

**HOMESTREET, INC.**  
**AMENDED AND RESTATED**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

*Amended and Approved by the Board of Directors October 24, 2018*

**I. PURPOSE**

This Code of Business Conduct and Ethics (this "Code") was adopted by the Board of Directors (the "Board," and each director, individually, a "Director") of HomeStreet, Inc. (HomeStreet, Inc. and its subsidiaries, collectively, are referred to herein as the "Company") to further the Company's commitment to conducting its business with honesty and integrity. The Company has adopted this Code to apply to the employees, officers, and Directors of the Company and its subsidiaries.

The Code is intended to ensure full, fair, accurate, timely and understandable disclosure in reports and documents filed with the Securities and Exchange Commission (the "SEC") and in other public communications, to promote integrity, ethical conduct, including the ethical handling of actual or apparent conflicts of interest, and compliance with applicable laws and regulations, to promote the prompt internal reporting of violations of this Code and accountability for adherence to the Code, to provide guidance with respect to the handling of ethical issues, to foster a culture of honesty and accountability, and to deter wrongdoing.

The Code serves as a source of guiding principles, and the Company expects employees, officers and Directors to use their own judgment at all times to follow the high ethical standards to which the Company is committed.

Employees, officers and Directors are expected to read the policies set forth in the Code and ensure that they understand and comply with them. The Company's Ethics Compliance Officer is responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. The Company's Ethics Compliance Officer may delegate his or her responsibilities under this Code to an appropriately qualified officer of the Company. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to the Company's Ethics Compliance Officer, who may consult with the Company's outside legal counsel or the Human Resources and Corporate Governance Committee of the Board (the "HRCG"), as appropriate. At present, the Company's General Counsel serves as the Company's Ethics Compliance Officer.

The Code should be read in conjunction with other policies applicable to an employee, officer or Director. Any determination with respect to the applicability of the

provisions of this Code with respect to executive officers or Directors of the Company may be made only by the Board or the HRCG.

## **II. FINANCIAL REPORTS AND OTHER RECORDS**

### ***A. Disclosure***

Employees, officers and Directors are responsible for the accurate and complete reporting and maintenance of financial and other business information within their respective areas of responsibility and for the timely notification to senior management of financial and nonfinancial information that may be material to the Company. The Company expects all of its employees, officers and Directors to take this responsibility very seriously to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with government agencies or releases to the general public.

Each employee, officer and Director, to the extent involved in the Company's disclosure process, including without limitation, the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer, and other senior employees in the Company, must familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company, and must not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators, self-regulatory organizations, analysts and shareholders.

### ***B. Recordkeeping***

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, and reflect the matters to which they relate accurately, fairly and completely. Furthermore, all books, records, accounts and financial statements must conform to applicable legal requirements, generally accepted accounting principles, and to the Company's system of internal controls. All assets of the Company must be carefully and properly accounted for. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation and authorization. Misclassification of transactions as to accounts, business units, or accounting periods is forbidden. Each officer and employee bears responsibility for ensuring that he or she is not party to, or a facilitator of, a false or misleading accounting entry, document, or representation related to the Company and its business or transactions.

### III. SELF-DEALING

#### A. *Conflicts of Interest*

A conflict of interest is any activity or interest that is inconsistent with or opposed to the best interests of the Company. Any situation, transaction or relationship that may give rise to an actual or potential conflict of interest must be disclosed to the Company (in advance if possible), and shall be avoided, unless approved by the Company.

The following are examples of conflicts of interest to which this policy applies:

- *Family Members.* Employees, officers and Directors may not conduct business on behalf of the Company with family members or a business or organization with which a family member is affiliated, unless such business relationship has been disclosed to and authorized by the Company and is a bona fide arms-length transaction. "Family members" include a spouse, parents, children, siblings and in-laws. See the Company's Employee Handbook and the Related Person Transaction Policies and Procedures for more information with respect to such transactions.
- *Interests in Other Businesses.* Employees, officers and Directors may not accept compensation in any form for services performed for the Company from any source other than the Company.
- *Improper Conduct and Activities.* Employees, officers and Directors may not engage in any conduct or activities inconsistent with the Company's best interests or that materially disrupts or impairs the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- *Gifts and Gratuities.* Employees, officers, agents, attorneys, and Directors, and family members may not, except as permitted by Company policy and applicable law, (1) solicit for themselves or for a third party (other than the Company itself) anything of value from anyone in return for any business, service or confidential information of the Company; or (2) accept anything of value (other than bona fide salary, wages and fees) from anyone in connection with the business of the Company, either before or after a transaction is discussed or consummated. Good judgment is to be exercised in the acceptance of or offering business gifts, meals and entertainment. These activities must be consistent with reasonable marketplace practices, applicable law (including without limitation the Federal Bank Bribery Law (18 USC 215)), and company policies. Please refer to Section VIII(C) for additional information.

- *Personal Use of Company Assets.* Employees, officers and Directors may not use Company assets, labor or information for personal use, other than incidental personal use, unless approved by the Company.

### ***B. Corporate Opportunities.***

Employees, officers and Directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees, officers and Directors are prohibited from taking, or directing to a third party to take, a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees, officers and Directors are prohibited from using corporate property, information or position for personal gain. Employees, officers and Directors are further prohibited from competing with the Company directly or indirectly.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The prudent course of conduct for employees, officers and Directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by the Company. Any inquiries relating to approval for such activities should be directed to the Company's General Counsel, who serves as the Company's Ethics Compliance Officer.

## **V. PROTECTION OF ASSETS, CONFIDENTIALITY AND COMMUNICATIONS**

All employees, Directors, and agents should endeavor to protect the Company's assets and ensure their efficient use. Any suspected incident of fraud, misuse, or theft of Company property or information should be reported immediately in accordance with Company policy and procedure for investigation.

In carrying out the Company's business, employees, officers, agents, and Directors may learn confidential or proprietary information about the Company, its clients, suppliers, or joint venture parties. Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful to competitors if disclosed.

Employees, officers, agents and directors must maintain the confidentiality of information about the Company and other companies entrusted to them by the Company, use the information only for business purposes, and limit dissemination of the confidential information, both inside and outside the Company, to people who need to know the information for business purposes, unless disclosure is authorized or legally mandated.

In accordance with the Gramm-Leach-Bliley Act ("GLBA") of 1999 and applicable implementing regulations, the Company has established and maintains administrative,

technical, and physical safeguards to protect against the loss, misuse, or improper disclosure of personally-identifiable nonpublic customer information. Such customer information shall not be used or disclosed for any reason other than as permitted by law. All Directors, agents, and employees are expected to at all times comply with all Company policies relating to the safeguarding of personally-identifiable nonpublic customer information.

The obligation to protect personally identifiable nonpublic customer information does not end when an employee, officer or Director leaves the Company, or when an agent's contract with the Company is terminated. Any questions about whether information is confidential should be directed to the Company's General Counsel, who serves as the Company's Ethics Compliance Officer.

**Any employee, officer, agent or director who is contacted by a member of the financial community, the press or any other outside organization or individual may not provide information regarding the Company's business except pursuant to the Company's Disclosure Policy Guidelines for Public Disclosure, Regulatory Filings and Communications with the Investment Community. This includes, among other things, answers to questions on overall business trends, financial information or results of operations for the Company or any division or business line, business in different geographies, pricing, suppliers, new products or technologies, and lawsuits or disputes.**

## **VI. FAIR DEALING**

The Company has a history of succeeding through honest business competition. The Company does not seek competitive advantages through illegal or unethical business practices. Each employee, officer and Director should endeavor to deal fairly with the Company's clients, service providers, suppliers, competitors and employees. No employee, officer, or Director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

## **VII. CANDOR IN DEALING WITH AUDITORS, EXAMINERS AND LEGAL COUNSEL**

All employees, officers, and directors are expected to respond honestly and candidly when dealing the Company's external and internal auditors, legal counsel, and regulators. Questions pertaining to communications with such parties should be directed to the Company's Legal Department.

## **VIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

All employees, officers and Directors must respect and obey all laws, rules, and regulations when carrying out responsibilities on behalf of the Company and must refrain from illegal conduct.

Employees, officers, and Directors have an obligation to be knowledgeable about specific laws, rules and regulations that apply to their areas of responsibility. If a law conflicts with a policy in this Code, employees, officers and Directors must comply with the law.

Any questions as to the applicability of any law should be directed to the Company's Legal Department. The following is a brief summary of certain topics about which employees should be aware:

### ***A. Antitrust***

Competition laws and regulations throughout the world are designed to foster a competitive marketplace and prohibit activities that restrain trade. Generally, actions taken in combination with other companies that restrain competition may violate the antitrust laws. Certain antitrust violations involving agreements with competitors are crimes and can result in large fines and prison terms for the individuals involved. In addition, actions taken by an individual company in market segments in which it has a particularly strong position may violate the antitrust laws if they have the effect of excluding competition through unfair means.

The Company is dedicated to compliance with laws governing fair competition in all of its activities. Any activity that undermines this commitment is unacceptable. The laws governing this area are complex, and employees should seek counsel whenever appropriate.

### ***B. Insider Trading***

Federal and state securities laws prohibit any trading (purchase or sale) of securities (including derivative securities) by a person while in possession of material, non-public information. "Material nonpublic information" includes information that is not available to the public at large that a reasonable investor might consider important in making investment decisions. Individuals who violate the insider trading laws are potentially liable for civil damages, as well as criminal fines and imprisonment. Companies may face civil penalties for insider trading violations by their employees and other agents.

Employees, officers, and Directors must refrain from buying or selling shares of the Company's stock, any other securities of the Company (including debt securities) or any derivative securities relating to the Company's stock or other securities) when they possess material, non-public information. They also are prohibited from passing on such information to others who might make an investment decision based on it. Employees, officers, and Directors also may not trade in stocks or any other securities, including derivative securities, of other companies about which they learn material, non-public information through the course of their employment or services with the Company. They are also prohibited from passing on such information to others who might make an investment decision based on it.

Please see the Company's Insider Trading Policy for more information with respect to these matters. Any questions relating to constraints on the purchase or sale of any of the Company's securities or the securities of any other company that an employee, officer, or Director is familiar with by virtue of his or her relationship with the Company should be directed to the Company's General Counsel, who serves as the Company's Ethics Compliance Officer.

### ***C. Federal Bank Bribery Law***

It is a felony under the federal Bank Bribery Law for any person to give, offer or promise anything of value to an officer, director, employee, agent or attorney of a financial institution with the intent to influence or reward such officer, director, employee, agent or attorney in connection with any business or transaction of such institution. It is also unlawful for any officer, director, employee, agent, or attorney of a financial institution to corruptly solicit, demand, or accept anything of value from any person intending to be influenced or rewarded in connection with any such business or transaction with the institution.

Consistent with guidelines issued by the FDIC, it is acceptable for officers, employees, directors, agents, and attorneys of the Company to accept the following:

- A gift based on obvious family or personal relationships where the circumstances make it clear that it is those relationships rather than the business of the Company which are the motivating factors for the gift.
- Acceptance of meals, refreshments, entertainment, accommodations or travel arrangements of \$200 or less in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the expense would be paid for by the Company as a reasonable business expense if not paid for by another party.
- Acceptance of loans from other banks or financial institutions on customary terms to finance proper and usual activities, such as home mortgage loans (except where prohibited by law).
- Acceptance of advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items.
- Acceptance of gifts of \$200 or less that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday.
- Acceptance of civic, charitable, educational, or religious organization awards for recognition of service and accomplishment.

The Company has established a reasonable limit of \$200 on other gifts, consistent with the FDIC guidelines. In addition, the Company's Ethics Compliance Officer or Board of Directors may, on a case-by-case basis approve of other circumstances in which a Director, officer, employee, or attorney may accept something of value in connection with Company business, provided that such approval is made in writing on the basis of a full written disclosure of all relevant facts and is consistent with the bank bribery statute. For professional sports teams in the Company's markets, an employee may accept a suite or game ticket and related refreshments that do not have a total face and retail value of more than \$500. The employee is required to pay amounts in excess of such value, if practical, or obtain Company's general counsel approval if such a ticket and refreshment are accepted. All Company Directors, officers, employees, and attorneys are required to disclose in writing any instances where they were offered or they received a thing of value from a customer which was beyond what is authorized by the Company's written policies and procedures.

### ***C. Health, Safety & Environment***

The Company works to conduct its business activities and operations in a manner that promotes protection of people and the environment to the extent practicable. Compliance with all applicable laws, rules and regulations governing health, safety and the environment is a responsibility of management and employees in all functions.

### ***D. Fair Employment Practices***

The Company works to maintain a work environment in which all individuals are treated with respect and dignity. Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and where discriminatory practices, including harassment, are prohibited.

The Company requires each Director, officer, and employee to treat all colleagues in a respectful manner and to forge working relationships that are uniformly free of bias, prejudice and harassment. The Company prohibits discrimination against or harassment of any employee on the basis of race, religion, color, sex, pregnancy, national origin, age, physical or mental disability, military or covered-veteran status, marital status, sexual orientation or any classification protected by applicable federal, state or local law.

Any employee who is found to have discriminated against another employee is subject to discipline up to and including termination.

No individual will suffer any reprisals or retaliation for making complaints or reporting any incidents of discrimination or perceived discrimination, or for participating in any investigation of incidents of discrimination or perceived discrimination.

### ***E. Political Activities***



The Company does not make contributions to political candidates or political parties except as permitted by applicable laws.

Employees, officers, and Directors engaging in political activity will do so as private citizens and not as representatives of the Company. An employee, officer or Director's personal lawful political contribution, or decision not to make contributions, will not influence the employee's compensation, job security, or opportunities for advancement.

#### ***F. Foreign Corrupt Practices***

Employees, directors, agents, and officers may only transact business on behalf of the Company in foreign markets and with foreign government officials in accordance with the Company's established policies regarding foreign corrupt practices and/or any applicable law, including the Foreign Corrupt Practices Act. If an employee, Director or officer is unaware about the legal rules involving these activities, he or she should consult with the Company's Ethics Compliance Officer before taking any such action.

#### ***G. Other Laws and Regulations***

The Company is engaged in heavily-regulated industries, and compliance with all applicable laws and regulations related to the Company's business is of the highest priority. In establishing Company policies, the Company's management will consider all applicable laws and regulations related to the Company's business.

### **IX. COMPLIANCE AND REPORTING**

#### ***A. Seeking Guidance***

Employees, officers, and Directors are encouraged to seek guidance from supervisors, managers or other appropriate personnel when in doubt about the best course of action to take in a particular situation. In most instances, questions regarding the Code should be brought to the attention of the Company's Ethics Compliance Officer.

#### ***B. Reporting Violations***

If an employee, officer, or director knows of or suspects a violation of this Code, or of applicable laws and regulations (including complaints or concerns about accounting, internal accounting controls, or auditing matters), he or she must report it immediately to the Company's Ethics Compliance Officer. See the Company's Whistleblower Policy for information about making anonymous reports.

All reports will be kept confidential, to the extent practical, except where disclosure is required to investigate a report or mandated by law. The Company does

not permit retaliation of any kind for good faith reports of violations or possible violations. Nothing in this Code is intended to impede the ability of any individual to directly communicate with the Securities and Exchange Commission about a possible violation of securities laws.

### ***C. Investigations***

Violations of this Code reported to the Company will be promptly and thoroughly investigated. It is imperative that the person reporting the violation not conduct an investigation on his or her own. Employees, officers and Directors are expected to cooperate fully with any investigation made by the Company into reported violations.

### ***D. Sanctions***

Employees or officers who violate this Code may be subject to disciplinary action, up to and including termination of employment. Moreover, employees or officers who direct or approve of any conduct in violation of this Code, or who have knowledge of such conduct but do not promptly report it may also be subject to disciplinary action, up to and including termination of employment. A Director who violates this Code or directs or approves conduct in violation of this Code shall be subject to action as determined by the Board.

Furthermore, violations of some provisions of this Code are illegal and may subject the employee, officer, attorney or director to civil and/or criminal liability.

## **X. AMENDMENT**

The Company reserves the right to amend, alter or terminate this Code at any time for any reason.