

ESQUIRE FINANCIAL HOLDINGS, INC.

ESQUIRE BANK

2025 Code of Business Conduct and Ethics

GENERAL POLICY STATEMENT / INTRODUCTION

The success and reputation of Esquire Financial Holdings, Inc. and Esquire Bank, National Association (individually and together, as appropriate, the “Company”) is determined, in no small part, on the standard of personal and professional integrity with which its employees, officers, and directors conduct themselves. In pursuit of the Company’s goals, each employee, officer and director is expected to adhere to business procedures and practices that are in accordance with the letter and spirit of applicable federal and state banking laws and regulations, and is expected to conduct himself or herself on the basis of moral and ethical principles reflecting the highest standards of business and individual behavior.

The Boards of Directors of Esquire Financial Holdings, Inc. and Esquire Bank, National Association have adopted this Code of Business Conduct and Ethics (the “Code of Conduct”) to assist our employees in understanding the principles of conduct to which they must adhere in order to fulfill the legal, moral and ethical obligations each assumes as an employee. It serves both as a method to review and reaffirm the high standards of conduct that are associated with ethical business practices and as a corporate-wide statement of the Company’s commitment to these standards. This Code of Conduct applies to all representatives of the Company and its affiliates, including directors, employees, temporary workers, independent contractors and consultants.

Employees, officers and directors must comply with all internal control procedures established by the Company for the safeguarding of assets and proper recording and disclosure of financial information.

Individual employee standards produce company standards. Therefore, employees may periodically be requested to affirm in writing that they adhere to this Code of Conduct. This Code of Conduct covers the Company and its affiliates. Any violation of this Code of Conduct by any employee, as defined, may result in disciplinary action, up to and including discharge.

DEFINITIONS

Employee- Except where otherwise specifically indicated, includes all directors, officers, employees, temporary workers, independent contractors and consultants of the Company and its affiliates and subsidiaries, as applicable.

Affiliate- a company that the Company owns or controls, or that owns or controls the Company, or that is owned or controlled by the same company that owns or controls the Company. Ownership does not mean wholly owning the Company but means owning enough of an interest in the Company to have a controlling influence over the Company.

Review Procedure- The means by which approval for a particular course of action may be requested by an employee. Employees shall seek review by the senior management officer in the employee's department or group, usually a senior vice president or an executive vice president. Senior vice presidents and above should seek review from their immediate supervisors, in most cases the Chief Operating Officer or Chief Executive Officer. Requests and the reviewers' responses must be in writing and shall be retained in employee personnel folders. Directors and the Chief Executive Officer shall seek review by the Governance & Nominating Committee.

As a written code cannot answer all questions raised in the context of business relationships, each employee shall accept his or her primary responsibility to recognize and respond to specific situations as they arise. Questions and concerns about an employee's obligations under this Code of Conduct, including, but not limited to, doubtful situations, potential misconduct, conflicts of interest, standards and integrity of performance should be addressed as follows:

- By Employees: To Human Resources.
- By Directors: To the Governance & Nominating Committee.

This policy will be reviewed and approved annually by the Boards of Directors of Esquire Financial Holdings, Inc. and Esquire Bank, National Association. The Company shall review the Code of Conduct on an annual basis to determine whether any changes are necessary or appropriate. Factors that could require changes to the Code of Conduct include changes in any applicable laws and regulations, and any particular issues or concerns raised since the prior review.

CONFIDENTIAL INFORMATION

A. Confidential Information about Others

All employees (as defined above) must safeguard confidential information about customers, potential customers, shareholders, and employees, and their accounts (including sales and profit data, credit information, financial condition, and business transactions), in conjunction with and in accordance with applicable laws and regulations, including, but not limited to the Gramm-Leach-Bliley Act (GLBA) which requires financial institutions to have administrative, technical and physical safeguards for sensitive customer information. Sensitive information collected by the Company must not be used or disclosed for any reason other than the intended purpose and must be protected from misuse that could result in theft. In particular:

1. Caution and discretion are required in the discussion, use, and sharing of information within the Company. Such matters should not be discussed among employees unless there is a valid business reason (i.e. a "need to know") for doing so.
2. Requests for information regarding current or former employees should be referred to Human Resources.
3. The disclosure of information concerning an applicant or customer is permitted when it complies with applicable federal and state laws and regulations. For example, the Company has adopted specific guidelines and/or policies which govern the exchange of credit information with third parties.

4. Inquiries for confidential information by tax authorities, law enforcement agencies, attorneys, or private parties involved in litigation shall not be divulged unless the Company has received either written consent of the individual, or the appropriate court order or subpoena, and release has been authorized under normal operational procedures.
5. Employees should not discuss confidential information or customer relationships in public places.
6. Directors should act in good faith in matters involving a customer or prospect of the Company when that customer or prospect is a competitor, customer, or supplier of the Director. In such instances, the Director should use proper judgment when participating in any matters or discussions involving such accounts, and in all cases should abstain on any matters during discussion or pertaining to a vote involving such accounts.

B. Company Confidential Information

The Company provides its employees with access to its physical resources and proprietary information and with knowledge and experience in the technologies developed or used by the Company. Employees are responsible for the proper use of the Company's physical resources and proprietary information and for taking appropriate steps to assure the security of such resources and information. Accordingly, employees may not disseminate, sell or otherwise use the Company physical resources or proprietary information for their personal benefit or for the benefit of a third party. This restriction continues to apply after employment terminates, regardless of the reason for termination. The proper use of Company resources includes uses only for those activities that are directly related to Company business or that have been approved in advance by management.

Financial information about the Company is not to be discussed with or released to any person or entity unless it has been published in reports to our shareholders or otherwise made generally available to the public in the ordinary course of business as so determined by the Boards of Directors, Chief Executive Officer, and/or Chief Operating Officer and/or Chief Financial Officer of the Company.

Employees are directed to refer all inquiries from the media to the attention of the Chief Executive Officer. Employees should obtain prior approval before discussing the Company's policies, procedures or affairs with an outside party. This policy ensures that the message being conveyed to the media and other groups is consistent throughout the Company. Employees must be aware that any product, program or writing developed or produced by Company employees during work time, by using Company facilities or as a result of performing their responsibilities, is the property of the Company.

Employees should be aware that any product, program or writing developed or produced by Company employees during work time, by using Company facilities or as a result of performing their responsibilities, is the property of the Company.

Employees should take appropriate steps to protect all Company proprietary interests, both while employed by the Company and after leaving its employ. Further, copying any records for any purpose other than a necessary job-related activity is strictly prohibited. No Company records,

information or copies thereof may be retained by an employee following termination of employment.

C. Third-Party Proprietary Information

Employees are responsible for using the patented, copyrighted, or other proprietary material or information of a third party in compliance with applicable provisions of any contract between the Company and the third party.

The Company, as well as individual employees, may be held liable for both civil damages and criminal penalties for copyright, trademark, or patent infringement and for any other illegal or improper use of another's property. Employees must also be aware that other uses of third-party materials or information, such as the duplication of computer software and the downloading of data from information retrieval services (data bases), may also require the holder's/owner's permission. Employees are encouraged to consult their immediate supervisor or the Chief Compliance Officer regarding the photocopying, duplication, reproduction, data downloading, or other use of proprietary material or information owned by a third party.

CONFLICTS OF INTEREST

A. *General.* Our directors, officers and employees have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with the Company. A conflict situation can arise when a director, officer or employee takes action or has an interest that may make it difficult to perform his or her duties objectively and effectively. Conflicts of interest may also arise when a director, officer or employee, or a member of his or her family or a business affiliated with the director, officer or employee, receives improper personal benefits as a result of his or her business position with the Company. Directors, officers and employees should consider all potential conflicts of interest, and must avoid such conflicts of interest, or even the appearance of such conflicts of interest. By way of example:

1. No Company director, officer or employee shall serve as an employee, officer, director, manager, or trustee of any other bank, savings bank, savings and loan association, bank holding company, savings and loan holding company, credit union or any other business that provides products or services competitive with those offered by the Company. Offers of directorship or employment to any employee, officer or director of the Company by an organization must be reported to the Boards of Directors prior to acceptance. The Boards of Directors may obtain the opinion of legal counsel that such directorship or employment would not result in a conflict of interest with respect to the recipient's service to the Company.
2. If any Company director, officer or employee, or an immediate family member of any Company director, officer or employee, has a personal or financial interest in any matter that comes before the Company, then such interest shall, as soon as possible, be disclosed by the Company director, officer or employee to the Boards of Directors and such interested Company director, officer or employee, shall abstain from being involved with any discussion or voting on the matter.

3. No Company director, officer or employee shall use for financial gain for themselves or another person, or make any other improper use of, any nonpublic or confidential information which is available to them by reason of their status as a director, officer or employee of the Company.
4. No Company director, officer or employee shall give or accept any monetary fee or other item of value (including reductions in other fees normally charged for the provision of services) for the referral of a real estate settlement service.
5. No Company director, officer or employee of the Company or their immediate family members shall profit from a relationship with a company or other entity with which the employee regularly deals in the course of his or her duties at the Company without the prior approval of the Boards of Directors.
6. For purposes of this Code of Conduct, the term “immediate family” means a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.

B. *Corporate Opportunities.* No director, officer or employee may: (1) take for himself or herself personally opportunities that are discovered through the use of Company property, information or position; (2) use Company property, information or position for personal gain; or (3) compete with the Company. Directors, officers and employees owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

A corporate opportunity will not be deemed to have been taken from the Company where a majority of the disinterested and independent directors of the Boards of Directors, after receiving a full and fair presentation of the matter, reject the opportunity as a matter of sound business judgment.

C. *Fair Dealing.* Each director, officer and employee shall endeavor to deal fairly and in good faith with the Company’s customers, potential customers, stockholders, employees, suppliers, regulators, business partners, competitors and others. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior or any other unfair dealing practice.

E. *Protection and Proper Use of Company Assets.* Company assets, such as information, materials, supplies, intellectual property, software, hardware, and other computer equipment, and facilities, among other property, are valuable resources owned, licensed or otherwise belonging to the Company. All Company assets should be used for legitimate business purposes and the personal use of Company assets without senior management permission is prohibited.

F. *Political Activities and Community Involvement.* The Company encourages employees to actively participate in and provide leadership to community, charitable, and professional organizations. Any involvement, sponsorship, or affiliation of the Company in a community or charitable activity must be previously approved by means of the Company’s review procedures.

The Company further acknowledges that it is important for citizens to take an active interest in the political process and the Company's directors, officers and employees may engage in political activities of their own choice, using their own money and time. In such cases, directors, officers and employees participating in political activities do so solely in their personal capacity and not as representatives of the Company, such activities must not use the Company's facilities, personnel or assets or interfere with such person's responsibilities to the Company, and such persons may not represent that their political positions or activities are those of the Company.

G. Outside Employment

Note: This section does not apply to Directors of the Company

The Company generally discourages outside employment for full-time employees because the additional employment might affect the employee's performance or subject the Company to criticism or adverse publicity. Prior approval of outside employment must be obtained by means of the review procedures unless such employment was made known to and approved by the Company at the time of hire. The approver/reviewer shall consult with the Human Resources Department and give particular scrutiny to factors bearing on the question of whether a conflict of interest, whether actual, apparent, or potential, could arise.

H. Annual Requirements for Directors and Executive Officers

Each director and executive officer of the Company shall annually disclose any related interests and otherwise comply in all respects with federal Regulation O (12 C.F.R. § 215). For the purposes of this section, related interest includes: (1) a company that is controlled by that person; or (2) a political or campaign committee that is controlled by that person or the funds or services of which will benefit that person. The Boards of Directors of the Company shall review these disclosures on an annual basis to determine if there are any actual or apparent conflicts of interest that require action by the Boards.

In addition, the Boards of Directors shall review its records of extensions of credits to executive officers and directors, such records being maintained in accordance with 12 C.F.R. § 215.8. The Boards of Directors shall also direct the Governance and Nominating Committee to conduct an annual internal audit of transactions, fees, referrals and other dealings between the Company and its executive officers and directors, including their related interests. The Governance and Nominating Committee shall consider whether such transactions were the result of appropriate arms-length negotiations and market rates and whether the transactions complied with applicable laws and regulations.

Each director and officer shall annually certify that he or she has been and continues to be in compliance with the Code of Conduct, including these conflict of interest principles.

I. Reporting Violations and Non-Compliance

Should an executive officer, director, or employee of the Company become aware of non-compliance with these conflict of interest principles by another employee (other than an executive officer) of the Company, or a related party thereof, the matter should be disclosed to the Chief Executive Officer, Chief Operating Officer or to Human Resources, as appropriate.

Should an executive officer, director, or employee of the Company become aware of non-compliance with these conflict of interest principles by an executive officer or director of the Company, or a related party thereof, the matter should be disclosed to the Chairman of the Governance & Nominating Committee of the Board of Directors. Where the matter involves the Chairman of the Governance & Nominating Committee of the Board of Directors, the disclosure should be directed to the Chief Executive Officer.

COVERED TRANSACTIONS WITH AFFILIATES PURSUANT TO REGULATION W

A covered transaction between the Company and its affiliates, which includes transactions between Esquire Financial Holdings, Inc. and Esquire Bank, National Association, must comply with the quantitative limitations and collateral requirements of Regulation W, 12 C.F.R. § 223.

HANDLING PERSONAL TRANSACTIONS

Transactions, including maintenance updates, involving an employee's own accounts or the accounts of family members or any other relative should be referred to another employee or the manager to process. An employee may not make decisions, approve transactions, or direct others to approve transactions on such accounts in any manner that would inappropriately influence the results of those transactions. As used here in the Code of Conduct, family member means your spouse, child, parent, grandparent, sibling, parent-in-law, other family members, or any other individual with whom you have an especially close relationship.

COMPENSATION AND GIFTS

A. Compensation and Gifts

General

The Federal Bank Bribery statute makes it a crime to corruptly give, offer, or promise anything of value to any person, with intent to influence or reward an officer, director, employee, agent, or attorney of a financial institution in connection with any business or transaction of such institution; or (2) as an officer, director, employee, agent, or attorney of a financial institution, to corruptly solicit or demand for the benefit of any person, or corruptly accept or agree to accept, anything of value from any person, intending to be influenced or rewarded in connection with any business or transaction of such institution. This law is broad and carries severe criminal penalties, including fines and/or imprisonment.

No employee shall solicit or receive anything of value (be it money, goods, or services) in any amount, as a quid pro quo (something received or given as a personal reward for preferential action or service) or as a "gratuity," in connection with the business of the Company. This includes, for example, compensation of any kind from any source for rendering services of a type which might properly be performed by the Company as one of its regular services. An employee may not do indirectly what he or she is prohibited from doing directly; e.g. arrange to have a prohibited gift made to a member of his or her family. Any gift of a beneficial interest or legacy under wills or trusts of customers of the Company, other than a relative, must be reported to

Human Resources at such time as the employee or employee's spouse learns of such designation. Similarly, an employee should avoid giving gifts, meals, or entertainment intended to influence unfairly, or that might give the appearance of unfairly influencing, a business decision. An employee should never give any gift, meal or entertainment, which is unreasonable or extravagant.

Permissible Gifts to Employees

Employees may accept gifts from outside sources only if the gift:

- is not a quid pro quo;
- is not intended to influence any decision by the employee;
- is unsolicited;
- is infrequent;
- is reported to senior management; and
- is reasonable in value.

Under no circumstances shall money be accepted, even within the above guidelines.

Examples of gifts which are likely to meet the above conditions and would therefore be permissible are advertising or promotional materials, such as pens, pencils, note pads, key chains, calendars and similar items; discounts or rebates on merchandise or services that do not exceed those available to other customers; gifts that are related to commonly-recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday; and civic, charitable, educational, or religious organizational awards for recognition of service and accomplishment. Generally, there is no threat of a violation of the Bank Bribery statute if acceptance of a gift or benefit is based on an obvious family or personal relationship (such as those with the parents, children or spouse of an employee) existing independent of any business of the Company, or if the gift or benefit is available to the general public under the same conditions on which it is available to a Banker. If an employee is offered or receives something of value which he or she believes may be impermissible under this Code, he or she shall disclose the matter by means of the Review Procedure. The reviewer, in turn, shall render a determination in writing that the item of value should be accepted or returned, giving due consideration to such issues as whether the item is reasonable in value and whether receipt poses a threat to the integrity of the Company. Such disclosures and resulting determinations shall be retained in the employee's personnel file.

B. Business Meals, Refreshments, Travel, Accommodations and Entertainment

Payments for meals, refreshments, travel, accommodations or entertainment by an outside source are permitted, if they (a) are reasonable in amount, (b) are expended in the course of a meeting or other occasion the purpose of which is to hold a bona fide business discussion or to foster better business relations, (c) are unsolicited, and (d) the expense would be paid for by the Company as a business expense if not paid for by the outside source. Permissible items could include business luncheons or dinners, golf or tennis outings, cab fare, attending a customer's annual holiday party, entertainment, and travel arrangements and accommodations if reasonable in value.

Payment by an outside source for business meals, refreshments, travel, accommodations, and entertainment which is extravagant, a quid pro quo, or confers a benefit on the employee or his or her family member rather than the Company is impermissible. For example, use of a customer's condominium for a weekend would not be permitted.

If an employee is offered payments for business meals, refreshments, travel, accommodations or entertainment which he/she believes may be impermissible under the Code of Conduct, the individual shall disclose the matter by means of the Review Procedure. The reviewer shall render a determination in writing if payment for such service should be accepted, giving due consideration to the bona fides of the business purpose involved and the reasonableness of the value of such service under the circumstances.

SERVING AS A FIDUCIARY

Note: This section does not apply to directors.

No officer or employee shall act solely or in conjunction with anyone else in a fiduciary capacity except:

- for members of his/her immediate family, or
- with the prior approval of senior management.

When serving as such, it should be stated clearly that the employee or officer is acting as an individual without implying or imputing that they are representing the Company or acting in any Company-related capacity. Any employee involved in a fiduciary relationship may be required to obtain evidence that they are acting for themselves and not as representatives of the Company or its affiliates. Additionally, employees acting in a fiduciary capacity for a profit organization must obtain a fidelity bond. Note: This section is not intended to preclude employees from serving as an officer in a professional or community organization (see Outside Activities below).

EXTENSIONS OF CREDIT

Personal Extensions of Credit Between Employees of the Company and Customers or Suppliers to the Company Are Prohibited

An employee may not borrow from, or lend personal funds to, customers or suppliers. Although employees may borrow from banks or other lending institutions on customary terms.

Director and Employee Accounts

Directors and employees may maintain bank accounts at the Company. Directors and employees are expected to maintain their accounts with the Company in a responsible manner. Any fees associated with overdrawing the account of a director or employee of the Company is assessed to the account at the same rate as assessed to all customers of the Company.

No employee of the Company may perform or authorize another employee to perform transactions on his or her personal accounts held at the Company. Likewise, the employee or

director shall not perform or authorize another employee to perform transactions on personal accounts held at the Company by related parties of the employee or director.

Extension of Credit to Insiders

The Company does not extend credit to Insiders, as defined by Regulation O, 12 C.F.R. § 215.

Limitations on Purchases of Assets from Insiders

The Company may not purchase assets from, or sell assets to, an executive officer or director of the Company or any related person thereto, unless the transaction is on market terms and meets the qualitative and quantitative standards of 12 U.S.C. § 1828(z).

INSIDER TRANSACTIONS

Personal Investments - Prohibitions on Insider Trading

Personal investments in any customer or supplier of goods or services which has credit or other relationships with the Company should not be made by an employee except for investments in securities which are actively traded on recognized markets, or only upon approval obtained by means of the Review Procedure; and subject in all cases to the rules described below concerning insider trading. Directors and officers may be asked to disclose such information in an annual statement. Even if a personal investment has been approved, an employee should not take part in a Company decision or attempt to influence a decision about that customer or supplier.

Employees are responsible for observing the Securities and Exchange Commission regulations which prohibit purchase or sales of securities by persons having material inside information and should be aware that material inside information concerning a company's plans or operations which has not been released to the public is confidential. "Material inside information" is defined as information which would affect a person's decision to purchase or sell a security and which has not been sufficiently disclosed to insure its availability to the investing public. Company employees are prohibited from using material inside information for personal gain, from using such information for security transactions made on behalf of the Company or its subsidiaries, and from using such information on behalf of a third party. To assure compliance with applicable law, the actions of every employee should be governed according to the following guidelines:

1. Material inside information must not be disclosed to anyone other than Company employees who establish their need to know. This information should not be discussed in public places.
2. Employees possessing material inside information relating to the Company shall not sell or buy Company securities, or disclose such information to persons outside the Company until the information has been properly disclosed to the public and the public has had sufficient time to absorb and evaluate it.
3. Since material inside information may also have a material effect on the purchase or sale of securities of companies with which the Company is dealing, anyone possessing such information concerning such a company must not sell or buy the securities of that company or disclose this information to persons outside the Company until the

information has been properly disclosed to the public and the public has had sufficient time to absorb and evaluate it. Inquiries from financial analysts and investors and others affiliated with the financial investment communities should be answered only by the Chief Executive Officer, Chief Operating Officer or Chief Financial Officer. Securities laws impose severe sanctions upon any individual who fails to comply with the above guidelines, and liability can also extend to the Company. The penalties range from monetary penalties to criminal fines and imprisonment. In summary, no employee shall buy or sell Company securities, or any other securities, based on material inside information.

FINANCIAL RESPONSIBILITIES

All employees of the Company should conduct their financial affairs in such a responsible manner as to be above criticism. The following list is intended to be a guide, but not a complete nor exhaustive list:

- Prompt payment of personal bills and debts;
- Avoid overdrafts in personal checking accounts;
- Use of any Company credit cards, expense account reimbursements, equipment, and supplies only for official Company use; and
- Timely filing of income tax returns.

PROFESSIONAL RELATIONSHIPS

Note: This section does not supersede the Company's personnel policy manual and any other employee policies and requirements. It is intended to provide a summary of applicable requirements.

Anti-Discrimination Policy

All Company employees must conduct their relationships with other Company employees, customers, and the general public with courtesy and mutual respect. The Company operates under sound personnel policies and applies an equitable standard of fair treatment to all of its employees. It also conducts its business dealings in a non-discriminatory manner and employs persons of varied backgrounds based upon their qualifications, without regard to age, color, gender, national origin, sexual orientation, marital status, race, religion, disability, or veteran status. The Company does not tolerate any improper conduct among Company employees, such as harassment of one Company employee by another, either directly, by mail, telephone, or other indirect means, such as electronic mail, or any other method. Appropriate corrective and disciplinary action will be taken if such improper conduct occurs. Supervisors and managers are expected to ensure that no employee is subjected to harassment, intimidation, coercion, or retaliation.

For purposes of this policy, harassment includes, but is not limited to:

- derogatory expressions describing a member of the particular group;
- offensive jokes;
- graphics or cartoons that disparage a specific group or individual employee;
- physical assault or threat of physical assault; and
- behavior clearly outside the bounds of professional interaction in a business environment.

Complaint Procedure

If any individual believes that he or she has been discriminated against, he or she should notify his or her manager or supervisor, or if the employee chooses, Human Resources. Any retaliation against an employee bringing a complaint in good faith will not be tolerated. Any complaint will be immediately and confidentially (to the extent possible) investigated, and any remedial action which is necessary and appropriate will be taken, up to and including termination of employment. Please also refer to the Company's Anti-Discrimination Policy.

Sexual Harassment Policy

It is the Company's policy that all employees have a right to work in an environment free from sexual harassment. Sexual harassment is a violation of federal law under Title VII of the Civil Rights Act of 1964 and is also against state law. The Company will not tolerate or permit any employee to engage in sexual harassment, in any form, and such conduct may result in disciplinary action, including discharge.

Sexual harassment is generally deemed to include:

"Unwelcome sexual advances, request for sexual favors, and other verbal or physical conduct of a sexual nature, constitute sexual harassment when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (2) submission to or rejection of such conduct by an individual is used as the basis for an employment decision affecting such individual; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment."

Sexual harassment may take various forms and may be verbal, physical or visual. Sexual harassment may include repeated offenses of sexual flirtations, advances or propositions, continual or repeated verbal abuse of a sexual nature, graphic or verbal comments about an individual's or individuals' bodies, degrading words or names, sexually suggestive displays, pictures or objects in the workplace. A threat or insinuation, either explicitly or implicitly that an employee's refusal to submit to sexual advances will adversely affect the employee's work environment or any conditions of employment may also be sexual harassment. While these examples do not provide a complete list of what might be deemed to be sexual harassment under the law, they provide a general guide to help avoid potential harassment problems and a reminder to act professionally and treat each other with respect.

Complaint Procedure

If any individual believes that he or she has been sexually harassed, he or she should notify his or her manager or supervisor, or if the employee chooses, Human Resources. Any retaliation against an employee bringing a complaint in good faith will not be tolerated. Any complaint will be immediately and confidentially (to the extent possible) investigated, and any remedial action which is necessary and appropriate will be taken, up to and including termination of employment. Please also refer to the Company's Sexual Harassment Policy.

OTHER PROHIBITIONS IMPOSED BY VARIOUS REGULATIONS

The Company will strictly adhere to all regulations pertaining to conflict of interest. (See Conflict of Interest above).

No affiliated person of the Company may receive, directly or indirectly, from the Company, or its affiliates, or from any other source, any fee or other compensation of any kind in connection with the procurement of a loan from the Company or any subsidiary of the Company.

No person, including an affiliated person, may give or receive any fee, kickback, or thing of value for referring business incident to a real estate settlement service, and no person may give or accept any portion, split, or percentage of any charges made for rendering such settlement service, in connection with any real estate loan made by the Company.

No employee may corruptly ask for or corruptly receive anything of value from any person for or in connection with any transaction or business of the Company.

The Company may not grant any loan on the prior condition, agreement, or understanding that a borrower contract with a specific person for title or other insurance, building materials, construction, legal, real estate agency, brokerage or property management services.

BUSINESS CONDUCT

The Company conducts its affairs in strict conformity to all applicable legal requirements, generally accepted accounting principles and procedures, and the highest standards of business ethics. The following rules govern the application of this general policy to the areas of business and accounting practices and political contributions.

A. Business and Accounting Practices

1. No funds or assets of the Company shall be used for any unlawful purpose.
2. No unrecorded fund or asset of the Company shall be established or maintained for any purpose.
3. No false or misleading entries shall be made in books and records of the Company for any purpose. All items of income or expense shall be appropriately recorded.
4. No payment by the Company shall be made with the intention or understanding that all or any part of such payment is to be used for any purpose other than that described in the books and records of the Company.
5. No payment on behalf of the Company shall be approved without adequate supporting documentation or made with the intention or understanding that all or any part of such

payment is to be used for any purpose other than that described by the documents supporting the payment.

6. Compliance is required with generally accepted accounting principles and procedures and with established internal corporate controls and procedures.
7. Any employee who has or obtains knowledge of, or information concerning, any actions prohibited by this section shall promptly notify the President and/or the Chairman of the Governance & Nominating Committee of the Company.
8. The Company may require submission of reports or statements with respect to compliance with this section by such Officers and other employees, at such time or times, and in such form, as the Company may specify.

B. Political Contributions and Other Expenditures for Political Purposes

1. No funds or assets of the Company are to be used to make any unlawful political contribution. For purposes of this section, the term "political contribution" shall be deemed to include not only the direct or indirect delivery of cash or property of the Company to a political party, candidate, committee or organization, but also (a) the reimbursement by the Company of any employee of the Company or any other person for a political contribution made, or to be made, by such employee or other person or (b) the provision of services or of the use of property, or the making of a loan, to a political party, candidate, committee or organization by the Company, except in the ordinary course of Company business and on customary commercial terms.

Note: Purchases of tickets to political dinners or other similar events or of advertisements in political publications are considered to be political contributions and are not reimbursable.

2. Neither the Company, nor any person acting on its behalf, shall establish any unlawful program to solicit, collect or distribute political contributions from employees of the Company.
3. No person receiving payment from the Company, whether as compensation for services or for any other purpose whatsoever, shall be under any obligation of any kind to the Company to utilize any amount of any such payment for the making of any political contribution and no employee of the Company, or any other person acting on its behalf, shall seek to create or enforce any such obligation.
4. Nothing in this section is intended in any way to discourage employees of the Company from active personal involvement in the political process, including the making of personal political contributions, or otherwise to limit the rights and obligations of Company personnel as responsible citizens.
5. Any employee who has or obtains knowledge of, or information concerning, any action prohibited by this section shall promptly notify the Chief Executive Officer or Chief Operating Officer of the Company.

C. Use of Company Letterhead

No employee will use official Company stationery for personal or non-job-related purposes, particularly when such use would imply endorsement by the Company, or make reference to Company employment in matters of personal dispute.

D. False or Misleading Remarks

False or intentionally misleading remarks must not be made about vendors, customers, competitors, or other employees. You also must not make false statements about the financial condition of the Company. False, misleading, or incomplete statements to auditors, examiners or other investigators are considered the same as falsification of records.

ADMINISTRATION OF THE CODE OF CONDUCT

Every employee and director has an obligation to:

- Comply with the Code of Conduct;
- Be familiar with the Code of Conduct, Company policies and laws applicable to his or her job, and communicate such requirements to subordinates;
- Ask questions if a policy or the action that should be taken in a specific situation is unclear;
- Be alert to indications or evidence of possible wrongdoing; and
- Report violations or suspected violations of the Code of Conduct to the appropriate person, as described below.

A. How to Obtain Answers to Questions Regarding the Code of Conduct

Whenever possible, an employee should work with his or her immediate supervisor to get answers to routine questions. If a supervisor's answer does not resolve a question or if an employee has a question that he or she cannot comfortably address to his/her supervisor, he/she should go to Human Resources or, if Human Resources is unable to address the question, the Chief Legal Officer or Chief Operating Officer.

Directors should bring any questions to the Governance & Nominating Committee. Directors may also bring questions to the Chief Executive Officer or the Chairman of the Audit Committee.

B. How to Report a Suspected Violation of the Code of Conduct

Any employee or director having information about a violation or suspected violation of the Code of Conduct should report the violation in writing to the Chief Executive Officer or Chief Operating Officer. Executive officers and directors may also submit reports of violations or suspected violations of the Code of Conduct to the Chairman of the Governance & Nominating Committee. If a violation or suspected violation involves the Chief Executive Officer or Chairman of the Governance & Nominating Committee, the employee or director may also report the violation to the Chief Legal Officer or Chief Operating Officer. See Appendix B for more information.

An employee or director having information about a possible violation of the Company's Anti-Discrimination Policy or Sexual Harassment Policy, as described above under "Professional Relationships," may also report the information to Human Resources. See Appendix B for more information.

Concerns regarding questionable accounting, internal control or auditing matters should be handled under the procedures for confidential, anonymous submissions established by the Audit Committee and set forth in Appendix C.

C. How to Report a Suspected Violation of Law

Under federal law, any company can be held criminally liable when one of its employees, directors, or agents commits a crime, especially while functioning in their capacity as employee, director or agent of the company. Accordingly, any Company employee who has knowledge of, or information about, conduct by another employee, director, or agent of the company that he or she believes might be a crime - whether or not the company is victimized - must promptly report the relevant facts in writing to the Chief Legal Officer or Chief Operating Officer.. While reports may be made anonymously, signed reports are preferable to facilitate follow up and resolution of the issue. Employees will not be retaliated against for reporting information in good faith in accordance with this procedure. In the rare instance where reporting to the Chief Executive Officer or Chief Operating Officer is not appropriate, or for concerns involving compliance with accounting or audit requirements, employees may also report their concerns directly to the Governance & Nominating Committee of the Company's Boards of Directors. See Appendix B for more information.

D. Follow-Up to the Report of a Violation of the Code of Conduct or of Law

Any possible violations of the Code of Conduct or of Law reported by an employee to any employee supervisor, officer or director subsequently should be reported to the Chief Legal Officer or Chief Operating Officer.

The Chief Legal Officer or Chief Operating Officer may arrange a meeting with the employee or director to allow the employee or director to present a complete description of the situation reported. The Chief Legal Officer or Chief Operating Officer will take the matter under consideration, including undertaking any necessary investigation or evaluation of the facts related to the situation and, after consultation with the Chief Executive Officer, shall render a written decision, response or explanation as expeditiously as possible. Individuals who are alleged to be involved in a violation will not participate in its investigation.

If the Chief Executive Officer is involved in an alleged violation, the Chairman of the Governance & Nominating Committee will lead the investigation.

E. Determining Whether a Violation Has Occurred

If the alleged violation of the Code of Conduct concerns an executive officer or director, the determination of whether a violation has occurred shall be made by the Governance & Nominating Committee of the Board of Directors, in consultation with such external legal counsel as the Governance & Nominating Committee deems appropriate. If the alleged violation concerns any other employee, the determination of whether a violation has occurred shall be made by the Chief Executive Officer or Chief Operating Officer in consultation with such legal counsel as the Governance & Nominating Committee deems appropriate.

In determining whether a violation of this Code of Conduct has occurred, the Governance & Nominating Committee or person making such determination may take into account to what extent the violation was intentional, the materiality of the violation from the perspective of either the detriment to the Company or the benefit to the director, executive officer or employee, the policy behind the provision violated and such other facts and circumstances as they shall deem advisable.

Acts or omissions determined to be violations of the Code of Conduct by other than the Governance & Nominating Committee under the process set forth above shall be promptly reported by the Chief Executive Officer or Chief Operating Officer to the Governance & Nominating Committee and by the Governance & Nominating Committee to the Board.

F. Confidentiality

Reports of suspected violations will be kept confidential to the extent possible and consistent with the conduct of an appropriate investigation.

In some cases, the Company may be required to disclose possible violations of law to the appropriate governmental authorities.

G. No Retaliation

Retaliation in any form against an employee who has a reasonable belief that information provided relates to a possible violation of the Code of Conduct or a possible violation of law that has occurred, is ongoing, or is about to occur will not be tolerated.

H. Consequences of a Violation

Employees who violate the Code of Conduct will be subjected to disciplinary action up to and including dismissal. Some violations may result in civil liability and/or lead to criminal prosecution.

The Company will report violations of law to the appropriate governmental authority.

I. Waivers

You must request a waiver of a provision of the Code of Conduct if there is a reasonable likelihood that your contemplated action will violate the Code of Conduct. Waivers will not be granted except under extraordinary or special circumstances.

If a waiver request relates to an executive officer or director, the request should be submitted to the Chairman of the Governance & Nominating Committee and the determination with respect to the waiver shall be made by the Board of Directors, in consultation with such external legal counsel as the Board of Directors deems appropriate.

If a waiver request relates to any other employee, the request should be submitted to and the determination shall be made by the Chief Legal Officer or Chief Operating Officer, in consultation with such external legal counsel. deemed appropriate, unless the matter is quantitatively or qualitatively material or outside the ordinary course of business, in which case such determination shall be made by the Governance & Nominating Committee.

All waivers of the Code of Conduct (other than those approved by the Governance & Nominating Committee) shall be promptly reported to the Governance & Nominating Committee.

Any waivers of the Code of Conduct for executive officers or directors will be disclosed in accordance with all applicable legal and regulatory requirements, which may require disclosure within four business days by the filing of a Current Report on Form 8-K with the U.S. Securities and Exchange Commission, or by a press release if a Current Report on Form 8-K is not required. Such disclosure will include the reasons for the waiver.

ACKNOWLEDGEMENT

Employees will be asked to certify their understanding of and compliance with the Code of Conduct and Conflict of Interest Policy on an annual basis. The certification form is attached as **Appendix A**.

APPENDIX A: CODE OF CONDUCT ACKNOWLEDGEMENT

ESQUIRE FINANCIAL HOLDINGS, INC./ESQUIRE BANK, NATIONAL ASSOCIATION EMPLOYEE ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Esquire Financial Holdings, Inc./Esquire Bank, National Association Code of Conduct. I have read the Code of Conduct and understand it. I agree to comply with the requirements outlined in the Code.

If any situation involving a conflict, potential conflict, or perceived conflict of interest or violation of the Esquire Financial Holdings, Inc./Esquire Bank, National Association Code of Conduct occurs before the next annual certification of the Code, I will report it immediately, as documented within this policy.

I do not have any unreported and/or unapproved outside employment nor do I engage in any activities that could conflict with my duties to Esquire Financial Holdings, Inc., Esquire Bank, National Association or their affiliates, interfere with my job with Esquire Financial Holdings, Inc., Esquire Bank, National Association or their affiliates, or damage the reputation of Esquire Financial Holdings, Inc., Esquire Bank, National Association or their affiliates in any way.

I understand that a violation of this policy may result in disciplinary action, including possible termination, and/or legal action.

Signature: _____

Date: _____

Name (please print): _____

Branch/Department: _____

ESQUIRE BANK BOARD OF DIRECTORS ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Esquire Financial Holdings, Inc./Esquire Bank, National Association Code of Conduct. I have read the Code of Conduct and understand it. I agree to comply with the requirements outlined in the Code.

If any situation involving a conflict, potential conflict, or perceived conflict of interest or violation of the Esquire Financial Holdings, Inc./Esquire Bank, National Association Code of Conduct occurs before the next annual certification of the Code, I will report it immediately, as documented within this policy.

DIRECTOR Signature: _____

Date: _____

Please Print Name: _____

APPENDIX B: How to Report a Suspected Violation of the Code of Conduct or of Law

1. Chief Legal Officer, Chief Operating Officer and Chief Executive Officer

Gary Lax
gary.lax@esqbank.com
(516) 535-2002

Eric S. Bader
eric.bader@esqbank.com
(516) 535-2002

Andrew C. Sagliocca
andrew.sagliocca@esqbank.com
(516) 535-2002

2. The Governance & Nominating Committee

The members of Esquire Financial Holdings, Inc. and Esquire Bank's Governance & Nominating Committee are:

Kevin Waterhouse, Chairman
Anthony Coelho
Robert J. Mitzman

To report any concerns, please contact the Chairman of the Governance & Nominating Committee: Governance.Chair@esqbank.com

3. The Audit Committee

The members of Esquire Financial Holdings, Inc. and Esquire Bank's Audit Committee are:

Richard Powers, Chairman
Anthony Coelho
Kevin Waterhouse

To report any concerns, please contact the Chairman of the Audit Committee: Audit.Chair@esqbank.com

4. Human Resources

Angela Spagnuolo
angela.spagnuolo@esqbank.com
(516) 535-2002

Dayanna Paredes
dayana.paredes@esqbank.com
(516) 535-2002

APPENDIX C: WHISTLE BLOWER PROCEDURES

ESQUIRE FINANCIAL HOLDINGS, INC. WHISTLEBLOWER POLICY – ACCOUNTING AND AUDIT MATTERS

Purpose

These procedures are designed to ensure compliance with the provisions of Section 301 of the Sarbanes-Oxley Act of 2002 requiring audit committees to establish procedures for the receipt, retention and treatment of complaints received by companies regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

A. Responsibilities of Audit Committee for Accounting Complaints

The Audit Committee of the Board of Directors of Esquire Financial Holdings, Inc. (the “Company”) has established the following procedures to receive, retain, investigate and act on complaints and concerns of employees, stockholders and others regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls or complaints regarding violations of the Company’s or Esquire Bank’s accounting policies (“Accounting Complaints”).

B. Procedures for Receiving and Investigating Accounting Complaints

1. The Chairman of the Audit Committee (the “Chairman”) is authorized to receive and investigate Accounting Complaints. In this capacity, the Chairman acts under the authority of the Audit Committee.
2. Accounting Complaints may be made to the Chairman via regular mail or email at:

Esquire Financial Holdings, Inc.
Attention: Chairman, Audit
Committee 100 Jericho Quadrangle,
Suite 100 Jericho, New York 11753
Email: richard.powers@esqbank.com

If an employee would like to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which they might be contacted if the Audit Committee deems it appropriate.

3. The Chairman or his designee will prepare a written docket (the “Docket”) of all complaints summarizing in reasonable detail for each complaint: the nature of the complaint (including any specific allegations made and the persons involved); the date of receipt of the complaint; the ongoing status of any investigation into the complaint; and any final resolution of the complaint. The Chairman will distribute an update of the Docket,

highlighting recent developments in reasonable detail, to the Audit Committee, in advance of each regularly scheduled meeting thereof (other than meetings convened principally to review the Company's periodic reports under the Securities Exchange Act of 1934).

4. Promptly upon receipt, the Chairman will evaluate whether a complaint constitutes an Accounting Complaint and whether the Accounting Complaint is from an employee and needs to be treated confidentially and anonymously. If the Chairman determines that a complaint is an Accounting Complaint, he will thereafter promptly forward the complaint to the Audit Committee, which will determine how to proceed with the investigation (see Paragraph B.7 for the procedure to be followed if the complaint is not an Accounting Complaint). As investigation into the Accounting Complaint proceeds, results will be reported in writing to the Audit Committee (the "Investigation Report"). Investigation Reports will be prepared in reasonable detail and will be in addition to the information provided to the Audit Committee on the Docket. Such reports will describe the Accounting Complaint, the steps taken in the investigation, any factual findings, and the recommendations for corrective action, if any.

The Audit Committee will be free in its discretion to engage outside auditors, legal counsel, or other experts to assist in the investigation, analysis and resolution. The Audit Committee may delegate investigatory responsibility to one or more persons, including persons who are not employees of the Company. All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law.

The Audit Committee may require the assistance of the Chief Operating Officer, his staff, or any other employees of the Company in investigating and resolving any Accounting Complaint. The parameters of any investigation will be determined by the Audit Committee in its discretion and the Company and its employees will cooperate as necessary in connection with any such investigation.

5. If corrective actions are required, the Audit Committee will ensure they are taken.
6. Accounting Complaints received from external or internal sources communicated to management shall be directed to the Chairman of the Audit Committee. Any director, officer or employee who receives an Accounting Complaint from parties outside of the Company shall communicate the complaint to the Chairman of the Audit Committee.
7. Any complaints received that are not Accounting Complaints, as determined by the Chairman of the Audit Committee, shall be directed to the appropriate party in the Company.

C. Confidential and Anonymous Reports by Employees

Employees of the Company are expressly authorized and will be informed that they can make Accounting Complaints using the procedures described in Section B. All Accounting Complaints received from employees will be treated on an anonymous and confidential basis unless otherwise required by law.

D. Protection of Whistleblowers

Consistent with the policies of the Company, the Audit Committee and the Company's management will not retaliate or attempt to retaliate, and will not tolerate any retaliation or attempted retaliation by any other person or group, directly or indirectly, against any employee who has a reasonable belief that information provided relates to a possible Accounting Complaint that has occurred, is ongoing, or is about to occur, or provides assistance to the Audit Committee, the Company's management, or any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve an Accounting Complaint.

E. Records

The Audit Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under the Company's record retention policies in effect from time to time) all records relating to any Accounting Complaint and to the investigation and resolution thereof.

F. Reporting to the Board of Directors

The status of Accounting Complaints will be reported to the Board of Directors (or independent Directors as determined by the Audit Committee) at each scheduled monthly meeting of the Board.

G. Publication of Procedures

The Company will distribute to all employees its Code of Business Conduct and Ethics that contain summary procedures regarding how to make complaints.