Versa Bancorp

Code of Conduct
Adopted November 10, 2026

1. Introduction

This Code of Conduct ("**Code**") has been adopted by the Board of Directors (the "Board" of Versa Bancorp, (together with its subsidiaries, the "Company") and summarizes the standards that must guide our actions. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment at the Company.

We must strive to foster a culture of honesty, accountability and ethical conduct. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government, the public, and our shareholders. All of our employees, officers and directors, including those officers responsible for financial reporting, must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company's most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code and applicable law is imperative.

2. Compliance with Laws, Rules and Regulations

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

3. Anti-Bribery and Anti-Corruption

The Company strictly prohibits bribery, corruption and the making of facilitation payments, whether directly or indirectly through any third party. No employee, officer or director shall offer, promise, give, request, accept or authorize any payment, gift or other benefit, in cash or in kind, to or from any person (including any government official, customer, vendor or counterparty) for the purpose of improperly obtaining or retaining business or securing any improper advantage. All employees, officers and directors must comply with the U.S. Foreign Corrupt Practices Act, the Bank Bribery Act and all other applicable anti-bribery and anti-corruption laws.

4. Anti-Money Laundering and Sanctions

As a banking institution, the Company is committed to full compliance with the Bank Secrecy Act, the USA PATRIOT Act, all economic sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control and all other applicable anti-money laundering, counter-terrorist financing and sanctions laws and regulations.

5. Trading on Inside Information

Using non-public, Company information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All non-public, company information should be considered inside information and should never be used for personal gain. You are required to familiarize yourself and comply with the Company's Policy Against Insider Trading, copies of which are distributed to all employees, officers and directors and are available from the Legal Department. You should contact the Legal Department with any questions about your ability to buy or sell securities.

6. Protection of Confidential Information

A. Confidential Proprietary Information

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers and directors to observe such rights.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

The provisions of this Section 6 are qualified in their entirety by reference to Section 19.

B. Confidential Supervisory Information

In addition, the Company receives information from U.S. regulators that is confidential and the exclusive property of the issuing agency, referred to as Confidential Supervisory Information (CSI). Examples of CSI include the results of regulatory examinations and monitoring (e.g., exam reports, regulatory findings, ratings and other regulatory communications, as well as internal Company documents referring to exams, findings, responses and/or plans for remediation). Unauthorized disclosure of CSI may subject you and the Company to a range of disciplinary and regulatory sanctions.

CSI is strictly confidential and should only be shared within the Company on a narrow "need-to-know" basis when appropriate or necessary for business purposes and should not be shared with non-employees, including consultants and vendors, without consulting in advance with the Legal Department. CSI of one regulator may not be shared with other regulators unless specifically authorized by the relevant regulator or in accordance with the regulator's processes. All questions about what constitutes CSI or potential disclosures of CSI must be referred to the Legal Department before any disclosure is made.

7. Protection and Proper Use of Company Assets

All employees, officers and directors shall protect the Company's assets and ensure their efficient use for legitimate business purposes. The Company's assets, including funds, data, information, records, facilities, equipment and other property, shall be used only for authorized Company business and may not be used for personal gain or benefit. Theft, carelessness, misuse or waste of Company assets has a direct adverse impact on the Company's profitability and the interests of its shareholders, customers and other stakeholders, and is strictly prohibited.

8. Fair Dealing

Each employee, officer and director shall endeavor to deal fairly with the Company's customers, suppliers, competitors, regulators, shareholders and fellow employees. No one shall take unfair advantage of any person through manipulation, concealment, abuse of confidential or material non-public information, misrepresentation of material facts or any other unfair dealing practice. The Company is committed to honest and transparent dealings in all of its business activities, including in the marketing, sale and servicing of its banking products and services.

9. Conflicts of Interest

Our employees, officers and directors have an obligation to act in the best interest of the Company. All employees, officers and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his or her family members) receives improper personal benefits as a result of the employee's, officer's or director's position in the Company. For more information on conflicts of interest with respect to officers and directors of the Company, please refer to the Company's Related Party Transaction Policy.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by the Company.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits as a result of your position in the Company from a competitor, customer or supplier.
- Competing with the Company for the purchase or sale of property, products, services or other interests.
- Having an interest in a transaction involving the Company, a competitor, a customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that may involve a conflict of interest to the Legal Department.

In order to avoid conflicts of interests, senior executive officers and directors must disclose to the General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict, and the General Counsel shall notify the Compensation and Nomination Committee of any such disclosure. Conflicts of interests involving the General Counsel and directors shall be disclosed to the Compensation and Nomination Committee.

A list of conflict of interest matters is maintained by the Legal Department, and each director and officer of the Company is required to annually attest that he or she is not a party to a material contract or proposed material contract, and is not a director or officer of any entity who is, and does not have a material interest in any person who is, a party to a material contract or proposed material contract with the Company.

10. Corporate Opportunities

Employees, officers and directors are prohibited from (i) taking for themselves personally opportunities that are discovered through the use of Company property, information or position, (ii) using Company property, information or position for personal gain, and (iii) competing with the Company, directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Any opportunity that may give rise to a question under this Section must be disclosed to, and pre-approved by, the General Counsel.

11. Gifts and Entertainment

No employee, officer or director (or member of his or her household) shall give or accept any gift, gratuity or entertainment that is more than nominal in value or that could be perceived to improperly influence a business relationship. No gift or entertainment may be offered or accepted unless it (i) is not in cash or a cash equivalent, (ii) is consistent with customary and reasonable business practices, (iii) is not excessive in value, (iv) could not be construed as a bribe, kickback or payoff, and (v) does not violate any applicable law or regulation (including the Bank Bribery Act) or any Company policy. Any questions regarding the appropriateness of a particular gift or entertainment should be directed to a supervisor or the Legal Department.

12. Quality of Public Disclosures

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications shall include full, fair, accurate, timely and understandable disclosure, and the Company has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures.

13. Compliance with This Code and Reporting of Any Illegal or Unethical Behavior

All employees, directors and officers, including those officers responsible for financial reporting, are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective and/or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws, rules, regulations or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions. Employees, officers and directors should promptly report any concerns about a violation of ethics, laws, rules, regulations or this Code to the General Counsel, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors.

Any concerns about a violation of ethics, laws, rules, regulations or this Code by any senior executive officer or director should be reported promptly to the General Counsel, and the General Counsel shall notify the Compensation and Nomination Committee of any violation. Any such concerns involving the General Counsel should be reported to the Compensation and Nomination Committee. Reporting of such violations may also be done anonymously through our secure website at http://www.clearviewconnects.com/, over the phone through the Versa Bancorp's dedicated toll-free number 1-866-890-8230 or by mail through the confidential post office box at: ClearView Connects, P.O. Box 11017, Toronto, Ontario M1E 1N0. An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, the Company will endeavor to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

The Company encourages all employees, officers and directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. All employees, officers and directors are required to cooperate in any internal investigations of misconduct and unethical behavior.

The Company recognizes the need for this Code to be applied equally to everyone it covers. The General Counsel of the Company will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Compensation and Nomination Committee, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors, and the Company will devote the necessary resources to enable the General Counsel to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with the Code. Questions concerning this Code should be directed to the Legal Department.

The provisions of this Section 13 are qualified in their entirety by reference to Section 19.

14. Reporting Violations to a Governmental Agency

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and
- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the company or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any governmental agency or entity or self-

regulatory organization. Disclosure of CSI, however, remains restricted under federal law, as described in section 4 above.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and you may also be eligible to receive an award under such laws.

15. Social Media

Social media refers to the various web-based and mobile-based technology tools that enable people to communicate easily via the Internet to share information and resources. It can include text, audio, video, images, podcasts, and other multimedia communications and may include the use of Facebook, X/Twitter, MySpace, LinkedIn, blogs, wikis, or other online social media vehicles.

Social media has many positive aspects. It can be a forum for our employees, officers and directors to network, as well as to increase the Company's visibility and promote its services. However, it also poses several major challenges. They include:

- Inadvertently leaking confidential or sensitive information concerning the Company.
- Making inaccurate statements about the Company's business activities or affairs.
- Making derogatory statements about the Company and/or its employees, officers, directors or customers.
- Behavior while utilizing social media may negatively impact the Company's reputation.
- Excessive use of social media while at work may negatively impact productivity.
- Inappropriate comments about co-workers may negatively impact the working relationship between our employees, officers and directors.

An employee's officer's or director's publications, including, but not limited to, postings on blogs or social networking sites, must not include any information that the Company deems to be confidential or sensitive, nor may the Company's logos be used unless explicit permission in writing has been received from the President & CEO. Any content posted by an employee on a blog or social networking site must comply with all Company policies and procedures, including, but not limited to, the Code.

In circumstances where an employee, officer or director has identified the Company as his/her employer, that individual must not negatively impact the Company's reputation or goodwill by posting content in publications, including, but not limited to, postings on blogs or social networking sites, content or material that a reasonable person would find insulting, discriminatory, or offensive to the Company, its employees or customers, or that are deemed objectionable by the Company. Such actions will violate the Code.

Employees, officers and directors are reminded that, while they are at work, social media and social networking should be kept to a minimum so as not to interfere with performance of their job. Internet activity may be monitored to ensure employees, officers and directors are using the internet and social media sites appropriately.

Employees, officers and directors should also be aware that each individual is responsible for his or her comments or postings on blogs and social networking sites, and other related activities, and that published

content may form part of a permanent record. Care should be taken so as not to post something that would offend, insult, or discriminate another employee, officer or director and potentially jeopardize the working relationship.

The Company reserves the right to take appropriate disciplinary action against employees, officers and directors for inappropriate use of social networking, even if those activities take place while the employee, officer or director is away from the workplace.

16. Equal Opportunity, Non-Discrimination and Anti-Harassment

The Company is committed to providing equal employment opportunity and to maintaining a workplace free from discrimination, harassment, retaliation and violence. The Company does not tolerate discrimination or harassment based on race, color, religion, national origin, sex, gender identity or expression, sexual orientation, age, disability, pregnancy, veteran status, genetic information or any other characteristic protected by applicable law. Equal employment opportunity extends to all aspects of the employment relationship, including recruitment, hiring, training, compensation, promotion, transfer, discipline and termination. All employees, officers, directors, contractors and vendors are expected to treat one another with respect and dignity and to foster an inclusive work environment. Any concerns regarding discrimination, harassment or workplace violence should be reported in accordance with Section 7 of this Code or through the Company's Human Resources function.

17. Health and Safety

The Company is committed to providing a safe and healthy work environment. All employees, officers and directors must comply with all applicable occupational health and safety laws and the Company's internal health and safety procedures, and must promptly report any accidents, injuries or unsafe conditions, equipment or practices to their supervisor or to Human Resources.

18. Alcohol and Drugs

The misuse of alcohol or legal drugs (whether prescribed or otherwise), and the use, possession, sale or distribution of any illegal drugs, in the workplace or while performing Company business is strictly prohibited and may jeopardize the safety or performance of employees and others. No employee, officer, director, consultant or contractor shall report to work or perform Company business while impaired by alcohol or any drug that may affect safety or job performance.

19. Waivers and Amendments

Any waiver of the provisions in this Code for executive officers or directors may only be granted by the Board of Directors and will be disclosed to the Company's shareholders within four business days. Any waiver of this Code for other employees may only be granted by the Legal Department. Amendments to this Code must be approved by the Board and amendments of the provisions in this Code applicable to the CEO and the senior financial officers will also be promptly disclosed to the Company's shareholders.

20. Annual Certification of Compliance

All directors and officers of the Company, and all employees and key consultants and contractors upon request, shall provide an annual written certification confirming that they have received, read and understood this Code, and that they have complied with this Code and with all laws, rules, regulations and Company policies applicable to their duties, except as expressly disclosed in such certification. The Legal Department shall be responsible for administering the certification process and maintaining records of certifications received.