

Codorus Valley Bancorp, Inc.

and

PEOPLESBANK, A Codorus Valley Company

WHISTLEBLOWER POLICY

Purpose

This policy establishes procedures for the treatment of complaints received regarding accounting, internal accounting controls or auditing matters including procedures to protect confidential submissions by employees. This policy is the responsibility of the Audit Committees of Codorus Valley Bancorp, Inc. and PeoplesBank, A Codorus Valley Company and their respective subsidiaries (the Corporation and its affiliates). Since the Boards of Directors and the Audit Committees of Codorus Valley Bancorp, Inc. and PeoplesBank, A Codorus Valley Company are currently composed of the same members, reference throughout this policy to the plural and singular shall refer to both Boards of Directors and Audit Committees, unless the context clearly requires otherwise.

Whistle Blowing

Complaints or concerns regarding internal controls or questionable accounting or auditing matters may be filed with the Corporation and its affiliates through the following methods:

1. By filing a case through Global Compliance at <https://peoplesbank.alertline.com> or 877-874-8416. The Audit Committee Chairperson shall receive complaints filed through Global Compliance . The filer is not required to identify him or herself. For additional information on Global Compliance see Exhibit A.
2. By mail delivery to:
Audit Committee
PeoplesBank/cvb
PO Box 241
Jacobus, PA 17407-9987
3. By direct contact with any member of the Audit Committee

The Audit Committee (the Committee) shall review all complaints or concerns regarding internal controls or questionable accounting or auditing matters. An investigation will be conducted at the direction of the Committee. The investigation may be conducted using the Corporation's internal audit division or using external advisors hired by the Committee. The Committee shall communicate investigation results to the appropriate individuals within the Corporation and its affiliates.

The names of employees submitting confidential, anonymous concerns shall remain anonymous to the extent possible. No employee will be penalized or discriminated against by the Corporation and its affiliates, any of its employees, or other agents for providing information or assisting in investigations.

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This process is open to employees, investors, analysts, stock exchange officials and anyone else.

The Audit Committee has designated the Internal Auditor to maintain all complaints and supporting documentation. Copies can only be made after the full concurrence of the Committee.

Approved by the Audit Committee of the Board of Directors and entered into the minutes of the Board of Directors on December 13, 2016.

WHISTLEBLOWER POLICY
Exhibit A

Use of Global Compliance's Alertline Product

The Audit Committees of Codorus Valley Bancorp, Inc. and PeoplesBank, A Codorus Valley Company have engaged Global Compliance to host an accounting fraud reporting system. Employees, vendors, shareholders, and other interested parties may provide feedback regarding:

1. Accounting, auditing, and financial matters that may not conform to required standards such as Generally Accepted Accounting Principles (GAAP). Examples include accounting errors, omissions, faulty or insufficient controls, misrepresentation, or failure to fully and fairly report the financial condition of the company.
2. Falsification of information including the intentional creation or alteration of documents.
3. Fraud/deceit
4. Unauthorized use or theft of property or assets (embezzlement). Examples include expensing personal travel to the company or falsifying hours worked on time cards.
5. Securities Violations such as insider trading

Cases may be filed using the web at <https://peoplesbank.alertline.com> or by phone at 877-874-8416. Filers may choose to remain anonymous. Filers may provide an e-mail address for future contact by Global Compliance. Filers receive a "Case ID" and must create a password. Global Compliance will not give out IDs or passwords. If the Case ID is lost, the case must be resubmitted. Global Compliance will not reveal the e-mail address of the filer.

When a case is filed, Global Compliance sends an alert to the Chairperson of the Audit Committee. The Chairperson must log into the Global Compliance site and enter a password to retrieve the information filed. The Audit Committee may respond to the case with questions or provide a status update regarding the investigation. After questions or a status update is entered, Global Compliance will e-mail the filer if he or she provided an e-mail address. The filer then enters the password to retrieve the follow-up information. If the filer did not provide an e-mail address, the filer must return to the website and select "Follow Up". He or she must enter the case ID and password to be able to retrieve and respond to the follow-up information.