



National Rural Utilities  
Cooperative Finance Corporation

# Code of Conduct and Business Ethics

*Excellence and Integrity Every Day*



## A Message from the CEO



As we build on the success of our first 50 years, CFC continues to be guided by ethical principles that uphold our values of service, integrity and excellence in all we do.

As a nonprofit organization created and owned by America's electric cooperative network, our obligation to act with integrity is critical to our business model. We hold a position of trust within the member and cooperative community that we must never compromise. The CFC Code of Conduct is fundamental to the task of directing our behaviors and maintaining such trust.

This code is designed to guide us in making appropriate decisions about our choices and interactions as CFC employees, whether with coworkers, members or those outside the electric cooperative network. Each of us needs to know, understand and apply these principles in our daily work, regardless of our function or level in the organization.

We all have an obligation to bring CFC's Code of Conduct to life so that we can remain the rural electric network's most trusted financial resource. As you read this code, we ask you to remember that ethical conduct makes good business sense and remains essential to CFC's continued success.

I thank you for your commitment.

Sheldon C. Petersen  
Chief Executive Officer

# CFC Code of Conduct

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# Overview

When we follow through on our promise to deliver the highest levels of service, integrity and excellence, it builds CFC's brand and bolsters our reputation as a trusted lender and advisor to the electric cooperative network. This can happen only with the cooperation and hard work of every CFC employee.

Every decision we make as employees impacts not only CFC's reputation but our co-workers, members, investors and other stakeholders as well. Regardless of the nature of the decision, keep the following in mind to help you make informed and thoughtful decisions:

- Make sure you have the relevant facts
- Take into account relevant federal and state laws, rules, and regulations (**Laws**) and CFC policies, practices and procedures (**Policies**)
- Consider if there are any Conflicts of Interest
- Consider potential options and consequences
- Uphold CFC's values

## CFC CODE OF CONDUCT

The CFC Code of Conduct (the **Code**) has several purposes, including to:

1. Identify the key expectations of each CFC employee
2. Highlight areas of ethical risk that employees may encounter
3. Offer guidance and resources to employees faced with ethical issues
4. Provide tools to identify and report unethical conduct
5. Foster a culture of integrity and accountability

Keep in mind, however, that the Code cannot replace the thoughtful behavior of an ethical employee. Also, the Code cannot address all the possible situations an employee may face. Dishonest, unethical or illegal actions are a violation of this Code, whether or not such conduct is specifically addressed.

The Code contains general standards of behavior. You should read this Code in conjunction with the CFC Employee Handbook and Policies that relate to your specific duties as a CFC employee. All employees are expected to know and understand the Code and follow its principles.

For additional information about Code updates, Policies, enforcement and defined terms, see the last section of the Code entitled, "*Additional Information about the Code*".



## Where to Report and Get Additional Help

There are several ways to report possible violations of Laws, Policies or the Code and to get assistance if you face a dilemma about your actions or questions about the Code. You may contact:

- Your manager
- Senior Vice President & Chief Administrative Officer
- Any Senior Vice President (**SVP**)
- Human Resources
- Legal Services Group (including Compliance)
- Ethics Helpline and Web Portal

Generally, the first place to report or ask questions is to your immediate supervisor. Your manager is knowledgeable about the problems you may encounter and who in your business group may have other relevant facts. If you are not comfortable reporting to or asking questions of your manager, or believe they have not handled or may not handle your concerns properly, you may contact any of the above.

Any report of a violation of the CFC Code of Conduct made in good faith will be investigated promptly and, if required, appropriate action for violations will be taken after due consideration of all the facts and circumstances.

### ANONYMOUS REPORTING

The Ethics Helpline and Web Portal are available to all employees to report potential violations or ask questions about the Code. Both allow employees to communicate anonymously.

Reports to the Ethics Helpline and Web Portal concerning accounting, internal accounting control or auditing matters will be reported directly to the Audit Committee of the CFC Board of Directors.

### HANDLING OF INFORMATION

In certain situations CFC may have a legitimate business reason to preserve the confidentiality of information shared in the course of an investigation. If CFC determines that confidentiality is needed, employees must follow any confidentiality instructions.

### COOPERATE WITH INVESTIGATIONS

You are required to cooperate fully with any internal or external investigation, including but not limited to those involving ethical issues or complaints of discrimination or harassment. You should never withhold, tamper with, falsify or fail to communicate relevant information in connection with an investigation.

### Contacting Compliance

You can contact Corporate Compliance at:

- 703-467-3078
- [Compliance-ControlRoom@NRUCFC.coop](mailto:Compliance-ControlRoom@NRUCFC.coop)

For additional information and resources on reporting, compliance requirements, and Policies, see the Corporate Compliance home page on CFC Connect.

### Anonymous Reporting

Ethics Helpline – 866-293-2601

Web Portal – [www.nrucfc.ethicspoint.com](http://www.nrucfc.ethicspoint.com)

### CFC Non-Retaliation Policy 1.14

CFC will not tolerate any retaliation against an individual who makes a good faith report about potential illegal or unethical conduct, or any violation of Law, Policy or the Code. Acts of retaliation should be reported immediately to the SVP & Chief Administrative Officer, an SVP or anyone in management.

# Cooperative and CFC Values

Cooperatives are based on the principles of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

At CFC, we exist solely to support the success of our electric cooperative members. We do this by following the cooperative principles in order to provide our members with the highest levels of service, integrity and excellence in every product and service we provide.

We value service by delivering accurate, responsive and timely financial and business solutions. We value integrity by living the spirit of the cooperative principles through honest and ethical conduct. We value excellence by striving to exceed expectations through teamwork, leadership and innovation.

We describe each of our values using the following key words:

## **Service**

Responsiveness, accuracy, creativity, exceeding customer expectations, nurturing relationships, adaptability, teamwork and collaboration.

## **Integrity**

Ethical behavior, honesty, professionalism, respect, confidentiality and personal accountability.

## **Excellence**

Making a difference, innovation, teamwork, professional development, competency, leadership, accountability and adaptability.

## What are the Cooperative Principles

### **Voluntary and Open Membership**

Cooperatives are voluntary organizations open to all persons able to use their services and willing to accept the responsibilities of membership.

### **Democratic Member Control**

Cooperatives are democratic organizations controlled by their members who actively participate in setting their policies and making decisions

### **Members Economic Participation**

Members contribute equitably to, and democratically control, the capital of their cooperative.

### **Autonomy and Independence**

Cooperatives are autonomous, self-help organizations controlled by their members.

### **Education, Training and Information**

Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of the cooperative.

### **Cooperation Among Cooperatives**

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together.

### **Concern for Community**

Cooperatives work for the sustainable development of their community.

# Conducting Business at CFC

Good business relationships are based on integrity and trust. You are expected to act in an ethical manner at all times when performing your job and conducting business matters.

From time to time, situations involving ethical issues may arise where it may be challenging to determine the proper course of action. When this happens, ask yourself some basic questions:

- How would this action look to our members or investors?
- Does this action conflict with the Cooperative Principles?
- Could this action harm CFC's reputation, goals, mission or values?
- Can I justify the action to my supervisor or a member of the CFC Board of Directors?
- Does this action make me uncomfortable because it appears to conflict with a Law or a Policy?

It may seem easier to say nothing or look the other way, but taking no action may have serious consequences. You have the responsibility to speak up if you see or suspect activity which may violate Policy or the Code.

Of course, making the right choice also means making sure each decision you make complies with applicable Law. If you have any questions about applicable Law or the possible legal effects of any decision you may make, contact the Legal Services Group.

## PREVENT DISHONESTY

CFC's business requires the handling of and accounting for thousands of financial transactions each business day. We have strict rules to guard against fraud or dishonesty and to address such problems when they occur.

You are prohibited from falsifying any CFC document, including any book, record or account that reflects transactions of CFC or dispositions of CFC's assets.

If you prepare reports or company records based on information provided by others, you must exercise reasonable care to be sure that those reports or records do not contain misrepresentations or misleading information.

If you detect or suspect fraud, dishonesty, or the offer, solicitation, payment or receipt of bribes, kickbacks or other unusual payments by any employee of CFC, any provider of goods or services to CFC, or any CFC member, you should report it immediately to Corporate Compliance or follow one of the other reporting methods previously described.



## Prevent Dishonesty CFC Policies & Practices

### Organizational Policy #1.15

Complaints Regarding  
Accounting/Auditing/Internal  
Account Control Irregularities and Anti-  
Retaliation

CFC Practice – Fraud Risk Management

## COMPETITIVE INFORMATION

All information about our competitors (such as pricing, interest rates, credit terms, financial reports, marketing and business plans) will be sought and used only when the collection and use of such information is ethical and lawful. No employee should seek or encourage the gathering of information through misrepresentation, improper means or theft.

If you come to possess competitive information that is marked proprietary and/or confidential or you believe it may have been obtained improperly, send the information to the Legal Services Group. Do not share with anyone else. They will direct you on how to handle the information.

## FAIR DEALING

CFC will deal fairly with all third parties, including members, vendors, financial institutions, competitors and employees. When transacting business, no employee should take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair practice.

No employee may enter into any illegal understanding or agreement with a competitor that may increase prices, divide territory or negatively affect competition for products or services.

## CFC SOCIAL MEDIA

CFC has established official social media accounts for communicating CFC information to its stakeholders and the general public. These official social media accounts are to be used for CFC business purposes only. Use of these accounts is strictly limited to Corporate Relations Group employees responsible for public communications.

## USE OF CFC SYSTEMS

All CFC equipment, systems and information are owned by CFC. Employees should not expect that any activity using CFC equipment or systems is or will remain private.

### Competitive Information CFC Policies & Practices

CFC Practice – Competitive Information

### CFC Social Media CFC Policies & Practices

Organizational Policy #1.21  
Use of Social Media

### Use of CFC Systems CFC Policies & Practices

CFC Employee Handbook - 703  
Use of Company Equipment and Systems



# Protecting Stakeholder Information

Each of us has an obligation to protect the confidential or sensitive information of CFC, our members, co-workers, vendors and other stakeholders. Such information should only be used for CFC corporate purposes, and should be communicated, both within CFC and outside CFC, only to those individuals who need to know the information to conduct CFC business.

There are three general types of information: Public, Confidential and Sensitive. Below is a description of each:

- **Public Information.** Public Information is readily available outside CFC, such as information about CFC in SEC filings, press releases or on CFC's website to the extent accessible to the general public.
- **Confidential Information.** All information that is produced or received by CFC is Confidential Information unless it is Public Information as described above.
- **Sensitive Information.** Sensitive Information is Confidential Information that has a high degree of sensitivity because (i) public disclosure could cause harm to CFC's business or its members' businesses, or (ii) Laws restrict how it may be used. Three examples of Sensitive Information are personally identifiable information, employee data and non-public member information.

Confidential and Sensitive Information is CFC property and must not be inappropriately used outside of CFC's business or inappropriately disclosed to members, competitors, financial analysts, the press or other third parties.

## PERSONALLY IDENTIFIABLE INFORMATION

CFC is required by Law to protect personally identifiable information it receives or stores in connection with its business. Personally identifiable information is information that identifies an individual and could be used to (i) access an individual's credit or banking accounts, (ii) steal an individual's identity, or (iii) reveal medical information of any kind.

### Protecting Stakeholder Information CFC Policies & Practices

#### Organizational Policy #1.07

Ethics Policy – Use of Confidential Information

CFC Practice – CFC Information Security

## EMPLOYEE DATA

Personally identifiable information about CFC employees (such as social security numbers, medical information or other information that identifies a specific individual) and all information relating to employment matters (e.g., performance documentation, salary, benefits) must be treated as Sensitive Information and may only be communicated by Human Resources to those individuals who need the information to discharge their duties.

## MEMBER INFORMATION

All information relating to specific members of CFC (as opposed to aggregated member data that does not identify a specific member) that employees receive or create in the course of performing their duties must be treated as Sensitive Information and should be held in the strictest of confidence. Specific member information must be used solely for CFC's corporate purposes and cannot be provided to anyone outside CFC, including other members, without the prior written consent of (i) the CEO, the SVP & Chief Administrative Officer or any SVP and (ii) the member whose information is being disclosed.

## SAFEGUARDING INFORMATION

You are responsible for safeguarding the Confidential and Sensitive Information of CFC and its employees and other stakeholders. Be sure to properly secure access to your work area, computer, laptop, telephone, voicemail, iPhone and facsimile machine from unauthorized access. Be familiar with the CFC Information Security Practice, including making sure:

- You never share your passwords with others unless it is being provided to a CFC Business Technology Service member in connection with resolving issues with your devices;
- Your password meets the criteria requirements set forth in the practice;
- You do not forward or send CFC Confidential Information to a personal e-mail account; and
- You do not access content on a CFC device or device connected to CFC's information systems that may pose a security risk to CFC.

Additionally, do not discuss sensitive matters or Confidential Information in public areas, including open workplace areas such as cubicles or on speaker phones, in an airport or on the Internet.

# Q&A

## Member Information

**Q:** Can we share member information with other members or third parties?

**A:** Any non-public information about a specific member may not be shared with other members or third parties without the prior consent of the CEO, SVP & Chief Administrative Officer or any SVP. Such information will only be shared if CFC has express authorization from the member. However, aggregated information (information that does not identify a specific cooperative such as KRTA information) may be shared with other members or third parties if there is a business need and its use is approved by the SVP & Chief Administrative Officer or an SVP.

## Safeguarding Information CFC Policies & Practices

### Organizational Policy #1.07

Ethics Policy – Public Communications

CFC Practice – CFC Information Security

# Use of Non-Public Information

In the course of your employment at CFC you may receive material information about CFC or other companies that have publicly traded securities (for example, Farmer Mac) that has not been disclosed to the general public. If this information could, if known, affect a reasonable investor's decision to buy or sell the securities of CFC or another company, there are restrictions on how this information can be used.

Examples of material, non-public information include:

- Unpublished financial results and reports;
- Actions by the rating agencies that have not been publicly disclosed;
- Developments in material litigation, regulatory actions or proceedings;
- Major corporate developments or transactions that have not been disclosed publicly;
- Any event affecting a particular security (e.g. , redemption, repurchases); and
- Any other information that could influence a reasonable investor's decision to buy or sell securities of CFC or other companies.

## COMMUNICATIONS WITH ANALYSTS, MEMBERS AND INVESTORS

As a company with publicly traded securities, securities Laws require CFC to be transparent and fair to all investors when it discloses material, non-public information. CFC cannot make disclosures of certain material, non-public information to one group of investors (such as analysts, members and individual investors) without also disclosing this information publicly to all investors at the same time. Information is not public unless it has been disclosed in a press release, an SEC filing (Form 10-K, 10-Q or 8-K) or on CFC's public facing website.

In order to ensure compliance with these Laws, only authorized CFC spokespersons are allowed to speak or issue statements to analysts and investors. No other employees are authorized to respond to inquiries from analysts and investors unless expressly approved by an authorized CFC spokesperson. If you believe that material, non-public information may have been disclosed unintentionally, or if you have any questions on communications to investors, contact the Legal Services Group.

**Communications with Analysts,  
Securityholders and Others  
CFC Policies & Practices**

**CFC Practice – Regulation FD:  
Communications with Analysts, Securityholders  
and Others**

### INSIDE INFORMATION

The use of non-public, material information you may have about CFC in your decision to purchase or sell securities is unethical, is prohibited by Law, and could result in personal liability for you. This includes directly or indirectly “tipping” others who might decide to purchase or sell securities on the basis of that information.

### WINDOW PERIODS

In order to avoid even the appearance of improper insider trading, employees are permitted to engage in transactions in CFC securities only during established “**Window Periods.**” The Window Periods will generally open three business days after CFC releases its annual and quarterly financial results and remain open for 30 business days thereafter. However, keep in mind that Window Periods may open or close at other times as well.

Corporate Compliance will send an email to all employees with “*CFC Securities Window Period Status*” in the subject line announcing the opening and closing of the next Window Period. An additional email with the same subject will be sent the day the Window Period closes.

It is each employee’s responsibility to trade CFC securities only during the Window Periods and observe any other trading restrictions on CFC or other company securities set forth in these emails unless the transaction has been approved by Corporate Compliance. A requested transaction is not considered approved until receipt of a confirmation email from Corporate Compliance.

## Q&A

### Insider Trading

- Q:** What is insider trading?
- A:** Public companies must follow special laws and regulations requiring public disclosure of certain information about the company. Making such information public is meant to allow anyone who wants to trade a company’s securities to have access to the same information as everyone else who trades the same security. If someone within a company (an “insider”) used information that was not yet public to trade that company’s security (or to help someone else do so), that insider would have an unfair advantage over those without access to that information.
- To “level the playing field,” the government makes “insider trading” illegal.



# Communications Outside of CFC

Communication with the media, members generally, or the general public (**Public Audiences**) is a direct reflection on CFC and may have a significant impact on CFC's reputation. This includes speeches, articles and position papers, as well as statements made on listservs, social media sites and other online forms of communication.

Except for communication in the ordinary course of performing staff obligations to CFC, all verbal or written communications to Public Audiences concerning CFC, or that may be construed as statements made on behalf of CFC, should be reviewed and approved by the CEO, the SVP & Chief Administrative Officer or any SVP prior to dissemination.

## COMMUNICATIONS WITH THE MEDIA

Employees should not speak to the media on behalf of CFC without prior written consent from the CEO, SVP & Chief Administrative Officer or any SVP—even “off the record.” If you receive a call from a reporter or other media outlet, you should direct it to the SVP, Corporate Relations Group, or the Vice President, Corporate Communications.

## SOCIAL MEDIA

CFC understands that many people engage in social networking on their own time using personal equipment. Employees should understand that actions on social media sites are potentially visible for the entire social networking community and are not private matters. CFC will take action regarding any content that violates its policies or is unlawful. Accordingly, the following rules apply to the use of social media:

- Do not post or disclose any non-public information about our members;
- Do not post or disclose any CFC trade secrets and other private or Confidential Information;
- Do not make postings that include discriminatory remarks, harassment and/or threats of violence or similar inappropriate or unlawful conduct; and
- Do not post statements, photographs, video or audio that reasonably could be viewed as malicious, obscene, threatening or intimidating, that disparages customers, members, employees or suppliers or that might constitute harassment or bullying.

### Communications with the Media CFC Policies & Practices

Organizational Policy #1.07

Ethics Policy – Public Communications

### Social Media CFC Policies & Practices

Organizational Policy #1.21

Use of Social Media

CFC Employee Handbook - 714

Use of Social Media

# A Safe, Healthy Workplace

CFC is committed to delivering the highest standards of service and excellence not only to our members but also to our fellow employees. As part of that, we do our best to provide employees with a safe and healthy work environment. This includes the work environment we create in the way we treat each other.

We comply with applicable state and federal Laws so we can provide a positive workplace. We are always open to employee input to ensure that we continue to provide this type of environment.

## EQUAL EMPLOYMENT AND NON-DISCRIMINATION

The Board of Directors reaffirms that it is CFC's policy to ensure equal employment opportunity without discrimination or harassment. CFC shall recruit, hire, train, and promote individuals and administer all personnel actions, without regard to race, color, religion, creed, age, sex, sexual orientation, disability, citizenship, national origin or ancestry, marital status, status as a disabled veteran, genetic information or any characteristic protected by applicable Law.

## ANTI- HARASSMENT

It is the policy of CFC to promote a work environment free from any type of harassment of one employee by another employee or third party over whom CFC has control and/or on our premises. Each CFC employee is responsible for supporting and promoting this policy.

## WORKPLACE SAFETY

CFC's workplace violence policy applies to violent or threatening conduct of any kind, whether it is directed against a CFC employee, member or outside party and whether it occurs on CFC's property, at a CFC sponsored event or under other circumstances that may negatively affect CFC's reputation or ability to carry on its work.

## DRUG-FREE WORKPLACE

CFC is a substance-free workplace. We do not tolerate the misuse of controlled substances or being under the influence of alcohol or illegal substances at work.



### Equal Employment and Non-Discrimination CFC Policies & Practices

CFC Employee Handbook – 103  
Equal Employment Opportunity

CFC Employee Handbook - 713  
Non-Discrimination Statement

### Anti- Harassment CFC Policies & Practices

Organizational Policy #1.08  
Anti-Harassment Policy

### Workplace Safety CFC Policies & Practices

Organizational Policy #1.12  
Workplace Violence Prevention

CFC Employee Handbook - 704  
Workplace Violence Prevention

### Drug-Free Workplace CFC Policies & Practices

CFC Employee Handbook - 705  
Drug and Alcohol Use

# Avoiding Conflicts of Interest

Employees are expected to uphold the CFC value of integrity in all business dealings. This includes avoiding Conflicts of Interest. A **Conflict of Interest** occurs when an individual's private interest (including the interest of an immediate family member or other personal or business relationship) interferes in any way with the interests of CFC. Conflicts of Interest can take many forms and can be actual or perceived. Such situations may interfere with your judgement or ability to properly fulfill your responsibilities to CFC.

While it's important to be aware of conflicts of interest and take steps to avoid them, it is impossible to describe every situation in which a Conflict of Interest may occur. Ask yourself this question: Do I have some personal interest in the decision being made (such as using a friend's company to provide services to CFC) that could cause me to consider factors other than what is in the best interest of CFC? If you answer "yes," a Conflict of Interest exists.

## NOTIFYING CFC OF CONFLICTS OF INTEREST

You must notify Corporate Compliance of any business relationship or proposed business transaction CFC may have with any person in which you or an immediate family member has a direct or indirect interest or from which you or an immediate family member may derive a benefit, if such a relationship or transaction might give rise to a Conflict of Interest.

CFC has a number of official corporate Policies to help employees both recognize and avoid common Conflicts of Interest. Below are examples of common Conflicts of Interest.

## CORPORATE OPPORTUNITY

All employees owe a duty to CFC to advance its interests when the opportunity arises. Employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) CFC business opportunities that are discovered in the course of working for CFC.

## THIRD PARTIES

A Conflict of Interest may arise from relationships with third parties or other service providers. If you are authorized to approve or award an order, contract or other commitment to third parties for goods and services, you must do so based on objective business standards and by acting in the best interest of CFC.

## Q&A

### Conflict of Interest

**Q:** What is a Conflict of Interest?

**A:** A Conflict of Interest occurs when a question of loyalty arises between an employee's interests (financial or otherwise) and his or her responsibilities at CFC. Personal conflicts create the potential for an employee to put his or her own interests ahead of what's best for CFC and its stakeholders. Business conflicts may occur when the goals of members, vendors, partners or investors conflict with the best interests and objectives of CFC.

## ACCEPTING GIFTS AND ENTERTAINMENT

The giving or receiving of excessive gifts can lead to perceived obligations that may be inappropriate or may result in an actual or apparent Conflict of Interest in the workplace, which must be avoided.

Accordingly, employees may never:

- Accept gifts of cash in any amount;
- Accept or give gifts worth more than \$100 in any calendar year to or from any person (member, vendor or investor) doing business with CFC;
- Solicit gifts or business entertainment from any person doing business with CFC;
- Accept or allow an immediate family member to accept gifts, business entertainment, or any other type of preferential treatment from any person that did, does or will do business with CFC; or
- Accept a gift if there is a possibility that it may jeopardize CFC's reputation.

If you do receive a gift outside of the above limitations you must promptly report it to Corporate Compliance.

## OUTSIDE ACTIVITIES AND EMPLOYMENT

A Conflict of Interest, or the appearance of one, may arise if you engage in outside activities for which you receive any form of compensation or reimbursement and which are inconsistent with CFC's interests.

It is your responsibility under the Code to avoid situations in which your loyalty to CFC could be compromised. Determining whether a particular situation would create a Conflict of Interest, or an appearance of a conflict, may require the analysis of the specific factual circumstances and the consideration of many factors. You are encouraged to seek the advice of your manager, the SVP & Chief Administrative Officer, an SVP, the Legal Services Group, or Corporate Compliance if you have any question as to whether participation in specific outside activities is appropriate. Some general considerations:

- Does the activity adversely affect my ability to perform my CFC duties effectively?
- Does the activity compete with the business of CFC?
- Does the activity involve significant use of the equipment, supplies or facilities of CFC?
- Does the activity imply sponsorship or support by CFC of other organizations whose interests are adverse to those of CFC?
- Does the activity adversely affect the reputation of CFC?

If you do engage in outside activities, you must not misuse CFC resources while pursuing such activity (including physical space, supplies, communication methods or time) or allow any outside activity to interfere with your job performance.

## Q&A

### Gift Limitation

**Q:** Why does CFC have a \$100 gift limitation?

**A:** Our business decisions must always be made in the best interest of CFC. Accepting gifts of a value greater than \$100 may lead us to feel indebted to the giver thereby affecting our judgment. It may also give the impression to other CFC stakeholders that we are favoring one stakeholder over another.

### Accepting Gifts and Entertainment CFC Policies & Practices

Organizational Policy #1.07

Ethics – Gifts and Other Offers

### Outside Activities and Employment CFC Policies & Practices

Organizational Policy #1.07

Ethics – Outside Activities



## BRIBES, KICKBACK AND OTHER ILLEGAL PAYMENTS

You may not accept or give bribes, kickbacks or other illegal or unethical payments. This includes giving, promising or offering money or anything of value to any person (including a foreign government official) for the purpose of improperly influencing a decision, securing an advantage, avoiding a disadvantage or obtaining business for CFC.

If you detect or suspect the offer, solicitation, payment or receipt of bribes, kickbacks, or other unusual payments by an employee of CFC, any provider of goods or services to CFC, or any CFC member, you should report it immediately to your manager, the SVP & Chief Administrative Officer, an SVP, the Legal Services Group, or Corporate Compliance.

For more information about bribes, kickbacks or illegal payments, see the *FCPA: U.S. Foreign Corrupt Practices Act Practice* on Connect.

## LOANS, DISCOUNTS AND PREFERENTIAL TREATMENT

Employees may not solicit or accept personal loan terms, investment opportunities, loan guarantees or any other similar treatment or benefits that are offered as an attempt to obtain favorable treatment in dealing with CFC. In addition, CFC is restricted by certain Laws and Policies from making or arranging for personal loans and extensions of credit to its executive officers and directors.

## POLITICAL CONTRIBUTIONS AND ACTIVITIES

No one other than the CEO or the SVP, Corporate Relations Group may make a political contribution on behalf of CFC.

You may make personal political contributions, within acceptable legal limits, to candidates, parties and other entities that make political expenditures. Employee political contributions must be made out of your own funds, in your personal capacity, and are not reimbursable.

Under no circumstances may you pressure an employee to make political contributions or use CFC property to fundraise for your own political causes.

### Bribes, Kickbacks and Other Illegal Payments

#### CFC Policies & Practices

CFC Practice – FCPA: U.S. Foreign Corrupt Practices Act

### Loans, Discounts and Preferential Treatment

#### CFC Policies & Practices

##### Organizational Policy #1.17

Related Person Transactions and Related Credits

# Managing Risk

Managing risk is essential for CFC to continue to meet the financial needs of our members. For CFC to effectively manage risk, each of us must:

- **Take Ownership** – Act responsibly, be proactive in finding and fixing issues, and make decisions as if our own reputation is at stake.
- **Speak Up** – Speaking up and fostering an environment where speaking up is encouraged is critical to managing CFC's risk. Employees are encouraged to notify their manager, Corporate Compliance, or the Legal Services Group immediately when they have identified a potential material risk to CFC.
- **Proactively Identify Risks** – In performing your day to day duties, regularly consider the risks involved in your activities and engage others in identifying and mitigating risks.

## FRAUD RISK MANAGEMENT

CFC is committed to the prevention and timely detection of fraud and misconduct. CFC has developed a combination of preventative anti-fraud controls at various levels of the organization and periodically conducts risk assessments to identify, analyze and respond to key fraud risks. This process is intended to provide CFC assurance that fraud and misconduct are detected and mitigated on a timely basis.

In order to ensure CFC's fraud controls work properly, we are all required to report any information that we have regarding suspected fraud incidents through one of the following ways:

- Your Manager
- SVP & Chief Administrative Officer
- Your SVP
- Human Resources
- Legal Services Group (including Corporate Compliance)
- Ethics Hotline or Web Portal

For more information about fraud risk management, see the *Fraud Risk Management Practice* on Connect.

## Q&A

### Recognizing Fraud

**Q:** What is fraud?

**A:** Fraud is any act or failure to act with an intention to deceive others that either harms CFC or benefits an individual. Note that failing to act when you see fraud is also considered fraud. So to use a phrase we are all familiar with: If you see something, say something.

### Fraud Risk Management CFC Policies & Practices

Organizational Policy # 2.13  
Risk Management

CFC Practice – Fraud Risk Management

## BUSINESS EXPENSES

Each employee is responsible for knowing the current travel practice and making sure all expenses are made in accordance with the practice. This includes:

- Making travel arrangements as early as possible;
- Incurring expenses that are consistent with the business need for travel and are “**Reimbursable Expenses**” under the travel practice;
- Submitting accurate expense reports within 30 days of travel;
- Including receipts for all expenses greater than or equal to \$25;
- Booking pre-planned travel through CFC’s designated travel agency; and
- Using the Corporate Credit Card solely for appropriate business expenses.

## Q&A

### Reimbursable Expenses

**Q:** What are reimbursable expenses?

**A:** Expenses that are reasonable in amount and necessary to the business need for travel are reimbursable expense. These include, air travel, hotel, reasonable business entertainment, car rental and meals. For a full list of all reimbursable expenses, and expenses that are not reimbursable, see the CFC Practice – Corporate Travel Policy.

### Business Expenses

#### CFC Policies & Practices

#### CFC Practice – Corporate Travel Policy

# Compliance with Laws and Regulations

While striving to be our members' most trusted financial resource is a goal we have set for ourselves at CFC, many of the standards we uphold in carrying out this goal are required by Law.

CFC will comply with the letter and spirit of all applicable Laws. If any employee is unclear as to whether they are complying with applicable Law in the course of performing their duties, they should seek advice from the Legal Services Group.

As a public reporting company, CFC is subject to a variety of Laws, and it is each employee's responsibility to be aware of the limitations imposed by these Laws and abide by them. Contact the Legal Services Group with any questions on the requirements of these Laws.

## LOBBYING DISCLOSURE ACT

There are Laws that prohibit or restrict employees from making any oral or written communication to one or more of the following "**Government Officials**" for the purposes of influencing legislation, regulation or government action or inaction: (i) elected or appointed officials, and (ii) employees of federal, state or local units of the US government. Violations of these Laws can result in liability for both CFC and the employee engaging in this activity.

In order to avoid such liability, do not do any of the following without the written approval of the SVP, Corporate Relations Group:

- Do not email, call, talk to, or otherwise communicate with a Government Official if the purpose of the communication is to influence government action or inaction;
- Do not provide gifts or travel to any Government Official; and
- Do not contact outside lobbyists for the purpose of influencing Government Officials.

## FINANCIAL RECORDS

CFC's accounting records must be complete, accurate and in reasonable detail. These records include accounting journals in which business transactions are initially recorded and other financial information used by CFC to make decisions or provided by CFC to regulators or investors. Generally accepted accounting principles require all underlying transactions and CFC assets to be properly authorized and recorded on a timely basis on CFC's books.

CFC has established internal accounting controls and records management Policies to meet both legal and business requirements. If you handle accounting records for CFC, you are required to adhere to CFC's *Records Management Policy* and any other procedures or controls that apply to those records.

### Lobbying Disclosure Act CFC Policies & Practices

CFC Practice – Lobbying Disclosure Act

### Financial Records CFC Policies & Practices

Organizational Policy # 1.16

Records Management

CFC Practice – FCPA:

U.S. Foreign Corrupt Practices Act



## ACCOUNTING AND CONTROL IRREGULARITIES

CFC is committed to compliance with applicable securities Laws and generally accepted accounting principles. Accordingly, employees have the responsibilities to report any suspected instance of securities Law violation, fraud or other irregularities that involve management or other employees who have a significant role in CFC's accounting, internal control or audit matters.

Employees should report their concerns directly to the General Counsel, Deputy General Counsel or Corporate Compliance.

Employees who wish to remain anonymous should report their concerns through the Ethics Helpline, 866-293-2601, or Web Portal, [www.nrucfc.ethicspoint.com](http://www.nrucfc.ethicspoint.com). Concerns reported through the Helpline or Web Portal will be forwarded directly to the Audit Committee Chair, the President of the Board, and certain members of the Legal Services Group.

The confidentiality of all matters reported will be maintained by CFC and will only be disclosed as needed to conduct an adequate investigation or as required by Law.

## RECORDS RETENTION

All company records, including paper and electronic, must be managed and maintained in accordance with the guidelines set forth in CFC's Records Management Program, which is located on the Corporate Records section of the LOG page on CFC Connect.

Records are only eligible for destruction once the retention period has expired and there are no other reasons to continue retaining the information. However, you are prohibited from destroying or altering any records that are potentially relevant to a violation of law, legal claim or any litigation, or to any pending, threatened or foreseeable internal or external investigation or audit, or government investigation or proceeding, or that you have been directed by a CFC attorney to retain.

### Accounting and Control Irregularities CFC Policies & Practices

#### Organizational Policy # 1.15

Complaints Regarding Accounting/Auditing/Internal Accounting Control Irregularities and Anti-Retaliation

#### CFC Anti-Retaliation Policy 1.15

CFC will not tolerate any retaliation against an individual who reports a compliant in good faith or participates in an investigation. Acts of retaliation should be reported to the SVP & Chief Administrative Officer, an SVP or the Deputy General Counsel.

### Records Retention CFC Policies

#### Organizational Policy # 1.16

Records Management

## Additional Information About the Code

Below is additional information about Code updates, Policies, enforcement and defined terms.

### CODE CERTIFICATION, AVAILABILITY AND REVISIONS

Employees will be expected to renew their ethical commitment to CFC by annually reviewing and certifying compliance with the Code. The current version of the Code is available to all employees on CFC Connect where it can be viewed and printed. The Code will be revised from time to time and a notice with all revisions will be posted on CFC Connect.

### POLICIES

On the right hand side of the Code you will find references to Policies and employee handbook sections that provide additional information about what is required from each employee under the Code.

### ENFORCEMENT

Failure to comply with the standards contained in the Code shall be considered a violation of corporate Policy and may be subject to appropriate disciplinary action, up to and including termination of employment.

Retaliation will not be tolerated against any individual who makes a good faith complaint about potential illegal or unethical conduct or a violation of any Law, Policy or the Code. Employees who report concerns they know are false may be subject to appropriate disciplinary action, up to and including termination of employment.

### DEFINED TERMS USED IN THE CODE

**Conflict of Interest:** Occurs when an individual's private interest (including the interest of an immediate family member or other personal or business relationship) interferes in any way with the interests of CFC.

**Laws:** Federal and state laws, rules and regulations.

**Policies:** CFC policies, practices and procedures.

**Public Audiences:** The media, members generally and the general public.

**Reimbursable Expenses:** Expenses that are reasonable in amount and necessary to the business need for travel, including air travel, hotel, car rental, reasonable business expenses and meals.

**Window Period:** A period of time established by Corporate Compliance during which CFC employees may buy or sell CFC securities without the approval of Corporate Compliance.

### CFC Code of Conduct

The Code is effective as of May 1, 2008, and was last revised in August 28, 2019. All CFC employees are expected to read this Code carefully as it is a valuable reference for understanding your responsibilities to CFC.

Many of CFC's corporate Policies provide more detailed information about matters that are covered by the Code. You should ensure that you are familiar with all corporate Policies that apply to your conduct at CFC, whether they are referenced in the Code or not, as they may be amended from time to time.

Nothing contained in this Code shall be construed as an employment contract or as creating any contractual obligations on the part of CFC or any employee, nor does anything in this Code expand or increase your legal rights or CFC's legal obligations.

Adhering to the Code will allow CFC to continue to embody the values of service, integrity and excellence. Our members and investors expect nothing less.