

## ***CODE OF ETHICS AND BUSINESS CONDUCT***

At Beneficial Bancorp, Inc. (collectively with its subsidiaries and Beneficial Bank and Beneficial Insurance Services, referred to as the “Company” or “Beneficial”), we are committed to conducting our business with the highest levels of integrity, honesty and respect for our customers, our community and our employees. This commitment is essential to the Company’s reputation and success.

This Code of Ethics and Business Conduct (the “Code”) represents an overview of the corporate policies that govern the actions and working relationships of the Company’s employees, officers, directors and trustees with current and potential customers, employees, competitors, vendors, government and self-regulatory agencies, the media, and anyone else with whom the Company has contact. These relationships are essential to the continued success of the Company as a trusted financial services provider. The Code is not a replacement for policies and procedures that address the specifics of our business or which may impose stricter or more detailed requirements.

This Code:

- Requires generally the highest standards for honest and ethical conduct.
- Requires full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with governmental and regulatory agencies, and in all other public communications.
- Requires compliance with applicable laws, rules and regulations.
- Addresses potential or apparent conflicts of interest and provides guidance for employees, officers and board members to communicate those conflicts to the Company.
- Addresses misuse or misapplication of Company property and corporate opportunities.
- Requires the highest level of confidentiality and fair dealing within and outside the Company environment.
- Requires the prompt internal reporting of any violations of the Code.

No code of conduct can cover every potential situation. The Code is designed to provide written standards to promote honest and ethical conduct, compliance with the law, and a vehicle for prompt internal reporting and accountability to assure adherence to the Code. It is, therefore, your responsibility to comply with applicable law, rules and regulations, regardless of whether addressed specifically herein, and to apply the principles set forth in this Code in a responsible fashion and with the exercise of good business judgment.

Certain parts of this Code may apply specifically to “executive officers.” Executive officer means a member of the Company’s management so designated by resolution of the board of directors.

**This Code is a general guideline voluntarily adopted by the Company. The policies and procedures contained in this Code do not constitute a legal contract. This Code is not**

**intended to and does not create an express or implied contract of employment or any other contractual rights, obligations or liabilities.**

In particular, nothing in this Code guarantees, for any specified period of time, an employee employment, a particular position, type or work or compensation. Except as otherwise provided by written agreement or applicable law, persons employed by the Company are employed at-will, and the Company reserves the right to take employment action, including termination, at any time, with or without cause and with or without prior notice.

The Company shall determine and interpret the Code in its sole discretion.

Further, the Company reserves the right, in its sole discretion, to amend, modify, change or terminate the Code, in whole or in part, with or without further notice (except as required by law). Failure to adhere to these policies and procedures may result in disciplinary action up to and including dismissal.

The Code is intended to comply with all applicable laws and shall be interpreted and administered in accordance with all applicable laws. In the event any policy or provision conflicts with any law, the policy or provision shall be interpreted and administered in accordance with the applicable law.

## **FINANCIAL POLICIES**

### **Reporting Suspected Illegal Or Unethical Behavior**

We expect all of our employees, officers, board members and business partners to conduct themselves lawfully and ethically when representing the Company or doing any work on behalf of the Company. This includes, but is not limited to, complying with all banking, financial and criminal statutes, rules and regulations. Violations of such statutes, rules and regulations include, but are not limited to, theft, embezzlement, fraud, check/debit card kiting, misapplication or other defalcation involving bank funds (regardless of the amount) or bank personnel. The Company will neither engage in nor tolerate unlawful or unethical behavior with regard to any of its policies, practices or operations.

If you believe that any employee of the Company, or any other individual or entity performing work for the Company, has engaged in illegal or unethical conduct of any kind, contact immediately any one of the following individuals at the following telephone numbers, regular mail addresses or e-mail addresses:

Mr. Gerard P. Cuddy  
President and Chief  
Executive Officer  
215-864-6001  
[gcuddy@thebeneficial.com](mailto:gcuddy@thebeneficial.com)

Mr. Thomas D. Cestare  
Executive Vice President  
and Chief Financial Officer  
215-864-6009  
[tcestare@thebeneficial.com](mailto:tcestare@thebeneficial.com)

Mr. Donald F. Gayhardt, Jr.  
Director  
Audit Committee Chairman  
[Don.gayhardt@gmail.com](mailto:Don.gayhardt@gmail.com)

Mr. John E. Melcher  
Senior Vice President, Director of  
Human Resources  
215-864-6094  
[jmelcher@thebeneficial.com](mailto:jmelcher@thebeneficial.com)

Mr. Edward M. Mason  
Senior Vice President, Chief  
Auditor  
215-864-6714  
[emason@thebeneficial.com](mailto:emason@thebeneficial.com)

Human Resources Department c/o  
Ethics Office of Beneficial Bancorp, Inc.  
P.O. Box 43512  
Philadelphia, PA 19106

In response, the Company will:

- Conduct a prompt and fair investigation;
- Disclose allegations only to the extent necessary to conduct the investigation/take corrective action (keeping the allegations as confidential as possible);
- Take corrective action with respect to any employee or non-employee who has engaged in illegal, unethical and/or inappropriate behavior, including discipline up to and including termination of the employment or other relationship; and
- Not tolerate any unlawful retaliation against anyone who makes a complaint, serves as a witness or otherwise participates in the investigation. The Company also will not engage in or tolerate retaliation against someone associated with the Complainant.

If you are not entirely satisfied with how your report has been handled, please contact the Director of Human Resources at 215-864-6095 so that he or she can look into your concerns immediately. Your appeal should be in writing to help ensure that it is clear that you wish to appeal. While we encourage you to be detailed, it is sufficient to say “I wish to appeal my complaint of suspected illegal/unethical behavior.”

### **Use of Company Assets**

The Company’s assets are to be used exclusively in the pursuit of the Company’s business except for minimal personal use authorized by your supervisor in accordance with other Company policies. The Company’s assets include equipment, facilities, supplies, services such as telephones and computer networks, and the time and efforts of its employees. You should not use Company assets for personal gain or convenience, or make Company assets available for the gain or convenience of anyone else, or for any purpose other than conducting the Company’s business unless you have management authorization to do so.

### **Authority to Make Commitments**

The Company may extend credit to any employee, officer or board member only on substantially the same terms as those prevailing for comparable transactions with other persons, or that may be available to Company employees generally as permitted by and in accordance with Regulation O of the Governors of the Federal Reserve System. This prohibition shall not preclude extensions of credit made pursuant to a benefit program available to all Company employees.

Only specific employees are authorized to make financial or other commitments on behalf of the Company. Commitments might be such things as approving a loan or other extension of credit, ordering equipment or materials, authorizing business travel, approving payment of an invoice or expense report, authorizing budgets or budget overruns, signing leases or other contracts, selling Company assets, settling litigation or other claims, borrowing money, setting compensation or employee benefits, making charitable contributions and other transactions. Employees are prohibited from making commitments on behalf of Beneficial unless authorized in writing.

### **Improper Payments**

The use of Company funds for payments to any individual, company or organization for the purpose of obtaining favorable treatment in securing business or other special considerations is prohibited. This would, obviously, include not only bribes but also any payments that reasonably may be perceived as bribes. This policy does not prohibit normal and customary business expenses such as reasonable entertainment, trade organization dues or similar expenses that are allowed by applicable Company policies, which must be properly reported on an appropriate expense report form. See “Accounts Payable” on the Beneficial Intranet for further guidelines.

### **Integrity of Records and Reports**

The Company’s accounting records are relied upon to produce reports to the Company’s management, shareholders, government agencies and others. All Company accounting records and reports produced from those records shall be kept and presented in a timely fashion and in accordance with the laws of each applicable jurisdiction. Such records and reports must accurately and fairly reflect in reasonable detail the Company’s assets, liabilities, revenues and expenses.

Responsibility for accurate and complete financial records does not rest solely with the Company’s accounting employees. All employees involved in approving transactions, supplying supporting information for transactions and determining account classifications have responsibility for complying with our policies.

### **Reports**

Persons involved in the preparation of reports to the SEC or other regulators and/or public communications shall produce full, fair, accurate, timely and understandable disclosure in such reports, documents and other public communications made by the Company or its subsidiaries.

The same high standards required in the Company’s external reporting apply to financial reports to management. Accruals and estimates included in internal reports (such as business plans, budgets and forecasts) shall be supported by appropriate documentation and based on good-faith judgment.

### **Payments and Disbursements**

All payments made by or on behalf of the Company must be documented in the accounting records with appropriate approval(s) and an adequate description of the business purpose of the disbursement.

### **Cash Deposits and Bank Accounts**

All cash received by the Company shall be promptly recorded in the accounting records and deposited in a bank account properly authorized by the Company. All bank accounts and other cash accounts shall be clearly and accurately recorded in the accounting records. No unrecorded accounts, funds or assets shall be established for any purpose.

### **Cooperation with Inquiries**

Employees shall provide complete and accurate information in response to inquiries from the Company's internal and outside independent auditors, as well as the Company's legal counsel.

### **POLITICAL CONTRIBUTIONS AND ACTIVITIES**

No Company funds or assets, including the work time of any employee, may be contributed, loaned or made available, directly or indirectly, to any political party or to the campaign of any candidate for a local, state or federal office. Nothing in this policy prevents an employee from making private contributions but the employee may have a duty to disclose such contributions to the Company.

### **CONFLICTS OF INTEREST**

A "conflict of interest" occurs when your private interest interferes, potentially interferes or appears to interfere in any way with the interests of the Company. You are expected to avoid all situations that might lead to a real, potential or apparent material conflict between your self-interest (including the interest of any member of your family or any company or partnership in which you or any member of your family has an interest) and your duties and responsibilities as an employee, officer or board member of the Company.

Any position or interest, financial or otherwise, which could materially conflict with your performance as an employee, officer or board member of the Company, or which affects or could reasonably be expected to affect your independence or judgment concerning transactions between the Company, its customers, suppliers or competitors, or otherwise reflects negatively on the Company, is considered a conflict of interest.

Many, but not all, conflict situations arise from personal loyalties or personal financial dealings. It is impossible to list every circumstance giving rise to a possible conflict of interest, but the following listing illustrates the types of general situations that may cause conflicts.

Note that nothing in this Conflicts of Interest policy precludes any individual from doing business as a customer of another bank or financial institution; to the contrary, this is expressly permitted.

The following are examples of circumstances that are never permitted under this policy:

1. Working for, owning, being associated with, providing any services or materials to or receiving any compensation from any competitor of the Company.<sup>1</sup>
2. Soliciting any gifts, money, services or anything else of value from any competitor, customer, potential customer, supplier or vendor of the Company.
3. Accepting anything of value (other than normal authorized compensation) from anyone in connection with the Company's business, either before or after a transaction is discussed or consummated. Things of value include gifts, favors, services and entertainment.
4. Soliciting or accepting for yourself or for a third party anything of value from anyone in return for any business, service or confidential information of the Company.
5. Soliciting, demanding, accepting or agreeing to accept anything of value from any person in conjunction with the performance of your employment or duties with the Company.
6. Approving of bank overdrafts, authorizing or accepting checks on uncollected funds, or the waiving of bank charges, late charges, or other normal fees. This prohibition also includes making loans, waiving financial statements, or any similar type of activity.

The following are examples of circumstances that are generally not permitted but, under certain narrow circumstances, may be permitted – but only if disclosed to and approved in advance in writing by an Executive Vice President:

1. Having any financial interest in, or lending money to or borrowing money from, any customer, potential customer, competitor, supplier or vendor of the Company.<sup>2</sup>
2. Working for, being associated with or providing any services or materials to any customer, potential customer, supplier or vendor of the Company, other than on behalf of the Company in the course of your employment with the Company.

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<sup>1 2</sup>, This prohibition does not preclude an employee from owning less than 1% of the outstanding securities/capital value of a corporation or from owning an amount of an entity that represents less than 5% of the total assets of the employee and/or the employee's family members.

3. Accepting any gifts, money, services or anything else of value from any competitor. You may accept gifts (but never money) from customers, potential customers, suppliers or vendors of the Company, but only if immediately reported to and approved by an Executive Vice President. The duty to report does not apply to gifts that have a value of less than \$25.<sup>3</sup>
4. Giving or promising to give any gifts, gratuities or other similar items of value to influence customers, potential customers, vendors or suppliers. Gifts are permitted only if approved in advance by an Executive Vice President.
5. Giving or promising to give any gifts, gratuities or other similar items of value to a governmental official or employee; or accepting any gifts, gratuities or other similar items of value from a governmental official or employee.<sup>4</sup>
6. Using the Company name for any outside activities, such as athletic teams or charitable efforts, unless you make clear the Company is not officially sponsoring the activity.
7. Serving as an officer or director of another organization, unless it is a social, professional, religious, educational, civic or charitable organization.

While this Policy does not preclude employees from socializing with customers, competitors, suppliers and vendors, employees must not violate any of the preceding prohibitions in connection with such socializing. Employees also must be careful to avoid the appearance of a conflict of interest.

**Disclosure Required – When in Doubt, Ask!**

You must avoid any actual, potential or apparent conflict of interest. Conflicts can arise unexpectedly and prompt disclosure is *critically important*. Employees and officers must disclose existing or emerging conflicts of interest (including personal relationships that could reasonably be considered to create conflicts) to their immediate supervisors or administrators of

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<sup>3</sup> This prohibition does not preclude an employee from accepting meals, refreshments, entertainment or the like provided in the normal course of business meetings and other business-related events, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the value of the meals, refreshments, entertainment or the like does not exceed what the Company would pay for as a reasonable business expense. Similarly, this Policy does not prohibit acceptance of unsolicited advertising or promotional materials of a nominal value, such as calendars, pens, mugs, note pads, key chains and similar items.

<sup>4</sup> The U.S. government has various regulations prohibiting government personnel from accepting or giving entertainment, gifts, cash, gratuities or other business courtesies that may be acceptable in the private commercial sector. Before you accept or give any entertainment, gifts, gratuities or other business courtesies from or to any government official, you must first confirm with an Executive Vice President that such acceptance or giving is appropriate. Accepting or giving cash is never appropriate.

the program, and the Company's president and chief executive officer and board members should report such occurrences to the board or administrators of the program.

If you have any question as to whether any activity may create an actual, potential or apparent (perceived) conflict of interest and/or interfere with your responsibilities to our Company, you are encouraged to check with an Executive Vice President. By checking first, you protect not only the Company, but also yourself.

### **Doing Business with Family Members**

A conflict of interest may exist when an employee of Beneficial does business with an organization in which the employee's family member has an ownership or employment interest. "Family members" include spouses, domestic partners, civil union partners, parents, children, siblings, grandparents, grandchildren, in-laws and any other individuals living in the same household as the employee.

Employees may not conduct business or act on behalf of the Company in any transaction in which you or your immediate family has a significant direct or indirect financial interest. This includes, but is not limited to, dealings with family members or with an organization with which the employee or the employee's family member is associated, unless the employee receives prior written approval from an Executive Vice President.

### **Outside Employment**

A conflict of interest exists if an employee of Beneficial engages in any other outside employment, independent consulting or volunteer activity which interfere or conflict with the employee's duties and responsibilities to our Company, regardless of the nature of the outside employment.

Before agreeing to act as a board member, officer, consultant, or advisor for any other business organization, you should notify the Director of Human Resources. Board members should disclose all new directorships or potential directorships to the board in order to avoid any conflicts of interest and to maintain independence.

The Company encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of your duties at the Company. Before agreeing to assume a senior position in such a group, you should notify the Director of Human Resources.

Employees who are considering outside employment should notify their manager or supervisor. Employees in some positions of the Company may be prohibited by law from holding outside employment. Managers will review outside employment requests for potential conflicts of interest and will refer to the Director of Human Resources for written approval. Further, employees may not use Company assets, facilities, materials or services of other employees for outside activities, such as certain volunteer work, unless specifically authorized by the Company.



## **Accepting and Giving Gifts, Gratuities or Things of Value**

In addition to the other policies in the Code, which may overlap with some of the rules below, the purpose of this policy is to ensure that the Company's business is safeguarded from undue influence of bribery and personal favors.

The solicitation or the acceptance or the giving of things of value is generally prohibited by the Bank Bribery Act. Violations may be punished by fines and imprisonment.

The following transactions are permitted and will be considered as exceptions to the general prohibition against accepting things of value:

- Acceptance or giving of gifts, gratuities, amenities or favors based on family or personal relationships when the circumstances make clear that it is those relationships, rather than the business of the Company, that are the motivating factors, such as attendance at a wedding;
- Acceptance or giving of something of value, such as discounts or rebates on merchandise or services, that do not exceed those available to other customers;
- Acceptance or giving of gifts of reasonable value related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, birthday or holiday; or
- Acceptance or giving of civic, charitable, education or religious organizational awards for recognition of service and accomplishment as long as the value of the award does not exceed \$100 from or to one individual or company in any calendar year.

If you are offered or receive something of value, or are contemplating offering or giving something of value, beyond what is permitted in this Code, you must obtain prior approval from an Executive Vice President before you may accept, keep, offer or give it. Transactions other than those described above may be approved so long as approval is consistent with the Bank Bribery Act. If you are at all uncertain as to whether you may accept or give something of value, do not hesitate to ask an Executive Vice President.

## **CORPORATE OPPORTUNITIES**

Board members and officers of the Company stand in a fiduciary relationship to the Company. It is a breach of this duty for any such person to take advantage of a business opportunity for his or her own personal profit or benefit when the opportunity is within the corporate powers of the Company and when the opportunity is of present or potential practical advantage to the Company, unless the board of directors knowingly elects not to avail itself of such opportunity and the board member's or officer's participation is approved in advance by the board. It is the policy of the Company that no board member or executive officer appropriates a corporate opportunity without the consent of the board of directors.

## **FAIR DEALING**

Each employee, officer and board member of the Company should undertake to deal fairly with the Company's customers, suppliers, competitors and employees. Additionally, no one should take advantage of another through manipulation, concealment, abuse of confidential or otherwise privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

Employees must disclose prior to or at their time of hire the existence of any employment agreement, non-compete or non-solicitation agreement, confidentiality agreement or similar agreement with a former employer that in any way may restrict or prohibit the performance of any duties or responsibilities of their positions with the Company. Copies of such agreements should be provided to the Human Resources Department to permit evaluation of the agreement in light of the employee's position. In no event shall an employee use or disclose any trade secrets, proprietary 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 Beneficial.

Employees may serve as executors, trustees and guardians for members of their own families. With respect to any other person, employees should not seek appointment to any fiduciary or co-fiduciary position because of their employment with the Company. Employees should not accept any such fiduciary or co-fiduciary position without the prior written approval of the president and chief executive officer or an executive vice president of the Company.

Employees, officers and board members should not directly or indirectly seek bequests under a will or trust if such bequests have been made to them because of their employment with the Company. Employees should not accept any such bequest without the prior written approval of an executive vice president of the Company.

## **FIDUCIARY RELATIONSHIPS**

Beneficial sometimes acts as a fiduciary in certain investment advisory and other client relationships. You should determine when fiduciary duties arise and keep in mind that a fiduciary has a legal duty to act in the best interests of its clients by putting its clients' interests ahead of its own interests or the interests of its affiliates or employees. A fiduciary also has the duty to act prudently, treat clients fairly, maintain the confidentiality of client information, protect fiduciary assets and provide comprehensive disclosures. This duty includes informing clients of any conflicts of interest or, if legally required, avoiding such conflicts entirely.

## **SOCIAL MEDIA POLICY**

### **Introductory**

The Company recognizes the increasing popularity of social media. Given the reach of the internet, however, online networking sites such as Facebook and blogging sites like Twitter also potentially may have legal ramifications both for the employee and the Company.

In an effort to minimize these legal risks, some rules and guidelines have been developed. All employees are expected to follow these rules and guidelines stated below.

**Unless stated otherwise, the rules and guidelines apply to social media on behalf of Beneficial as well as personal social media.**

For purposes of this policy, “post” is defined broadly to include any means by which an employee shares information by way of social media (for example, posting on Facebook or tweeting on Twitter) as well as sharing content created by others (for example, liking a posting on LinkedIn or retweeting a tweet or other content on Twitter).

For purposes of this policy, customers and suppliers refer to current, prior and prospective customers and suppliers.

**Content**

Only Beneficial Corporate Marketing, or approved personnel, can prepare and modify content for Beneficial’s site located on <https://www.thebeneficial.com/> and social media pages to which Beneficial contributes. These social media channels are designed solely to further the Company’s mission and help it market its brand.

No employee of the Company can engage in social media on behalf of the Company unless specifically authorized by the Company (through Marketing, Human Resources and Compliance) as part of his or her job.

- Employees who are authorized to engage in social media on behalf of the Company must use the Company’s social media channels on behalf of the Company solely to further the Company’s mission and help market its brand.
- Employees who post on social media on behalf of the Company have no expectation of privacy and consent to the Company’s monitoring their social media postings.
- Photos and videos require the consent of the participants. Accordingly, they can be posted only with the written approval of the participants (and if approved by Marketing) and solely to serve Beneficial’s mission.

No advertisements relating to loans secured by residential property shall be posted on Twitter due to the lack of capability to post the Equal Housing Lender logo.

Branch/Campuses, departments and individual employees may not create their own Beneficial profiles or pages on any social media site that may appear to be a Beneficial site or posting without Marketing’s approval. An exception applies to individuals (not branches or departments) if the individual makes clear that the profile or page is not affiliated with or sanctioned by Beneficial.

Further, employees shall respect all copyright and other intellectual property laws. For the Company’s protection as well as your own, it is critical that you show proper respect for the laws governing copyright, fair use of copyrighted materials owned by others, trademarks and other

intellectual property, including the Company's own copyrights, trademarks and brands. Generally, it is not a violation of copyright laws to post a link (as opposed to copying the content of a link).

### **Employee Use**

Clarify that posted comments are personal and not on behalf of Beneficial: If you are expressing your own opinion, clarify that it is not the opinion of or on behalf Beneficial, whenever there is the possibility of confusion and whenever the clarification is reasonably possible.

### **Be Transparent**

The Company will create original content, as well as curate content from experts, that lenders and other sales teams can share with their networks on LinkedIn. In order to ensure transparency, all employees must make clear on their profiles that they are employed by the Company if they share content from the Company with their networks on LinkedIn. The same is true with Twitter. Non-exempt employees may not share Beneficial-sponsored information on their networks during non-working hours for which they are not paid.

Protect confidential information: Do not disclose or discuss proprietary Company information, such as Company performance, finances, business strategies, products or any other sensitive or confidential business information, including any and all information about our customers, their finances, etc.

Protect the privacy and confidentiality of the Company's customers and suppliers: Sharing confidential information about customers or suppliers can result in legal action against the employee and the Company. Under no circumstances may information regarding confidential Company business results be shared on social media or any other information which might be considered "insider" information. Employees also are prohibited from sharing any information about suppliers or customers This includes their identity, as well as personal , financial or other confidential information about them.

Show Respect: An employee who uses social media should show respect to colleagues, customers, suppliers and other business partners. For example, do not post material that is about or may be seen by any of the foregoing individuals if the material is obscene, violent, threatening, discriminatory, etc.

Use your best judgment: Always keep in mind that you are legally responsible for what you post. Also keep in mind that what you post may remain public for a long time, even if you delete it. We encourage you to think before you post, be civil to others and their opinions and not post personal information about others, unless you have their personal permission.

You have a responsibility and commitment to the Company and your colleagues. It is the expectation that employees keep their participation in social networking sites to a minimum while at work. If you wish to engage in personal social media during the work day, it must be on non-working time and must only be on personal devices and not the Company's Network. Non-working time includes break or lunch times.

Professional recommendations: You are prohibited from making any recommendation or endorsement on social media. All requests for references or endorsements must be referred to Human Resources. Human Resources generally will provide only dates of employment and positions held.

Non-Harassment: Employees may not post or otherwise share content that denigrates, harasses or stereotypes individuals because of their membership in a protected group (for example, racial slurs, ethnic 'jokes,' and sexual images), if the social media is about, or may become known by, employees, customers, suppliers or business partners.

No expectation of Privacy: Employees have no expectation of privacy in any communications or other transmissions from or on equipment or Network of the Company. Employees have no right to privacy with respect to any information sent, received, created, accessed, viewed, stored or otherwise found on the Company's systems. All hardware, software, communications and other transmissions shall always remain the Company's property and may be monitored or viewed by the Company in its sole discretion at any time, with or without further notice to the employee. You could be held personally accountable for anything you post on the internet, including blogs and social media, without regard for whether the site was password-protected or limited in access. There is no confidentiality or privacy on the Internet.

### **Media or Press**

Employees are to contact the Executive Vice President, Chief Administration Officer, immediately if contacted by the media or press about any post that relates to Beneficial business. Employees are not to make any comments on behalf of Beneficial to the media or press in response to these inquiries about Beneficial's business.

### **Information Security on Social Media**

Beneficial has an Information Security Policy that applies to all social media conducted by any Beneficial employee. Here are but a few of the key rules (which is not a substitute for reading the entire policy):

- Never post confidential customer or business information to Social Media websites.<sup>5</sup>
- Never reuse an ID or password from any Beneficial Bank system for a social networking site.
- Ensure you are running Anti-Virus software before accessing social media sites on bank issued devices. If you cannot determine Anti-Virus software is running, contact the Help Desk at extension 3505 for assistance.

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<sup>5</sup> As an exception to this rule, employees who are authorized to use social media on behalf of their jobs to further the Company's mission and help market its brand may use business information to the extent authorized. Customer or supplier information may be shared by an employee who is authorized to use social media on behalf of the Company but only with the written approval of the Executive Vice President, Chief Administration Officer.

- Be careful how much Beneficial business information you provide on social networking sites. If your job description does not require you to post Beneficial business information on social media, you are prohibited from doing so on any social media sites. In this context, Beneficial business information does not include the terms and conditions of employment by Beneficial.
- Always keep in mind that you are legally responsible for what you post. Also keep in mind that what you post may remain public for a long time, even if you delete it. We encourage you to think before you post, be civil to others and their opinions and not post personal information about others, unless you have their permission.
- Never click on suspicious links in social media messages on bank issued devices.
- Never download files or applications from social media sites on bank issued devices.
- Never upload files to a social media site from a bank issued device. Only specific individuals are allowed to upload files as the administrator of the social media accounts maintained by Beneficial.

Violations of this policy will result in appropriate corrective action, which may include discipline, up to and including discharge.

Within three (3) business days of the termination of your employment with Beneficial, you must make clear that you are not currently employed by Beneficial on all of your social media platforms.

## **EQUAL EMPLOYMENT OPPORTUNITY**

The Company is committed to Equal Employment Opportunity and has in its Employee Handbook a robust policy that prohibits unlawful discrimination, harassment and retaliation. It also includes a reasonable accommodation policy as well as a complaint procedure. The Equal Employment Opportunity Policy in the Employee Handbook is incorporated in the Code by reference.

### **Affirmative Action Program**

The Affirmative Action Plan reflects Beneficial's commitment to creating a diverse workforce which has the capacity to reach its fullest potential. Should you have any questions about our Affirmative Action Plan, you may contact the Director of Human Resources.

## **MARKETING PRACTICES AND ANTITRUST**

### **Marketing Practices**

The Company's products and services must be sold fairly and honestly. You should not attempt to take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. Many of the products and services provided by the Company are subject to laws and regulations that specify

the information that must be provided to the Company's customers. It is the policy of the Company to comply fully with these disclosure requirements.

### **Antitrust**

The antitrust laws are intended to foster free and open competition and it is important that the Company comply with the letter and the spirit of such laws. Agreements that reduce business competition are a core concern of the antitrust laws and violations may result in severe civil and criminal penalties to the Company and to individuals. Antitrust laws pertain to dealings with customers and suppliers as well as competitors.

In some cases, depending on the circumstances, the antitrust laws prohibit discussions among competitors about competitively sensitive subjects. The Company's officers, directors and employees should not communicate with competitors regarding competitively sensitive information, such as information on bids for business or potential changes in pricing, fees and rates, or non-public information regarding costs, profits or pricing strategies. The most serious antitrust violations are agreements among competitors that directly restrict competition among them.

These include agreements:

- to raise, fix, stabilize or maintain or manipulate prices;
- to coordinate or rig competitive bids for business;
- to limit or refuse to offer businesses or services or restrict output;
- to divide the geographic areas or products or services in which they will do business or the customers they will serve; or

Certain types of tying practices (requiring a customer to buy one product or service as a condition of buying another product or service) may be illegal depending on the circumstances. Conduct intended to drive a competitor out of business may also violate antitrust laws. It is the policy of the Company to fully comply with all applicable antitrust laws.

Antitrust is a complex area of law and violations have serious consequences for the Company and for individuals personally. The Company's legal counsel should be consulted with any questions.

### **Money Laundering Laws**

Money laundering is defined as converting illegal proceeds to make funds appear legitimate. It is a world-wide problem with very serious consequences. As a financial services provider, it is our responsibility to help prevent the use of the Company as a conduit for illegal purposes. To prevent this from happening, we comply with the Bank Secrecy Act ("BSA") and related anti-money laundering ("AML") laws and regulations. Failing to act can result in severe monetary penalties.

You are responsible for knowing about BSA and AML laws and regulations in order to identify and then report suspicious activity. You must complete training as required by the

Company and follow Company policies and procedures for complying with BSA and AML obligations.

### **Responsible Banking**

The Company conducts itself as financial services provider in a fair and responsible manner. This allows the Company to prevent unlawful discriminatory lending practices; prevent harm to customers; avoid unfair, deceptive or abusive acts or practices (collectively called UDAAP); and ensure compliance with all applicable fair lending banking laws and regulations.

### **Anti-Bribery Laws**

Company employees are expected to comply with the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act of 2010, the Organization for Economic Cooperation and Development Anti-Bribery Convention, and all other anti-corruption laws and regulations. The Company does not tolerate bribery, corruption, or improper payments of any kind anywhere in the world. This applies to officials in both public and private sectors.

### **Misuse of Accounts and Products**

If you misuse an employee checking account, or other financial account or any other Company product or service you may lose your account privileges. You may also face disciplinary action for such conduct. The Company reserves the right to monitor all account activity subject to applicable law. Examples of improper account conduct are viewing other employee account information for non-business reasons, kiting, and making false ATM deposits.

### **Prohibited Account Transactions**

You may not approve or process any transactions for your personal accounts, the accounts of immediate family members, or accounts in which you have a personal financial interest or on which you are an authorized signor. You must handle account transactions in accordance with Company policies and procedures.

## **COMPUTER NETWORKS, VOICEMAIL, E-MAIL AND THE INTERNET**

The Company's Employee Handbook has a robust policy dealing with employees' use of the Company's Network and Communication Systems. The policy is incorporated into the Code by reference.

## **CONFIDENTIAL INFORMATION**

It is vitally important that all employees handle confidential information properly.

There are two major concerns:

- Preventing the release of unauthorized or inappropriate information that might adversely affect the Company's business or its customers; and



- Avoiding violations of the law, particularly the securities laws relating to disclosure of material financial information before the information is made public.

### **What is Confidential Information?**

What follows is not a complete list of what is considered to be confidential information, but it illustrates what is typically confidential unless it has been disclosed by the Company in a securities filing, press release, or other authorized formal or official public communication:

- financial results, budgets or forecasts;
- business plans, operating plans, strategy statements, memos, operating manuals, organizational charts and other internal communications;
- company investments, acquisitions or divestitures;
- new products, processes or designs;
- whether a product or business is meeting financial or other expectations;
- business relationships or the terms of any business arrangement, including prices paid or received by the Company;
- customer data such as customer names and addresses or any confidential personal or business information of the customer;
- advertising and marketing plans and campaigns

In general, if information about the Company has not been made public by the Company, it should be treated as confidential. Confidential Information does not include the terms and conditions of your employment.

### **Non-Disclosure and Non-Use**

During your employment, you may use or disclose confidential information only as necessary to do your job.

After your employment with the Company ends, you may neither use nor disclose confidential information to anyone.

At all times, you may not disclose confidential information to unauthorized persons or use confidential information that you obtain as a result of your position with the Company for your own personal advantage or profit, or the advantage or profit of another. This includes not only financial analysts and the press, but also business associates, Company employees without a business need to know, family members and personal friends. It is a violation of the Code to disclose such information to anyone simply because you are confident that that person will neither try to benefit from it nor disclose it to others.

### **Privacy of Customer Information**

The Company is entrusted with important information about individuals and businesses. It is essential that you respect the confidential nature of this information. The Company is legally obliged to protect the privacy of a consumer's personal financial information. Beneficial's privacy practices are set out in a privacy policy that is circulated to our customers

and made available to the public. All employees are expected to adhere to the Company's privacy policy.

### **Public Disclosures**

You may be asked for information about the Company by the media, trade groups, consultants and others collecting information for various purposes. You should not make public statements on behalf of the Company or provide confidential information in response to external inquiries unless you have been authorized to do so in writing.

### **Proper Disclosures**

Some employees must disclose confidential Company information as a part of their job responsibilities. This policy on confidential information is not intended to prohibit such authorized disclosures.

A few examples of situations in which confidential information might properly be disclosed are:

- disclosure of operational data to vendors or consultants in connection with providing services to the Company;
- participation in legitimate and authorized industry surveys;
- providing data to governmental agencies as part of required filings; or
- an authorized employee responding to media or financial analyst inquiries.

You should be certain that you understand what you have been authorized to disclose, and to whom, prior to disclosing any confidential information.

### **"Inside" Information and Insider Trading**

Please refer to the "policy regarding Insider Trading" on the Beneficial Intranet.

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving any common stock or other investment of the Company while in possession of material information that has not been released to the general public. Material information may consist of many types of information but includes information that would reasonably be expected to either (1) affect the price of securities issued by the Company or (2) be important to an investor in deciding whether to buy, sell or hold securities issued by the Company. Furthermore, you must not communicate material non-public information to persons outside Beneficial so that they may profit from transactions in the Company's securities.

**Engaging in insider trading, or providing confidential information that is used in insider trading is illegal and can result in substantial fines and criminal penalties to you.**

You should call the Chief Financial Officer with any questions about buying or selling of Company stock.

## **Intellectual Property**

All works of authorship, inventions and other intellectual property created by an employee within the scope of his/her employment shall be owned exclusively by Beneficial, including all intellectual property rights therein. Employee assigns and transfers such rights to Beneficial to the extent such rights do not automatically vest in Beneficial under applicable law. Employee also may be asked from time to time to sign additional documents or provide reasonable cooperation in connection with this policy and Beneficial's efforts to protect its intellectual property.

## **EXAMINATIONS, GOVERNMENT INVESTIGATIONS AND LITIGATION**

### **Regulatory Examinations**

The Company and its subsidiaries are subject to examination by federal banking regulators and the U.S. Securities and Exchange Commission ("SEC"). It is Company policy to cooperate fully with the Company's regulators and the SEC.

### **Government Investigations**

It is Company policy to cooperate with reasonable and valid requests by federal, state or local government and SEC investigators. At the same time, the Company is entitled to all the safeguards provided in the law for persons under investigation, including representation by counsel.

Accordingly, if a government investigator requests an interview with you, seeks information or access to files, or poses written questions, he/she should be told that you must first consult with the Company's legal counsel. You should immediately contact the Chief Financial Officer, unless specifically instructed not to do so, who will then provide advice as to further action.

Notwithstanding the above, nothing set forth in the Code is intended to prohibit you from reporting possible violations of federal, state or local law, ordinance or regulation to any governmental agency or entity, including, but not limited to, the Department of Justice, the SEC, the Congress and any agency Inspector General, or otherwise taking action or making disclosures that are protected under the whistleblower provisions of any federal, state or local law, ordinance or regulation, including, but not limited to, Rule 21F-17 promulgated under the Securities Exchange Act of 1934, as amended. You are entitled to make reports and disclosures or otherwise take action without the prior authorization from or subsequent notification to the Company and may do so with the express understanding that the Company shall not engage in or tolerate retaliation of any kind. You are entitled to make reports and disclosures or otherwise take such action without fear of retaliation of any kind by the Company.

Further, nothing set forth in the Code is intended to or shall be interpreted: (i) to restrict or otherwise interfere with an individual's obligation to testify truthfully in any forum; or (ii) to restrict or otherwise interfere with an individual's right and/or obligation to contact, cooperate with or provide information to – or testify or otherwise participate in any action, investigation or

proceeding of – any federal, state, or local government agency or commission; or (iii) to restrict or otherwise interfere with an individual’s right to disclose any information or produce any documents as is required by law or legal process.

### **Penalties**

You should be aware that criminal sanctions could be imposed upon any person who submits false or misleading information to the government in connection with any regulatory examination or government investigation. Full cooperation and proper legal supervision of any response in connection with a regulatory examination or government investigation is essential from both corporate and individual viewpoints.

### **Litigation**

In the event a claim of any kind, including but not limited to litigation, is begun or threatened against the Company, notify the Chief Financial Officer immediately, even if the action or threats appear to be without merit or insignificant. Human Resources matters should be referred to the Director of Human Resources.

### **Preservation of Records**

All records relating to the business of the Company shall be retained as required by the Company’s record retention guidelines. Notwithstanding such guidelines, under no circumstances shall any records known to be the subject of or germane to any anticipated, threatened or pending lawsuit, governmental or regulatory investigation, or bankruptcy proceeding be removed, altered, concealed or destroyed. In such event, you will be provided with more specific guidance on scope of the duty to preserve.

### **Anti-Fraud Disclosures:**

#### **Forfeiture of Certain Bonuses and Profits**

Pursuant to Section 304 of the Sarbanes Oxley Act of 2002 – If Beneficial Bancorp, Inc. is required to prepare a restatement due to “material non-compliance” with financial reporting requirements, the chief executive officer and the chief financial officer shall “reimburse the issuer for any bonus or other incentive-based or equity-based compensation received” during the twelve months following the issuance or filing of the non-compliant document and “any profits realized from the sale of securities of the issuer” during that period.

#### **Officer and Director Bars and Penalties**

Pursuant to Section 305 of the Sarbanes Oxley Act of 2002 – In any action brought by the SEC for violation of the securities laws, federal courts are authorized to “grant any equitable relief that may be appropriate or necessary for the benefit of investors.”

The SEC may issue an order to prohibit, conditionally or unconditionally, permanently or temporarily, any person who has violated section 10(b) of the 1934 Act from acting as an officer or director of an issuer if the SEC has found that such person's conduct "demonstrated unfitness" to serve as an officer or director of any such issuer.

### **Temporary Freeze Authority for the SEC**

Pursuant to Section 1103 of the Sarbanes Oxley Act of 2002 – The SEC is authorized to freeze the payment of an extraordinary payment to any director, officer, partner, controlling person, agent, or employee of Beneficial Bancorp, Inc. and Beneficial Bank during an investigation of possible violations of securities laws.

### **Debts Non-Dischargeable if Incurred in Violation of Securities Fraud Laws**

Pursuant to Section 803 of the Sarbanes Oxley Act of 2002 as amended from Section 523(a) of Title 11 – Bankruptcy – Debts may not be dischargeable in bankruptcy if incurred in violation of securities fraud laws.

## **DETAILED POLICIES AND PROCEDURES**

This Code does not contain all of the policies of the Company or all of the details of the policies that are included. The Company has written policies and procedures, including but not limited to those that are contained in its Employee Handbook, that provide more information on some of the topics in this Code.

Talk to your supervisor about the Company's policies and procedures that you are responsible for following in your job and make sure that you have reviewed and understand them.

## **ADMINISTRATION OF THE CODE OF ETHICS AND BUSINESS CONDUCT**

This Code shall be administered by the Company's Human Resources Department. Any questions and further information on the Code should be directed to this department.

The Code is available on the Company's website. It is the responsibility of the Human Resources Department to annually reaffirm compliance with the Code and to obtain a signed certificate that each employee, officer and board member has read and understands the guidelines and will comply with them. Employees, officers and board members will be required to acknowledge that they have read the Code and will comply with its provisions.

### **Every Employee Has an Obligation to:**

- comply with the Code, which prohibits violation of local, state, federal or foreign laws and regulations applicable to our businesses, and requires compliance with all Company policies, including any special policies or procedures implemented by specific Company business units;
- be familiar with laws and Company policies (including but not limited to those contained in the Company's Employee Handbook) applicable to his/her job and communicate them effectively to subordinates;
- ask questions if a policy or the action to take in a specific situation is unclear;
- be alert to indications and/or evidence of possible wrongdoing; and
- report violations and suspected violations of this Code to the appropriate person as described in "How to Report a Violation" below and elsewhere in this Code.

The Company's managers have a particular responsibility to notice and question incidents, circumstances and behaviors that point to a reasonable possibility that a violation of this Code has occurred. A manager's failure to follow up on reasonable questions is, in itself, a violation of Company policy.

### **How to Ask a Question**

Whenever possible, an employee should work with his/her immediate supervisor to get answers to routine questions.

If a supervisor's answer does not resolve a question or if an employee has a question that he/she cannot comfortably address to his/her supervisor, he/she should go to the Director of Human Resources or their Division Executive Vice President.

Executive officers and board members may bring any questions to the Chairman of the Board or the Chairman of the Audit Committee.

### **How to Report a Violation**

Any employee having information about a violation (or suspected violation) of this Code should report the violation to his or her immediate supervisor. You may also anonymously report the violation in writing to the Human Resources Department c/o the Ethics Office of Beneficial Bancorp, Inc., P.O. Box 43512, Philadelphia, Pennsylvania 19106. You may also use the Whistleblower Hot Line:

Voicemail: 866-759-7895

E-Mail: [bncl@openboard.info](mailto:bncl@openboard.info)

Secure Web Form: <http://www.openboard.info/bncl/>

Executive officers and board members may submit any reports of violations (or suspected violations) of this Code in writing to the administrators of the program, as well as anonymously to Human Resources at the above address.

If the violation involves the president and chief executive officer, then the employee should report the violation by informing the Chairman of the Audit Committee.

Concerns regarding questionable accounting or auditing matters should be handled under the procedures for confidential, anonymous submissions established by the Audit Committee. These include the procedures listed on the proceeding page including the Whistleblower Hot Line.

### **Follow-up to the Report of a Violation**

The Human Resources Department may arrange a meeting with the employee to allow the employee to present a complete description of the situation. The Human Resources Department will take the matter under consideration, including undertaking any necessary investigation or evaluation of the facts related to the situation and, after consultation with the Auditor, shall render a written decision, response or explanation as expeditiously as possible. Individuals who are alleged to be involved in a violation will not participate in its investigation.

### **Determining Whether a Violation Has Occurred**

If the alleged violation of this Code concerns an executive officer or board member, the determination of whether a violation has occurred shall be made by the Audit Committee of the Board of Directors and the Director of Human Resources, in consultation with such external legal counsel as the Audit Committee deems appropriate.

If the alleged violation concerns any other employee, the determination of whether a violation has occurred shall be made by the Director of Human Resources in consultation with such external legal counsel as such officer deems appropriate.

In determining whether a violation of this Code has occurred, the committee or person making such determination may take into account to what extent the violation was intentional, the materiality of the violation from the perspective of either the detriment to the Company or the benefit to the board member, executive officer or employee, the policy behind the provision violated and such other facts and circumstances as they shall deem advisable.

Acts or omissions determined to be violations of this Code by other than the Audit Committee under the process set forth above shall be promptly reported by the Human Resources Department to the Audit Committee and by the Audit Committee to the board.

### **Confidentiality of Reports of Suspected Violations**

Reports of suspected violations will be kept confidential to the extent possible and consistent with the conduct of an appropriate investigation.

### **No Retaliation**

The Company will neither engage in nor tolerate any retaliation against an employee who has, in good faith, reported a violation of this Code or served as a witness or participant in the investigation process. Further, the Company will neither engage in nor tolerate retaliation against any person who serves as a witness or otherwise participates in the

investigatory process or any such reported violation, nor against someone who is associated with any person who reports a violation.

### **Consequences of a Violation**

Employees who violate this Code, or who fail to report violations, of which they are aware or should be aware, will subject themselves to disciplinary action up to and including dismissal. Some violations may also result in civil liability and/or lead to criminal prosecution.

### **Prior Approvals**

Whenever the requirement for prior approval appears in this Code, it means that a writing setting forth the pertinent facts of the situation under consideration shall be submitted according to the following process.

If a request for prior approval relates to an executive officer or board member, the determination with respect to the approval shall be made by the Audit Committee of the Board of Directors, in consultation with such external legal counsel as the Audit Committee deems appropriate.

If a request for prior approval relates to any other employee, the determination shall be made by the Auditor, in consultation with the Human Resources Department, unless the matter is quantitatively or qualitatively material or outside the ordinary course of business, in which case such determination shall be made by the Audit Committee.

All approvals (other than those approved by the Audit Committee) shall be promptly reported to the Audit Committee.

### **Waivers**

Employees, officers and board members of the Company are expected to follow this Code at all times. You must request a waiver of a provision of this Code if there is a reasonable likelihood that your contemplated action will violate the Code.

Generally, there will be no waivers to the Code. However, in rare circumstances, conflicts may arise that necessitate waivers. In these instances, waivers for employees will be determined on a case-by-case basis by the Company's Human Resources Director with the advice of the Company's President and Chief Executive Officer, unless the matter is quantitatively or qualitatively material or outside the ordinary course of business, in which case such determination shall be made by the Company's board of directors.

Any waivers of this Code for any executive officer or board member of the Company must be determined by the board of directors, in consultation with such external legal counsel as deemed appropriate, and promptly be disclosed to stockholders.



## Updates and Changes

This Code may be reissued from time to time to remind employees, officers and board members of its specifics and to make changes and clarifications as deemed necessary.

## CONTACTS

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Audit Committee Chairman  
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Mr. Edward M. Mason  
Senior Vice President, Chief  
Auditor  
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Human Resources Department c/o  
Ethics Office of Beneficial Bancorp, Inc.  
P.O. Box 43512  
Philadelphia, PA 19106

Whistleblower Hot Line:  
Voicemail: 866-759-7895  
E-mail: [bncl@openboard.info](mailto:bncl@openboard.info)  
Secure Web Form: <http://www.openboard.info/bncl/>