL INFORMATION PROPERLY
3. RECOGNIZE AND AVOID CONFLICTS OF INTEREST
4. PROTECT THE COMPANY’S OWNERSHIP OF PROPERTY, INCLUDING INFORMATION, PRODUCTS AND SERVICES
5. CONDUCT OUTSIDE ACTIVITIES IN A WAY THAT DOES NOT COMPROMISE YOU OR THE COMPANY
6. MANAGE YOUR PERSONAL FINANCES RESPONSIBLY AND REPORT ON YOUR INDEBTEDNESS AS REQUIRED
7. CARRY OUT PERSONAL SECURITIES AND OTHER FINANCIAL TRANSACTIONS WITHIN THE BOUNDS SET FORTH BY THE COMPANY, REPORTING THESE TRANSACTIONS AS REQUIRED
8. WHILE IN THE COURSE AND SCOPE OF COMPANY BUSINESS, TREAT CUSTOMERS AND THE PUBLIC WITH COURTESY AND RESPECT. WORK IN A COOPERATIVE MANNER WITH MANAGEMENT, SUPERVISORS, AND CO-WORKERS.
9. HELP TO ENSURE PROPER DISCLOSURE IN PUBLIC DOCUMENTS

10. ANNUALLY ACKNOWLEDGE THAT YOU HAVE READ AND COMPLIED WITH THE STANDARDS OF CONDUCT POLICY

The following pages present these Standards in detail.

## COMPLIANCE

You should be aware that a violation of these Standards of Conduct provides a basis for disciplinary action up to and including termination or removal from the Board, as applicable. Conduct that may result in discipline includes failure to promptly report a known or suspected violation of the Standards, failure to cooperate in internal investigations of possible violations, and retaliation of any kind against anyone who reports a violation. As many of these Standards relate directly to the laws that govern the day to day operation of our business, often a violation of these Standards can also be considered breaking the law and could subject the individual to criminal penalties or civil sanctions.

## INTERPRETATION OF STANDARDS OF CONDUCT

Subject to the express limitations of these Standards of Conduct, Company Bylaws, and applicable law, the Board of Directors shall have the discretionary authority to interpret these Standards of Conduct, to make all factual determinations under these Standards of Conduct, and to make all other determinations necessary or advisable for administration of these Standards of Conduct.

## WAIVERS OF THE STANDARDS OF CONDUCT

Waivers of these Standards are extremely rare. Further, most requests for a waiver are resolved through clarification of a particular Standard in light of the relevant circumstances. Any request for waiver of these Standards for directors and executive officers must be presented to and approved by the Board of Directors. Approval will only be granted in cases in which the underlying objective of the Standards will not be violated and only for just cause, as determined the sole discretion of the Board of Directors. Any request for a waiver of any provision of these Standards by an employee should be made to General Counsel or the Chief Executive Officer of FCBI who will seek Board approval as necessary. Any amendment to or grant of a waiver from a provision of these Standards to any director or executive officer will be promptly disclosed in accordance with applicable laws and regulations.

## STANDARDS

**1. You are expected to conduct the business of the Company in full compliance with both the letter and the spirit of the law and these rules and to promptly report any violations.**

The Company has an enviable reputation for honesty, integrity and security. Such is vital to its success. To merit and maintain the complete confidence of our customers, we all must act responsibly. Each director, officer and employee must conduct his or her personal affairs and business dealings in a manner which develops and maintains the highest level of professionalism. Remember that your personal conduct may either directly or indirectly reflect on the organization and other directors, officers and employees. You have assumed a duty to the Company, its customers and shareholders. This duty is to act in a manner that will merit the continued trust and confidence of the public in the Company. To others, you are the Company, and your actions reflect our values and standards. As an employee, you are a reflection of the Company, and as such, you are expected to avoid any actions which would make others question your integrity.

Similarly, the Company's reputation for high standards of ethics and quality is established by the manner in which we conduct business. On a daily basis, you are expected to stay within the letter and the spirit of these rules and of the various laws and regulations which apply to our business. Discovery of any event of an unethical, fraudulent, or illegal nature or of activities or transactions appearing to be in violation of the Standards of Conduct should be promptly reported to General Counsel, who shall report them immediately to the Chief Executive Officer of FCBI. Any such instances involving persons at a senior level within the organization should be promptly reported directly to the Chief Executive Officer of FCBI.

## **2. You are expected to use confidential information properly.**

One of our most critical responsibilities is to maintain and protect the trust placed in us by our customers. Confidential information – whether obtained from those with whom the Company does business or from sources within the Company – must be safeguarded.

Maintaining confidentiality is important regardless of the form the information takes – oral, print, digital, or on electronic equipment. You must take care in what you say, to whom, and where; about how you treat memos, files and reports; and about ensuring that there is no misuse of the information you display on computer screens and store in databases. Electronic mail (E-mail) and voice mail should only be accessed by authorized individuals. Unauthorized access to E-mail or voice mail may result in disciplinary action up to and including termination.

There is much information about the Company, its activities, customers, directors, officers and employees which should not be made available to the public for various reasons. Neither the public nor the media has a right to know confidential information about the Company which is known to the directors, officers and employees of the Company. Any inquiries made of any director, officer or employee of the Company by any third party should be referred to an Authorized Spokesperson enumerated in the Company's Regulation FD Policy. No one affiliated with the Company should feel reluctant to decline to respond to questions concerning the Company.

Any director, officer or employee to be interviewed outside of court by law enforcement officials or opposing legal counsel on behalf of the Company regarding matters directly or indirectly related to Company business or customer affairs must notify General Counsel as soon as possible. When possible, such interview should be conducted in the presence of General Counsel and/or their internal or external designee.

## **3. You are expected to recognize and avoid conflicts of interest.**

A conflict of interest exists when any form of interest – direct or indirect – is of such nature that it might reasonably affect the director, officer or employee's judgment or decisions exercised on behalf of the Company. It is the Company's policy that directors, officers and employees avoid conflicts of interest.

The following are some typical activities, which could present conflicts of interest, or the appearance of conflicts. They are prohibited by the Company – and, in some cases, by law:

### **Gifts/Free Services**

The Company policy prohibits directors, officers and employees from accepting gifts, hospitality or free services that might influence their business judgment. Directors, officers and employees must not solicit gifts, hospitality or free services from current or prospective customers or suppliers. In addition, the Company discourages directors, officers and employees from accepting any gifts or hospitality from prospective or current customers of the Company. This policy is not intended to preclude the acceptance or the giving of common courtesies usually associated with accepted business practices, including accepting or giving advertising mementos or gifts of small value (less than \$200) which are of such a nature as to indicate they are merely tokens of respect or friendship.

This policy is not intended to preclude the acceptance or the giving of gifts or services from romantic partners or members of your immediate family. The following persons are considered members of your "immediate family": your spouse, parents, grandparents, children, grandchildren and siblings, including any such relationship that arises through marriage or by adoption. It also includes members of your household, whether or not they are related to you.

### **Accepting Offers of Hospitality**

You may not solicit hospitality or accept lavish or unusual entertainment or hospitality from a current or prospective customer or supplier.

You may accept normal amenities that facilitate the discussion of Company business such as a normal and customary business lunch, dinner, or other unsolicited business-related hospitality or services, unless the receipt of such hospitality would or is made to influence your judgment, or it is not normal and customary for the occasion.

On a case-by-case basis, the Company may approve other circumstances that are not specifically addressed above.

### **Directors, Officers or Employees Named in a Customer's Will**

A director, officer or employee may not accept gifts or bequests from customers or suppliers of the Company under wills or trust instruments without the prior written approval of the Board of Directors unless the gift or bequest is from a member of the director, officer or employee's immediate family. This policy applies even if the gift or bequest was not known by the director, officer or employee to have been provided in the will or trust.

If there is litigation against you and/or the Company regarding the gift or bequest, you are solely responsible for providing your own defense and for indemnifying the Company.

### **Other Areas of Potential Conflict**

- Undisclosed borrowing from a customer, regardless of the terms of such borrowing, and whether such borrowing is direct or indirect, or through third parties.
  - Certain interlocking affiliations, especially if prohibited by statute.
  - Providing excessive gifts or entertainment to clients or potential clients or extending to them banking terms that are more favorable than those normally offered.
  - Processing transactions on your own account or the account of members of your immediate family.
  - Using Company stationery, telephones or mail service for personal use.
  - Offering bribes, kickbacks, remuneration or other improper consideration to any person, business entity or official of any government agency in the United States or abroad, either directly or indirectly, to gain preferential treatment in securing business or obtaining special concessions in the Company's interest.
  - Buying, selling, trading, or carrying securities or commodities for your personal account – or accounts for a member of your immediate family or other “associate” – under circumstances which would obligate you in any sense to a dealer, broker, or client or which could influence your judgment in handling transactions for the Company's account or on behalf of a client, is not permitted. An “associate” is (a) a member of your immediate family or someone who lives in your household over whose purchases, sales, or other trading activities you exercise influence, or (b) an investment account over which you exercise sole investment discretion.
- 4. You are expected to protect the Company's ownership of property, including information, products and services, and you may not use Company property, information or position for improper personal gain.**

The misuse or removal from the Company facilities without authorization of the Company's furnishings, equipment or supplies is prohibited.

This applies equally to other property obtained or copied by the Company for its exclusive use – such as client lists, files, reference materials and reports, computer software, data processing systems and databases. Neither originals nor copies may be removed from the Company's premises or used for purposes other than Company business without your manager's prior authorization.

The Company's products and services are its property. The contribution you make to their development and implementation while you are employed at or serving the Company are its property and remain its property even if you leave the organization.

You must take care to avoid providing a competitor or potential competitor with proprietary information about the Company's facilities, its systems or its products or services.

Those employees with personal computers residing on the corporate network must comply with the Company's policies relating to E-mail, security, and internet usage, which are furnished to each user. The Company's computer and telecommunications systems are Company property and should be used in accordance with established policy.

All directors, officers and employees are prohibited from taking for themselves personally opportunities that are discovered through the use of Company property, information or their position in the Company without the prior consent of the Board of Directors. No director, officer or employee may use Company property, information, or his/her position in the Company for improper personal gain, and no employee may compete with the Company directly or indirectly while he/she is employed by the Company. Directors, officers and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises.

For non-attorney directors, all officers and employees, fiduciary appointments either with a commercial banking affiliate or with another person, firm or corporation (except for a member of your immediate family) need the prior approval of the President.

When acting on behalf of the Company, no director, officer or employee shall vote to approve or disapprove, or exercise any discretionary authority with respect to any loan, purchase, sale, lease, account or other transaction between the Company and;

- members of their families;
- any individual or organization lending money to or employing members of their families to the best of their knowledge; or
- any organization which they or, to the best of their knowledge, members of their families are associated with or in which a financial or management interest (direct or indirect) is held, unless the President determines that the related interest is insufficient to affect the employee's decisions or actions.

**5. You are expected to conduct outside activities in a way that does not compromise you or the Company.**

To protect its customers, its business and you, the Company places restrictions on the non-company business activities you may engage in.

**(a) Non-Company Business Activities**

**OFFICERS:** You must obtain the prior written consent of the head of your department or division to engage in any business-related activity outside the Company whether or not compensation is received. Requests for consent should be filed with the Company's Chief Executive Officer of FCBI. If approval is given and the activity undertaken, you are expected to notify the Chief Executive Officer of FCBI, or his designee, when the activity ceases.

**DIRECTORS:** Directors shall avoid actual or apparent conflicts of interest with the Company in personal or professional relationships. Generally speaking, a conflict of interest occurs when a director's or a member of the director's immediate family's personal interest interferes, has the potential to interfere, or appears to interfere materially with: (a) the business interests of the Company; or (b) the ability of the director to carry out his or her duties and responsibilities. A director shall disclose to the Board any transaction or relationship that the director reasonably expects could give rise to an actual or apparent conflict of interest with the Company. However, whether an actual or apparent conflict of interest exists depends on the facts of each situation and will be determined in the sole discretion of the Board. Whenever there is any question regarding whether a conflict of interest exists, we encourage each director to consult the Board.

**EMPLOYEES:** You may undertake supplemental employment provided you promptly disclose your extra job to your immediate supervisor, it does not interfere with your work for the Company, and written approval by your supervisor is provided to the Company's Manager of Human Resources, who will then approve or deny the request. If approval is granted, the Human Resources Manager, in conjunction with General Counsel as necessary, will issue specific guidelines as may be applicable to the situation. However, you may not be employed by another bank, brokerage firm or other financial institution while you are employed by the Company. In addition, you shall not undertake supplemental employment that might influence or appear to influence actions taken, judgments made, or advice given by you as a Company employee. All approved outside employment requests will be maintained by the Manager of Human Resources.

(b) **Working for the Community**

- Directors, officers and employees are encouraged to actively participate in non-profit organizations such as educational, religious, health and welfare institutions, and service clubs. They are also encouraged to serve their communities and schools, including through service on committees and boards.
- Employees choosing to participate in civic, charitable, political, and professional association activities are responsible for seeing that such participation does not result in any actual or apparent conflict of interest, encroach upon working time or otherwise interfere with regular duties. If an employee has any question in this regard, he or she should discuss the matter with his or her manager before engaging in the activity.
- The foregoing policy statements are not intended to discourage personnel from directorships or other forms of participation in those charitable, religious, educational, and community activities not carried on for profit in which business people, historically, have considered it both their right and civic obligation to participate. All personnel are encouraged to take part in such worthy endeavors so long as such activities do not impair efficiency in the performance of or conflict with corporate duties.

**6. You are expected to manage your personal finances responsibly and report on your indebtedness as required.**

Each employee has the responsibility for living within his/her financial means. Because of the nature of the banking business, your personal financial condition, if improperly handled, could undermine your credibility and that of the Company. Employees are expected to meet their personal financial obligations in a timely, sound, and responsible manner. Garnishments, levies, liens, insufficient fund checks, and past due obligations are indicators of unsound personal financial condition and may be cause to terminate employment depending on the individual facts and circumstances.

**LOANS**

- Directors, officers and employees are not permitted to borrow from customers or suppliers, except those who engage in lending in the usual course of their business and then only on terms offered to others in similar circumstances, without special treatment as to interest rates, security, repayment terms and the like. This prohibition does not preclude borrowing from anyone related to the employee by blood or marriage.
- Directors, officers and employees are not permitted to borrow from other directors, officers, or employees (except in nominal [\$25.00 or less] amounts on an infrequent basis) and are prohibited from borrowing from subordinates.

**OVERDRAFTS/KITING**

- Each director, officer, and employee is expected to handle his/her checking account in a reasonable manner. Unpaid and/or excessive overdrafts will not be tolerated. Employees shall also be held responsible for issues with any accounts, including business accounts that are under their control.

**7. You are expected to carry out personal securities and other financial transactions within the bounds set forth by the Company, reporting these transactions as required.**

(a) Margin or Commodity Accounts

It is the policy of the Company to neither encourage nor discourage use of margin accounts. However, any employee considering the use of such an arrangement should carefully evaluate the risks involved.

(b) Company Securities

Normally purchases and sales of Company securities should be made through one of the Company's market makers or your regular broker/dealer and adhere to the requirements set forth in the Company's Insider Trading Policy.

(c) "Inside Information" and Trading In Securities

Material nonpublic ("inside") information must never be passed to or used by the Company's personnel in conjunction with investment transactions for the Company or for our clients.

Individual directors, officers and employees may not use "inside information" to trade in securities of any sort – nor may you pass along such information, expressly, or by way of making a recommendation for the purchase or sale of a security, based upon such information to someone else for this purpose.

For additional details concerning trading of Company securities, please see the Company's Insider Trading Policy.

**8. While in the course and scope of Company business, you are expected to treat customers and the public with courtesy and respect. You are also expected to work in a cooperative manner with management, supervisors, and co-workers.**

Each director, officer and employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers and competitors. No rudeness or unprofessional behavior toward a customer or anyone in contact with the Company is permitted. Being threatening, intimidating, or assaulting to, or being insubordinate to the proper and lawful direction of, a manager/supervisor or co-worker will not be tolerated. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

**9. You are expected to fully disclose any transactions or activities which are relative to the Company's operations to management.**

All directors, officers and employees should maintain complete and accurate records and accounts, and provide timely and candid forecasts and assessments to management to ensure full, fair, accurate, timely and understandable disclosure in documents filed with or submitted to the SEC or other regulatory agencies and in other public communications.

**10. You are expected to refrain from the purchase of assets from the Company.**

- All directors, officers and employees and their immediate families or "associates", whether acting individually or in a fiduciary capacity, are not permitted to sell assets to, or purchase assets from, the Company or any estate being administered by the Company without prior approval by the President for transactions involving assets or services having a fair market value of less than \$20,000. If such assets are being offered by the Company at public sale or public auction, or by approved bid procedures, or in cases involving Trust assets, or the purchase or sale has been approved by a court having jurisdiction, said prior approval is not required.

- All directors, officers and employees or members of their immediate families shall not purchase from the Company repossessed or foreclosed property unless the purchase is at a public sale or auction. Directors, officers and employees shall not purchase real property on which the Company or any affiliate is known to be contemplating foreclosure.
- The appropriate Board of Directors shall review and approve each business transaction between the Company and an insider or person related to an insider involving assets or services having a fair market value of \$20,000 or more as specified by law. (The term “person related to an insider” is defined to mean any person controlling, controlled by or under common control with an insider. In addition, the term includes immediate family.) The minutes of the meeting at which approval is given shall indicate the nature of the transaction, the parties to the transaction, and a notation that such review was undertaken and approval given. Prior review and approval of such transactions is desirable and should occur except under circumstances in which such review and approval is clearly impractical. Where prior review and approval by the Board of Directors is clearly impractical, subsequent approval should occur as soon as possible

**11. You are expected to annually acknowledge that you have read and complied with these Standards.**

The Company’s General Counsel is responsible for the administration of the Standards and the required reports. All Certification Statements shall be submitted to the Company’s Human Resources Department for review and storage in confidential files separate from employee files.

The primary accountability and responsibility for the Standards of Conduct rests with each individual director, officer and employee. All directors, officers and employees will receive a copy of these Standards and shall annually complete and file with the Company’s Manager of Human Resources a certification statement that he/she has read the Standards and understands its requirements. Reports shall be submitted more frequently than annually whenever there has been a material change from the date of the last report.

**Approved by First Community Bankshares, Inc. Governance and Nominating Committee: December 11, 2018**

**Approved by the First Community Bank and First Community Bankshares, Inc. Board of Directors: December 11, 2018**

**ANNUAL CERTIFICATION STATEMENT**

NAME \_\_\_\_\_  
(Please print)

FOR EMPLOYEES:

DEPARTMENT \_\_\_\_\_  
(Please print)

SUPERVISOR \_\_\_\_\_  
(Please print)

**The information requested on this disclosure statement is required to comply with corporate policy. Please complete the information requested and return this form directly to the Company's Human Resources Department.**

**ALL DIRECTORS, OFFICERS AND EMPLOYEES must answer the following question:**

1. Are you aware of any activity which you believe may be considered a violation of the Company's Standards of Conduct?

YES NO  
(circle one)

If YES, please report here or indicate to whom you have reported:  
(Attach an additional sheet, if necessary)

I have received a copy of the Company's Standards of Conduct and am familiar with its contents. For the period beginning from the date of my last statement or date of employment or election to the Board, as applicable, and ending on the below date; within its meaning, expressed and implied, I am not aware of any circumstances of a personal or family nature that would be in conflict with the "Standards," except as indicated above.

I understand my failure to comply with the Standards of Conduct may be cause for dismissal or removal. I will report promptly any actual or potential conflict of interest that may develop in the future.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature