



CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (this “Code”) of Capital Bank Financial Corp. and subsidiaries (the “Company”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all officers and employees (hereinafter referred to as “teammates”) of the Company. All teammates, including temporary employees, must conduct themselves accordingly and seek to avoid even the appearance of improper behavior and/or a conflict of interest. Teammates may never violate this Code or any Company policy even if a supervisor directs you to do so. This Code should also be provided to and followed by the members of the Board of Directors, the Company’s agents and representatives, including consultants.

If a law conflicts with a policy within this Code, teammates must comply with the law; however, if a local practice or policy conflicts with this Code, teammates must comply with the Code. Questions regarding this Code should be directed to a supervisor, manager or Human Resources.

Teammates who violate the standards within this Code will be subject to disciplinary action, up to and including termination. Situations that may violate or lead to a violation of this Code should immediately be brought to the attention of a supervisor, manager or Human Resources.

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All teammates must respect and obey the laws of the cities, states and country in which the Company operates. Although not all teammates are expected to know the details of these laws, if teammates are uncertain, it is important to seek advice from supervisors, managers or Human Resources.

The Company holds information and training sessions to promote compliance with laws, rules and regulations, including insider-trading, customer privacy and the Bank Secrecy Act/Anti-Money Laundering (BSA/AML) laws. All teammates and Directors of the Board are expected to work in a manner that is in compliance and adherence with all laws, regulations and the Company’s policies and procedures.

Teammates have an obligation to be honest and forthright in all interactions with the Company’s directors, management, fellow teammates, regulators, auditors and attorneys.

2. Conflicts of Interest

Teammates are expected to avoid conflicts of interest or even the appearance of a conflict of interest. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when a teammate or director takes actions or has interests that may make it difficult to perform Company work objectively and effectively. Conflicts of interest may also arise when a teammate or director, or members of his/her family, receives improper personal benefits as a result of his/ her position in the Company. Loans or guarantees of obligations to teammates, family members or persons with whom teammates have any significant connection or financial interest may create conflicts of interest. Teammates may not directly or indirectly process their own banking transactions, including but not limited to deposit and loan transactions. In addition, teammates may not directly or indirectly process banking transactions, including but not limited to deposit and loan transactions, of family members or persons with whom he/she have any significant connection or financial interest.

It is almost always a conflict of interest for a Company teammate to work simultaneously for a competitor, customer or supplier. Teammates are not allowed to work for a competitor as a consultant or board member. Certain off duty activities, including additional employment may present a legitimate business concern. Therefore, teammates are required to consult his/her manager and Human Resources prior to accepting outside employment as well as disclose any other potential or actual conflicts to his/her manager and Human Resources by using the Outside Employment Request form on the HR page on CAPnet.

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if a teammate has a question, the teammate should consult with Human Resources. Any teammate who becomes aware of a conflict or potential conflict has a responsibility to bring the matter to the attention of a supervisor, manager and Human Resources.

3. Insider Trading

Teammates and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except for conducting Company business. All non-public information about the Company should be considered confidential information. It is both unethical and illegal to use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information. If a teammate is uncertain whether these restrictions apply to them, they must contact the Legal Department before making an investment decision using information obtained through the course of their employment with the Company or before disclosing any information to another person.

4. Corporate Opportunities

Teammates and directors are prohibited from personally taking opportunities that are discovered through the use of corporate property, information or position. No employee or director may use corporate property, information or their position for improper personal gain and no teammate or director may compete with the Company directly or indirectly. Teammates and directors have a responsibility to the Company to advance its legitimate interests when the opportunity to do so arises. This policy does not, however, require directors and officers to violate their fiduciary duties to other entities for which they serve.

5. Competition and Fair Dealing

The Company strives to outperform the competition fairly and honestly. Competitive advantages are gained through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent or inducing such disclosures to past or present employees of other companies or past and present teammates of our Company is prohibited. Each teammate should endeavor to respect the rights of, and deal fairly with, the Company’s customers, suppliers, competitors and fellow teammates. No teammate or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, solicited, provided or accepted by any Company teammate, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Teammates should consult their supervisor, manager or

Human Resources regarding any gifts or entertainment plans which may appear to be inappropriate or has the appearance of a conflict of interest.

6. Discrimination, Harassment and Retaliation

The diversity of the Company's teammates is a tremendous asset. The Company does not discriminate in employment opportunities or practices and prohibits discrimination and/or harassment based on race, color, religion, sex (including pregnancy), national origin, age, disability, genetic information, veteran status, marital status, sexual orientation or preference, gender identity or expression or any other characteristic protected by law. The Company prohibits retaliation against any individual for filing a charge of discrimination, participating in an investigation, or opposing discriminatory practices. Teammates have an obligation to immediately report any discrimination, harassment or retaliation to the appropriate supervisor, manager or human resources.

7. Health and Safety

The Company strives to provide each teammate with a safe and healthy work environment. Each teammate has responsibility for maintaining a safe and healthy workplace for all teammates by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence, threatening behavior and bullying will not be tolerated. Teammates should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

8. Record-Keeping

The Company requires honest and accurate recording and reporting of all information in order to make responsible business decisions. This requirement of accurate reporting and recording pertains to all activities that the Company requires to be logged or notated. For example, only the true and actual date, time and number of hours worked should be reported.

Many teammates regularly use business expense accounts, which must be documented and recorded accurately. If teammates are not sure whether a certain expense is legitimate, ask your supervisor or your manager. Rules and guidelines are available from the Company's Accounting Department.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and approved by the Company's Accounting Department.

Business records and communications often become public and teammates should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that could be misunderstood. This applies equally to email, social media, internal memos and formal reports. Records should always be retained or disposed of according to the Company's record retention policies. In accordance with those policies, in the event of litigation, threatened litigation or governmental investigation, please consult with the Legal Department prior to taking any action with respect to records and communications.

9. Confidentiality

Teammates must keep confidential Company information and customer information absolutely confidential. Not only are the details of any transaction between a customer and the Company

confidential, even the fact that a particular individual or company does business with the Company is also confidential. These matters should not be discussed with anyone outside the Company (including friends, relatives or past teammates of the Company) and should only be discussed with other teammates to the extent necessary to transact the Company's business and on a need to know basis.

Teammates' confidentiality obligation includes personal transactions by other teammates and all matters of a personal or confidential nature regarding you or any other teammate, which is learned in the course of employment with the Company. Any breach of confidentiality may result in discipline up to and including termination of employment.

Disclosure of confidential information about the Company and customer information is prohibited except when disclosure is authorized by the Chief Financial Officer or General Counsel or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

10. Protection and Proper Use of Company Assets

All teammates should make every effort to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation to a supervisor, manager or Human Resources. Company equipment should not be used for non-Company business, although incidental personal use may be permitted.

The obligation to protect the Company's assets includes its proprietary information. Proprietary information includes access or a summary of internal conference calls, webcasts, internal emails and intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties. All teammates should do their best to make sure that Company property under their control is properly used and protected by implementing adequate controls and safeguards.

In addition, all works created for the Company, whether alone or jointly with others, within the scope and during the period of employment with the Company, are the sole property of the Company.

11. Monitoring On the Job

In order to protect Company assets, provide exceptional service, ensure a safe workplace, and to investigate potential improper use or access, the Company monitors teammates' use of Bank communications devices, computer systems and networks (including the use of the Internet and corporate and personal web-based email accessed from the Company's devices, systems or personal devices with approved access to Company email or systems), as permitted by law. Therefore, teammates are not to have an expectation of privacy when using Company provided equipment, systems and networks. In addition, as permitted by law, the Company reserves the right to inspect, monitor and record the use of all Company property, Company provided communications devices, personal devices with approved access to Company email or systems, vehicles, systems and facilities with or without notice and to search or monitor at any time any and all Company property and any other personal property (including vehicles) on Company premises.

12. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials

of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

13. Waivers of the Code of Business Conduct and Ethics

The Company prohibits waivers of this Code except in extraordinary circumstances. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors of the Company or a committee of the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

14. Reporting any Illegal or Unethical Behavior

Teammates have an obligation to report any known or suspected illegal or unethical behavior and are required to talk to their supervisors, managers or Human Resources. If a teammate believes that his/her welfare or safety will be compromised by reporting suspected misconduct, then the Company's Ethics Hotline located on CAPnet may be used, if the Teammate prefers. A Teammate may file an electronic report on this site or contact EthicsPoint by dialing the Company's dedicated toll-free number **866-593-6477**. The Company prohibits retaliation for reports of misconduct made in good faith by teammates.

15. Candor in Company Matters

All directors and teammates are required to respond honestly and candidly when dealing with auditors, examiners, regulators and when participating in authorized internal or external investigations. Teammates are to not withhold, make false statements or otherwise misrepresent relevant information in connection with an investigation. In addition, teammates are expected to maintain confidentiality when participating in an investigation to the extent possible. Additionally, teammates and directors must immediately inform the General Counsel if they are subject of an external investigation unless laws, regulations or the investigating authority prohibit you from doing so.

16. Code of Ethics Compliance

The Company is committed to this Code of Business Conduct and Ethics. Teammates should discuss any concerns regarding this Code with supervisors, managers or Human Resources.