

First Commonwealth Financial Corporation Code of Conduct and Ethics

I. INTRODUCTION

A. SUMMARY

First Commonwealth* expects all of its employees and officers (referred to as “team members”) to adhere to the highest possible standards of professional and ethical conduct when dealing with clients, fellow team members, shareholders and the communities we serve, and to comply with all applicable laws, rules and regulations that govern our businesses. This Code of Conduct and Ethics (“Code”) sets forth First Commonwealth’s policy and standards concerning ethical conduct for all team members. First Commonwealth has worked hard to earn a reputation for service, quality and good corporate citizenship, and maintaining that reputation demands that all team members conduct themselves with honesty and integrity at all times.

The policies and standards outlined in this Code are grouped under four (4) broad principles that every team member must observe:

1. Serve the best interests of First Commonwealth.
2. Act in a manner that is honest and trustworthy.
3. Preserve the confidentiality of client and company information.
4. Avoid actual or apparent conflicts of interest.

* First Commonwealth, as used throughout this Code, means First Commonwealth Financial Corporation and each of its subsidiaries and affiliates.

While the Code elaborates upon each principle by outlining specific areas of concern, it is impossible to define “ethics” or “honesty” in detailed rules that cover every situation. Rather, ethics and honesty are principles to be applied in a particular situation to reach the right result. There will always be uncertainties and gray areas. If you have questions about a particular situation, you should discuss it with your supervisor or your Code Administrator. (Refer to the “Administration of the Code of Conduct and Ethics” heading below for information about Code Administrators and for a description of the process for resolving issues that arise under the Code).

II. SERVE THE BEST INTERESTS OF FIRST COMMONWEALTH

1. Comply with All Applicable Laws, Rules, and Regulations at All Times

First Commonwealth is committed to compliance with applicable laws, rules, and regulations; which includes all applicable banking and securities laws and regulations, accounting standards, accounting controls, and audit practices. It should go without saying that no team member is expected, encouraged or authorized to break any law or regulation or cause First Commonwealth to break any law or regulation in the course of performing his or her duties as a team member. No matter what the apparent short-term benefits to First Commonwealth of ignoring a legal requirement, the long-term effect will always be negative.

As a regulated financial institution and a publicly traded company, First Commonwealth is subject to a significant regulatory compliance burden through a host of different and very complex laws and regulations. This significant regulatory compliance burden places an extra burden on all team members to become familiar

with and carefully comply with all legal requirements applicable to their areas of responsibility, and magnifies the consequences of non-compliance.

Even though a particular instance of non-compliance may not be of great economic significance, the fact of non-compliance alone can result in serious consequences to First Commonwealth. Therefore, if you are unsure about any legal requirement with which you are required to comply, it is your responsibility to ask your immediate supervisor or consult with the Compliance Department. Remember, the only stupid question is the one you do not ask. It is First Commonwealth's responsibility to assure that any questions you have are answered completely and promptly.

2. Protect First Commonwealth's Assets and Ensure their Efficient Use

All team members have a duty to protect and conserve First Commonwealth's property, and to ensure that it is used only for legitimate business purposes. Team members should treat company assets with care and avoid waste of corporate resources. Team members must never use company assets for improper personal gain.

3. Report Unethical or Illegal Behavior and Encourage Others to do the Same

If you become aware of actual or potential problems in any area of First Commonwealth's business or operations or in its business relationships with vendors, clients or others, team members should inform your supervisor or others who may be in a position to effect solutions. If a team member becomes aware of any violations or

potential violations of this Code or of applicable laws, rules or regulations, or accounting standards or controls, they must promptly report such activity as described under the “Administration of the Code of Conduct and Ethics” heading within this policy.

III. ACT IN A MANNER THAT IS HONEST AND TRUSTWORTHY

1. Provide Accurate and Complete Information

Honesty and fairness require that team members provide accurate and complete information in dealings with clients, regulators, and others.

First Commonwealth has established systems, and policies and procedures designed to capture and properly record and report information concerning its assets, liabilities, and operations. This information is necessary to enable First Commonwealth to comply with its obligations to government agencies and the investing public, as well as to allow the Board of Directors and management to make informed business decisions. The efficacy of First Commonwealth’s systems and controls depends upon each team member’s compliance with applicable policies and procedures. All team members are required to learn the procedures applicable to their individual activities and areas of responsibility, and to be careful and accurate in reporting information pursuant to those procedures. It is critical that all information a team member is required to provide, as part of their responsibilities, be provided fully, accurately, and in a timely fashion. Any attempt to “improve” on the facts or to cover up a mistake, or to correct an error previously made, whether by you or someone else is a violation of this Code. If a team member discovers an error in the company’s records, they must either correct

it promptly, (if that is within their level of responsibility), or report it to their immediate supervisor or to the Chief Financial Officer.

2. Cooperate with Auditors

First Commonwealth's internal and external auditors play a central role in assuring that the financial information released is complete and accurate. Therefore, in order to accomplish this task, First Commonwealth's auditors must receive accurate information from team members. All team members are expected to cooperate fully with the auditors, and to ensure that all information provided to the auditors is correct and complete. Any failure to do so, and any effort to impede or mislead the auditors, is a violation of this Code, and can be a criminal act.

3. Maintain Accurate Records

Each team member is responsible for maintaining accurate records with respect to their area of responsibility, and for preserving and retaining documents in accordance with First Commonwealth's document retention policies and procedures. Falsification of any company or personal information is prohibited.

If a team member learns of a subpoena, lawsuit or governmental investigation, they should immediately contact the Legal Department. In these circumstances, it is especially important to assure that First Commonwealth does not appear to be destroying documents or other records that may be relevant to the matter. Therefore, under no circumstances will selective destruction of records or the removal of records from First Commonwealth's premises be tolerated.

4. Accurately Represent First Commonwealth's Products to Clients

Always present First Commonwealth's products and services accurately and fairly. Never convey inaccurate or incomplete information to clients or steer clients to an inappropriate or unnecessary product for the purpose of receiving sales credit.

5. Never Exert Undue Influence on Fellow Team Members or Others

It is not appropriate for team members to influence, or attempt to influence, anyone for the purpose of having a transaction handled or processed in a way that results in an improper personal benefit to themselves, their friends, their relatives, or other team members. Such improper benefit may result from using a relationship to prevail upon another person, (i.e., a coworker, vendor, or a team members direct report), to do something for you that is outside the scope of standard business practice, or from pressuring, intimidating or threatening another person in an attempt to persuade him or her to take an action that is inconsistent with standard business practice.

IV. PRESERVE THE CONFIDENTIALITY OF CLIENT AND COMPANY INFORMATION

Confidentiality is a critical part of First Commonwealth's business. Our clients give us private information about themselves, and trust us to keep this information in confidence. Many team members also have knowledge or access to information about First Commonwealth that is confidential, competitively sensitive, or proprietary in nature. Improper release of or unauthorized access to confidential information damages our clients' trust in us, and can result in loss of business and even legal action. Also, this type of situation reflects on each team member's

ability to perform their job, and may result in corrective action; which may include termination of employment.

As stated above, every team member plays a role in protecting the privacy of our clients, and the confidentiality of our proprietary information. Therefore, as a team member, you may have access to confidential information about First Commonwealth, its clients, and vendors. This information is intended solely for use within First Commonwealth, and is limited to those with a business need-to-know. Confidential information that you acquire through your employment or capacity as a director must be held in the strictest confidence, and except for a business reason, must never be discussed with anyone (not even family members). This information must be used solely for corporate purposes and never for personal gain.

Team members are not to access confidential information without a business purpose, nor are they to disclose confidential information they've obtained in the course of their employment to any other team member, unless the other team member has a business need to know the information for the performance of his or her duties on behalf of First Commonwealth. Confidential client information may not be disclosed to persons outside First Commonwealth, except when its disclosure is required by law or in accordance with First Commonwealth's privacy policies and client agreements.

Team members may also have access to information that is proprietary to First Commonwealth, including trade secrets or non-public information regarding First Commonwealth's business, financial performance, clients, other team members, products, services and pricing, intellectual property, marketing plans, business plans and strategies.

Therefore, during the time you are a First Commonwealth team member, you must not:

- ◆ Reveal any proprietary information to anyone except properly designated team members, or
- ◆ Use, on behalf of First Commonwealth, any proprietary information you have acquired at another company.

If a team member leaves First Commonwealth, they may not:

- ◆ Use any proprietary information for your own or another's gain, or
- ◆ Keep any originals or copies of manuals, notebooks, drawings, notes, reports, proposals, other documents, materials, tools, equipment, or property belonging to First Commonwealth.

Team members are required to comply with all other company policies regarding confidential and proprietary information, in addition to this Code.

V. AVOID ACTUAL OR APPARENT CONFLICTS OF INTEREST

1. Never Engage in Conduct or Transactions in which Personal Interests Appear to Conflict with the Interests of First Commonwealth.

In performing your responsibilities as a team member, you are expected to make all decisions solely with the best interest of First Commonwealth in mind. This can be a challenge whenever you encounter circumstances, in which your own interest would be adversely or favorably affected by an action taken on First Commonwealth's behalf. Even, if you believe in good faith that you will be able to ignore your personal interests, the existence of the

conflict creates an appearance of impropriety that would raise questions about the transaction. The best way to avoid such a conflict is to avoid the situation in the first place.

Examples of actions that may create a conflict of interest include:

- ◆ Making a material investment in a business entity with which First Commonwealth does business (e.g., supplier, client, etc.).
- ◆ Transacting business with First Commonwealth on your own behalf or on behalf of a family member or affiliated entity.
- ◆ Owning a material interest in a competitor of First Commonwealth.
- ◆ Attempting to influence a decision by First Commonwealth personnel for the purpose of benefiting yourself or a family member or affiliated entity.
- ◆ Serving as an officer or director of or a consultant to a client or supplier of First Commonwealth.

Obviously, these principles must be applied with common sense. Most team members have accounts with First Commonwealth Bank or its affiliates. As long as these transactions are conducted in the ordinary course of business and in accordance with established company policies, no conflict arises.

Similarly, a team member or a business entity in which you have an interest, may conduct business with competitors of First Commonwealth for a variety of reasons, including historical relationships or legal or policy limitations on your ability to conduct business with First Commonwealth. As long as these transactions are conducted in the ordinary course of business, and in a manner that

does not affect your ability to act solely in the interest of First Commonwealth, a conflict does not arise.

Likewise, owning a small, passive investment in a publicly traded financial services company would not represent a conflict, even if the company has a presence in one (1) or more of First Commonwealth's markets. However, a material investment in a supplier, client or competitor would create a conflict, because it might influence ones actions when dealing with existing or potential clients, and other parties. Whether an investment is "material" to a team member will depend upon the size of the investment in relation to their net worth. If a decline in the value of the investment would cause you to lose sleep, then it's probably material. If a team member has any questions or concerns about an existing or potential investment, they should discuss the matter with their Code Administrator, prior to taking action.

Finally, there may be many situations in which serving as an officer or director of a client does not present an impermissible conflict. Indeed, First Commonwealth has, in the past, asked the owners or executives of significant clients to be on its Board; not only because of their business judgment, but also because of the client perspective they can provide. Team members are required to disclose to their Code Administrator any position they hold with a client, and the Code Administrator will make a judgment as to whether the position presents a conflict of interest. In any event, a team member should not take or participate in any action or decision on behalf of First Commonwealth involving a client with which they have such a relationship.

Occasionally, a conflict may arise from a situation or relationship that already exists, and did not constitute a conflict originally. In these cases, a team member must either terminate the relationship, (e.g., by selling any interest in or resigning as an officer or director of an entity with which First Commonwealth begins doing business) or disclosing the matter to their Code Administrator, requesting a waiver, and cooperating in the establishment of appropriate procedures to neutralize the conflict.

2. Consider the Impact and Appearance before Giving and Receiving Favors and Gifts to and from Persons or Companies that do Business with First Commonwealth.

A team member and their family members must not accept gifts from or participate in activities with, (including services, discounts, entertainment, travel, or promotional materials), an actual or potential client or vendor, or from business or professional people to whom they do or may refer business, unless the gift or activity was in accordance with accepted, lawful business practices, and is of sufficiently limited value that no possible inference can be drawn that the gift or activity could influence them in the performance of their duties for First Commonwealth.

It is unlawful for a team member to corruptly seek or accept anything of value from any person, intending to be influenced or rewarded in connection with any business or transaction of First Commonwealth. This rule applies to all team members, including, but not limited to, those involved in recommending or making decisions related to:

- ◆ Pricing of products sold by the company

- ◆ Extension of credit, or
- ◆ Purchase of goods or services from outside vendors.

All team members should follow these guidelines with respect to gifts and favors:

- ◆ Money – Money (cash, check, money order, or electronic funds) must never be accepted or given.
- ◆ Giving Gifts – Team members who wish to give gifts to vendors, clients or officials, or who are asked to authorize such gifts, must follow the standard expense authorization policies and procedures. Gifts valued at more than \$300 to a current or potential client within any calendar year must be approved, in writing, by your Code Administrator. Gifts of tickets to sporting or other entertainment events to current or potential clients and guests with an aggregate value of more than \$300 per client or vendor per year must be approved, in writing, by your Code Administrator.

Team members who wish to give personal gifts to other team members must follow the general guideline that the gift be made in accordance with accepted business practices and is of sufficiently limited value that the gift could not influence the giver or the receiver in the performance of their duties for First Commonwealth, nor create actual or perceived pressure to reciprocate.

- ◆ Accepting Gifts – Unless approved, in writing, by your Code Administrator, team members may not accept gifts, gift cards, or gift certificates worth more than \$300 from a current or potential

client, vendor or their agent within any calendar year. However, the following items are not subject to the \$300 limit:

- Gifts based on obvious family or personal relationships, when it is clear that the relationship and not the company's business, is the basis for the gift.
- Discounts or rebates on merchandise or services from an actual or potential client or vendor, if they are comparable to, and do not exceed the discount or rebate generally given by the client or vendor to others.
- Awards from civic, charitable, educational, or religious organizations for recognition of service and accomplishment.
- Gifts of tickets to sporting or other entertainment events; provided the aggregate value to team members and their guests is not more than \$300 per client or vendor per year, unless approved, in writing, by your Code Administrator.
- ◆ Business Entertainment – In addition to the principles set above, team members may accept or provide business entertainment, including meals and refreshments; if such entertainment is common in their particular business, and the cost of the entertainment is of reasonable and customary value. The purpose should be to discuss business or foster business relationships.

Entertainment provided by others, must be commensurate with the recipient's job responsibilities, and should not be lavish or extravagant under the circumstances. As a general rule, the

value should not exceed what First Commonwealth would normally reimburse as an appropriate business expense.

If a team member has any doubt about the propriety of participating in an activity offered by a client or a vendor, they should consult with their Code Administrator, prior to accepting the offer. If the activity includes travel paid for by a client or vendor, approval from your Code Administrator must be obtained prior to accepting the trip.

3. Devote Full Business Time to First Commonwealth's Interests.

Team members are expected to devote their full time to First Commonwealth's interests during regular working hours, and during any additional time that is required. While First Commonwealth recognizes that involvement in civic and political activities is beneficial to personal growth and influence within one's community and profession, participation in outside activities must not adversely affect the performance of one's duties for First Commonwealth. Outside activities that compete with First Commonwealth's business or present a conflict or potential conflict of interest, are not permitted.

Participation in an outside business or other outside activity, involves responsibilities and risks of which each team member needs to be aware of, and willing to assume. Approval to engage in an outside business or activity will not imply that one is serving in that capacity at the direction or request of First Commonwealth.

- ◆ Outside Employment and Small Business Activities – A team member may have other employment or act as a sole proprietor

or be involved in a family-owned small business, with the prior written approval of their supervisor and the Human Resources Department. Approval will generally be granted as long as the employment or small business activities does not:

- Compete with a service or business provided by First Commonwealth, including a bank, mortgage company, savings and loan association, credit union, trust company, insurance agency, broker/dealer, or other financial services company; or
 - Require activities or services to be performed during regular First Commonwealth working hours or use First Commonwealth equipment or supplies; or
 - Involve information developed for or proprietary to First Commonwealth; or
 - Include providing services to the general public where the knowledge of the individual's employment with First Commonwealth may influence clients; or
 - Involve preparation, audit or certification of statements or documents First Commonwealth may rely on to make lending or other decisions; or
 - Detract from a team member's ability to effectively perform their duties as a team member.
- ◆ Other Business Activities – With the exception of the sole proprietorships and family-owned small business activities described above, a team member may not accept a position as a director, trustee, owner or general partner of any outside business organized for profit, without obtaining approval of their Code Administrator. If approval is granted, it will be contingent upon the following conditions:

- The team member must have no involvement, on behalf of First Commonwealth, in the approval of credit, purchases or other business transactions with the for-profit business;
- It must at all times be made clear that the team member is not serving at the direction or request of First Commonwealth; and
- The team member must understand the challenges and risks of the outside position, and be alert for actual or potential conflicts of interest.

Approval to serve as a director of a publicly held corporation must be obtained from the Chief Executive Officer of First Commonwealth Financial Corporation.

- ♦ Civic or Political Activities – First Commonwealth encourages team members to get involved in the community through participating in civic, religious, professional, or charitable organizations. Prior approval is not required to participate in or accept appointment as a trustee, director, or officer of a non-profit organization, unless there is a lending relationship or some other potential conflict of interest between the organization and First Commonwealth.

First Commonwealth also encourages team members to participate in political activities on their own time, and in accordance with their own interests and political preferences. However, it must be clear at all times that participation is done as an individual, and not as a representative of First Commonwealth. Prior to a team member becoming a

candidate or appointee to a public office, they must notify their Code Administrator.

4. Team Members May Not Take Advantage of Opportunities that Rightfully Belong to First Commonwealth.

Team members must not take for themselves any property or business opportunity, which is reasonably related to First Commonwealth's present or prospective business, and must promptly offer any such opportunity to First Commonwealth. For example, a team member may not take for themselves personally, any opportunities that are discovered through the use of company property or information or your position with First Commonwealth, divert business from First Commonwealth or personally receive compensation for a transaction that the team member has conducted for First Commonwealth.

5. Avoid Borrowing, Lending or Other Credit Transactions with Clients, Vendors, and Team Members.

Except for normal credit extended by merchants to cover purchases of goods or services, team members must not borrow from any client or vendor of First Commonwealth, even at the client's suggestion; unless the client is a family member or other relative or a recognized lending institution, and the terms are comparable to the terms the institution offers to other borrowers.

A team member must not lend personal funds to cosign, endorse, guarantee, or otherwise assume responsibility for the borrowings of any client or vendor of First Commonwealth; unless the client or vendor is a family member or other relative.

If a client has funds to invest, a team member may not propose that the client lend the funds to them or otherwise offer investment advice; unless the team member is authorized to do so.

A team member in a direct or indirect reporting relationship, (the immediate supervisor or any manager who is above the supervisor in the chain of reporting relationships, or who has significant influence over the team member even if in a different business line), must not lend money to or borrow money from another First Commonwealth team member in that reporting relationship.

Extensions of credit from the bank to executive officers, directors, their related interests, and other insiders identified in Regulation O are subject to various dollar limits, and may be required to be approved by or reported to the bank's board of directors.

Team members may not accept for themselves any type of payment from a client or other individual or entity for obtaining or trying to obtain a loan from the bank.

Team members may not approve credit, purchases, or other agreements for First Commonwealth if they, their family member, or other relative has a personal or financial interest in the individual or organization seeking credit or other agreements from First Commonwealth.

6. Avoid Conflicts of Interest in Personal Trading and Investment Activities.

Team members should ensure that investments for their personal accounts or accounts over which they have direct or indirect

control, do not create or appear to involve conflicts of interest. For example, a team member should not:

- ◆ Invest in First Commonwealth stock, if they have material inside information about First Commonwealth (refer to item 7 below).
- ◆ Invest in securities of a client or vendor when you either 1) have material inside information about the client or vendor or, 2) are involved in the approval or management of business transactions between First Commonwealth and the client or vendor; unless the client or vendor is publicly traded on a national securities exchange, and the team member does not participate in decisions involving credit or business transactions with First Commonwealth that may be significant to the client or vendor.
- ◆ Invest in options (other than employee or director stock options) or effect short sales involving securities issued by First Commonwealth.

7. Never Engage in Insider Trading

Insider trading is the purchase or sale of securities of a company while in possession of material non-public information about the company (commonly referred to as “inside information”). Therefore, if a team member purchases or sells information while in possession of inside information, or if they communicate that information to anyone else who then trades on that information (commonly called “tipping”), they will violate this Code, and may violate the United States and state securities laws. Therefore, First Commonwealth is required by Federal law to ensure that its employees do not improperly trade securities using inside information. If a team

member commits an insider trading violation, in addition to possible criminal penalties, they may be liable for as much as \$1,000,000 in fines or three (3) times the amount of profit gained or loss avoided (whichever is greater), and they may be subject to immediate termination of employment.

If a team member is aware of inside information relating to First Commonwealth, they may not purchase or sell securities issued by First Commonwealth either for their own account or for any account over which they have direct or indirect control. Team members are also prohibited from disclosing inside information in their possession to family members or others; except to those team members and outside professionals who have a need to know the information in order to perform their duties on behalf of First Commonwealth.

"Material information" is any information that a reasonable investor would consider important in deciding whether to buy, hold or sell securities. Therefore, if a team member discloses material inside information in violation of this Code, and the person they "tip" trades securities while in possession of that information, both the team member and that person may be liable under Federal and state securities laws. In short, any information, whether positive or negative, which could reasonably be expected to affect the price of a security should be considered material.

Common examples of material information are:

- ◆ Unpublished earnings or financial results;
- ◆ Non-public projections of future earnings or losses;
- ◆ News of a pending or proposed merger, acquisition or tender offer;

- ◆ News of a significant sale of assets or the disposition of a subsidiary;
- ◆ Changes in dividend policies or the declaration of a stock dividend or split;
- ◆ The offering of additional securities;
- ◆ Changes in management;
- ◆ Significant new products or discoveries;
- ◆ Impending financial liquidity problems; and
- ◆ The gain or loss of a substantial client or supplier.

Team members should carefully read First Commonwealth's policy entitled, 00-05-02 – Securities Trades by Company Personnel, which contains additional information concerning insider trading, as well as additional provisions and procedural safeguards applicable to executive officers, directors, and certain other employees who commonly possess inside information.

VI. ADMINISTRATION OF THE CODE OF CONDUCT AND ETHICS

1. Responsibilities as a Team Member

First Commonwealth team member's, have the following obligations under this Code:

- ◆ Read and comply with the Code.
- ◆ Participate in Code training when hired, and as part of the annual Code certification.
- ◆ Ensure that any required disclosures are made, and approvals or exceptions are obtained through the processes outlined in this section.

- ◆ Report any conflicts of interest or violations of the Code to your Code Administrator or by contacting the Ethics Line (refer to the “Ethics Line” heading below).
- ◆ Ensure that First Commonwealth, and each of its subsidiaries and affiliates comply with all applicable laws, rules and regulations, and report illegal or unethical activities in the workplace by contacting their immediate supervisor or the Ethics Line.
- ◆ At First Commonwealth’s request, confirm in writing that they have received and read this Code, and are in compliance with the provisions of this Code.

If a team member violates any provision of this Code or any other policy or procedure of First Commonwealth, they will be subject to corrective action, which may include termination of their employment.

2. Code Administrators

Each member of the Executive Leadership Team of First Commonwealth Financial Corporation is responsible for administering this Code for all team members in his or her division. Executive Leadership Team members may delegate on-going Code administration to managers within the organization’s that directly or indirectly report to them, but the responsibility for Code administration may not be delegated beyond the Executive Leadership Team and their direct reports. Each person to whom responsibility for Code administration is delegated is referred to as a “Code Administrator”, for purposes of this Code. Therefore, it is the responsibility of each Executive Leadership Team member to notify each of his or her direct and indirect reports of the identity of their respective Code Administrator.

Code Administrators are responsible for:

- ◆ Reviewing and acting on disclosures and requests for approval, (as provided in item 4 below);
- ◆ Responding to questions and other matters related to the Code; and
- ◆ Maintaining written or electronic records documenting consultations and inquiries about the Code, disclosures and requests for approval or consent from team members. Copies of these records should be forwarded to the Human Resources Department and will be available for inspection by the Internal Audit Department.

3. Training

Each new team member must participate in an approved Code Orientation course, at the time of hire or as soon as possible thereafter. Team members of newly acquired businesses must participate in the Code Orientation course within 90 days after the acquisition.

Once each year, every team member must complete a Code Certification by participating in an approved Code Education and Certification course.

4. Process for Disclosures, Approvals, and Exceptions

- ◆ Disclosures and Requests for Approval – If a provision of the Code requires that a team member make a disclosure or request for approval or consent, the team member must set forth in writing all relevant facts, and submit the disclosure or request to his or her

Code Administrator. On each disclosure or request submitted, the Code Administrator must note his or her approval or disapproval of the activities disclosed, any comments or reasons, and the date filed. A copy of each disclosure or request, noting the approval or disapproval by the Code Administrator, shall be returned to the team member and a copy forwarded to Human Resources for placement in the team member's personnel file.

Approvals under the Code for members of the Executive Leadership Team must be obtained from the Chief Executive Officer of First Commonwealth Financial Corporation. Approvals under the Code for the Chief Executive Officer must be approved by the Governance Committee of the Board of Directors.

Once a disclosure or request is approved, if any relevant facts change, the team member must immediately provide the Code Administrator with a written amendment to the disclosure or request for approval or consent.

- ◆ Exceptions – Unless otherwise indicated in the Code, exceptions to the Code can be approved only by Chief Executive Officer of First Commonwealth Financial Corporation or, in the case of exceptions granted to the Chief Executive Officer or other executive officers of First Commonwealth Financial Corporation, by the Governance Committee of the Board of Directors.

If, for compelling reasons, a team member believes an exception to a provision of the Code for a specific situation is warranted, the team member must submit a request for exception to his or her Code Administrator (or to the Chief Audit Executive in the

case of exceptions which require the approval of the Governance Committee). The request for exception must set forth all relevant facts. The Code Administrator (or, if applicable, the Chief Audit Executive) will review all of the facts and forward a proposed recommendation in writing to the Chief Executive Officer (or Governance Committee). The team member and his or her Code Administrator will be notified in writing of the decision of the Chief Executive Officer (or Governance Committee).

Once an exception is approved, if any relevant facts change, the team member must immediately provide a written amendment to the exception request to the Code Administrator or Chief Audit Executive, in the case of an executive officer of First Commonwealth Financial Corporation.

All exceptions to the Code will be reported to the Governance and Audit Committees on a quarterly basis.

VII. ETHICS LINE

It is the responsibility of all team members to raise concerns about behavior that may violate the Code or any laws, rules or regulations. First Commonwealth has established an Ethics Line, through Global Compliance Services, (a Third Party Service Provider), for team members to call to report such violations. The Audit Committee of the First Commonwealth Board of Directors will oversee the investigation of concerns raised about accounting, internal accounting controls, and auditing matters.

Team members can reach the Ethics Line by any of the following means:

- ◆ Calling 1-866-824-7836; or
- ◆ Submit a written report by mail to:

Ethics Line, PMB 3767
13950 Ballantyne Corporate Place
Suite 300
Charlotte, North Carolina 28277

All contact with the Ethics Line will be treated as confidential to the extent permitted by law. No retaliation may be taken against a team member for providing information in good faith about suspected Code violations or violations of laws, rules or regulations by others. A report is considered to be made in good faith, if the person making the report has reasonable cause to believe that the information or allegations reported is true and, if the report is made without malice or consideration of personal benefit.

Team members may choose to use the Ethics Line anonymously. Since the assigned investigator may need some additional information about the situation, a team member will be assigned a report number by the Network, and asked to call the Ethics Line back with that report number on a set date to answer any additional questions. If team members are contacted regarding their Ethics Line call, written or web report, or any other ethics-related issue, the team member is to give the investigator any additional information they have.

Under some circumstances, federal regulations may require First Commonwealth to report activity that it suspects may violate certain criminal laws. These regulations also require First Commonwealth to report certain types of suspicious activity, including conduct or activity

by clients or by team members relating to First Commonwealth. However, team members are not required to report, and the Ethics Line should not be used to report, any criminal activity that is unrelated to First Commonwealth.

Approved: January 14, 2003;

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