

HORIZON BANCORP AND HORIZON BANK ADVISOR CODE OF CONDUCT AND ETHICS

Introduction

One of the Company's most valuable assets is our unquestioned reputation for integrity. As professionals, we are judged by our conduct and we must act in a manner that merits public trust and confidence.

This Advisor Code of Conduct and Ethics ("Code") applies to all employees ("Employees") and officers ("Officers") (Employees and Officers are collectively referred to at times as "Advisors"), of Horizon Bancorp, Horizon Bank, and their subsidiaries (referred to collectively as the "Company"). The Board of Directors has adopted this Code to reflect the Company's commitment to high ethical practices and the shared responsibility of the Advisors for adhering to such practices. You are requested to read this Code in its entirety, to understand its purpose and to adhere to the principles and procedures that apply to you. If you are uncertain about any provisions or have any questions, contact a Human Resources Officer.

As Advisors of a financial service organization, we assume a duty to our Company, its customers, its shareholders, and our fellow Advisors. In meeting this duty, we are obligated by two fundamental principles:

- The interests of the Company should be placed ahead of each of our own private interests; and
- Each of us has a duty to make full disclosure of any situation in which our private interests create a conflict or potential conflict with those of the Company.

If you believe that unusual circumstances may justify engaging in an activity that is in conflict with this Code, you may request an exception. Such a request should explain the circumstances and activity for which an exception is sought. Requests should be submitted in writing to a Human Resources Officer, the Chief Executive Officer or President.

The purposes of this code are to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships,
- Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to the Securities and Exchange Commission and other public communications made by the Company,
- Promote compliance with all applicable laws, rules and regulations,
- Provide a mechanism for the reporting of unethical conduct,
- Create accountability for adherence to this Code by all Advisors,
- Protect persons who report questionable behavior and
- Provide a fair process by which to determine violations of this Code.

The following statements are a part of this Code and are set forth to direct Advisors in the proper conduct of their affairs:

USE AND PROTECTION OF CONFIDENTIAL AND INSIDER INFORMATION

COMPANY, CUSTOMER AND SUPPLIER INFORMATION

Financial and other information regarding the Company is not to be released to any person unless it has been published in reports to shareholders or otherwise made available to the public in accordance with applicable securities and disclosure regulations and existing procedures of the Company.

All information regarding the Company, including information about the Company's customers and suppliers, that an Advisor acquires through his or her employment is considered to be privileged and must be held in the strictest confidence. Such information is to be used solely for corporate purposes. In no case shall such information be transmitted or disclosed to persons outside the Company, including family members, or even to other Advisors of the Company who do not need to know such information in discharging their duties as Advisors. The use of any such information for personal gain by the Advisor or by his or her family, friends or others is absolutely prohibited.

Credit information regarding any customer shall not be disclosed except by authorized Advisors in response to a legitimate inquiry by an authentic credit agency or lender. Any other disclosure of such information could expose the Company and the Advisor to liability for damages.

In addition, Advisors are prohibited from processing transactions or managing accounts of any kind for themselves or immediate family members.

INFORMATION ABOUT TRUST DEPARTMENT CLIENTS AND INVESTMENTS

If a corporate issuer of securities is a borrowing customer of the Company, credit information held by the Company about such issuer must be withheld from the Trust Department if the issuer is a client of the Trust Department or if the Trust Department holds securities of such issuer as investments. Such information might be used to influence the purchase or sale of securities and thereby create legal liabilities to the parties involved.

It is absolutely essential that the decisions and operations of the Trust Department be completely independent from the other commercial transactions of the Company. Advisors in the Trust Department should not obtain or review commercial credit files of existing Trust Department clients or of issuers whose securities are included in the Trust Department's investment portfolio or discuss investment decisions with any other Advisors.

INSIDER INFORMATION

All Advisors must comply with the Company's General Policy Regarding Security Trades and Material Information. Certain Advisors also must adhere to the Company's Guide for Directors and Executive Officers on Security Trades and Material Information.

OUTSIDE EMPLOYMENT AND BUSINESS VENTURES

Advisors must obtain prior approval from an Executive Vice President and the Human Resource Department prior to engaging in any outside employment. Officers must obtain approval for outside

employment from an Executive Vice President. Approval will be given only if such outside employment is consistent with the best interests of the Company. In no instance shall an Advisor engage in any outside employment that may reasonably subject the Company to criticism or adverse publicity or that will encroach on Company working time or necessitate such long or unusual hours so as to affect the Advisor's physical or mental effectiveness with the Company.

No Advisor shall engage in any business venture outside of the Company as an individual owner or as a principal with others unless such activity has been reported to and authorized by the Chief Executive Officer or President. Under no conditions, whether such disclosure has been made or not, may an Advisor engage in any transaction involving the Company and the outside business venture except as to guarantee or secure the Company from any loss related to the transaction.

Under no circumstances shall an Advisor maintain outside employment in, own (in whole or in part) or operate any outside business involving the lending or investing of money, the rendering of credit reporting or collection services, or of supplying any other services offered by the Company or its subsidiaries. Specific types of outside activities that raise questions in this area include:

- Employment by a company or personally engaging in any activity that is competitive with the Company;
- Preparation, audit, or certification of statements or documents upon which the Company might rely for lending or other purposes;
- Rendering investment counsel or other advice based upon information, reports, or analyses that are accessible primarily from or through Company employment;
- Rendering accounting services for any person, firm or corporation;
- Drawing wills or engaging in any other activity which could be construed to be practicing law;
- Use of Company equipment, supplies or facilities for outside activities;
- Any undertaking or endeavor that may reflect adversely upon the Company or the Advisor; and
- Any undertaking or endeavor that may imply sponsorship or support by the Company of an outside employer or of a political, charitable, civic, religious or similar organization.

PARTICIPATING WITH CUSTOMERS IN A BUSINESS VENTURE

A conflict of interest exists when an Advisor or a member of his or her immediate family, directly or indirectly, has a financial interest in, or receives a financial benefit from, a customer, supplier, competitor or other principal dealing with the Company. Such a conflict of interest might reasonably be expected to affect the Advisor's judgment or decisions exercised on behalf of the Company. All such conflicts shall be reported promptly by the Advisor.

Advisors shall not participate in, influence, or attempt to influence Company actions in connection with any transaction or loan that involves a business venture in which they have an interest. Except

as otherwise provided in the Horizon Bancorp or Horizon Bank. Articles of Incorporation or Bylaws, the Company is not authorized to enter into any transactions or loans that involve a potential conflict of interest unless: the transaction or loan has been reported; all participants have full knowledge of the existence of the conflict of interest; the subject Advisor abstains from participating in negotiations and decisions relating to the transaction or loan either on behalf of the Company or the business venture; and the resulting transaction or loan is on no more favorable terms and conditions to the subject business venture than the Company would otherwise permit. Any such transaction or loan involving an Advisor shall require the approval of the Chief Executive Officer or President and shall be reported to (and in certain circumstances approved by) the Board of Directors. Any such transaction or loan involving the Chief Executive Officer or President shall require approval by the Board of Directors.

OUTSIDE DIRECTORSHIPS

Acceptance of, or election to, a position as a director of another corporation has the potential for creating conflicts of interest and subjecting the Advisor to liabilities that, under certain conditions, could extend to the Company. For that reason, no Advisor shall accept a directorship in another corporation without the prior consent of the Chief Executive Officer or President.

An Advisor may become a director of another corporation only if the Company concludes, based on financial statements audited or reviewed by an external CPA, that the corporation has above-average financial strength and is of unquestioned reputation. The Advisor also must sign any waivers required by the Company's legal counsel in connection with the Advisor's service as a director of another corporation.

TAKING ADVANTAGE OF A BUSINESS OPPORTUNITY THAT RIGHTFULLY BELONGS TO THE COMPANY

Advisors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If the Company seeks a particular business opportunity, the Company's funds, facilities or personnel have been used in developing an opportunity, or an opportunity is offered to the Company and the opportunity is of the type that the Company normally would be expected to act upon, then the opportunity rightfully belongs to the Company and Advisors who may be in a position to divert the opportunity to themselves or others shall not take advantage of the opportunity. No Advisor may take for himself or herself an opportunity that belongs to the Company. However, an Advisor may take advantage of an opportunity if, prior to the Advisor becoming legally obligated regarding the opportunity, all material facts concerning the opportunity are disclosed to, or known by, the Company's Board of Directors or the Audit Committee of the Board, and a majority of the members of the Board of Directors or the Audit Committee has disclaimed the Company's interest in the opportunity in compliance with the requirements of the Indiana Business Corporation Law.

PERSONAL INVESTMENTS

Investment by Advisors of their personal funds is generally regarded as a private matter within the rights of the Advisor. However, each Advisor is expected to handle his or her own personal finances

in a responsible manner. Advisors should avoid investments of a highly speculative nature that over extend their resources. Investments in any operation of an illegal or antisocial nature are prohibited.

Any Advisor who invests in securities, commodities, or currencies through a margin account, short sales, puts and calls, futures or similar leverage techniques must submit, to the Chief Executive Officer or President, except as provided below with respect to publicly held and traded corporations, a full and complete written report of each such transaction prior to engaging in such transaction.

Investments in the Company's customers, suppliers, borrowers or competitors can result in conflicts of interest. Therefore, except as provided below with respect to publicly held and traded corporations, prior to any such investment by an Advisor or by a member of the Advisor's immediate family, the Advisor shall report the proposed investment to, and receive approval for the investment from, the Chief Executive Officer or President. If an Advisor or a member of the Advisor's immediate family has an investment in a company that subsequently becomes a customer, borrower, supplier or competitor, then the Advisor shall report the investment to the Chief Executive Officer or President as soon as the facts are known to the Advisor.

Investing in shares of a publicly held and traded corporation is permissible without reporting to the Chief Executive Officer or President provided the Advisor does not service an account or other relationship of such corporation as a loan officer, trust officer, or in some other capacity, and the shares acquired or held by him/her and the immediate family do not amount to more than 5% of the shares of that corporation. Nevertheless, no Advisor should enter into a securities transaction if:

- He or she knows that the corporation, which is a client of the Company, is in the process of buying or selling such security either for its own account or for the account of others, until the corporation's transactions are completed;
- He or she possesses confidential or insider information made available to the Company or by the corporation but not generally available to the public;
- Such transactions would place the corporation under obligations (financial or otherwise) to any investment, banking or brokerage institution or seller or issuer of the security;
- The Company is considering granting or renewing a loan to the issuer of the security or is acting as Advisor to the issuer of the security; or
- The Company also is engaging in transactions in the same security or is recommending the sale or purchase of the security to others.

In no event shall the Advisor or his/her immediate family purchase securities of a corporation that is a Company customer, supplier or competitor at a more favorable price than is generally available to the public.

BORROWING FROM CUSTOMERS, ADVISORS AND OTHERS

Advisors must avoid borrowing from an individual or a business customer of the Company under all circumstances, not only because of the obvious influence upon the Advisor's judgment regarding the

customer's transactions, but also because the Advisor places a wrongful burden upon the customer in determining whether to enter into the transaction.

Advisors may borrow from recognized leading institutions that are customers of the Company. Such borrowings must be free of any agreements to grant reciprocity regarding terms or interest rates, either received or given, and must be in accordance with applicable law and regulations.

In addition, staff members shall not borrow from each other and Advisors shall not lend their personal funds to customers of the Company (except to members of their immediate family).

No Advisor shall cosign, endorse, or otherwise assume liability, contingent or otherwise, in connection with the borrowing by any customer or prospective customer except when the borrowing customer is a member of the Advisor's immediate family or when the Advisor or a member of his or her immediate family has an ownership interest in the business that is the borrowing customer.

Advisors are expected to exercise good judgment in their personal borrowing and to limit such borrowing to levels that enable the Advisor to make adequate and satisfactory repayment of the borrowing without experiencing financial hardship.

REFERRING CUSTOMERS TO ATTORNEYS, ACCOUNTANTS, INVESTMENT

COUNSELORS AND BROKERS, INSURANCE AGENTS, REAL ESTATE AGENTS AND OTHERS

Advisors may be asked by customers or the general public to recommend an attorney, accountant, realtor or insurance agent, or to make other, similar referrals. When this situation occurs, the Advisor shall, when possible, recommend several qualified sources from which an ultimate choice can be made. You will not indicate favoritism when making such recommendations. Further, in this regard, no Advisor shall provide any services customarily rendered by any of the above named or similar professions. The Advisor shall not practice law or give legal advice, counsel on tax problems, give advice on or prepare tax returns, or make recommendations in investment decisions except as may be necessary or appropriate in the performance of a fiduciary duty or as otherwise required in the ordinary course of his/her duties as an Advisor.

Advisors should avoid recommending a professional, supplier or product if they or a family member receives personal benefits as a result of their recommendation. Advisors are to disclose any such relationships to the party requesting the recommendation and report immediately any possible personal benefits that an Advisor or their family member may receive as a result of the recommendation to a Human Resources Officer.

TRANSACTIONS IN COMPANY ASSETS

Advisors and their immediate families, whether acting individually or in a fiduciary capacity, are not permitted to sell assets to, or purchase assets from, the Company or any estate being administered by the Company without the prior consent of the Chief Executive Officer or President (and Senior Trust Officer when applicable).

SERVING AS AN INDIVIDUAL FIDUCIARY

An Advisor may not accept an appointment as a fiduciary unless the Company is named agent for the fiduciary and all compensation as fiduciary is received only by the Company as agent, except that an Advisor may accept an appointment as fiduciary from a member of his immediate family without the Company being named agent for the fiduciary.

Prior approval by the Chief Executive Officer or President and the Senior Trust Officer is required before acceptance by an Advisor of an appointment as a fiduciary (except for such appointment by a member of the Advisor's immediate family).

The regulations of the Comptroller of the Currency prohibit an Advisor from receiving a fee for acting as co-fiduciary with the Company in the administration of a fiduciary account, except with the specific approval of the Board of Directors.

GIFTS TO POTENTIAL OR EXISTING CUSTOMERS AND TO PUBLIC OFFICIALS

It is the policy of the Company that no Advisor or individual representing the Company shall provide, directly or indirectly, any gratuity to any individual, company, or government unit as an inducement to or as consideration for doing business with the Company as a customer or supplier of equipment or services.

However, if not used as an inducement or consideration as stated above, gifts of nominal value and related to events such as promotions of the Company's new openings, anniversaries, holidays and job promotions are acceptable. Also, in the same context, entertainment of a nominal expense such as lunches, dinners, theaters, sporting events and the like for general public relations and business development activities are acceptable. Any such gift or entertainment must meet all standards of ethical business conduct, involve no element of concealment, exhibit good taste and judgment and be within approved budgets, procedures and authorizations of the Company. No such gift or entertainment can be used to further the election campaign of any candidate to a public office.

MEMBERSHIP IN CIVIC AND COMMUNITY ASSOCIATIONS

Active participation by Advisors in civic and community organizations such as United Way, Y.M.C.A., Girl Scouts, Junior Achievement, service clubs, Chamber of Commerce, and civil city boards and committees is encouraged. Serving as a director or officer of such organizations strengthens this Company's efforts toward being a good corporate citizen in the communities we serve. In participating in such organizations, the Advisor is acting as an individual and not as a representative of the Company.

Although most activities of this type normally would not interfere with an Advisor's responsibilities at the Company, there may be cases where, because of the time involved in the activity or the responsibility of the office to be held, a problem could arise. For this reason, prior to accepting any candidacy for or appointment to a position that would require a significant time commitment during

normal business hours, the Advisor must ask for prior approval from a Human Resources Officer, Chief Executive Officer or President. .

Although it is usually not appropriate to use the Company's stationery for non-business purposes, judicious use of Company stationery for civic purposes may be allowed with the prior written consent by a Human Resources Officer.

A civic or community organization may request that an Advisor participate in fund raising programs to benefit the organization. In such instances, an Advisor will do so at their sole discretion. An Advisor soliciting contributions on behalf of a civic or community organization may not use the Company's name, the Advisor's position within the Company, or any information the Advisor obtains from the Company, to pressure any person or company to make a contribution to the organization. If the Company makes a contribution to the organization, then the Advisor may indicate that the Company has done so.

PERSONAL USE OF COMPANY ASSETS

Advisors are prohibited from using Company assets, including but not limited to, equipment, supplies or facilities for personal benefit, outside activities or personal interests unless prior permission is received from a Human Resources Officer, the Chief Executive Officer or President.

GIFTS, GRATUITIES, BEQUESTS AND OTHER RECEIPTS FROM CUSTOMERS OR SUPPLIERS

18 U.S.C. § 215 provides:

(a) Whoever-

- (1) corruptly gives, offers, or promises anything of value to any person, with intent to influence or reward a director, employee, agent, or attorney of a financial institution in connection with any business or transaction of such institution; or
- (2) as a director, employee, agent, or attorney of a financial institution, corruptly solicits or demands for the benefit of any person, or corruptly accepts or agrees to accept, anything of value from any person, intending to be influenced or rewarded in connection with any business or transaction of such institution;

shall be fined not more than \$5,000 or three times the value of the thing given, offered, promised, solicited, demanded, accepted, or agreed to be accepted, whichever is greater, or imprisoned not more than five years, or both, but if the value of the thing given, promised, solicited, demanded, accepted, or agreed to be accepted does not exceed \$100, shall be fined not more than \$1,000 or imprisoned not more than one year, or both.

This provision makes it illegal for an Advisor to accept any fee, gift or other thing of value of any kind for arranging or negotiating a loan or its terms and conditions for a borrower at our Company.

The broad application of this law should be clearly understood: it could cover things such as special discounts, free services, concessions, special investment opportunities, more liberal terms or conditions than otherwise available and also could apply to things of value received not directly from the borrower but indirectly through attorneys, agents, salesmen, brokers or other parties. These prohibitions also apply to members of the Advisor's immediate family (both as giver and as recipient).

Any offer of such a fee, gift or other thing of value must be declined by the Advisor. If such a fee, gift or other thing of value is received without a preexisting offer or in spite of the Advisor's declination, the incident must be reported immediately to the Chief Executive Officer or President of the Company who shall respond openly in returning the gift. Any offer of such a fee, gift or thing of value prior to the granting of any loan or other transaction involving the Company and that is intended, either directly or indirectly, to influence the Company or the Advisor in the decision regarding the transaction, must be immediately reported to the Chief Executive Officer or President of the Company and no further action may be taken with respect to the transaction without the Chief Executive Officer's or President's express permission.

OTHER GIFTS

On occasion, customers have given gifts to Company personnel in expression of their appreciation for banking services rendered. This typically occurs at Christmas and other similar occasions. At times, the gift may be in the form of entertainment or gratuities.

The Company believes that the acceptance of gifts, entertainment or gratuities could jeopardize public confidence in the Advisor and the Company or create undesirable obligations. If an Advisor receives such a gift or offer of entertainment, the Advisor must decide conscientiously whether or not acceptance would give rise to a feeling of obligation or could lead to misinterpretation. If obligation or misinterpretation is possible, the gift must not be accepted.

Advisors may accept, however, gifts, offers of entertainment and other items of nominal value (\$100.00 or less). Ordinary and customary entertainment of nominal value such as food, flowers, balloons, refreshments, and admissions in the course of luncheon, dinner, sports event or social event are acceptable. Advertising or promotional materials, such as pens, pencils, note pads, calendars and other items of nominal value are also acceptable. Discounts or concessions available to all Advisors are also acceptable. Cash, checks, or gift certificates in any amount are not considered acceptable. Gifts over \$100 in value will require prior approval by the Chief Executive Officer or President.

In no event may an Advisor solicit a gift.

Any Advisor who receives from any one customer an amount in excess of \$100 per year in the form of gifts, entertainment or gratuities shall make a written report of such receipts to the Chief Executive Officer or President.

BEQUESTS

An Advisor who receives notice that he or she will receive from a customer of the Company (other than from a member of the Advisor's immediate family or other relative) a gift or a bequest in excess of \$100 under a will or trust instrument, regardless of whether the Company is a fiduciary under such instrument, must promptly report the bequest or gift to the Chief Executive Officer or President. The Advisor must also provide a full account of the circumstances surrounding the gift or bequest and, in the case of a bequest, take all reasonable steps to have the will or trust instrument amended to remove himself or herself as beneficiary. If the Advisor is unsuccessful in obtaining such an amendment, the Advisor must renounce the gift, bequest, or devise being offered, whether he or she is then an active Advisor or a retired or former Employee who is, or will become, entitled to retirement benefits under any plan or agreement of the Company or any of its subsidiaries.

POLITICAL ACTIVITIES

The Company has designated the Chief Executive Officer, President or Chief Financial Officer to determine and make political contributions on behalf of the Company and makes no contributions except through these representatives. This precludes Advisors from making political contributions on behalf of the Company using various techniques used to make political contributions such as through advertising purchases and ticket purchases and also precludes the use of Company property, equipment, supplies, telephone, copying machines, vehicles, stationery, postage, and facilities, or the use of Company Advisors during working hours and/or during periods during which the Advisor is being paid by the Company. No Advisor shall run for office or serve on a campaign committee as an individual or as a principal unless such activity has been reported in advance to the Chief Executive Officer or President.

Any Advisor is free to make a personal contribution to any political party or candidate of his or her choice. The Company will not reimburse any Advisor (or other person) for individual contributions or expenditures. Any Advisor who makes such a contribution must adhere to limitations established by federal and state law.

Advisors of the Company may engage in political activities, provided the activities do not utilize corporate time, facilities, or equipment, or would be construed under applicable law as an illegal corporate contribution to a political activity. When engaged in any political activity, the Advisor must adhere to existing laws and regulations governing the activity and should consult with his or her own attorney before undertaking a position as campaign treasurer.

In all cases, Advisors participating in any political activity do so as individuals and not as representatives of the Company. The Advisor must avoid and prohibit any act that could be interpreted as Company sponsorship or endorsement. The Company's name, address or telephone number may not be used in any materials unless the Company has specifically authorized such use. Campaigning for oneself or for other candidates must be done on the Advisor's own time. Management will give consideration to requests for leaves of absence to fill elective or appointive posts in government or to participate in political campaigns.

Loans by the Company to political candidates or parties for campaign expenses will be permitted only if the loan is fully secured by cash, stocks, bonds or other negotiable collateral having an immediate and certain market. All such loans must be made on terms and conditions no more favorable than would be granted otherwise. Nonpolitical loans to individuals who seek or hold an elected public office will be permitted only on terms and conditions no more favorable than would be granted under other circumstances and must be accompanied by a signed affidavit by the office holder or candidate as to the nonpolitical purpose of the loan.

PERSONAL CONDUCT

Advisors are expected to maintain high standards of personal conduct at all times and therefore, must not engage in conduct that could adversely affect the public's confidence in the integrity of the Company. These standards prohibit the use of drugs except for medical purposes under the care of a physician, the excessive and/or habitual use of alcohol and engaging in gambling activities that are habitual or more than casual in nature.

Periodically, the Company sponsors functions for the staff and/or its customers at which alcoholic beverages are served. It is improper for members of the Company staff to engage in the consumption of alcoholic beverages to an extent that impairs their ability to conduct themselves in a safe and businesslike manner.

It is also improper to encourage our co-workers or customers to engage in consumption of alcoholic beverages.

Should any Advisor or customer become impaired, the senior officer in attendance should be notified as soon as possible so as to take tactful control of the situation.

Occasionally, Company-sponsored functions can lead to subsequent gatherings at bars or clubs. Although we cannot prevent such gatherings from occurring, the same rules regarding consumption of alcoholic beverages apply to such gatherings as they do to Company functions.

YOUR DUTY TO REPORT

You have a duty to adhere to this Advisors Code of Conduct and Ethics and all other existing company policies and to report to the Company any suspected violations by yourself or any other Advisor, or director. Reports should be made to the Company's Human Resources Officer, Chief Executive Officer or President.

Horizon encourages open communication between all Advisors. However, it is understood that an Advisor may feel more comfortable with reporting concerns anonymously, specifically accounting, management or audit issues. To provide a mechanism for confidential, anonymous submission of concerns regarding suspected illegal, unethical, or questionable practices, including any accounting or audit practice or any issue concerning management, Advisors may forward concerns via the internet, by desktop, or by calling:

Internet: www.ethicspoint

TELEPHONE: **866.294.4694 (ETHICSPPOINT HOTLINE)**

Desktop Icon: **Utilize the EthicsPoint Icon located on your desktop**

The Company will investigate any matter so reported and, upon a determination by the Audit Committee or Governance and Nominating Committee of its Board of Directors (or a panel designated by such committee) or upon a determination by the Audit Committee or Governance and Nominating Committee (for actions by senior financial officers) that a violation has occurred, will take appropriate disciplinary and corrective action, up to and including termination. Any material issue will be promptly reported to the full Board of Directors.

NON-RETALIATION

The Company forbids retaliation against Advisors, officers or directors who report violations in good faith (except for any disciplinary action as determined above for self-reported violations).

Retaliation or attempted retaliation is a violation of this Policy and anyone who does so will be subject to severe sanctions up to and including termination. No hardship, no loss of benefit, and no penalty may be imposed on an advisor, officer or director for filing or responding to a bona fide report of violation; appearing as a witness in the investigation of a complaint; or serving as an investigator.

DEFINITIONS

IMMEDIATE FAMILY

As used herein, “immediate family” includes spouse, children, parents, sisters, brothers, grandparents, grandchildren, parents-in-law, son-in-law and daughter-in-law or any person living in the Advisor’s household. This includes the relationship of natural, adopted, step or half.

TRUST DEPARTMENT

As used herein, “Trust Department” means Horizon Trust & Investment Management, a division of Horizon Bank. or any of the Company’s other subsidiaries performing the functions typically performed by a bank trust department.

EMPLOYMENT CERTIFICATION

Upon employment by the Company, and at such other times as may be required by the Chief Executive Officer or President or Board of Directors, each Advisor shall sign a certification that he/she has read a copy of this Code, understands it fully, has complied with its requirements and that he or she is not aware of any violation on the part of any other person or party that has not been properly disclosed. All Advisors also shall sign the certification described above whenever this Code is amended.

HORIZON BANCORP AND HORIZON BANK

Advisor Certification

I, the undersigned, hereby certify that I have read the Horizon Bancorp and Horizon Bank Advisor Code of Conduct and Ethics in its entirety, that I fully understand the content thereof, that I have complied with its requirements, and that I am not aware of any violation thereof on the part of myself, any other Advisor or any other person.

Except as I have disclosed to the Company, I have no knowledge, either direct or indirect, of any information regarding any activities or situations that violate, or may potentially cause a violation of, this Code. With respect to any exceptions, I have made full and proper disclosure to the Chief Executive Officer, President or the Board of Directors of the Company or as otherwise required by this Code and have agreed to keep all such disclosures confidential. If, in the future, I become aware of any information regarding violations or potential violations of this Code, I agree to promptly make full disclosure of such information to the Chief Executive Officer, President or Board of Directors of the Company or as otherwise required by this Code.

Violations of this Code may lead to disciplinary action including termination.

X _____
Signature

Print Name

Date _____