

# FIRST FINANCIAL CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

## ARTICLE I Introduction

This Code of Business Conduct and Ethics (“*Code*”) guides the actions and working relationships of First Financial Corporation (“*FFC*”) and its subsidiaries, including, but not limited to, First Financial Bank, N.A. (“*Bank*”) collectively, the “*Corporation*”, members (“*Directors*”) of the Corporation’s board of directors (“*Board*”), and the Corporation’s officers and employees (“*Associates*”). It provides a framework for maintaining our high standard of professional conduct. The integrity and the sound judgement of Directors and Associates is essential to the reputation and success of the Corporation. To this end, the Code is adopted to promote:

- a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- b. Full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission (“*SEC*”) and in other public communications made by the Corporation;
- c. Compliance with applicable governmental laws, rules and regulations;
- d. Protection of Corporation assets, including corporate opportunities and confidential information; and
- e. Accountability for adherence to the Code.

This Code sets forth minimum standards by which all Directors and Associates of the Corporation should conduct themselves. It does not, nor is it intended to, address every situation, question, law, rule, or regulation. Compliance with the spirit, as well as the letter of this Code, is essential. Any questions concerning this Code should be directed to the Chief Compliance Officer or the Chief Executive Officer (“*CEO*”) of the Corporation or as otherwise prescribed herein.

## ARTICLE II Conflicts of Interest

Directors and Associates have a duty of loyalty to the Corporation and therefore must avoid any actual or apparent conflicts of interest. A “*conflict of interest*” occurs when Director or Associates’ private interests interfere or appear to interfere with the interests of the Corporation. A conflict of interest may arise when a Director or Associate takes an action or has interest that makes it difficult to objectively, or effectively, perform his or her duties for the Corporation. Directors and Associates must make business decisions for the Corporation free of conflicting influences. Directors and Associates are expected to avoid situations that may lead to real or apparent material conflicts between their self-interest and their duties or responsibilities as a Director or Associate of the Corporation. Any position or interest, financial or otherwise, which can materially conflict with a Director or Associate’s role with the Corporation or which affects, or could reasonably be expected to affect, a Director or Associate’s judgement concerning transactions between the

Corporation, its customers, vendors, competitors, or which otherwise reflects negatively on the Corporation, should be considered a conflict of interest. Directors and Associates are required to disclose conflicts and potential conflicts, as well as relationships with customers, prospects and vendors. Directors should bring conflicts or potential conflicts, to the attention of the Board. Because conflicts of interest may not always be clear, Associates should consult the Chief Compliance Officer or the CEO and/or President of the Bank, as applicable, if questions arise.

**ARTICLE III**  
**Outside Business Relationships**

The Corporation encourages civic, charitable, educational, and political activities so long as they do not interfere with the performance of Director or Associate duties with respect to the Corporation. Before agreeing to participate in any such activities, including, but not limited to, potential directorships with other organizations, Associates should contact the Chief Compliance Officer and their immediate supervisor for initial approval, then seek final, written approval from the Corporation's CEO. Directors should disclose all new directorships or potential directorships to the Chairman of the Board to avoid actual or perceived conflicts of interest and to maintain independence.

Associates who are considering outside employment should notify the Human Resources Director and their immediate supervisor. The Human Resource Director will review outside employment requests for potential conflicts of interest.

**ARTICLE IV**  
**Serving as a Fiduciary**

The Bank is engaged in the business of serving as executor, trustee, and guardian of estates of individuals. Associates are encouraged to recommend these services. Associates may serve as fiduciaries for members of their own families. With respect to any other person, Associates should neither seek, nor accept appointment to any other fiduciary or co-fiduciary position without the written approval of FFC's CEO; provided, however, FFC's CEO will seek approval of the Board.

**ARTICLE V**  
**Protection and Proper Use of Corporation Property**

Directors and Associates must protect Corporation property and assets and ensure their efficient and proper use for legitimate business purposes. Theft, carelessness, and waste can directly impact the Corporation's profitability, reputation, and success. Permitting Corporation property, including, but not limited to, Data transmitted or stored electronically in computer resources, to be damaged, lost, or used in an unauthorized manner is prohibited. Directors and Associates may not use Corporation or other official stationary/letterhead for unauthorized personal purposes.

**ARTICLE VI**  
**Confidential and Proprietary Information**

Any Confidential Information, as hereinafter defined, acquired by a Director or Associate shall be used solely for legitimate Corporation purposes. Disclosure of Confidential Information between Directors and Associates shall be limited to those who have a need to know such Confidential Information to discharge their duties to the Corporation. Neither Directors, nor Associates are permitted to disclose or provide Confidential Information to any third party, unless in the ordinary course of business, required by law, or authorized by the Corporation's Chairman or CEO. Use of Confidential Information for the benefit of any party other than the Corporation, to compete with the Corporation, or otherwise in a manner detrimental to the Corporation is prohibited. The obligation to maintain the confidentiality of Confidential Information continues even if employment or directorship with the Corporation ends.

***“Confidential Information”*** means all oral and written communications, including all Data, relating to the Corporation, its customers, suppliers, shareholders, other Associates or Directors of the Corporation which Directors or Associates acquire during the scope of their employment or directorship and which is not otherwise available to the general public. This includes, but is not limited to, Data that Directors or Associates acquire from third parties, or that is produced by Directors or Associates while fulfilling their responsibilities to the Corporation; all Proprietary Information; customer Data (such as, by way of example, names, mailing and email addresses, telephone, fax, social security numbers, financial Data, prospect lists, customer requirements, and the scope of the relationship with the Corporation); supplier relationships and agreements; computer Data and programs; and documentation, processes, and know-how used in or pertaining to the Corporation's business.

***“Data”*** means any information, quantities, characters, or symbols produced, processed, received from internal and external sources, stored or otherwise maintained by or on behalf of First Financial, regardless of the media on which it resides (including, but not limited to, any electronic media, microfiche, printouts, or compact disk) or the form that it may take (including, but not limited to, text, graphics, video, or voice recording).

***“Proprietary Information”*** includes the Corporation's intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as non-public business and marketing plans, such as, by way of example, pricing methods, product mix, sales techniques, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial Data or reports.

Certain information may not be Confidential Information, but such information remains property of the Corporation. Directors and Associates acknowledge that while employed by or while serving as Directors or Associates of the Corporation, all work produced is and shall remain the sole and exclusive property of the Corporation. Even though information such as customer and prospect names, presentation materials, marketing materials, product information, business methods or processes may otherwise be available to the general public, it remains the property of the Corporation and individual Associates or Directors shall have no personal rights to such information or products either during or after employment or directorship with the Corporation.

**ARTICLE VII**  
**Employment-Related Agreements**

Directors and Associates may be required to execute a confidentiality, non-disclosure or similar agreements in the course of their directorship or employment with the Corporation. Whether a Director or Associate signs such an Agreement or not, each has an obligation to maintain the confidentiality of Confidential Information entrusted to them.

Prospective Associates must disclose prior to the time of hire, the existence of any employment, non-compete, non-solicitation, confidentiality, or similar agreement with prior employers or other third parties. Copies of such agreement(s) shall be provided to the Director of Human Resources to permit evaluation thereof. In no event shall an Associate use any Confidential Information, or other similar property, acquired in the course of his or her employment with another employer in the performance of his or her duties for or on behalf of the Corporation.

**ARTICLE VIII**  
**Data Security**

The Corporation's network, systems, and Data are private and confidential and may be accessed or updated only with specific authority granted in accord with the Corporation's information security policies, procedures, and controls. Any unauthorized access, use, or updates of the Corporation's network, systems, or Data is prohibited.

Directors and Associates must protect the integrity of the Corporation's network, systems, and Data and may only divulge information related thereto to those with a need to know for business purposes. Directors and Associates will not compromise access to the network, systems, or Data by granting access or communicating identifications and/or passwords to other individuals.

**ARTICLE IX**  
**Corporate Opportunities**

Directors and Associates owe a duty to advance the Corporation's legitimate interests when the opportunities to do so arise. To this end, Directors and Associates will not:

a. Personally benefit from opportunities that are discovered through their employment or directorship with the Corporation.

b. Solicit, demand, accept, or agree to accept anything of value from any person in conjunction with the performance of their directorship, employment, or duties with the Corporation; provided, however, there are certain situations in which Directors or Associates may accept or provide a *de minimis* benefit to someone with whom they transact business on behalf of the Corporation, such as, by way of example:

i. Accepting a nominal gift in recognition of a commonly recognized event or occasion (such as a promotion, birthday, wedding, retirement, or holiday) so long as the gift, together with all gifts received from any one individual or corporation, does not exceed \$300.00

in value in any calendar year;

ii. Accepting something of value if the benefit is available to the general public under the same conditions on which it was made available to the Director or Associate;

iii. Accepting meals, refreshments, travel arrangements, accommodations, and entertainment of reasonable value in the course of a meeting or other occasion to conduct or foster business relations if the expense would be reimbursed by the Corporation under its Travel and Business Expense Reimbursement Guidelines if the other party did not pay for it; and

iv. Paying for meals, refreshments, travel arrangements, accommodations, and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster relationships if the expense is reimbursed by the Corporation under its Travel and Business Expense Reimbursement Guidelines.

c. Personally act on behalf of the Corporation in any transaction in which they or their immediate family have a significant direct or indirect financial interest. However, Directors or Associates may directly or indirectly sell, purchase, or lease property or services to or from the Corporation if:

i. The transaction is in the ordinary course of business on terms and conditions generally available to the public, less any standard Corporation-approved discounts; and

ii. The transaction is fair and reasonable to the Corporation at the time it was approved and the Director or Associate discloses details of the transaction and obtains prior written approval from the Corporation's CEO or, in the case of the CEO, the Board.

d. Accept a cash gift.

#### **ARTICLE X** **Insider Trading**

No Director or Associate may purchase or sell any Corporation securities while in possession of material nonpublic information regarding the Corporation, nor may any Director or Associate purchase or sell another corporation's securities while in possession of material nonpublic information regarding that corporation. It is against Corporation policies and illegal for any Director or Associate to use material nonpublic information regarding the Corporation or any other corporation to obtain profit for himself or herself; or directly or indirectly "tip" others who might make an investment decision on the basis of that information. Directors and Associates are expected to comply with the FFC Insider Trading Policy.

#### **ARTICLE XI** **Compliance with Laws, Rules, and Regulations**

Directors and Associates are expected to understand, respect, and comply with laws and regulations applicable to the Corporation and their position. It is the policy of the Corporation to

comply with laws, including, without limitation, employment, discrimination, health, safety, anti-trust, bank, securities, and environmental laws. No Director or Associate of the Corporation has authority to violate any law or to direct another person to violate any law on behalf of the Corporation.

Any Director or Associate who has been convicted of or pleaded guilty to a felony, or who has been sanctioned by a regulatory agency, must immediately report the same in writing to the Corporation's CEO. The Board shall be immediately notified in writing if the CEO has been convicted of or plead guilty to a felony or sanctioned by a regulatory agency.

Certain of the Corporation's business units have policies and procedures governing topics covered by this Code. These policies and procedures reflect the special requirements of such business units. In the event of any conflict of requirements, the most restrictive shall govern.

Directors and Associates must honestly and fairly respond to specific inquiries of the Corporation's independent public accounting firm, regulatory agencies, and Internal Audit Department.

Questions about compliance with laws or regulations should be posed to the General Counsel or Chief Compliance Officer.

## **ARTICLE XII** **Recordkeeping**

The Corporation requires honest, full, accurate, fair, understandable and timely recording and reporting of information in the periodic reports required to be made by the Corporation with the SEC and other regulators and in order to make responsible business decisions.

All the Corporation's books, records, accounts, and financial statements must be maintained in reasonable detail, appropriately reflect the Corporation's transactions, and conform both to applicable legal requirements and to the Corporation's system of internal controls. No false or deliberately inaccurate entries shall be made for any reason.

Records will be retained or destroyed according to the Corporation's Record Retention Policy. Questions regarding record retention or destruction should be referred to the Chief Compliance Officer.

No undisclosed or unrecorded funds or assets shall be established for any purpose unless permitted by applicable laws, rules, regulations and accounting guidelines.

No false or misleading statements, written or oral, shall be made to the Corporation's internal or external accountant, auditor, attorney or other representative with respect to preparation of the Corporation's financial statements or documents to be filed with or provided to the SEC, banking regulators, other governmental authorities or regulatory bodies.

**ARTICLE XIII**  
**Reporting Code Violations**

Directors and Associates must report any known or suspected violations of this Code, including illegal or unethical behavior, to their supervisor, the Chief Compliance Officer, and other Corporation personnel as circumstances may warrant. The Chief Compliance Officer is responsible for providing information regarding the alleged violation and investigation thereof to the Corporation's CEO and other executive management as the CEO designates. Concerns regarding questionable accounting or auditing matters may be reported anonymously by using the Corporation's confidential hotline. Failure to report any known or suspected illegal or unethical behavior is itself a violation of this Code. All Associates and Directors shall cooperate in any internal investigation.

**ARTICLE XIV**  
**Protection Against Retaliation**

The Corporation does not tolerate acts of retaliation in any form, including, but not limited to, mistreatment, demotion, or termination, in any form for reports of suspected or actual violations of this Code that are made in good faith, or for assisting in the investigation of a reported violation. Retaliation does not include discipline for misconduct or for knowingly making or contributing to a false report. Acts of suspected or actual retaliation should be reported immediately to the Corporation's CEO and the Chief Compliance Officer.

**ARTICLE XV**  
**Enforcement and Waivers**

The Corporation requires prompt and consistent action regarding reported violations of this Code. Generally, there will be no waivers from this Code, however, in rare circumstances, waivers may be necessary.

If, after investigating a report of an alleged prohibited action by a Director or executive officer, the Nominating and Governance Committee determines that a violation of this Code has occurred, the Nominating and Governance Committee will report such determination to the Board and, so long as the alleged violation was not committed by him or her, the Corporation's CEO. Upon receipt of such determination, the Board, in its sole and absolute discretionary authority, will take such preventative or disciplinary action as deemed appropriate, including, but not limited to, reassignment, demotion, dismissal, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities. Any waiver and the grounds for such waiver of Directors or executive officers shall be promptly disclosed as required by law or by NASDAQ Stock Market.

If, after investigating a report of an alleged prohibited action by any other Associate, the Corporation's CEO determines that a violation of this Code has occurred, the Corporation's CEO, in consultation with the Bank CEO, as applicable, will either grant the Associate a waiver or take such preventative or disciplinary action as deemed appropriate, including, but not limited to, reassignment, demotion, dismissal, and, in the event of criminal conduct or other serious violations

of the law, notification of appropriate governmental authorities.

This Code reflects general principals to guide Directors and Associates and cannot, and is not, intended to address every specific situation. As such, nothing in this Code prohibits or restricts the Corporation from taking any disciplinary action on any matters pertaining to Associate or Director conduct, regardless of whether expressly addressed in this document.

**ARTICLE XVI**  
**Administration; Miscellaneous**

This Code shall be administered and monitored by the Chief Compliance Officer, who will annually reaffirm compliance with this Code by Directors and Associates and obtain a signed acknowledgment that each Associate and Director has read and understands the Code and agrees to abide with its provisions. This Code will be issued to all new Associates at the time of employment and to all new Directors at the time each accepts directorship. This Code is also available on the Corporation’s website at [www.first-online.com](http://www.first-online.com).

This Code will be reviewed periodically and may be amended at any time by the Board. The Board shall have the exclusive responsibility for the final interpretation of this Code.

Please consult the First Financial Corporation Employee Handbook for other policies and procedures that may govern the conduct of Directors and Associates.

<b>Code of Business Conduct and Ethics - History</b>	
November 13, 2020	Revised Code presented to and approved by the Governance and Nominating Committee
November 17, 2020	Revised Code approved by the Board
May 9, 2022	Removed references to the Morris Plan Approved by the Board on _June 21, 2022_



## **ACKNOWLEDGEMENT**

I hereby acknowledge that I have read, understand, and agree to conduct myself in the scope of my employment or directorship in accordance with the First Financial Corporation Code of Business Conduct and Ethics (“*Code*”). Neither the Code nor this Acknowledgement is intended to create any express or implied contract with me.