

Policy

The Colony Code of Conduct (Code) expresses the core values of Colony Bankcorp, Inc., and subsidiaries (Colony or Company). Each director, officer, and employee (employee) in the Company must read, understand, and abide by the letter and the spirit of the Code.

Introduction

This Code includes workplace standards which Company employees are expected to observe and promote as well as standards for each employee's own conduct.

What Employees can expect from Colony

Colony pledges fair treatment to all employees. Specifically, Colony:

- Seeks to promote equal employment and career advancement opportunity and to eliminate bias on the basis of race, color, religion, sex, age, disability, national origin, veteran status, sexual orientation, or any classification protected by applicable law.
- Maintains ongoing affirmative action programs, and expects supervisors and all other employees to comply fully with the spirit as well as the provisions of these programs.
- Makes demonstrated ability and qualification the primary basis for selection and promotion.

What Colony expects from Employees

- Integrity and high ethical standards are essential in our business. Colony expects employees to be conscientious and do quality work.
- Follow the spirit and provisions of this Code. Failing to do so may subject you to disciplinary action, including termination of employment.
- Avoid illegal conduct in your business and personal life. Immediately notify your supervisor if you are convicted of a criminal offense involving theft, dishonesty, breach of trust, or any other crime. This requirement applies to both misdemeanors and felonies, excluding minor traffic violations.
- As you work, keep the best interests of Colony in mind.

Handle Company business promptly and understand the difference between your responsibilities and those actions and decisions you are not qualified or authorized to make. Do not conduct or authorize any business transactions unless you have the expressed authority to do so.

Be careful when you enter into legal agreements and other contracts on authorization from Colony. Employees have no authority to take action that they know is in violation of any statute, rule, or regulation. If you are not sure if you have the authority to act or whether a proposed action has been authorized, you should ask for guidance from your supervisor or, where appropriate, from corporate counsel.

Be truthful and accurate when you file for reimbursement of business expenses and make a full-faith effort to support expenses with receipts or other documentation.

Be truthful and accurate during an internal or external investigation and maintain the confidentiality of the investigation. Failure to cooperate in an investigation may lead to disciplinary action up to and including termination.

Be responsive and truthful during an examination or internal or external audit inquiry, survey, interview, or other procedure requiring your cooperation.

Comply with policies regarding harassment (including sexual harassment), substance abuse, and other policies contained in the Colony Employee Handbook.

Perform your duties without discriminating on the basis of race, color, religion, sex, age, disability, national origin, veteran status, sexual orientation, or any other classification protected by applicable law. Do not engage in harassment of any kind, including sexual harassment.

Comply with the Company's electronic and telephonic communication policies contained in the Colony Employee Handbook.

Responsibility of Employees to avoid possible Conflicts of Interest

You receive compensation and benefits from Colony and must not use your association with the Company for other personal gain. If you have questions about an activity that might violate or appear to violate this Code, check with an appropriate manager. Follow these guidelines to avoid possible conflicts of interest.

- Ensure that no outside personal, business, charitable, religious, civic, or investment activities conflict with the interests of the Company.
 - Employees may directly or indirectly sell, purchase, or lease property or services to or from the Company only if:
 - The transaction is in the ordinary course of business on terms and conditions generally available to the public, less any standard Company-approved employee discount.
 - The transaction is fair and reasonable to the Company at the time it is approved, details of the transaction are disclosed, and prior written approval from your CEO is obtained. CEO approval as used in this policy means the CEO or the senior manager of the subsidiary for which you work.
- The primary business obligation of employees is to Colony; therefore, any activities or investments that detract from this obligation must be avoided. Unless the CEO gives prior written approval, employees must not directly or indirectly:
 - Engage in any business activity or make any investment that competes with the business interests or activities of Colony. However, employees may make investments without CEO approval of up to one percent of any class of securities traded on any recognized stock exchange or on the NASDAQ/OTC market or for investments in mutual funds generally available to the public as long as the investment is appropriate to the net worth of the investor.
 - Acquire or retain investments or financial interests in any business entity that is or may reasonably be expected to become a customer, competitor, or supplier of Colony if you are in a position to influence decisions between Colony and the business entity and have direct contact with that business in a capacity such as loan officer, purchasing officer, or direct supervisor. Regardless of whether employees have direct contact with customers, competitors, or suppliers, they must not use confidential and proprietary information as a basis for buying, selling, trading, or recommending the purchase, sale, or trading of any securities of any entity until the public has the same information.
 - Purchase securities on the occasion of a public offering when Colony has a relationship with the issuer and the employee is involved in that relationship.
- Employees must not directly or indirectly solicit money, gifts, or other compensation benefiting themselves for business decisions they make for the Company or for services that are part of their job.
- Employees and their family members must not accept money, gifts of other than nominal value, or unusual hospitality from customers, competitors, or suppliers. Bribes, kickbacks, or other payments for illegal or unethical purposes cannot be accepted. You should tell your CEO of any offer or gift made to influence or reward you in connection with Company business. If you are uncertain as to the application of this provision, you should contact your supervisor.
- Do not serve under a power-of-attorney or as executor, personal representative, trustee, or guardian of an estate, trust, or guardianship established by anyone other than a family member, without obtaining written permission of your CEO.
- Do not accept directorships or positions with for-profit corporations or accept employment with outside companies without getting written approval first from management. Officers must obtain prior written approval from their CEO.
- Employees may not directly or indirectly obtain credit from a customer, competitor, or supplier of Colony except when the person granting the credit does so solely as a family member or personal friend independent of any business relationship with Colony; or the granting of credit is within the ordinary course of business, based on terms generally available to others, given without reference to the assets or credit standing of Colony, and complies with all applicable laws and Colony policies.

- Employees may not directly or indirectly process their own personal banking transactions. (This does not include Employee Internet Banking).

Dealings between employees and the company

- Officers may not directly or indirectly obtain credit (including overdrafts) from Colony unless the type of credit desired is permitted by insider loans provisions in the Colony Loan Policy.
- Employees may not make discretionary decisions (such as approving extensions of credit or overdrafts, waiving service charges or late fees, or purchasing goods or services) with respect to themselves, their relatives, or organizations in which they hold a material management or financial interest.
- When you are publicly stating a personal opinion which might be construed as the opinion of Colony, you should make it clear you are speaking only for yourself and not Colony.
- Colony retains income and royalties as well as copyright ownership and title to all products prepared at Company direction.
- Do not give legal, tax, accounting, or investment advice to any customer unless you are qualified and authorized to do so. In general, customers should be told to seek professional legal, tax and accounting advice from their own advisors.

Responsibility as a Steward of Other's Financial Interests

Our customers rely on us to maintain confidentiality and exercise prudence when dealing with their financial affairs, funds, and property.

- Employees should ensure that all confidential and proprietary information they receive in their jobs is used only for "need-to-know" purposes and not provided to unauthorized persons. This information should also not be used for investment, business, charitable, religious, civic, or other purposes unrelated to the business of the Company. Confidential and proprietary information should not be used as a basis for buying, selling, trading, or recommending the purchase, sale, or trading of any securities of any entity until the public has the same information.
- Employees should ensure that all non-public information concerning the securities, financial condition, earnings, and other performance of Colony remain confidential until provided to the public by Colony.
- Employees are obligated to keep information acquired on the job confidential even after they have left Colony employment.

Privacy Rights of Customers

To protect the rights of customers to privacy, Colony expects employees to:

- Securely maintain all files and records which contain customer information.
- Divulge no personal or financial information to others except with proper customer authorization, through proper legal process or regulation, or for accepted credit reporting purposes.
- Fully adhere to the Company policies and laws regarding customer privacy.

Responsibility in the Marketplace

Colony will be honest and fair in relations with customers, competitors, and suppliers.

- Employees must not give money, gifts of other than nominal value, or unusual hospitality to any customer, competitor, or supplier of Colony in order to influence that person to favor Colony.
- Employees must not lie or provide misleading information to any customer, director, or employee of Colony, any attorney, accountant, auditor, or agent retained by Colony, or any government agent or regulator.

- Employees must not engage in discussions or enter into agreements with competitors about prices for services or other competitive policies and practices.
- Employees must try to provide information that is clear, factual, relevant, and honest to help customers select services that are best for their needs. All services will be equally available to all customers who meet relevant criteria and standards.
- Confidential information about Colony, its shareholders, existing or prospective customers, competitors, or suppliers, gained through association with Colony, must be used by employees solely for Colony purposes. Such information must not be provided to any other person or firm, or used for personal, private, business, charitable, or any other purpose.
- Information, advertising, and other statements released to the public by Colony must be truthful and must not be misleading. Media inquiries should be directed to the CFO.
- The books, records, and accounts of Colony must accurately and fairly reflect the Company's transactions and operations. Employees must not directly or indirectly knowingly falsify any Company documents.
- Colony will prosecute any employee suspected of embezzlement or misapplication of funds.

Professionalism in Business and Personal Matters

- Employees are governed by the Colony Code of Conduct and must follow the provisions of this Code in a manner that will protect the integrity and reputation of Colony and themselves.
- Employees must not convert property or assets of Colony to personal use.
- Employees must manage their own financial affairs responsibly. They must disclose to their supervisor any personal financial problems that might cause embarrassment if they became public knowledge or might affect their judgment concerning Company business.

Responsibility of Citizenship

Colony intends to be a good corporate citizen in every community in which it operates, supporting worthy civic, cultural, educational, social, and other programs contributing to the quality of life.

- Employees are encouraged to exercise their rights and duties as private citizens. Since certain civic activities may adversely affect job performance, employees must obtain written approval from their CEO before seeking or accepting any public office and before serving as the chairperson or treasurer of a political campaign committee for any candidate or political party.
- Although employees are encouraged to participate freely and actively in the political process, they must follow all applicable laws, rules, and regulations (including those relating to conflicts of interest and ethical improprieties by government officials) and make sure that the activities do not interfere with their ability to perform employment duties.
- No bribe or other compensation to influence a decision or action must be paid to or accepted from any political or government official.

Political Contributions

Federal law prohibits all corporations from making federal political contributions and prohibits national banks from making contributions to federal, state, or local candidates for election. In addition, various state laws further limit the ability of corporations to make political contributions.

- Where lawful, Colony may make contributions concerning civic or governmental issues in which Colony has a particular interest. These contributions cannot be to candidates for elective office. They may be made only after receiving an opinion of corporate counsel that the contribution is lawful and the prior written approval of the chief executive officer of the Company or subsidiary.
- Any contributions by Colony to candidates for elective public office will require both an opinion of corporate counsel that the contribution is lawful and the prior written approval of the Chairman of the Board or President of Colony Bankcorp, Inc.

- Employees may contribute to Colony sponsored political action committees.

Implementation

Each employee is responsible for knowing the contents of this Code and following its instructions at all times. Chief executive officers and other managers in all subsidiaries and operating units of the Company are responsible for assuring the Code is communicated and for setting the example of compliance. The rules of this Code will be enforced through audit, examination, and personnel procedures. Employees should address questions in writing concerning whether specific activities are prohibited or restricted by this Code to the Colony Audit Department for clarification.

Responsibility of employees to report violations

If you believe the law and/or this Code is being violated, you must report the situation promptly to the Colony Audit Department or the Audit Committee of Colony Bankcorp, Inc. Auditors will conduct an investigation to determine if a violation has occurred. Auditors will ensure unbiased treatment of all parties concerned. Disclosures to auditors do not eliminate the obligation to file federal suspicious activity reports or other regulatory filings required by law. Employees reporting questionable behavior will be protected from retribution.

Other

The CEO of each Colony entity will designate certain reporting officers to complete annual disclosure forms certifying that they are complying with this Code.

The terms “Colony” and “Company” means Colony Bankcorp, Inc. and its subsidiaries. If policies of subsidiaries cover the same subject matter as this Code, the more stringent policy must govern. This Code of Conduct is an addendum to, and does not replace similar provisions in, the *Colony Employee Handbook*.