

Each director, when appointed or elected, pledges to protect the interests of the shareholders and to manage Tompkins Financial Corporation and/or its subsidiaries in compliance with all applicable laws and regulations, and to abide by the following code:

**CODE OF CONDUCT AND ETHICS FOR DIRECTORS OF  
TOMPKINS FINANCIAL CORPORATION  
AND ALL SUBSIDIARIES THEREOF.**

This Code of Conduct and Ethics is designed to provide Directors of Tompkins Financial Corporation, Tompkins Trust Company, The Bank of Castile, Mahopac National Bank, Tompkins Insurance Agencies, Inc., AM&M Financial Services, Inc., and any other subsidiary of Tompkins or the foregoing with general guidelines concerning their obligations under the policies of Tompkins Financial Corporation ("Tompkins") and of the Affiliated Entities<sup>1</sup> for which the Director serves on its Board of Directors.

Each Director must comply with all applicable laws, rules and regulations of federal, state, and local governments, and other appropriate private and public regulatory agencies. Directors must also understand that they are fiduciaries of the Company<sup>2</sup>, and as such, owe a duty of loyalty and a duty of care to the Company. Additionally, each Director is responsible for maintaining the highest standards of personal integrity, fairness and good judgment in discharging his or her duties as a Director, and to act in the best interests of the Company and to engage in and promote honest and ethical conduct.

**1. CONFLICT OF INTEREST:**

A Director shall not engage in any transaction, activity or practice which conflicts or appears to conflict with the interest of the Company or any Affiliated Entity, and shall ethically handle all actual or apparent conflicts of interest between personal and professional relationships. A Director must not use the position of Director to further his or her own self-interest or the interest of any related party<sup>3</sup> or otherwise engage in self-dealing at the expense of the interests of the Company or any Affiliated Entity. Further, each Director is responsible for ensuring compliance with the Company's Related Party Transaction Policy, (as amended, the "Related Party Transaction Policy"), for each Interested Transaction (as defined therein) in which he or she has a direct or indirect interest.

Where a contract or transaction is contemplated between the Company or any Affiliated Entity and a Director or any related party, such Director must disclose in good faith the material facts of such interest to the Board of Directors of the Company, must refrain from participation in the vote on any such contract or transaction, and must otherwise comply with the provisions of the Related Party Transactions Policy. In any case where the provisions of this Code of Ethics conflict with the obligations of a director under the Related Party Transaction Policy, the applicable provisions of the Related Party Transaction Policy will control.

**2. DISCLOSURE:**

Each Director, to the best of his or her ability, shall provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company or any Affiliated Entity files with, or submits to, government agencies, including the Securities and Exchange Commission and the Federal Reserve Board, and in other public communications made by the Company or any Affiliated Entity.

### 3. CONFIDENTIAL INFORMATION:

Each Director shall take all reasonable measures to protect the confidentiality of non-public information about the Company and any Affiliated Entity and its customers obtained or created in connection with his or her activities and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process.

### 4. OFFER OR ACCEPTANCE OF INDUCEMENTS:

No Director shall solicit or accept any bribe or gift of value for the purpose of influencing his or her decision with respect to a transaction related to the Company or any Affiliated Entity. Under the Bank Bribery Act of 1984 and amendments thereto, a Director of a financial institution is prohibited (i) from offering or giving any loan or gratuity to a bank examiner and, (ii) from soliciting, demanding, accepting or agreeing to accept anything of value from any person who intends to influence or reward the Director or any person in connection with any business or transaction of the Company or any Affiliated Entity.

### 5. LOANS TO DIRECTORS:

Any loans to a Director by the Company or any Affiliated Entity must be made in accordance with applicable federal and state laws and regulations. Moreover, permissible loans made by the Company or any Affiliated Entity that is a depository institution, shall be made on substantially the same terms as those prevailing at the time for loans to persons who are not in any way affiliated with the Company or any Affiliated Entity and will not involve more than the normal risk of collectability.

### 6. OUTSIDE RELATIONSHIPS:

A Director may not serve any other financial institution or any broker-dealer in any capacity which would violate any applicable federal or state laws and regulations governing management official interlocks or restrictions on directors, including, without limitation, the Depository Institution Management Interlock Act. A Director may serve as a director of another organization with prior notification of the Chairman of the Board of Directors of the Company. Nothing in this paragraph is intended to prevent a Director from involvement in charitable and other community activities, which involvement is generally encouraged. A Director serving on a board of a for-profit organization or involved in any charitable or community activity should make clear to any such organization that the Director is serving as an individual and not in his or her capacity as a Director of the Company. A Director should immediately report to the Board of Directors when any such outside relationship may present a possible conflict of interest or otherwise impair or affect his or her ability to properly serve as a Director of the Company.

### 7. INSIDER TRADING:

A Director shall not trade in Tompkins' stock while having any knowledge of material information about the Company or any Affiliated Entity which has not been disclosed to the public. Material information is any information that could be expected to affect the investment decision of a reasonable investor or to alter significantly the market price of Tompkins' stock. Examples of information that ordinarily would be regarded as material include possible or pending mergers or acquisitions, proposals to increase or reduce dividends, operating results (whether favorable or unfavorable) and other significant developments in structure or

operations, such as significant changes in management, pending private or public sales of securities, or significant business initiatives. Once information has been publicly disclosed by Tompkins or any other Affiliated Entity, a Director should refrain from trading in Tompkins stock until sufficient time has passed to ensure that the information has been widely distributed to the investing public. In addition, Directors must comply in all respects with Tompkins' Insider Trading Policy, as the same may be amended from time to time. In this regard, Directors and their family members are required to limit trading in Tompkins' securities to quarterly trading windows. Even during these periods, trading is not permitted if the Director possesses any "material information" relating to the Company which has not yet been publicly released.

#### 8. SERVING AS TRUSTEE:

A Director who is also an officer or employee of the Company or any Affiliated Entity shall not, without the prior consent of the Board of Directors of the Company, act as a fiduciary (administrator, trustee, executor, guardian, or similar function) except in those instances in which the appointment involves a member of a Director's family. A Director shall disclose to the Board of the Company any such appointments as fiduciary of an estate or fund (other than that of a family member) that is or that becomes a customer of Tompkins Investment Services. Whenever any Director does serve in a fiduciary capacity, the Director shall take all appropriate measures to avoid any conflict of interest or self dealing.

#### 9. SHORT SWING PROFIT LIABILITY

Directors must also be aware of liability for "short-swing profits" under Section 16(b) of the Exchange Act, which is known as the "Short-Swing Profits Rule." The Short-Swing Profits Rule requires that if a director or executive officer makes a purchase and sale or a sale and purchase of any equity securities of Tompkins Financial (other than in exempt transactions) within any six-month period, he or she must remit Tompkins Financial any profit deemed to have been realized from the transactions. It is not unlawful to make a purchase/sale or sale/purchase transaction within a six-month period, but the insider must return to Tompkins Financial all profits deemed to have been made as a result thereof. LIABILITY UNDER SECTION 16(b) IS IMPOSED IN A MECHANICAL FASHION, WITHOUT REGARD TO WHETHER THE INSIDER INTENDED TO VIOLATE THE SECTION OR WHETHER THE INSIDER ACTUALLY TRADED ON INSIDE INFORMATION. GOOD FAITH AND INADVERTENCE, THEREFORE, ARE NOT DEFENSES. All that is necessary for a successful claim is to show that the insider realized profits in a non-exempt short-swing transaction.

Purchases and sales by an insider may be matched with transactions of any person whose securities may be deemed to be beneficially owned by the insider (such as certain family members and related or controlled corporations and entities. A bona fide gift of Tompkins Financial securities is not considered a sale for purposes of the short-swing profit recover provisions of Section 16(b), although the gift must be reported on Form 5. However, any of the Tompkins Financial securities given by a director or executive officer to a spouse or other family member sharing the same household will be considered as beneficially owned by the insider, and any subsequent sale of such securities will be attributed to the director and executive officer and must be reported. Moreover, such sales can be matched with purchases for the purpose of determining whether there is insider short-swing profit that Tompkins

Financial may recover. However, a gift to an independent donee such as a school, church, foundation or other charity would not be a sale by the director or executive officer, and any subsequent sale by such done will not be reportable and will not be matched with any purchases by him or her for short-swing profit recovery purposes.

#### 10. REPORTING OF VIOLATIONS:

Each Director shall promptly report to the Board of Directors of the Company any conduct that he or she believes to be a violation of any provision of this Code of Conduct and Ethics, including any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.

#### 11. SANCTIONS:

A Director who violates any provision of this Code of Conduct and Ethics shall be subject to such sanctions within the discretion of the Company's Board of Directors up to and including removal without further compensation. Furthermore, such Director may or shall be, as applicable, subject to any sanction, remedy or penalty prescribed by applicable law. Any questions regarding the substance or interpretation of any provision of this Code of Conduct and Ethics should be directed to Tompkins' General Counsel.

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#### Footnotes

<sup>1</sup>1. For purposes of this Code of Conduct and Ethics, an "Affiliated Entity" or "Affiliated Entities" means either, individually or collectively as appropriate, Tompkins, Tompkins Trust Company, The Bank of Castile, Mahopac National Bank, Tompkins Insurance Agencies, Inc., and AM&M Financial Services, Inc. and any other subsidiary of Tompkins or the foregoing.

2. For purposes of this Code, "Company" means each company (Tompkins and/or any one or more of the Affiliated Entities) for which a person serves as a Director.

3. A "related party" shall include a Director's spouse, parents (including step-parents), grandparents, siblings, children (including step-children), mother-or father-in-law, brother-or sister-in-law, son-or daughter-in-law and anyone living in the Director's home, any company controlled by the Director, any partnership in which the Director is a partner, any trust in which the Director has a substantial beneficial interest or serves as a trustee and any other organization, including any trust or political or campaign committee, that is controlled by the Director, or any related party the funds or services of which will benefit the Director.

I attest that I have read, understand, and will comply with the SUMMARY AND OVERVIEW OF BOARD RESPONSIBILITIES and the CODE OF CONDUCT AND ETHICS FOR DIRECTORS for Tompkins Financial Corporation and its subsidiaries, Tompkins Trust Company, The Bank of Castile, Mahopac National Bank, Tompkins Insurance Agencies, Inc. and AM&M Financial Services, Inc. dba Tompkins Financial Advisors.

Director: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

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Dated