



**IBERIABANK Corporation  
Code of Ethics and  
Conflicts of Interest Policy**

**IBERIABANK CORPORATION**  
**CODE OF ETHICS AND CONFLICTS OF INTEREST POLICY**

This Code of Ethics and Conflicts of Interest Policy of IBERIABANK Corporation and its subsidiaries (collectively, the “Company”) sets forth principles for maintaining high ethical standards and avoiding conflicts of interest. It is the obligation of all directors, officers and other associates to understand and adhere to this Code of Ethics and Conflicts of Interest Policy and the Company’s other policies and procedures, and to consider how their actions may be interpreted by others. Failure to abide by these standards can be grounds for disciplinary action, which may include termination of employment.

In addition to this Code of Ethics and Conflict of Interest Policy, the Chief Executive Officer and designated senior financial officers of IBERIABANK Corporation are further subject to the provisions of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers approved by the Board of Directors. The Code of Ethics for the Chief Executive Officer and Senior Financial Officers was adopted to promote honest and ethical conduct, the absence of undue influence over auditors engaged in the performance of an audit or review of the financial statements of the Company that are required to be filed with the Securities and Exchange Commission, proper disclosure of financial information in the Company’s periodic reports and compliance with laws, rules and regulations by the Company’s senior officers who have financial responsibilities.

The full text of the Code of Ethics for the Chief Executive Officer and Senior Financial Officers is available on the Company’s website under Investor Relations/Resources/Corporate Governance and on Sharepoint.

**A. CODE OF ETHICS**

**I. Principles**

The Board of Directors (the “Board”) endorses the following principles as a matter of the Company’s corporate policy:

- Directors, officers and other associates shall comply with all applicable laws, rules, regulations, policies and procedures.
  
- Directors, officers and other associates shall be honest and fair in all of their actions and relationships, and shall appropriately document all material actions.
  
- Books and records shall be accurate, and in accordance with acceptable accounting practices.
  
- Directors, officers and other associates shall scrupulously avoid any action or interest that conflicts, or may appear to conflict, with the interests of the Company or its customers.
  
- Directors, officers and other associates shall maintain the confidentiality of information pertaining to customers, suppliers, associates, or the Company itself, except when disclosure is required by law, regulation or legal proceeding.

**II. Confidentiality**

The Company shall protect the confidentiality and integrity of data and information entrusted to it by clients, shareholders and associates. Directors, officers and other associates shall maintain the

confidentiality of the Company's, its customers', and its shareholders' information both during his or her term of employment and after termination of employment. Directors, officers and other associates shall also prevent misuse of confidential information. Confidential information includes all non-public information that, if publicly disclosed, might benefit the Company's competition or harm the Company, its customers, shareholders or associates.

Directors, officers and other associates of the Company are prohibited from using any information received because of their status with the Company for their own benefit or for the benefit of a third party.

Any detected disclosure of or access to confidential information that appears to be unauthorized or improper shall be immediately reported to the Legal Department.

### **III. SEC and Other Reporting**

As a public company, the Company's filings with the Securities and Exchange Commission (the "SEC") and other regulatory agencies shall be complete, accurate and timely and fully disclose all material information, subject to applicable legal limitations. Each director, officer and other associate is expected to facilitate the Company's filing responsibilities by ensuring to the best of his or her knowledge that material information compiled by such individual is accurate and complete and that he or she complies with the Company's financial and internal control processes.

### **IV. Financial Statements and Other Records**

The Company's books, records, accounts and financial statements shall be maintained in reasonable detail, shall appropriately reflect the Company's transactions and financial condition, and shall conform both to applicable legal requirements and to the Company's system of internal controls.

All directors, officers and other associates are prohibited from directly or indirectly falsifying or causing to be false or misleading any financial or accounting book, record or account, and are expressly prohibited from directly or indirectly manipulating an audit, and from destroying or tampering with any record, document or tangible object with the intent to obstruct a pending or contemplated audit, review or investigation.

To ensure the integrity of the Company's books and records, the following principles should be followed:

1. All transactions and conduct of business must be properly reflected in the Company's books and records;
2. No secret or unrecorded fund of money or other assets may be established or maintained;
3. Any payment is prohibited if no record of its disbursement is entered in the Company's accounting record;
4. Making false or fictitious entries in the books or records of the Company or issuing false or misleading documents is prohibited (and in most instances will constitute a criminal offense);
5. An employee should not process transactions for the employee's own personal account, an account on which the employee signs with another person, and accounts belonging to members of an employee's family; and

6. Employees must avoid participating in transactions that give the appearance of circumventing established Company policies. Such transactions include, but are not limited to, deposits, processing of payments, waiving fees or charges, making loans, etc.

Records shall always be retained or destroyed according to the Company's record retention policies.

## **V. Fair Dealing**

All dealings with customers, prospects, suppliers, competitors, and associates shall be conducted in accordance with applicable laws and regulations and on terms that are fair and in the best interests of the Company. No director, officer or other associate shall take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation or other unfair dealings. Applicable laws and regulations pertaining to anti-money laundering, record keeping, antitrust, fair competition, anti-racketeering, and anti-bribery laws shall be complied with.

Directors, officers and other associates shall deal with current and prospective customers, prospects, suppliers, and associates without any discrimination because of race, color, religion, sex, national origin, citizenship status, age, disability, veteran status, liability for service in the Armed Forces of the United States, or any other classification prohibited by applicable laws and regulations.

The Company shall maintain an environment free of harassment and discrimination that is based on another associate's membership in any legally protected classification, nor shall there be any retaliation against officers and other associates who have engaged in legally protected activity.

## **VI. Compliance with the Laws, Regulations, Policies and Procedures**

All directors, officers and other associates are expected to understand and to comply with all laws, regulations, policies and procedures that apply to them in their respective positions with the Company.

Directors, officers and other associates shall not participate in any illegal or criminal activity. Any associate who has been convicted of, or who has pleaded guilty to, a felony or who has been sanctioned by a regulatory agency shall immediately report such information in writing to the General Counsel. Directors, officers and other associates shall also respond to specific inquiries of the Company's independent public accounting firm.

Every possible situation cannot be anticipated. If a director, officer or other associate is uncertain about any aspect of this Code of Ethics and Conflicts of Interest Policy and how it shall be applied or interpreted, he or she is encouraged to discuss the matter with senior management or the Company's General Counsel.

## **VII. Accounting Complaints**

If any director, officer or other associate has unresolved concerns or complaints regarding accounting or auditing matters of the Company, then they are encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the Director of Internal Audit, Audit Committee of the Board of Directors (the "Audit Committee"), any director who is a member of the Audit Committee or the Company's General Counsel using any one of the following methods:

Whistleblower Hotline: (337) 359-1765

Whistleblower Extension: 591765

Director of Internal Audit IBERIABANK  
601 Poydras Street, Suite 2230  
New Orleans, Louisiana 70130  
Director of Internal Audit Direct Line: (504) 310-7325

Chairman, Audit Committee  
IBERIA Bank Corporation  
c/o General Counsel  
601 Poydras Street  
New Orleans, Louisiana 70130

## **B. CONFLICTS OF INTEREST**

### **I. Policy**

No director, officer or other associate shall engage in any conduct that is in conflict with the Company's interests.

A conflict of interest exists whenever an individual has an outside interest, direct or indirect, that potentially may, or actually does, conflict with the individual's duty to the Company or adversely affect the individual's judgment in the discharge of his or her responsibilities to the Company.

In the event that a potential conflict of interest arises, its nature and extent should be fully disclosed to an immediate supervisor, or if circumstances dictate, to the Chief Executive Officer, the Chief Financial Officer or the General Counsel of the Company (or to the Nominating and Corporate Governance Committee (the "Nominating Committee") of the Board in the event of a potential conflict of interest involving the Chief Executive Officer, the Chief Financial Officer or the General Counsel).

### **II. Acceptance of Gifts**

Generally speaking, no director, officer or other associate should receive items of value, special accommodation, favor, or the use of property or facilities from anyone with whom such person is doing, negotiating, soliciting, or being solicited for, business on behalf of the Company. Gifts of cash in any amount are expressly prohibited. However, this general prohibition is not intended to interfere with normal business practices that necessarily require the fostering of close business relationships with clients and prospective clients. Accordingly, directors, officers and other associates of the Company are permitted to:

(a) Accept from time to time unsolicited meals, refreshments, entertainment, lodging, and travel accommodations in connection with a business meeting or event with clients or prospective clients, or for the purpose of networking or to enhance the Company's business profile; provided that these expenses would otherwise be paid by the Company as a reasonable business expense. However, the acceptance of travel arrangements that involve the use of private aviation vehicles, e.g., planes, jets, and helicopters, other than those maintained by the Company, are not allowed without the prior approval of the Company's Chief Executive Officer or the Chief Operating Officer.

(b) Accept gifts of modest value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, Christmas, or bar or bat mitzvah, etc.

If any director, officer or other associate has questions or doubts regarding the acceptance of any gift or service, they are encouraged to discuss it with senior management or the Company's General Counsel. If necessary, the Chief Executive Officer will have the final say on whether or not the gift may be accepted by a Company officer or other associate, and for directors, the Chairman of the Board would make that decision.

### **III. Giving of Gifts**

No director, officer or other associate shall provide any direct or indirect gift, offer, or promise of any gift, favor, loan, service, or anything else of value to any individual, business, organization, governmental unit, public official, political party or other person in connection with any transaction or business for the purpose of influencing the action of the recipient.

The above prohibition is not intended to interfere with normal business practices. Accordingly directors, officers and other associates of the Company may provide entertainment, meals, favors, discounts, tickets to cultural and sporting events, and gifts given as a token of friendship or for special occasions, as long as the gift is of reasonable value under the circumstances and promotes legitimate business development.

If any director, officer or other associate has questions or doubts regarding the giving or providing of any item or service, he or she is encouraged to discuss it with senior management or the Company's General Counsel prior to giving or providing such item or service.

### **IV. Political Contributions**

As permitted by applicable election laws, Company funds and assets may be used for certain limited political purposes such as:

1. Establishing political action committees to solicit contributions to separate political funds to be utilized for political purposes;
2. Communicating direct political messages to customers and shareholders; or
3. Implementing non-partisan voter registration or to "get-out-the-vote" campaigns.

The Chief of Government Relations approves political contributions from the Company's Political Action Committee, generally after consultation with senior management and the Chief Executive Officer.

With respect to personal political contributions by directors, officers and other associates using their own funds, he or she is free to decide if and to whom such political contributions will be made. All directors, officers and other associates are prohibited from placing any pressure, either directly or indirectly, on any other director, officer or other associate regarding their personal political contributions.

### **V. Improper Transaction and Payments**

It is commonly recognized that there is a direct correlation between illegal and otherwise improper payments and inaccurate books and records. To ensure the integrity of the Company's books and records, the following principles should be followed by all directors, officers and other associates of the Company:

1. All transactions or conduct of business must be properly reflected in the Company's books and records;
2. No secret or unrecorded fund of money or other assets may be established or maintained;
3. Any payment is prohibited if no record of its disbursement is entered in the Company's accounting record;
4. Making false or fictitious entries in the books or records of the Company or issuing false or misleading documents is prohibited (and in most instances will constitute a criminal offense);
5. Employees should not process transactions for the employee's own personal account, an account on which the employee signs with another person, and accounts belonging to members of an employee's family; and
6. Employees must avoid participating in transactions that give the appearance of circumventing established Company policies. Transactions include but are not limited to deposits, processing of payments, waiving fees or charges, making loans, etc.

## **VI. Fiduciaries and Legacies**

Except with respect to a director's, officer's or other associate's immediate family (parents, spouse, children), no director, officer or other associate may accept an appointment or continue to act as a fiduciary or co-fiduciary of any estate, trust, agency, guardianship, or custodianship account of a Company customer unless authorized by the Audit Committee or in accordance with such person's job related responsibilities to the Company.

No director, officer or other associate should receive, directly or indirectly, any substantial legacy from a Company customer, except:

1. Where such customer is a relative\* of the person involved; or
2. The director, officer or other associate named in the legacy has never dealt with the grantor as a representative of the Company.

Except with respect to a director's, officer's or other associate's immediate family (parents, spouse, children), whenever a director, officer or associate becomes aware of being named as a beneficiary in a will or trust of a Company customer, he or she should immediately notify the Company's General Counsel for a determination as to whether such person should continue as a beneficiary of the legatee.

## **VII. Lending**

No lending officer shall extend credit, directly or indirectly, to such officers' relatives.

No lending officer shall extend credit, directly or indirectly, to any business in which the officer has a controlling interest or in which a relative of the officer has such an interest.

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\* For purposes of this Code of Ethics and Conflicts of Interest Policy, "relative" includes a spouse or domestic partner, child (including by adoption), parent, grandparent, grandchild, cousin, aunt, uncle, sibling, parent-in-law, brother/sister-in-law, of the person involved or such person's spouse or domestic partner, as well as step relationships of the foregoing.

Exceptions to either of the above prohibitions may be made on a case-by-case basis by the Chief Executive Officer or the Chief Financial Officer.

## **VIII. Outside Employment**

Full-time associates should carefully scrutinize outside employment, including the performing of any service for compensation, to avoid potential conflicts of interest and excessive demands on one's time.

Outside employment may be undertaken, provided that the employment does not interfere with the associate's obligations to the Company or that it does not otherwise result in a conflict of interest. No outside employment should be accepted or maintained by the Company's full-time associate if:

1. The outside employment would be full-time rather than part-time;
2. The outside employer is a competitor of the Company;
3. The individual's responsibilities to the Company include responsibility for the outside employer's loan file, relationship, accounts, or other dealings with the Company; or
4. The individual's responsibility to the outside employer include, or would include, responsibility for any banking relationship between the outside employer and the Company.

## **IX. Participation in Public Affairs**

The Company encourages its directors, officers and other associates to have an awareness of their civic responsibilities and to participate in civic and political activities. Each director, officer and other associate of the Company is free to support community activities or the political process as he or she desires.

Voluntary efforts for civic or political activity should normally take place outside of regular business hours. If voluntary work requires Company time, prior approval should be obtained from the individual's immediate supervisor.

In all cases, directors, officers and other associates engaging in civic or political activities should make clear that they are doing so as individuals and not as representatives of the Company.

This section regarding voluntary work does not mean that officers or associates would be prevented from performing community work that is part of their job description.

## **X. Corporate Directorships, Public Office, and Commissions**

Election or appointment to public office, commissions, boards, or as an officer or director of a nonprofit corporation, may be accepted by directors, officers and other associates. Participation in such activities should be undertaken only if the time required will not unduly encroach on normal working time or necessitate such hours as to impair the individual's ability to meet his or her responsibilities to the Company.

Election or appointment as a director of a business corporation must be approved in advance by the Chief Executive Officer or the Chief Financial Officer. Approval to serve in such activities shall not imply that the individual is serving at the direction or desire of the Company.

Unless specifically approved by the Nominating Committee, no director, officer or other associate shall serve on the board of directors of any entity which:

1. Competes with Company (whether as a financial institution or otherwise);
2. Is in default to Company on any loan, contract or other obligation; or
3. Is involved in a controversy or litigation with Company.

In addition, the Depository Institution Management Interlocks Act generally prohibits the Company's management officials (e.g., directors and senior management) from simultaneously serving as management officials of unaffiliated depository institutions or depository holding companies. Approval of the Nominating Committee is required before a management official of the Company may become a management official of another depository institution or depository holding company.

## **XI. Usurpation of Business Opportunity, Preferential Treatment, and Other Prohibited Transactions**

No director, officer or other associate shall purchase or appropriate for their own personal use, any Company property, service or profit opportunity.

No director, officer other associate (including their immediate family members), acting either individually or as a fiduciary, may sell or lease assets or property to, or purchase or lease assets or property from, the Company. However, any such transactions that have been entered into before the effective date of this policy (December 31, 2013) shall be "grandfathered in," and thus would not be a violation herein.

No director, officer or other associate (whether directly or through a controlled entity) shall be a regular supplier to, or purchaser from, the Company of goods or services apart from usual banking or other financial services offered by the Company on substantially the same terms as those provided to the general public. Pursuant to its Charter, the Audit Committee will conduct an appropriate review of all related party transactions (i.e., transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404) for potential conflict of interest situations.

Exceptions to the above prohibitions may be made on a case-by-case basis by the Chief Executive Officer or the Chief Financial Officer. In the event such a transaction would exceed \$25,000 on an annual basis, approval from the Audit Committee shall also be required. All such transactions, including any purchase, lease or sale of goods, property or services to or from the Company, shall be conducted as an arm's length transaction on market terms and at fair market value.

## **C. ADMINISTRATION, REPORTING OF VIOLATIONS, AND AMENDMENT**

### **I. Non-Retaliation**

The Company prohibits retaliation of any kind against any individual who, based on a reasonable belief, made a good faith report or complaint to the Company or any local, state or federal authorities of an observed or suspected violation of this Code of Ethics and Conflicts of Interest Policy or other known or suspected illegal or unethical conduct.

### **II. Reporting of Violations**

Directors, officers and other associates should be alert and sensitive to situations that could result in actions that might violate federal, state or local laws or the standards of conduct set forth in this Code

of Ethics and Conflicts of Interest Policy, and each director, officer and associate is obligated to report any suspected violation of this Code of Ethics and Conflicts of Interest Policy in a timely fashion. Generally, such matters should first be reported to an immediate supervisor. However, if circumstances dictate that the matter should not be brought to an immediate supervisor, then the matter should be raised with the Chief Executive Officer, the Chief Financial Officer or the General Counsel. Directors and executive officers should report any potential violations of this Code of Ethics and Conflicts of Interest Policy to the Audit Committee.

### **III. Annual Review**

All directors, officers and other associates in supervisory, managerial or other sensitive positions are required annually to certify that they have read, understand, and comply with this Code of Ethics and Conflicts of Interest Policy.

### **IV. Revisions**

This Code of Ethics and Conflicts of Interest Policy shall be revised periodically to ensure that it addresses new statutes and contemporary legal issues, as appropriate.

### **V. Waivers of the Code of Ethics and Conflict of Interest Policy**

Except as specifically provided above, there shall be no waiver of any part of this Code of Ethics and Conflicts of Interest Policy except by a vote of the Board of Directors or a designated board committee that will ascertain whether a waiver is appropriate under all the circumstances. In the event a waiver is granted to a director, officer or other associate, the notice of such waiver shall be presented in writing to the requestor and a copy of such waiver will be retained in the Company's records as required by applicable law, rule or regulation.