

**CODE OF BUSINESS CONDUCT AND ETHICS**

**FOR**

**ALL DIRECTORS, OFFICERS AND EMPLOYEES**

**OF**

**SOUTHSIDE BANCSHARES, INC.**

**AND**

**ALL SUBSIDIARIES**

**EFFECTIVE: JULY 2021**

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## **Introduction**

The Code of Business Conduct and Ethics (the “Code”) applies to all directors, officers and employees of Southside Bancshares, Inc., Southside Bank, and its subsidiaries (collectively referred to as the “Company”). This Code is established to set out standards of business behavior and personal conduct for our directors, officers and employees. The Code does not cover every issue that may arise, but it works in conjunction with our many Company policies to set out basic principles for guidance to help navigate certain situations.

The purpose of this Code is to:

- Promote compliance with applicable governmental laws and regulations;
- Promote honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Promote full, fair, accurate, timely and understandable disclosure in all reports and documents required to be filed with governmental authorities and in other public communications;
- Promote the prompt internal reporting of violations of the Code to an appropriate person; and
- Provide accountability for compliance with the Code.

We strive to do business with others, including vendors, suppliers, contractors and subcontractors, who also adhere to these standards.

We are all responsible for maintaining the highest possible ethical standards in conducting our business. Anyone who violates the standards in this Code will be subject to disciplinary action, up to and including termination.

Certain aspects of this Code are also included in other Company policies, procedures, or agreements applicable to directors, officers and employees. This Code is not intended to replace other Company policies, procedures, or agreements which remain in effect for directors, officers and employees, nor does this Code amend other Company policies, procedures, or agreements.

*Please note that this Code is not an employment contract and does not modify the employment relationship between the Company and you. The Company does not create any contractual or legal rights or guarantees by issuing this Code of Business Conduct and Ethics, and furthermore, the Company reserves the right to amend, alter and terminate our policies at any time and for any reason.*

## **Compliance with Laws and Regulations**

Obeying laws and regulations, in both letter and in spirit, is the foundation on which the Company's ethical standards are built. All directors, officers and employees must abide by the laws and regulations of the banking industry, as well as other federal and state laws and regulations, including but not limited to employment laws, anti-trust laws, insider trading laws and criminal laws governing fraud, anti-corruption, bribery, embezzlement and conflicts of interest. Laws and regulations are complex and the Company does not expect you to understand all details, but it is your responsibility to be knowledgeable of the law and know when to seek advice from appropriate personnel or outside counsel.

Company policies and procedures involving laws, rules and regulations and additional information are posted on The HUB, the Company's intranet website. However, these policies and procedures do not constitute a complete listing of the laws, rules and regulations that must be adhered to by every person subject to this Code.

### *Anti-trust Laws*

Anti-trust laws are designed to ensure a fair and competitive marketplace by prohibiting various types of anti-competitive behavior. Some of the most serious anti-trust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. Accordingly, it is important to avoid discussions with our competitors regarding pricing, terms and conditions, costs, marketing plans, customers and any other proprietary or confidential information.

We cannot be a party to any unlawful agreements, whether oral or written. We cannot have informal discussions or exchange information with a competitor or trade associations that could be construed in any way, shape or form to violate anti-trust laws.

### *Anti-Bribery and Anti-Corruption*

It is Southside's policy for persons under this Code to fully comply with the U.S. Foreign Corrupt Practices Act and all other applicable anti-bribery and anti-corruption laws. Southside does not tolerate bribery of any kind. The U.S. Foreign Corrupt Practices Act makes it illegal to pay, or promise to pay, money or anything of value to any non-U.S. government official for the purpose of directly or indirectly obtaining or retaining business. This ban on illegal payments and bribes also applies to agents or intermediaries who use funds for purposes prohibited by the statute.

Additionally, the U.S. government has many laws and regulations regarding business gratuities that may be accepted by U.S. government officials, as well as political parties and candidates for political office. The promise, offer or delivery to an official or associate of the U.S. government of a gift, favor or other gratuity is prohibited and could be a criminal offense. Engaging in prohibited behavior, exposes the individual and the Company to potential civil and/or criminal liability and significant reputational harm, and undermines the trust of our customers, shareholders and communities.

Facilitation payments are also strictly prohibited. A facilitation payment (or grease payment) is a payment, typically made to a government employee or other public official, to incent the official to expedite an administrative process (such as a payment to speed up the approvals).

## **Conflict of Interest**

A conflict of interest exists when an individual's private interest interferes in any way with the interests of the Company. Conflicts of interest may arise when a director, officer or employee, or a member of their family, receives personal gain or benefit as a result of their position in the Company or when a person takes actions or has interests that make it difficult to perform duties objectively and effectively. All persons subject to the Code may not use their position, influence, information of a confidential nature or assets of the Company for personal gain or benefit. A personal benefit may result from the acceptance of a gift, favor, service, loan, fee or other compensation. The appearance of a conflict of interest can be as damaging to the Company as an actual conflict. You should conduct yourself in a manner so as to avoid apparent and actual conflicts of interest.

### *Outside Activities and Employment*

Officers and employees are encouraged to take an active role in community affairs. These activities should be limited to personal interests and reasonable time requirements. A major outside commitment must be approved in advance by the Director of Human Resources.

The Company believes that employment is a full time career. Thus, employment with outside firms would be permitted if it:

- Will not interfere with work assignments or performance;
- Will not involve any adverse publicity to the Company;
- Is not with a competitor, customer or supplier;
- Does not imply being sponsored by the Company;
- Does not involve serving as a director, officer, management or consultant; and
- Is approved by the Director of Human Resources in advance.

A director shall ensure that his or her employment by, or other affiliation with, organizations does not create an actual or apparent conflict interest, in violation of this Code.

In addition, in compliance with Regulation L of the Federal Reserve System, directors are prohibited from serving as directors of financial institutions in the same community or one that is contiguous or adjacent within 10 miles.

## **Breach of Trust or Dishonesty**

The Company has the right to expect certain basic standards of conduct and behavior from its directors, officers and employees. The Company's fundamental expectation is honesty and integrity in all things.

Unfortunately, there is no formula or set of guidelines that can define appropriate ethical and moral judgment in every situation a director, officer or employee might face. Therefore, the Company depends upon the good judgment, common sense and willingness of its directors, officers and employees to seek advice from others within the Company when difficult or confusing situations arise.

The Company has one absolute and unwavering expectation: that every director, officer or employee, regardless of position, title or authority, will conduct himself or herself with honesty and integrity in all matters and things. This not only means that falsification, misrepresentation and untruthfulness will not be tolerated, but that the Company cannot accept conduct, statements and/or “omissions” which are misleading or result in impressions or conclusions which distort the truth. This necessarily means that the Company expects its directors, officers and employees to courteously and candidly cooperate in all Company investigations or inquiries.

### **Gifts**

There are times and certain circumstances in which a director, officer or employee may be offered or wish to give a gift or some other thing of value to a person who happens to be a customer or in some way related to the Company’s interests. Although the receipt of a gift or gratuity may be warranted from time to time, the basic requirement is that no disinterested third party could reasonably feel that the director, officer or employee would have his/her judgment impaired or compromised by accepting the gift or gratuity.

The Bank Bribery Act is the statute intended to prevent payment or receipt of anything of value in support of a transaction with any financial institution and the following are guidelines to prevent problems in this area:

- Benefits of nominal value which are clearly unrelated with any transaction with the Company may be accepted from customers, suppliers, or prospective customers by company directors, officers or employees (nominal value is usually designated at \$ 250);
- Acceptance of gifts of reasonable value (\$250 or less) that are related to commonly recognized events or occasions, such as a promotion to a new job, wedding, retirement, holiday or birthday and are unrelated to any company transaction are allowed. Acceptance of gifts, in any form, valued over \$250 should be approved by the Chief Executive Officer. A written summary of the gift and circumstances must be provided to the Chief Executive Officer;
- Tangible gifts or services of anything of value from customers, suppliers or prospective customers shall not be solicited or accepted by any company director, officer or employee for himself or a third party as a gift or condition in connection with any company transaction. Included is the receipt of hunting or fishing trips, expensive tickets to athletic or theatrical events or other benefits which serve no demonstrable business purpose;
- Business luncheons may be accepted provided that the expense would be paid for by the Company as a reasonable business expense if not paid for by the other party; and
- Employees may accept discounts or rebates similar to those made available to other customers. Employees may also accept civic, charitable, educational or religious organization awards as well as acceptance of awards of recognition of service and accomplishment within reasonable limits.

## **Competition and Fair Dealing**

Since our inception, our primary focus has been to provide extraordinary customer service levels, convenience, products and services designed to meet our customers' needs and delivery channels that each generation of customers expect. The Company enjoys a reputation of stability, safety and soundness which has translated into considerable customer loyalty and community respect. Our reputation and a high level of public confidence are extremely important to us.

We seek to outperform our competition fairly and honestly and do not seek competitive advantages through unethical or illegal business practices. Stealing proprietary information, possessing or utilizing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each director, officer and employee is expected to deal fairly with our customers, suppliers, competitors and vendors. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, omission of material facts or any other unfair-dealing practice.

## **Insider Trading**

Directors, officers and employees who have access to material non-public information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of that information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading and related laws, we have adopted an *Insider Trading Policy* governing directors, officers and employees trading in securities of the Company. Directors, officers and employees should consult the *Insider Trading Policy* (available on The HUB, the Company's intranet) for more specific information on the definition of "material" information and on buying and selling Company securities.

## **Protection and Proper Use of Assets**

All directors, officers and employees should endeavor to protect the Company's assets and ensure their efficient use. All of the Company's assets, including but not limited to, facilities, equipment and supplies, should only be used for legitimate business purposes and should not be used for personal benefit.

Theft, carelessness and waste have a direct impact on our profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's facilities and equipment should not be used for non-company business.

The obligation of directors, officers and employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, customer and vendor lists and information, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports.

Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

## **Political Activity**

The Company encourages the voluntary participation of its directors, officers and employees in activities of the political party of their choice, elections, and other matters of civic importance. Political contributions are heavily regulated. Because of potential legal, corporate policy, compliance, and reputation risk, Company funds may not be used to make any contributions or payments to government officials, candidates, or their campaign committees.

The following guidelines govern director, officers and employee involvement in political activities:

- A director, officer or employee's political activity in support of any candidate or party is solely a matter of personal choice, so long as there is no regulatory prohibition or restriction on such contributions.
- Directors, officers and employees must not give the impression that they speak or act for the Company in any political activity. Their activity must clearly be their own as an individual.
- Directors, officers and employees may not engage in any political activity during work time or using Company property to conduct such activity, and may not be reimbursed for any campaign contributions.

The political interests and activities of directors, officers and employees must not interfere with their work or the work of other directors, officers and employees.

If an officer or employee is interested in serving in some capacity in a partisan campaign, he or she should consult the Chief Executive Officer in advance of such undertaking. Furthermore, if a director is interested in serving in some capacity in a partisan campaign, he or she should consult the Chairman of the Board of Directors or the Chief Executive Officer in advance of such undertaking.

This Code is not intended to prevent the communication of Company views to legislators, governmental agencies, or to the general public with respect to existing or proposed legislation or governmental policies or practices affecting business operations. Moreover, under this Code, reasonable costs incurred by the Company to establish or administer a political action committee or activities organized to solicit voluntary political contributions from individual directors, officers or employees will not be regarded as contributions to political parties or candidates, where the Company may lawfully incur such costs.

## **Record Keeping**

Complete and accurate recording and reporting of information, whether for the Company's purposes or for third parties, is critical. All of the Company's records (including accounts and financial statements) must be maintained in reasonable detail and must appropriately reflect the Company's transactions.

Information derived from our records is provided to the Company's shareholders and investors as well as government agencies. As such, our accounting records must conform not only to our

internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the Internal Revenue Service and the Securities and Exchange Commission. Public communications and the reports we file with the Securities and Exchange Commission and other government agencies should contain information that is complete, fair, accurate, timely and understandable.

Depending on your position with the Company, you may be called upon to provide necessary information to assure that the Company's public disclosures are complete, fair, accurate and understandable. We expect you to take this responsibility seriously and to provide prompt, accurate and complete answers to inquiries, which may include requests from our internal auditors, legal counsel and regulators as well as our independent auditors and their representatives.

Company records should be retained or discarded in accordance with our *Records Retention Policy and Schedule*, (available on The HUB, the Company's intranet), and all applicable laws and regulations. From time to time we are involved in legal proceedings that may require us to make some of our records available to third parties. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation, or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of our records, including formal reports as well as informal data such as e-mail, expense reports and internal memos.

### **Confidentiality**

Directors, officers and employees must maintain the confidentiality of information entrusted to them by the Company and by customers, vendors, suppliers or partners, except when disclosure is authorized by the Company or required by laws or regulations. Confidential information includes, but is not limited to, all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company and its customers, vendors, suppliers or partners if disclosed.

Additionally, directors, officers and employees are required to keep all customer information confidential by complying with the following obligations:

- Confidential information, including customer account information, should not be accessed without a legitimate Company business reason;
- Confidential information should not be disclosed to those without a need for such information because of their Company responsibilities;
- Customer information should never be disclosed outside the Company to anyone other than the customer unless the customer has authorized the disclosure or approved by appropriate personnel;
- Confidential information should never be used for personal financial gain or to compete with the Company;

- All appropriate steps should be taken to ensure the security of the confidential information.

If a director, officer or an employee believes that he or she has a legal obligation to disclose confidential information, that individual should consult one of the following: Director of Human Resources, Chief Executive Officer, Chief Financial Officer or Chief Operations Officer prior to any disclosure. The obligation to preserve confidential information continues even after employment ends.

### **Discrimination and Harassment**

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind.

An employee or officer who feels he or she is being harassed or discriminated against in violation of the Company's policy should follow the reporting procedures outlined in the Employee Handbook and below, under *Reporting Violations, Illegal or Unethical Behavior*.

The Company takes retaliation of a good faith report of harassment very seriously. Retaliation is a violation of this Code. Violations of the Company's policy against retaliation should be reported as set forth below and in the Employee Handbook.

### **Public Statements**

The Company is subject to laws that govern the timing of our disclosures of material information to the public and others. Only certain designated personnel may discuss our Company with the news media, securities analysts and investors, bloggers, chat rooms and other social media sources. All inquiries from outsiders regarding financial or other information about our Company should be referred to our Chief Executive Officer.

### **Administration of the Code**

Officers and employees are required to certify upon hire and annually thereafter that they have read, agree to and understand the Code. Directors received a copy of the Code upon election to the Board and certify that they have read, agree to and understand the Code.

#### *Reporting Violations, Illegal or Unethical Behavior*

Each director, officer and employee has a duty to comply with the Code and to promptly report suspected (or known) violations of the Code or Company policies, or illegal or unethical business or workplace conduct, to the appropriate person(s). Each person will be held responsible for their acts (as well as omissions) in those circumstances. You should disclose such violations to any of the following parties:

- Your supervisor;
- Human Resources Department;

- Chief Audit Executive;
- The Company's anonymous reporting website ([southside.ethicaladvocate.com](http://southside.ethicaladvocate.com)).

When a supervisor, manager or other person receives a report of a violation of law or unethical behavior pursuant to this policy, that person shall be responsible for bringing such reports to the attention of their manager/supervisor, the Human Resources Department, or the Chief Audit Executive as appropriate, in accordance with the reporting procedures contained in this Code.

Each reported incident will be taken seriously, and we will undertake a complete and thorough investigation as the circumstances dictate. If we determine a violation has occurred, we will take prompt corrective action, including (but not limited to) termination of employment of the violator, seeking restitution of compensation and other rights and actions permitted to us by laws, rules and regulations.

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation.

All complaints against Directors, or Senior Financial Officers (the Chief Executive Officer, the Chief Financial Officer, the Principal Accounting Officer and all Executive Officers), alleging unethical behavior, will ultimately be brought before the Board of Directors. In the event the Board of Directors determines that a violation of this Code has occurred, the Board shall take any and all appropriate action. The Board of Directors' responsive action will be designed to deter wrongdoing and promote accountability for adherence to this Code. In determining the appropriate responsive action, the Board of Directors will consider all relevant facts and circumstances, including, without limitation, the nature and severity of the violation, whether the violation was intentional or inadvertent, and whether the individual has previously committed similar or different violations of any of the Company's policies. In the case of a Senior Financial Officer who violates this Code, the Board of Directors' action may include, without limitation, censure, demotion, suspension (with or without pay or benefits), and termination of employment. In the case of a Director who violates this Code, the Board of Directors, among other possible responses, may request that the Director resign from the Board of Directors or may seek the removal of the Director.

### **Waivers**

Any waiver of any provision of this Code for a director or an executive officer must be approved in writing by the Company's Board of Directors and promptly disclosed in accordance with law. Any waiver of any provision of this Code with respect to any employee must be approved in writing by (i) the CEO; or (ii) the Board of Directors; or (iii) the Audit Committee.