

CITIZENS & NORTHERN CORPORATION

CODE OF ETHICS

GENERAL PHILOSOPHY

This Code of Ethics applies to all employees, officers and directors of Citizens & Northern Corporation and all of its subsidiaries and affiliates, collectively referred to as C&N.

The honesty, integrity and sound judgment of our employees, officers and directors are essential to C&N's reputation and success. This Code of Ethics governs the actions and working relationships of C&N's employees, officers and directors with current and potential customers, fellow employees, competitors, government, vendors and regulatory agencies, the media and anyone else with whom C&N has contact. These relationships are essential to C&N's continued success.

This Code of Ethics:

- requires the highest standards for honest and ethical conduct, including proper and ethical procedures for dealing with actual or apparent conflicts of interest between personal and professional relationships;
- requires full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by C&N with governmental agencies;
- requires compliance with applicable laws, rules and regulations;
- addresses misuse or misapplication of C&N's property and business opportunities;
- requires the highest level of confidentiality and fair dealing within C&N and outside C&N;
- requires prompt internal reporting of violations of the Code of Ethics and proper reporting of any illegal behavior; and
- provides additional specific guidance for C&N's officers and directors.

C&N has several policies designed to address possible ethical conflicts or issues that could arise in the course of business. Each of these policies attempts to clarify the organization's expectations as it relates to specific aspects of C&N's operations. Specific ethics-related policies include, but are not limited to, the following:

- Affirmative Action Policy Statement
- Electronic Media and Communications Acceptable Use Policy
- Insider Trading Policy
- Policy Re: Mutual Fund, Annuity and Insurance Retail Sales

- Privacy Policy
- Reporting Suspected Fraudulent Activities Policy
- Sexual Harassment Policy

ETHICS-RELATED COMMITMENTS

This Code of Ethics specifically addresses ethical concerns related to financial reporting, privacy and security, and conflicts of interests (including specific issues cited in the Bank Bribery Amendments Act of 1985), by requiring commitment from each C&N employee, officer and director to do the following:

1. Misuse or Misapplication of Property and Business Opportunities. You must not solicit, demand, accept or agree to accept anything of value from any person in conjunction with the performance of your employment or duties for C&N or in return for any business, service or confidential information of C&N. You must not accept anything of value (other than bona fide salary, wages, fees and expenses paid or reimbursed in the usual course of business) from anyone in connection with the business of C&N, either before, during, or after a transaction is discussed or consummated. Employees, officers and directors are prohibited from personally benefiting from opportunities that are discovered through the use of C&N's property, or through their contacts, information or position with C&N.

There are a number of instances where a C&N official, without risk of corruption or breach of trust, may accept something of value from one doing or seeking to do business with C&N. These instances do not violate this Code of Ethics if the acceptance is based on a family or personal relationship independent of any business of C&N; if the benefit is available to the general public under the same condition on which it is available to the C&N official; or if the benefit would be paid for by C&N as a reasonable business expense if not paid for by another party. Other exceptions regarding acceptance of things of value in connection with C&N business are:

- Acceptance of gifts, gratuities, amenities or favors based on obvious family or personal relationships where the circumstances make it clear that it is those relationships rather than the business of C&N concerned which are the motivating factors;
- Acceptance of meals, refreshments, entertainment, accommodations or travel arrangements, all of reasonable value in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations, provided that the expense would be paid for by C&N as a reasonable business expense if not paid for by another party;
- Acceptance of loans from other banks or financial institutions on customary terms to finance proper and usual activities of C&N officials, such as home mortgage loans, except where prohibited by law;
- Acceptance of advertising or promotional material of reasonable value, such as pens, pencils, note pads, key chains, calendars and similar items;

- Acceptance of discounts or rebates on merchandise or services that do not exceed those available to other customers;
 - Acceptance of gifts of reasonable value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday or birthday; or
 - Acceptance of civic, charitable, educational, or religious organization awards for recognition of service and accomplishment.
2. Confidentiality. You must protect the confidential relationship between C&N and each of its customers and its employees. Nonpublic personal information regarding C&N or its business, employees and customers is confidential. As an employee, officer or director, you are trusted with confidential information. You are only to use such confidential information for the intended business purpose of C&N. You are not to share confidential information with anyone outside of C&N, including family and friends, or with other employees of C&N who do not need the information to carry out their duties. Confidential information, such as account balances, anticipated changes in the management or financial condition of a customer, etc., must be held inviolate by those to whom it is entrusted and must never be discussed outside the normal and necessary course of C&N business. You must not access nonpublic personal information of any customer, employee or director of C&N except as necessary to: (1) effect, administer, or enforce a transaction that they have requested or authorized, (2) purchase, service or process a financial product or service they have requested or authorized, or (3) conduct professional responsibilities, such as supervisory, human resources, audit or compliance functions. Moreover, you must never make changes in your personal investment portfolios on the basis of such confidential information.
3. Conflicts of Interest. You must disclose all actual and potential conflicts of interest, including those in which you have been inadvertently placed due to either business or personal relationships with customers, suppliers, business associates, or competitors of C&N. A “conflict of interest” occurs when your private interest in any way interferes – or appears to interfere – with the interests of C&N. You are expected to avoid all situations that might lead to a real or apparent material conflict between your self-interest and your duties and responsibilities as an employee, officer or director of C&N. Any position or interest, financial or otherwise, that could materially conflict with your performance as an employee, officer or director of C&N, or that affects or could reasonably be expected to affect your independence or judgment concerning transactions between C&N, its customers, suppliers or competitors or otherwise reflects negatively on C&N would be considered a conflict of interest. Before agreeing to act as a director, officer, consultant or advisor for any other business organization, you should notify your immediate supervisor. Directors should disclose all new directorships or potential directorships to the Chair of the Board in order to avoid any conflicts of interest and to maintain independence. C&N encourages civic, charitable, educational and political activities as long as they do not interfere with the performance of your duties at C&N. Before agreeing to participate in any civic or political activities, you should contact your immediate supervisor. Employees

who are considering outside employment should notify their manager or supervisor, who will review outside employment requests for potential conflicts of interest.

For directors and officers of C&N, the following shall apply:

- Director Conflicts of Interest. A director's other relationships, including business, family or those with non-profits, could occasionally give rise to the perception that the director has a material, personal interest on a particular issue involving C&N. The Board of Directors, after consulting with counsel if the Board deems necessary or appropriate, shall determine on a case-by-case basis whether a conflict of interest actually exists. The Board of Directors shall take appropriate steps to identify such potential conflicts and to ensure that all directors voting on an issue are disinterested with respect to that issue. For example, a Board member shall discuss his or her service on another board with the Chairman of the Board if there is a potential for a conflict or interest. If the Chairman, in consultation with counsel as appropriate, identifies a potential conflict, then the Chairman shall raise the issue with the full Board of Directors, if appropriate.
- Officer Conflicts of Interest. An officer's other relationships, including business, family, or those with non-profits, could occasionally give rise to the perception that the individual has a material, personal interest on a particular issue involving C&N. The Board of Directors after consulting with counsel if the Board deems necessary or appropriate, shall determine, on a case-by-case basis, whether a conflict of interest actually exists.

As part of the annual reaffirmation, you will be asked to report your participation in any civic, charitable, educational, political activities and/ or outside business.

4. Financial Reporting. To the extent applicable to your position, you must ensure that C&N's financial reports and disclosures, as filed with or submitted to the Securities and Exchange Commission or in other public communications, are: full, fair, accurate, timely and understandable. C&N's Reporting Suspected Fraudulent Activities Policy describes procedures for confidential and anonymous reporting of questionable accounting or auditing matters.
5. Compliance with Laws, Rules and Regulations. You must not knowingly fail to comply with any applicable governmental laws, rules or regulations.
6. Insider Trading. You must not buy, sell, trade or otherwise participate in transactions involving C&N's securities while in possession of material information concerning C&N that has not been released to the general public, but which when released may have an impact on the market price of C&N's securities. You also must not buy, sell, trade or otherwise participate in transactions involving the securities of any other corporation while in possession of similar non-public material information concerning such corporation.

Any questions concerning the propriety of effecting a transaction in C&N's (or another corporation's) securities should be directed to C&N's Treasurer/Chief Financial Officer.

ADMINISTRATION AND WAIVER OF CODE OF ETHICS

This Code of Ethics shall be administered and monitored by C&N's Human Resources Department. Any questions and further information on this Code of Ethics should be directed to C&N's Human Resources Department. All managers and direct supervisors are responsible for reviewing this Code of Ethics with their subordinates each time a new edition of the Code of Ethics is published. This Code of Ethics also is available on C&N's web site at: www.cnbankpa.com.

Employees will be required to annually sign the Code of Ethics, indicating that they have read and will comply with its provisions. Each new director of C&N will receive a copy of this Code of Ethics and will be required to sign a copy indicating they have read this Code of Ethics and will comply with its provisions upon election or appointment as a director of C&N.

Employees, officers and directors of C&N are expected to follow this Code of Ethics at all times. In rare circumstances, situations may arise in which a waiver may be appropriate. Waivers will be determined on a case-by-case basis by C&N's Human Resource Department with the advice of C&N's counsel. However, waivers for directors and officers may only be granted by the Board of Directors, which shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics. Any waiver for directors or officers, and the grounds therefore, shall be disclosed to shareholders in accordance with applicable laws and regulations.

Known or suspected violations of this Code of Ethics will be investigated and may result in disciplinary action up to and including immediate termination of employment from C&N.

C&N's management places the customer's and public's trust and confidence in C&N with every employee, officer and director. C&N's welfare depends upon the conduct and honesty of its employees, officers and directors and upon the trust and confidence of the public. Our customers rightfully expect honesty, security and confidentiality in their accounts and affairs. Therefore, C&N requires that each employee, officer and director of C&N acknowledge the following:

I WILL NOT PROCESS MY OWN OR MY IMMEDIATE FAMILY'S PERSONAL BANKING TRANSACTIONS OR TRANSACTIONS OF ANY ORGANIZATION / ENTITY OF WHICH I AM CLOSELY AFFILIATED WITH AS A MEMBER, OFFICER, EMPLOYEE OR OTHERWISE.

I AGREE TO FOLLOW THE CODE OF ETHICS OUTLINED ABOVE. I WILL DISCLOSE TO THE AUDITOR AND HUMAN RESOURCE REPRESENTATIVE ANY BREACH OF THIS CODE OF

ETHICS. I WILL ALSO DISCLOSE MY INVOLVEMENT IN OUTSIDE BUSINESS INTERESTS OR EMPLOYMENT THAT ARE A POTENTIAL CONFLICT OF INTEREST. I AGREE TO INFORM THE AUDITOR AND HUMAN RESOURCE REPRESENTATIVE, WITHOUT DELAY, OF ANY FRAUD, FALSE ENTRY, SUBSTANTIAL ERROR, EMBEZZLEMENT OR EMPLOYEE MISCONDUCT WHICH I DISCOVER OR KNOW TO HAVE TAKEN PLACE IN ANY OF C&N'S RECORDS, PROPERTY OR FUNDS AND TO REPORT ANY TRANSACTION OR MATTER THAT SEEMS TO BE IRREGULAR OR DAMAGING TO C&N.

I AGREE THAT VIOLATION OF THIS PLEDGE OF RESPONSIBILITY IS A VIOLATION OF C&N'S TRUST IN ME AND WILL RESULT IN DISCIPLINARY ACTION, WHICH MAY INCLUDE SEVERANCE OF EMPLOYMENT.

SIGNATURE: _____ ANNUAL REAFFIRMATION REQUIRED
PRINT NAME: _____ Date: _____

Any of C&N's policies or actions are not intended to constitute a contract or guarantee of employment. Any statement to the contrary, oral or otherwise, is expressly disclaimed.

Please list your participation in any civic, charitable, educational or political activities and/or outside business below. If none, please so note.
