

**POLICY 1690**  
**March 28, 2023**  
**Whistleblower Policy and Internal Complaint**

BayFirst Financial Corp (the “Company”), together with its wholly owned subsidiary, BayFirst National Bank (the “Bank”) (collectively, “BayFirst”) is committed to full compliance with all applicable laws and regulations. BayFirst encourages all employees, directors, and officers to disclose any wrongdoing that may adversely impact BayFirst, our customers, or the public at large. This policy also details an investigative process of reported acts of wrongdoing and/or retaliation received from our employees or from other interested third parties.

If you have a complaint regarding discrimination or harassment, you should refer to the Anti-Harassment Policy in the Bank’s Employee Handbook for specific complaint procedures. If you have any other complaints about BayFirst policies or compliance, including compliance with accounting standards, accounting controls, and audit practices, the complaint procedure set forth in this policy should be utilized.

Purpose

BayFirst’s internal controls and reporting and disclosure procedures are intended to prevent, deter, and remedy any violation of the applicable laws and regulations that relate to financial reporting and disclosure, accounting and auditing controls and procedures, and other matters pertaining to fraud against shareholders and stockholders (collectively referred to as “shareholders”). Even the best systems of controls and procedures, however, cannot provide absolute safeguards against such violations.

BayFirst has a responsibility to investigate and report to our Board of Directors (“Board”), any appropriate standing committee of the Board, and/or any appropriate governmental authorities, as required, any violations of applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, and other matters pertaining to fraud, and the actions taken by BayFirst to remedy such violations.

This policy governs the process through which employees, officers, directors, and others acting on behalf of BayFirst, either directly or anonymously, can notify BayFirst representatives, and/or BayFirst Board’s Audit Committee of potential violations or concerns.

This policy establishes a mechanism for reporting acts of wrongdoing and keeping records of any complaints from our employees, officers, directors, and others regarding such violations or concerns. This policy also addresses our commitment to integrity and ethical behavior by helping to foster and maintain an environment where our employees, officers, and directors can act appropriately, without fear of retaliation.

This policy is consistent with and made part of BayFirst policies. If you feel unsure about the best and ethical course of action in a particular situation, please discuss it with your supervisor or other appropriate

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personnel, including Human Resources. This policy should be read in conjunction with any other applicable policy of BayFirst.

Definitions

Good Faith: Good faith is evident when the report is made without malice or consideration of personal benefit and you, as the reporting individual, have a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the report is false, fictitious, fraudulent, or is made without a reasonable belief in the truth and accuracy of the reported information.

Wrongdoing: Examples of wrongdoing include, without limitation:

Financial and accounting fraud, deliberate error in the preparation, evaluation, review or audit of any financial statement of the Bank, and/or fraud or deliberate error in the recording and maintaining of financial records of the Company or the Bank;

- Other fraud;
- Deficiencies in or noncompliance with BayFirst's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of BayFirst;
- Deviation from full and fair reporting of BayFirst's financial condition;
- Violation of BayFirst policies;
- Unethical behavior or practices;
- Violations of any rule or regulation or any provision of federal law relating to fraud against shareholders;
- Violation of laws, rules or regulations; or
- Endangerment to public health or safety or negligence of duty.

Adverse Employment Action: Examples of adverse employment action include, without limitation, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment, or denial of compensation because of an employee, officer, or director's report of wrongdoing; or, any manner of discrimination against an employee, officer, or director in the terms and conditions of employment because of any other lawful act done by the employee, officer, or director pursuant to this policy or any applicable law.

Procedures

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General Guidance: It is assumed that all employees, officers, or directors (or other reporting individuals) will act in good faith and will not make false accusations when reporting wrongdoing. An employee, officer, or director who knowingly or recklessly makes statements or disclosures that are not in good faith will not be protected by this policy and may be subject to discipline, which may include termination. Additionally, employees, officers, or directors who report acts of wrongdoing pursuant to this policy will continue to be held to BayFirst's general job performance standards and adherence to BayFirst's policies and procedures.

Content of Complaints: To assist BayFirst in responding to or investigating a complaint, the complaint should be factual rather than speculative or conclusory and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the complaint. It is less likely that an investigation will be able to be conducted based on a complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support. Without limiting the foregoing, the complaint should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the complaint;
- the name of each person involved;
- if the complaint involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available to support the complaint.

Unless otherwise prohibited by applicable law, BayFirst may, in its reasonable discretion, determine not to begin an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support. Note: when reporting an alleged violation by telephone, it is not required to leave identification information. In the event the act of wrongdoing concerns the Chief Executive Officer, the report of wrongdoing should be filed directly with the Audit Committee.

#### Treatment of Complaints

Generally: Depending on the nature of the complaint, the complainant may report complaints directly to their supervisor or other appropriate BayFirst personnel, including the CFO, COO or the SVP, Human Resources.

#### How to File a Complaint Regarding Suspected Improper Activities

Any activity may be reported regarding any employee or other person associated with BayFirst where there is reasonable belief that the actions of such people jeopardizes the accuracy of financial reporting, is a conflict of interest, violates corporate ethics, or violates any provision of federal securities law and laws relating to fraud against shareholders.

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There are numerous ways an employee may file a complaint regarding improper activities. BayFirst has an anonymous tips hotline that is available 24/7. Employees call the hotline at 1-866- 494-3161, company pin is 4038.

In addition, employees can escalate complaints to the BayFirst's Audit Committee.

Employees can submit a report in person, via telephone, e-mail, or written communication with:

Barbara J. Zipperian  
*Bank Director*  
700 Central Ave  
St Petersburg FL 33701  
Mobile: (615) 476-6537  
Email: [barb.zipperian@gmail.com](mailto:barb.zipperian@gmail.com)

Chance Thomasson  
*SVP, Chief Risk Officer*  
Office: (727) 300-3448  
Mobile: (270) 339-2643  
700 Central Ave  
St Petersburg FL 33701  
Email: [Chance.Thomasson@firsthomebank.com](mailto:Chance.Thomasson@firsthomebank.com)

Ryan C. Luttenton, CPA  
Partner  
Crowe LLP  
Office: (630) 990-4484  
Mobile: (615) 557-7380  
[ryan.luttenton@crowe.com](mailto:ryan.luttenton@crowe.com)

Ms. Zipperian is the Chairman of the Audit Committee. Mr. Thomasson is the Bank's Chief Risk Officer. Mr. Luttenton is the Partner in charge of the Bank's annual internal audit program as conducted by Crowe LLP.

Only known facts should be reported. At a minimum, the following information should be provided:

- Description of the nature of the improper activity
- The approximate or actual date the activity took place
- Name(s) of the employee(s) and department(s) engaging in the activity

Anyone filing a complaint is encouraged to report anonymously. The identity of anyone that does not report anonymously will be kept strictly confidential and will only be disclosed: (1) to Bank or Company personnel with a legitimate need to know in order to carry out an investigation, (2) to a law enforcement agency, or (3) pursuant to a subpoena or other legal process of discovery.

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BayFirst internal auditors will evaluate the validity and materiality of the complaint and forward the results to the Audit Committee of the Board of Directors. Further action will be taken as warranted by each specific situation.

#### Responsibilities of the Audit Committee with Respect to Specified Complaints

The Audit Committee will receive, investigate, and act on complaints and concerns of employees, officers, or directors and other interested parties regarding allegations of wrongdoing in connection with questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of BayFirst's accounting policies, and any violations of any rule or regulation or any provision of federal law relating to fraud against shareholders. At the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to any member of the Audit Committee, to a subcommittee of the Audit Committee, or to outside legal counsel or other advisors.

Complaints relating to accounting irregularity or financial reporting and disclosure reported directly to the Audit Committee Chairman will be reviewed under Audit Committee direction and oversight by the Director of Internal Audit, and such other persons as the Audit Committee determines to be appropriate, including, without limitation, outside legal counsel and/or other advisors. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. BayFirst will not take any adverse employment action against an employee, officer, or director in the terms and conditions of employment based upon any lawful actions of such individual with respect to good faith reporting of complaints regarding any such accounting irregularity or financial reporting and disclosure.

Upon making a determination to recommend a formal investigation, the Director of Internal Audit will promptly notify the Audit Committee or its member designee. The Audit Committee or its member designee will then determine, in its reasonable judgment, whether a reasonable basis exists for beginning a formal investigation into the complaint. If the Audit Committee or its member designee makes such a determination, then the Director of Internal Audit will proceed with a formal investigation. The Director of Internal Audit will oversee all investigations under the authority of the Audit Committee. The Audit Committee will ensure coordination of each investigation and has overall responsibility for implementation of this policy.

The Audit Committee also has the authority to retain outside legal or accounting expertise in any investigation as it deems necessary to conduct the investigation.

At each regularly scheduled Audit Committee meeting, the Director of Internal Audit will provide to the Audit Committee a summary report stating the nature of each complaint submitted during the period from the last

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meeting to the day immediately preceding the meeting of the Audit Committee, whether or not the complaint resulted in the beginning of a formal investigation, and the status of each investigation.

The Audit Committee, with the input of the Chief Risk Officer, other BayFirst management and/or outside consultants, if requested, will determine the validity of a complaint and any corrective action, as appropriate. If a complaint is reported directly to the Audit Committee, it is the responsibility of the Audit Committee to report to BayFirst management any noncompliance with legal and regulatory requirements and to assure that management takes corrective action including, where appropriate, reporting any violation to the relevant federal, state, or regulatory authorities.

#### Confidentiality

BayFirst will make good faith efforts to protect the confidentiality of employees, officers, directors, or other individuals making reports; provided, however, BayFirst or its employees, officers, directors, and agents may reveal the reporting individual's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or as required by law or court proceedings. In general, it is more difficult to conduct an effective investigation in response to an anonymous complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their complaints. In addition, if a complaint is reported, it cannot be guaranteed that the identity of the complainant will not become known for reasons outside of the control of BayFirst. The identity of other persons subject to or participating in any inquiry or investigation relating to a complaint will be maintained in confidence subject to the same limitations. In addition, except as stated above, BayFirst will not tolerate any effort made by any other person or group to ascertain the identity of any person who makes a good faith report of a wrongdoing anonymously.

#### Corrective Action

Employees, officers, or directors that are found to have violated any laws, governmental regulations or BayFirst policies will face appropriate, case specific disciplinary action, which may include demotion or discharge.

#### Whistleblower Protection (i.e., Against Retaliation)

Employees, officers, and directors are entitled to protection from retaliation for having, in good faith, made a complaint, disclosed information relating to a complaint, or otherwise participated in an investigation relating to a good faith complaint of a wrongdoing. In this regard, please note that neither the Bank nor any employee, officer, or director may retaliate, discriminate, or engage in any other adverse employment action against any complainant if the complainant lawfully provides information regarding any conduct which the complainant reasonably believes constitutes wrongdoing to a federal regulatory or law enforcement agency. BayFirst will not engage in or tolerate any adverse employment action against any complainant based upon

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any lawful actions the complainant takes with respect to good faith reporting of complaints of wrongdoing, participation in a related investigation or otherwise as specified in applicable law. Note, however, that a complainant's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the complaint or an ensuing investigation. These procedures are in no way intended to limit a complainant's rights to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities. If a complainant has a good faith belief that they have been subject to retaliation because they filed a complaint under this policy or engaged in any lawful act that is protected or allowed under applicable whistleblower laws, the complainant may report the retaliation using the processes outlined in this policy for filing a complaint or they may undertake the processes available to them under appropriate state or federal law for reporting retaliation or seeking available remedies.

#### Retention of Complaints and Records

BayFirst will maintain records of complaint reports consistent with BayFirst's document retention policy in effect from time to time and in compliance with applicable law. It is against BayFirst's policy, and may be illegal, to destroy any records that may be subject to or related to an investigation by the Bank or any federal, state, or regulatory body.

#### Compliance with This Policy

All employees, officers, and directors must follow the procedures outlined in this policy and cooperate with any investigation initiated pursuant to it. Adhering to this policy is a condition of employment. BayFirst must have the opportunity to investigate and remedy any alleged violations or employee, officer, or director concerns, and we all must ensure that the Bank has an opportunity to undertake such an investigation. This policy does not constitute a contractual commitment of BayFirst. This policy does not change any employee, director, or officer's at-will employment status. Specifically, employment is for an indefinite period of time and is terminable at any time with or without cause, except as otherwise prohibited.