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Purpose: 1st Source Corporation's Code of Conduct sets forth the guiding principles by which we operate our company and conduct our daily business with our shareholders, customers, vendors and with each other. We will continue to grow and prosper by staying true to our values. Our mission is simple: To build customer wealth, understanding that we are in partnership with our clients and that our progress depends on theirs. We are in business to serve them with advice and counsel, and appropriately priced financial products and services. All that we do is built on corporate and personal integrity. Therefore, we will maintain the highest ethical standards in everything we do, provide outstanding personal service in a caring way, operate with a commitment to superior quality, and continue to be leaders in the communities we serve.

1st Source Corporation Code of Conduct

I. OVERVIEW

1st Source Corporation's Code of Conduct sets forth the guiding principles by which we operate our company and conduct our daily business with our shareholders, customers, vendors and with each other. We will continue to grow and prosper by staying true to our values. Our mission is simple: To build customer wealth, understanding that we are in partnership with our clients and that our progress depends on theirs. We are in business to serve them with advice and counsel, and appropriately priced financial products and services. All that we do is built on corporate and personal integrity. Therefore, we will maintain the highest ethical standards in everything we do, provide outstanding personal service in a caring way, operate with a commitment to superior quality, and continue to be leaders in the communities we serve.

These principles apply to all of the directors, officers and employees of 1st Source Corporation, 1st Source Bank, and all of their subsidiaries (referred to in this Code as the "Company" or "1st Source").

To be certain that the principles set forth in this Code of Conduct are clearly understood and consistently applied, officers and employees are also subject to rules of behavior contained in a separate document, the 1st Source Conflicts of Interest Policy. In addition, the Chief Executive Officer, Chief Financial Officer, Controller and other persons performing similar functions for 1st Source are covered by a separate Code of Ethical Conduct for Financial Managers.

II. PRINCIPLES

Complying with Laws, Regulations, Policies and Procedures

All directors, officers and employees of 1st Source are expected to understand, respect and comply with all of the laws, regulations, policies and procedures that apply to them in their position with 1st Source. Employees are responsible for talking to their manager or division head to determine which laws, regulations and 1st Source policies apply to their position and completing in a timely manner any training that is necessary to understand and comply with them. In particular, directors, officers and employees must understand and follow the Company Policy on Trading in 1st Source Corporation Capital Stock, which prohibits directors, officers and employees who have access to non-public material information from using or sharing that information for stock trading purposes.

Conflicts of Interest

All directors, officers and employees of 1st Source should be scrupulous in avoiding any action or interest that conflicts or gives the appearance of a conflict with 1st Source's interests. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of 1st Source. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his

or her work for 1st Source objectively and effectively. Conflicts of interest may also arise when a director, officer or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position with 1st Source, whether from a third party or from 1st Source. 1st Source employees are encouraged to utilize 1st Source's products and services, but this should generally be done on an arm's length basis.

It is almost always a conflict of interest for any employee to work simultaneously for a competitor, customer, or supplier. Employees, officers, and directors are also not allowed to work for a competitor as a consultant or board member. Employees, officers, and directors should also avoid any direct or indirect business connection with 1st Source's customers, suppliers, or competitors, except on behalf of the company.

Conflicts of interest are prohibited as a matter of 1st Source policy. Conflicts of interest may not always be clear-cut, so if a question arises, an officer or employee should consult with higher levels of management or the General Counsel's office. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or by contacting the Company's Chief Internal Auditor directly or by reporting it through the Company's hotline: 1-800-518-4531.

For more information, please refer to the "Conflicts of Interest" section of the Corporate Policy Manual.

Insider Trading

All employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision based on this information is not only unethical, but also illegal. The Company's Board of Directors has adopted an insider trading policy that should be reviewed by all employees who have access to confidential information. Any employee who has a question regarding insider trading should consult the General Counsel's Office.

Corporate Opportunity

Directors, officers and employees are prohibited from (a) taking for themselves, personally, opportunities that properly belong to 1st Source or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Directors, officers and employees owe a duty to 1st Source to advance 1st Source's legitimate interests when the opportunity to do so arises.

Confidentiality

Directors, officers and employees must maintain the confidentiality of confidential information entrusted to them by 1st Source or its suppliers or customers, except when disclosure is specifically authorized by the General Counsel's office, or required by laws, regulations or legal proceedings. Confidential information includes all non-public information that might be of use to competitors of 1st Source or harmful to 1st Source or its customers or employees if disclosed.

Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, building strong relationships with our clients, adding value through our knowledge and experience, appropriate pricing, and never through unethical or illegal business practices. Stealing proprietary information, possessing or utilizing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited.

Each director, officer and employee is expected to deal fairly with 1st Source's customers, suppliers, competitors, officers and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

The purpose of business entertainment and gifts in a business setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should be offered, given, provided or accepted by any employee or any employee's family member, unless it: (i) is not a cash gift; (ii) is customary with consistent business practice; (iii) is not excessive in value; (iv) cannot be construed as a bribe or payoff; and (v) does not violate any laws or regulations.

Protection and Proper Use of 1st Source Assets

All directors, officers and employees should protect 1st Source's assets and ensure their efficient use. All 1st Source assets should be used for legitimate business purposes. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of directors, officers, and employees to protect the Company's assets includes proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy and could also be illegal, resulting in civil or criminal penalties.

Public Company Reporting

As a public company, it is of critical importance that 1st Source's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, an employee, officer or director may be called upon to provide necessary information to assure that the Company's public reports are complete, fair and understandable. 1st Source expects employees, officers and directors to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to 1st Source's public disclosure requirements.

Financial Statements and Other Records

The Company requires honest and accurate recording and reporting of information. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal and accounting requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Improper or fraudulent accounting, documentation, or financial reporting is contrary to Company policy and may be in violation of applicable laws.

Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the General Counsel's office.

No Payment to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules not only violates Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The General Counsel's Office can provide guidance if needed in this area. The best protection is to provide no gift, gratuity, meal, or other benefit to a government employee.

III. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

Reporting Illegal or Unethical Behavior

Employees, officers and directors who suspect or know of violations of this Code or illegal or unethical business or workplace conduct by employees, officers or directors have an obligation to contact either their supervisor or supervisors or the appropriate contact in 1st Source's General Counsel's Office or Audit Department. If the individuals to whom such information is conveyed are not responsive, or if

there is reason to believe that reporting to such individuals is inappropriate in particular cases, then the employee, officer or director may contact directly the General Counsel of the Company. Such communications will be kept confidential to the extent feasible. If the employee is still not satisfied with the response, the employee may contact the Audit Committee of the Board of Directors of the Company. If concerns or complaints require confidentiality, then this confidentiality will be protected to the extent feasible, subject to applicable law.

Accounting Complaints

1st Source's policy is to comply with all applicable financial reporting and accounting regulations. If any director, officer or employee of the Company has unresolved concerns or complaints regarding questionable accounting or auditing matters of the Company, then he or she is encouraged to submit those concerns or complaints pursuant to the Company's Employee Reporting Procedures for Accounting and Audit Concerns.

Non-Retaliation

1st Source prohibits retaliation of any kind against individuals who have made good faith reports or complaints of violations of this Code or other known or suspected illegal or unethical conduct.

IV. AMENDMENT, MODIFICATION AND WAIVER

This Code may be amended or modified only by the Board of Directors of 1st Source. Waivers of this Code may be granted upon the written approval of the President, Chairman or CEO; however, pursuant to the rules of the Securities and Exchange Commission and the Nasdaq Exchange, any waiver of the Code for executive officers or directors may be made only by the Board of Directors or the Executive and Governance Committee acting for the Board of Directors, and must be promptly disclosed to shareholders.

V. OBSERVATION OF THIS CODE

Observation of the provisions of this Code is of extreme importance to 1st Source. However, in some situations it is difficult to know right from wrong. Since this Code cannot anticipate every situation that will arise, it is important to have a way to approach new questions or problems. These are steps to keep in mind:

- Make sure you have all the facts. In order to reach the right resolutions, you must be fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific issue you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is. How would you, your mother, or a reasonable person, judge you if your action was described on the front page of tomorrow's newspaper?

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. In many cases, your supervisor will be more knowledgeable about the issue and will appreciate being brought into the discussion and the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

A violation of this Code will be regarded as a serious offense and may constitute grounds for disciplinary action, which may include termination of employment or removal from the Board of Directors.

VI. Supplemental Code of Ethical Conduct for Financial Managers

The chief executive officer, chief financial officer and principal accounting officer or controller of 1st Source Corporation, as well as other persons performing similar functions for 1st Source Corporation (collectively referred to as "Financial Managers") hold an important and elevated role in corporate governance. They are uniquely empowered to ensure that stakeholders' interests are appropriately balanced, protected and preserved. Accordingly, this Code provides principles to which Financial Managers are expected to adhere and advocate. The Code embodies rules regarding individual and peer responsibilities, as well as responsibilities to the company, the public and other stakeholders.

Financial Managers will adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable.
3. Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
4. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
5. Respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of their work will not be used for personal advantage.

6. Share knowledge and maintain skills important and relevant to their constituents' needs.
7. Proactively promote ethical behavior as a responsible partner among peers in their work environment and community.
8. Achieve responsible use of and control over all assets and resources employed or entrusted to them.