

QNB Corp.
WHISTLEBLOWER POLICY

The integrity of the information of QNB Corp. (Corporation) is an essential element in the success of the Corporation. When making decisions, the Board of Directors of the Corporation (Board), shareholders, as well as the financial markets rely on the Corporation's information. Therefore, the Corporation must ensure and protect the integrity of its information; accordingly, the Corporation is committed to maintaining a workplace where complaints of questionable activities or reports of fraudulent information, can be raised free of any unlawful discrimination, retaliation or harassment.

The Corporation's administrative and management practices foster corporate accountability, and, therefore, the Corporation supports the making of disclosures that reveal misconduct, which is conduct that results in a violation of law by the Corporation or is a material mismanagement of the Corporate resources and, if proven, constitutes a criminal offense or is reasonable grounds for dismissal of the person engaging in such conduct.

Therefore, it is the policy of the Corporation to encourage employees to report questionable activities, fraudulent information, or misconduct when they reasonably believe that such activities or conduct have occurred or are occurring. Employees should report their concerns to the Corporation's management (on an anonymous basis, if employees so desire), and management will take all reports seriously and will promptly investigate. The Corporation will respond to each report based on the nature and gravity of the reported conduct or circumstances. When the Corporation receives reports of questionable activities, fraudulent information, or misconduct, the Corporation will promptly investigate such reports. If after investigation, the reports are substantiated, the Corporation will promptly take corrective action, and if appropriate, the Corporation will discipline the responsible party(ies).

Accordingly, the Corporation strictly prohibits any discrimination, retaliation or harassment against any person who reports incidents of questionable activities, fraudulent information, or misconduct based on the person's reasonable belief that such misconduct occurred or is occurring. The Corporation also strictly prohibits any discrimination, retaliation, or harassment against any person who participates in or provides information as part of any investigation undertaken as a result of such a report.

REPORTING AND INVESTIGATION

If you have reason to report questionable activities, fraudulent information, or misconduct, you must immediately report those facts to your immediate supervisor and/or to the Director of Human Resources and Debbi Fetter at Financial Outsourcing Solutions at (610) 603-5602. Financial Outsourcing Solutions is the firm performing the Corporation's internal audit function. The Corporation may request that you document your report in writing. Alternatively, you may report your concerns anonymously by sending an anonymous letter to the Corporation's Senior Vice President of Human Resources, Suzanne Weisberg, and Debbi Fetter at Financial Outsourcing Solutions at 2763 Century Boulevard, Reading, PA 19610. **In addition**, you should submit your report to Scott Stevenson, Acting Chairperson of the Audit Committee of the Board of Directors (Audit Committee) at 37 Glenview Drive, Fleetwood, PA 19522 or at (267) 733-9260.

If you believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this Policy, you must immediately report those facts to your immediate supervisor and/or to Suzanne Weisberg, Vice President of Human Resources, and Debbi Fetter at Financial Outsourcing Solutions. If for any reason you do not feel comfortable discussing the matter with your immediate supervisor you should bring the matter to the attention of the supervisor of your immediate supervisor. If you are not comfortable with discussing the matter with any of those individuals, you should bring the matter to the attention of Scott Stevenson, Acting Chairperson of the Audit Committee. It is imperative that you promptly bring the matter to the attention of the Corporation, so that the Corporation may promptly and appropriately investigate and address any concerns of discrimination, retaliation, or harassment.

The Corporation will investigate all complaints under this Policy, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. All employees have a duty to cooperate in the investigation of reports of questionable activities, fraudulent information, or misconduct, as well as discrimination, retaliation, or harassment resulting from the reporting or investigation of such matters. In addition, an employee shall be subject to disciplinary action, up to and including termination of employment, if the employee fails to cooperate in an investigation or deliberately provides false information during an investigation. If at the conclusion of its investigation the Corporation determines that a violation of a policy has occurred, the Corporation will take remedial action based on the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination of employment. The Corporation will also take the necessary actions to prevent any further violations of the policy.

DISCRIMINATION, RETALIATION OR HARASSMENT

The Corporation strictly prohibits any discrimination, retaliation, or harassment against any person who reports questionable activities, fraudulent information, or misconduct based on the reasonable belief that such activity or conduct has occurred or is occurring. The Corporation also strictly prohibits any discrimination, retaliation, or harassment against any person who participates in an investigation of a report of questionable activities, fraudulent information, or misconduct.

In accordance with its investigation procedures, the Corporation will promptly investigate any complaint that a manager, supervisor, or employee is involved in discrimination, retaliation, or harassment related to the reporting of questionable activities, fraudulent information, or misconduct. If a complaint of discrimination, retaliation, or harassment is substantiated, the Corporation will take appropriate disciplinary action, up to and including termination of employment.

RETENTION

All documents related to the reporting, investigation, and enforcement of this Policy will be kept in accordance with the Corporation's record retention policy and applicable law.

ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Corporation internal complaint procedure, there are also state, local, and Federal law enforcement agencies that are authorized to review questionable activities, fraudulent information, or misconduct. The Corporation has developed its policies and practices to guide the legal and ethical responsibilities of the Corporation's employees as well as to achieve and maintain the highest business standards. The Corporation views conduct that violates its policies or practices as unacceptable under the terms of employment with the Corporation. A violation of the Corporation's policies or practices could subject the Corporation and any individual employees involved to civil and criminal penalties; therefore, the Corporation encourages all employees to report questionable activities, fraudulent information, or misconduct before issues or behavior rise to such a level. Nothing in this Policy is intended to prevent an employee from reporting information to any appropriate agency when the employee has reasonable cause to believe that a violation of a state, local, or Federal law enforcement agency statute or regulation has occurred.

MODIFICATION

The Audit Committee or the Board of Directors of the Corporation can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state, local, or Federal law enforcement agency regulations and/or accommodate organizational changes within the Corporation.

Board Review

The Board of Directors shall review this policy at least annually.

Please sign the acknowledgment form below and return it to the Human Resources Department.

This will let the Corporation know that you have received this Whistleblower Policy and are aware of the Corporation's commitment to a work environment that encourages you to report questionable activities, fraudulent information or misconduct; that is free of unlawful discrimination, retaliation, or harassment for reporting questionable activities, fraudulent information, or misconduct. In addition, this will let the Corporation know that you understand your obligations to report such information.

**ACKNOWLEDGMENT AND AGREEMENT
REGARDING THE WHISTLEBLOWER POLICY**

This is to acknowledge that I have received a copy of the Corporation's Whistleblower Policy. I understand that the integrity of the information of the Corporation is an essential element in the success of the Corporation. I further understand that the Corporation is committed to maintaining a work environment free of unlawful discrimination, retaliation, or harassment for employees who have raised concerns regarding questionable activities, fraudulent information, or misconduct. I also understand that the Corporation's policies encourage me to report questionable activities, fraudulent information and misconduct. I also understand that the Corporation specifically prohibits unlawful discrimination, retaliation, or harassment whenever an employee makes a good faith report regarding such concerns.

Accordingly, I specifically agree that to the extent I have concerns that I reasonably believe to be related to questionable activities, fraudulent information, misconduct, or any other violation of the Corporation's policies or practices, I will immediately report such conduct in accordance with the Corporation Whistleblower Policy.

I understand and agree that to the extent I do not use the procedures outlined in this Whistleblower Policy, the Corporation and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee's signature

Employee's Name [printed]

Date

Board Review

The Audit Committee of the Board of Directors shall review this Charter at least annually.

Date last Audit Committee review: 11/1/2019

Date last Board of Directors review: 11/26/19