

BOSTON PRIVATE

WEALTH ▫ TRUST ▫ PRIVATE BANKING

**REPORTING UNETHICAL BEHAVIOR
AND FINANCIAL AND ACCOUNTING CONCERNS
(WHISTLEBLOWER POLICY)**

Approved by the Audit and Finance Committee January 29, 2019

Approved by the Board of Directors on January 30, 2019

Boston Private Financial Holdings, Inc. (“the Company”), a Massachusetts Corporation, is a publicly traded Company that files reports with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The Company’s policy is to maintain the highest level of ethical conduct. Any employee with knowledge of any behavior that might be viewed as unethical or illegal is required to report that violation. No employee who in good faith reports a suspected unethical or illegal business practice will be subject to retaliation or discipline for having done so.

The Company’s Board of Directors and its Audit and Finance Committee place the utmost importance on providing timely, accurate, and complete reports that correctly describe the Company’s business, financial condition and results of operations. The ultimate responsibility for securities reporting rests with the Board of Directors and the Audit and Finance Committee. Although we rely on management – particularly financial management personnel - to ensure the accuracy of our financial disclosures, we recognize that each of us, from the Board of Directors to the Chief Executive Officer to each employee, may from time to time encounter information or situations that cause us to question whether the Company is accurately and completely reporting its financial and business matters. In some cases, we believe that employees who are concerned about the accuracy of our financial reports will simply make their beliefs known to management.

However, we also recognize that at times employees may believe that reporting to management has not resolved a perceived problem, or may be concerned that a report to management would result in retaliation against the reporting employee.

We have therefore adopted policies and procedures to *promote employee reporting* of their concerns about significant financial statement errors and omissions and any other potential or suspected unethical or illegal behavior; to *maintain in confidence* the identity of any employee who reports such concerns and the information they have provided; and to *protect employees who report* their concerns against retaliation from others. These policies are set forth below in question and answer format for ease of use.

Q: What information should be reported?

Generally, employees should report any information or incidents that they believe are unethical or illegal. The Company recognizes that behavior or actions considered “right” in one context may be considered “wrong” in another. To that end, employees are encouraged to consult their supervisors about any questions regarding the Code of Conduct.

With respect to financial reporting, employees should report information they believe indicates Company’s management personnel are not providing accurate financial reports to our shareholders or partners or filing the required information with the Securities and Exchange Commission. The information we are required to report is information that would be of concern to a person who has invested or who plans to invest in the Company. *In short, we want to make sure the Company correctly and adequately reports information that would affect a person’s willingness to buy or sell shares in the Company or the price they would be willing to pay or receive for those shares.* Because the Company conducts a substantial portion of its business through subsidiaries, events or conditions that affect the Company’s subsidiaries are likely to affect the Company’s financial reporting.

Although it is impossible to describe all the types of information that might lead the Company to file an inaccurate financial report, the following types of situations may provide examples:

- information that suggests an overstatement of the Company’s earnings or understatement of expenses;
- miscalculation or misstatement of the value of Company assets;
- the existence or likelihood and anticipated magnitude of claims against the Company, whether or not those claims are the subject of a lawsuit;
- significant environmental incidents or conditions on Company property or that are attributable to the Company or any of its subsidiaries;
- termination or non-renewal of a significant business contract; or
- violations of law that could cause the Company to incur significant fines or other penalties.

Q: How do I know what information is contained in the Company’s securities reports?

Generally, the Company’s securities reports require that we provide a full description of the Company’s business, including its current and recent operations, assets, liabilities, cash flows, income, and expenses. In short, federal law requires us to describe all aspects of the Company’s business that would influence an investor who is considering buying or

selling shares of our stock. Should you desire a copy of our most recent securities reports, you may obtain copies free of charge from Anthony DeChellis, the Company's CEO and President, or on the Company's website, www.bostonprivate.com.

Q: How do I decide whether I should report my concerns?

If you believe management is unaware of facts or circumstances that might significantly impact the Company's financial or securities reporting; if you believe that management is knowingly concealing such facts or circumstances; or if you believe that management or a fellow employee is engaged in unethical or illegal behavior, you should report those matters.

Q: To whom do I report my concerns, and how do I contact those persons?

If you wish to report facts or circumstances you believe are unknown to management, you may – *but you are not required to* – contact your supervisor or the Company's Acting General Counsel at (617) 912-7343. *Whether or not you have contacted a member of management*, you may contact the Chair of the Company's Audit and Finance Committee, Mark F. Furlong, in any of the following ways:

- File an anonymous report at either of the following links: https://secure.ethicspoint.com/domain/en/report_custom.asp?clientid=23693 or www.ethicspoint.com or call the anonymous hotline at (877) 243-3144 to report any concerns of misconduct. The information you provide will be sent to the Chair of the Company's Audit and Finance Committee and the Company's General Counsel by a third party vendor, EthicsPoint, Inc., on a totally confidential and anonymous basis. The report made will not be accessible to any other member of management of the Company, or of any of its subsidiaries.
- Call Mr. Furlong directly at (773) 766-9114 (Note that this is not a contact where you may leave an anonymous message. If you wish to leave such message, please use the contact method noted above.)

When contacting us, you may leave personal information such as a telephone number, an email address, or your name, *but you are not required to provide such information*. Please note, however, that if you do not provide sufficient information to allow us to begin an investigation, and if we do not have sufficient information to contact you again, we may be unable to pursue the information you have provided.

Q: Will the information I provide be maintained in confidence?

The Audit and Finance Committee will not disclose your name or other identifying information to any employee of the Company or its subsidiaries, other than the General Counsel. We also will use our best efforts to ensure that other means – such as the specific details of the information you provide – cannot be used to identify you. However, one

aspect of this Policy is to investigate facts and circumstances that suggest that improper reporting may have occurred or may occur in the future. In the course of that investigation, we will not disclose your identity, but we will use the facts you disclose to us to begin that investigation. Accordingly, we cannot guarantee that persons who are the targets of our investigation, or others whom we contact as witnesses, will be unable to determine who disclosed the information to us. Nonetheless, we will make every reasonable effort to avoid disclosing information that would permit others to discern your identity.

Q: Am I prohibited in any way from reporting potential violations or misstatements to a regulator or governmental agency, in the course of a legal claim, or in response to a subpoena if I have entered into a confidentiality or non-disclosure agreement with the Company or one of its affiliates?

No. Reports made in these circumstances by an employee shall not be restricted by any confidentiality or non-disclosure agreement entered into by the employee with the Company or any of its affiliates.

Q: Will anyone retaliate against me if I provide information under this policy?

We will not permit any person to retaliate against our employees who, acting in good faith, disclose information about their accounting, financial reporting or other concerns covered by this policy. This means no person will be permitted to fire, demote, harass, suspend, reduce the salary of, or take any other action against our employees in response to such actions. In addition, you are protected in a number of ways when sharing information in connection with this policy. First, as a practical matter, no employee of the Company or its subsidiaries has access to the email address or voice mailbox described above. Second, and perhaps more significantly, Section 806 of the Sarbanes-Oxley Act of 2002 provides for substantial remedies against employers that retaliate against employees who report information they reasonably believe represents a violation of certain federal securities laws. These remedies include reinstatement to the employee's former position, payment of back pay and allowances, and damages to employees who are fired, suspended, demoted or otherwise disadvantaged because they report information as described in this policy.

Finally, employees also should note that the Audit and Finance Committee and the Board of Directors are dedicated not only to enforcement of federal law in this matter, but also to enforcement of the policies described here. *Simply stated, the Company and its subsidiaries will not, and we will not permit our employees to, retaliate against our employees for acting in accordance with this policy – even if the facts ultimately establish that no incorrect reporting occurred.*

Q: What will be done with the information I provide?

The Audit and Finance Committee will take the steps it deems necessary under the circumstances to investigate all relevant facts surrounding the information you provide, and to take the appropriate corrective measures. In some cases, we may determine that management personnel have acted appropriately. These instances may occur, for example, when we discover in the course of our investigation facts unknown to you that suggest that management's disclosure decisions (including decisions not to make various disclosures) were appropriate. In other cases, we may determine that we need additional information from you, and where you have provided contact information, we may contact you with additional questions. In yet other circumstances, we may decide that corrective disclosures are necessary or that other actions must be taken in response to the information you provide to us. We will not ordinarily notify reporting employees of the actions we are taking in response to their comments; however, when revised or additional disclosures are required, we will make the appropriate filings with the Securities and Exchange Commission and will take other corrective actions as dictated by the circumstances.

Q: What if I am wrong?

We anticipate that from time to time, employees may present information that does not require disclosure under federal or state securities law, and that we may investigate the information those employees have provided and determine that further action is not warranted. Employees should note that the federal law that prohibits retaliation against employees who disclose their concerns about accounting and financial reporting does not discriminate based on whether the employee's information ultimately proves to be correct. One goal of our policy is to encourage employees to provide the Audit and Finance Committee with information that causes the employees a concern, and we do not view the employees as making a guarantee that their information is correct or that corrective action is required; we expect only that employees will act in good faith and in a way they believe to be in the best interest of the Company. As a result, even where we decide not to take further action, we believe that we all – our directors, officers, employees and, most importantly, our partner-investors – will have been well served by a reasonable and objective inquiry into the facts.

Q: What if I have questions about this policy?

Employees who have questions about confidential disclosure of accounting and financial reporting matters may, if they wish, direct the questions to their immediate supervisor or to the Company's Acting General Counsel, Christopher A. Cooper, at (617) 912-7343. However, where employees wish to address their questions in a confidential manner, they may address those questions directly to Mr. Furlong in the same manner they would express their concerns about issues covered by this policy using the email address or phone number provided above.

Defend Trade Secret Act Notice:

Pursuant to 18 USC § 1833(b), an individual may not be held criminally or civilly liable under any federal or state trade secret law for disclosure of a trade secret: (i) made in confidence to a government official, either directly or indirectly, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law; and/or (ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, an individual suing an employer for retaliation based on the reporting of a suspected violation of law may disclose a trade secret to his or her attorney and use the trade secret information in the court proceeding, so long as any document containing the trade secret is filed under seal and the individual does not disclose the trade secret except pursuant to court order.