



## CONFLICT OF INTEREST CERTIFICATION and DISCLOSURE

As a financial institution, Apex Commercial Capital depends on public confidence in providing financial services. Therefore, it is important that all officers and employees manage their personal affairs and business relationships in such a manner that no conflict of interest, real or implied, could exist. Apex Commercial Capital has a Code of Ethics to outline the related requirements, and this Certification is to assist in ensuring any such actual or potential conflict of interest is identified and disclosed.

I have received a copy of the Code of Ethics in effect on the date below. I have read, understand and agree to be bound by this Code of Ethics and further certify that:

1. I have not, nor have members of my immediate family, accepted any gifts, fees, entertainment, or other remuneration from an Apex customer or supplier other than in accordance with this Code of Ethics, borrowed from an Apex customer or supplier, sold assets to or purchased assets from an Apex customer other than at an arm's length transaction, made any personal investment based on insider information or otherwise acted on insider information except as follows.

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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2. I am not engaged in any outside employment except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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3. I have not been appointed beneficiary on any customer account nor do I act as executor, administrator, trustee, guardian or in any other fiduciary capacity for any person or entity that is not a family member except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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4. I have not approved lending transactions nor as an employee have I accepted for processing any lending transactions for my own or any family member's accounts without the approval of the President, nor have I requested a subordinate employee to process a transaction on my own account without the approval of the President except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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5. I have not approved loans or other extensions of credit or approved any transactions for a loan to any bank, partnership, estate, trust, association or other entity or person in which either I or a member of my immediate family have a direct or indirect personal interest except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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6. I have maintained the confidentiality of the company (including its affiliates) and its customers', vendors', and employees' information acquired in my employment with Apex Commercial Capital. I have no instances when such confidential information has been used for personal advantage except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

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7. I do not hold a position as director, officer, partner or any other official position in any business or professional enterprise except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

Business Name	My Position	Customer (Yes/No)

8. Neither I, nor a member of my family, hold a position of officer, director, trustee or other similar position in any entity or organization whether for profit or not for profit that is also a customer of Apex or vendor of supplies, equipment or services to the Apex except as follows:

- Yes, I have listed exceptions below.
- No, I have no conflict or exception to note.

Name of Entity	Relationship to Company (i.e. Customer or Vendor)	My Position

9. Under applicable securities laws, employees are not permitted to trade in securities of companies with whom Apex transacts business (including Apex’s customers, vendors, or other third parties), if the employee has knowledge of material information with respect to that business that has not been generally disclosed to the public.

Material information would include any information relating to the company or its business affairs that would have a significant effect on the market price of the company's securities. This includes, but is not limited to, information such as significant changes in senior management, financial results, decisions concerning dividends, major acquisitions, sales or restructurings, and the acquisition or loss of important contracts.

I understand that I have a continuing obligation to report any information relevant to an actual or potential violation of this Conflict of Interest Certification and Disclosure or the Code of Ethics that may develop or, of which I become aware, prior to my next certification. In addition, by signing below, I authorize Apex Commercial Capital to obtain a consumer report or investigative consumer report about me from any consumer reporting agency, or from any other source, for any permissible purpose under the Fair Credit Reporting Act<sup>1</sup>. Further, I agree to submit to or complete any background checks which are required for any licensing, registration, authorization or any other qualification which may be required for the performance of my job at Apex Commercial Capital. This authorization begins on the date I am hired and continues until the last date of my employment with Apex Commercial Capital.

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Signature

\_\_\_\_\_  
Date

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Print Name

<sup>1</sup> [Click here for a Summary of Your Rights Under the Fair Credit Reporting Act](#)