

**MAINSTREET BANK**  
**Code of Ethics**  
**Adopted by the Board of Directors on November 20, 2007**

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**General Philosophy**

The honesty, integrity and sound judgment of MainStreet Bank’s directors, officers and employees is essential to the reputation and success of the Bank.

This Code of Ethics governs the actions and working relationships of directors, officers and employees of MainStreet Bank with current and potential customers, consumers, fellow employees, competitors, government and regulatory agencies, the media, and anyone else with whom MainStreet Bank has contact. These relationships are essential to the continued success of MainStreet Bank as a financial services provider.

This Code of Ethics:

- Requires the highest standards for honest and ethical conduct, including proper and ethical procedures for dealing with actual or apparent conflicts of interest between personal and professional relationships.
- Requires full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by MainStreet Bank with governmental and regulatory agencies.
- Requires compliance with applicable laws, rules and regulations.
- Addresses potential or apparent conflicts of interest and provides guidance for directors, officers and employees to communicate those conflicts to MainStreet Bank.
- Addresses misuse or misapplication of MainStreet Bank property and corporate opportunities.
- Requires the highest level of confidentiality and fair dealing within and outside the MainStreet Bank environment.
- Requires reporting of any illegal behavior.

## **Conflicts of Interest**

A "conflict of interest" occurs when an employee's private interest interferes or appears to interfere in any way with the interests of MainStreet Bank. Employees are expected to avoid all situations that might lead to a real or apparent material conflict between self-interest and duties and responsibilities as an employee, officer or director of MainStreet Bank. Any position or interest, financial or otherwise, which could materially conflict with performance as an employee, officer or director of MainStreet Bank, or which affects or could reasonably be expected to affect independence or judgment concerning transactions between MainStreet Bank, its customers, suppliers or competitors or otherwise reflects negatively on MainStreet Bank would be considered a conflict of interest.

## **Confidentiality**

Nonpublic information regarding MainStreet Bank or its businesses, employees, customers and suppliers is confidential. MainStreet Bank employees, officers or directors are trusted with confidential information and should only use such confidential information for the business purpose intended. Confidential information should not be shared with anyone outside of MainStreet Bank, including family and friends, or with other employees who do not need the information to carry out their duties. Employees may be required to sign a specific confidentiality agreement in the course of employment at MainStreet Bank, and remain under an obligation to keep all information confidential even if your employment with MainStreet Bank ends.

The following is a non-exclusive list of confidential information:

- (i) Trade secrets, which include any business or technical information, such as formula, program, method, technique, compilation or information that is valuable because it is not generally known.
- (ii) All rights to any invention or process developed by an employee using MainStreet Bank facilities or trade secret information, from any work for MainStreet Bank, or relating to the business of MainStreet Bank, is considered to be "work-for-hire" under the United States copyright laws and shall belong to MainStreet Bank.
- (iii) Proprietary information such as customer lists and customers confidential information.

Public and media communications involving MainStreet Bank must have prior clearance from the President of MainStreet Bank.

## **Corporate Opportunities**

Using confidential information about MainStreet Bank or its businesses, directors, officers, employees, customers, consumers or suppliers for personal benefit or disclosing such information to others outside normal duties is prohibited.

Title 18 U.S. Code, § 215, makes it a criminal offense for any employee of MainStreet Bank to corruptly:

- (i) solicit for himself or herself or for a third party anything of value from anyone in return for any business, service or confidential information of MainStreet Bank; or
- (ii) accept anything of value (other than normal authorized compensation) from anyone in connection with the business of MainStreet Bank, either before or after a transaction is discussed or consummated.

Directors, officers and employees are prohibited from:

- (i) Personally benefiting from opportunities that are discovered through the use of MainStreet Bank property, contacts, information or position
- (ii) Accepting employment or engaging in a business (including consulting or similar arrangements) that may conflict with the performance of duties or the interest of MainStreet Bank.

- (iii) Soliciting, demanding, accepting or agreeing to accept anything of value from any person in conjunction with the performance or duties at MainStreet Bank.
- (iv) Acting on behalf of MainStreet Bank in any transaction in which an immediate family member has a significant direct or financial interest.

There are certain situations in which employees, officers or directors may accept a personal benefit from someone with whom they transact business such as:

- (i) Accepting a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday). An award in recognition of service and accomplishment may also be accepted without violating these guidelines as long as the gift does not exceed \$100 from any one individual in any calendar year.
- (ii) Accepting something of value if the benefit is available to the general public under the same conditions on which it is available to employees.
- (iii) Accepting meals, refreshments, travel arrangements, accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations if the expense would be reimbursed by MainStreet Bank as a business expense if the other party did not pay for it.

### **Insider Trading**

It is both unethical and illegal to buy, sell, trade or otherwise participate in transactions involving MainStreet Bank common stock or other security while in possession of material information concerning MainStreet Bank that has not been released to the general public, but which when released may have an impact on the market price of the MainStreet Bank common stock or other equity security. It is also unethical and illegal to buy, sell, trade or otherwise participate in transactions involving the common stock or other security of any other company while in possession of similar non-public material information concerning such company.

### **Extensions of Credit**

MainStreet Bank may extend credit to any executive officer, director, or principal shareholder of MainStreet Bank only on substantially the same terms as those prevailing for comparable transactions with other persons or that may be available to bank employees generally as permitted by and in accordance with Regulation O of the Board of Governors of the Federal Reserve System.

### **Outside Business Relationships**

Before agreeing to act as a director, officer, consultant, or advisor for any other business organization, employees, officers and directors should notify, in writing, the President of MainStreet Bank.

Directors should disclose all new directorships or potential directorships to the Chairman of Board of Directors and the Audit Committee in order to avoid any conflicts of interest and to maintain independence.

MainStreet Bank encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of duties at MainStreet Bank. Before agreeing to participate in any civic or political activities, employees should contact your immediate supervisor.

Employees who are considering outside employment should first notify the President of MainStreet Bank. Employees in some positions of MainStreet Bank are prohibited by law from holding outside employment. Managers will review outside employment requests for potential conflicts of interest.

## **Fair Dealing**

Each director, officer and employee should undertake to deal fairly with MainStreet Bank's customers, suppliers, competitors and employees. Additionally, no one should take advantage of another through manipulation, concealment, abuse of 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 restricts or prohibits the performance of any duties or responsibilities of their positions with MainStreet Bank. Copies of such agreements should be provided to the President to permit evaluation of the agreement in light of the employee's position. In no event shall an employee use 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 MainStreet Bank.

Employees should not directly or indirectly accept bequests under a will or trust if such bequests have been made to them because of their employment with MainStreet Bank.

## **Protection and Proper Use of MainStreet Bank Property**

All directors, officers and employees should protect MainStreet Bank's property and assets and ensure their efficient and proper use. Theft, carelessness and waste can directly impact MainStreet Bank's profitability, reputation and success. Permitting MainStreet Bank property (including data transmitted or stored electronically and computer resources) to be damaged, lost, or used in an unauthorized manner is strictly prohibited. Employees, officer and directors may not use corporate, bank or other official stationery for personal purposes.

## **Compliance with Laws, Rulings & Regulations**

This Code of Ethics is based on MainStreet Bank's policy that all directors, officers and employees comply with the law. While the law prescribes a minimum standard of conduct, this Code of Ethics requires conduct that often exceeds the legal standard.

## **REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR AND VIOLATIONS OF THIS CODE OF ETHICS**

All directors, officers and employees are expected to demonstrate the ability to properly manage their personal finances, particularly the prudent use of credit. MainStreet Bank recognizes that its customers must have faith and confidence in the honesty and character of its directors, officers and employees. In addition to the importance of maintaining customer confidence, there are specific laws that outline the actions MainStreet Bank must take regarding any known or suspected crime involving the affairs of MainStreet Bank. With regard to financial affairs, a bank must make a criminal referral in the case of any known or suspected theft, embezzlement, check/debit card kiting, misapplication or other defalcation involving bank funds or bank personnel in any amount.

Fraud is an element of business that can significantly affect the reputation and success of MainStreet Bank. MainStreet Bank requires its directors, officers and employees to talk to supervisors, managers or other appropriate personnel to report and discuss any known or suspected criminal activity involving MainStreet Bank or its employees. If, during the course of employment, employees become aware of any suspicious activity or behavior including concerns regarding questionable accounting or auditing matters, they must report violations of laws, rules, regulations or this Code of Ethics to the Audit Committee. Reporting the activity will not subject the employee to discipline absent a knowingly false report.

## **Administration and Waiver of Code of Ethics**

This Code of Ethics shall be administered and monitored by the MainStreet Bank Audit Committee. Any questions and further information on this Code of Ethics should be directed to this Committee.

All managers and direct supervisors are responsible for reviewing this Code of Ethics with their subordinates each time a new edition of the Code of Ethics is published.

The provisions of the Ethics Policy will be included in the MainStreet Bank Employee Handbook. The Employee Handbook will be issued to all new employees and officers at the time of employment and reissued to existing employees and officers from time to time. Employees will be required to sign a receipt form for the Employee Handbook indicating they have read this Code of Ethics and comply with its provisions. The Code of Ethics will also be posted on our internet website.

Directors, officers and employees of MainStreet Bank are expected to follow this Code of Ethics at all times. Generally, there should be no waivers to this Code of Ethics. However, in rare circumstances conflicts may arise that necessitate waivers. Waivers will be determined on a case-by-case basis by the MainStreet Bank Audit Committee with the advice of MainStreet Bank's attorney. However, waivers for directors and executive officers must be determined by the Board of Directors. For members of the Board of Directors and executive officers, the Board of Directors shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics. Any waiver and the grounds for such waiver by directors or executive officers shall be promptly disclosed to stockholders in a Current Report on Form 8-K.

Known or suspected violations of this Code of Ethics will be investigated and may result in disciplinary action up to and including immediate termination of employment.