

1. Purpose

The purpose of the Code of Business Conduct and Ethics Policy (the “Code”) is to provide guidelines and processes for the Company and Bank with regard to the commitment of Flushing Financial Corporation, Flushing Bank (the “Bank”) and their subsidiaries (collectively referred to as the “Company”) to conduct business in accordance with all applicable laws and regulations and the highest ethical standards.

2. Policy Scope

All employees (including officers) and members of the Board of Directors are expected to adhere to the provisions of this Code that apply to them. All employees must take personal responsibility for conducting themselves in a way that reflects positively on the business and that is in keeping with the letter and spirit of the law and the principles set forth in this Code. This Code serves as a guide for living up to the Bank’s ethical standards.

Each employee and director is accountable for reading, understanding and following this Code. This policy cannot contain every ethical situation or issue that may affect an employee or director. That is why the Code also contains resources to turn to for help. Any questions concerning the interpretation or application of this Code or other ethical questions may be directed to our Executive Vice President – Human Resources, or the employee’s manager. The Bank’s open door policy encourages employees to contact any of these resources at any time. Complying with the Code is a condition of employment with the Company. Failure to follow its standards or failure to report a known violation can lead to disciplinary action, based on the violation, up to and including termination.

3. Policy Statement

The Company and the Bank will comply with all regulatory requirements currently in effect or as may be changed from time to time. The fundamental obligation that the Bank owes to the communities in which the Bank does business is to obey the law. The Bank adheres to all applicable laws everywhere it does business. There is no business excuse, no supervisory pressure, no unwritten understanding that justifies violating the law. It is the personal responsibility of each employee and director to understand and comply with all laws, regulations, and policies that apply to his or her position with the Company. Employees are responsible for talking to their manager or supervisor or the Human Resources Department to determine which laws, regulations and policies apply to their position.

3.1 Exceptions to This Policy

Waivers of the Code

Any waiver of this Code for executive officers, directors, and senior financial officers may be made only by the Board of Directors and will be promptly disclosed as required by law or NASDAQ requirements.

3.2 Review

This Policy will be reviewed periodically, but in no event less than once every twelve (12) months, and will be approved by the Board of Directors annually.

4. Policy Administration

4.1 Authority

- a. The Bank President and Chief Executive Officer (“President”) has been delegated authority from the Board of Directors to implement the Code of Business Conduct and Ethics Policy and the President has delegated oversight of the Code of Business Conduct and Ethics Policy to the Chief Operating Officer.
- b. The Chief Operating Officer has the authority to implement the provisions of this policy and delegates further authority to the Director of Human Resources.
- c. The Director of Human Resources has the authority to implement the provisions of this policy and to further delegate such authority as deemed appropriate.

4.2 Responsibility and Accountability

a. Board of Directors

The Board of Directors provides oversight of the Bank’s activities including Code of Business Conduct and Ethics activities.

b. The Nominating and Governance Committee of the Board of Directors

The Board of Directors has delegated to the Nominating and Governance Committee direct responsibility for assisting the Board with such oversight of this Code and discussing with and advising the Board of Directors as to all aspects hereof. In particular, the Nominating and Governance Committee is charged with the oversight, review and periodic updating of this Code and the Company's systems to monitor compliance with and enforcement of this Code.

The Nominating and Governance Committee in this capacity works with management of the Company to confirm that this Code is regularly received and understood by covered employees. All of the Board of Directors, the Nominating and Governance Committee and management share responsibility for the effectiveness of this Code on a continuing basis.

c. The Business Owners

The owners of all business units are responsible for their unit's adherence to the Company's Code of Business Conduct and Ethics policy.

5. Policy Standards

Accuracy of Company Records and Public Disclosure

It is the Company's policy that the information in its public communications, including SEC filings, be full, fair, accurate, timely and understandable. All employees and directors who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy.

If employees are involved in the preparation of the Company's financial statements, employees must do so according to applicable accounting standards and rules so that all transactions are properly recorded and the financial statements fairly and completely reflect the operations and financial condition of the Company.

If employees have reason to believe that any of the Company's books and records are not being maintained in an accurate or complete manner, or that any misleading statement has been made to an internal or an outside auditor or included in the Company's SEC filings, or that material information has been withheld from an internal or outside auditor or omitted from SEC filings, employees are expected to report this immediately to the Company's Internal Auditor or the Chairman of the Audit Committee of the Board of Directors. Employees may report such matters on a confidential and anonymous basis if they wish. Contact information for the Internal Auditor or the Audit Committee Chairman is available at the end of this policy and in the Company's Employee Handbook under the caption "Whistleblower Policy."

Employees and directors must deal with the Company's auditors, regulators and legal counsel with the highest standards of honesty and candor.

Insider Trading

Generally, it is both illegal and against Company policy for any employee or director who is aware of material nonpublic information relating to the Company or another company to buy or sell any securities of the Company or such other company. Passing such information on to another person, or recommending that such other person buy or sell securities based on inside information — sometimes known as "tipping" — is generally

also illegal and against Company policy. Additional trading restrictions apply to executive officers and directors. More detailed rules governing securities trading by employees and directors are contained in the Company's Insider Trading Policy.

Money Laundering and Anti-Terrorism

It is the Company's policy to comply fully with federal and state laws, including the USA Patriot Act, which prohibit money laundering and safeguard against use of the U.S. financial system by terrorists. Money laundering is the process by which the proceeds of criminal activity are moved through the financial system in order to hide all traces of their criminal origin. Employees are expected to be aware of, and alert to, money laundering and Bank Secrecy Act risks to which the Company may be exposed and the possibility that a transaction they encounter in the course of their duties could constitute money laundering or lead to financing of terrorist activities. Under no circumstances should employees participate in any money laundering activity or intentionally ignore conduct or patterns which appear suspicious. Any activity that raises suspicions about the source or use of a customer's funds should be reported immediately to the Company's Security/Compliance Officer. It is the Bank's policy to cooperate fully with law enforcement and regulatory investigations regarding possible money laundering or terrorist financing.

Protection and Proper Use of Company Assets

All employees and directors should protect the Company's assets and ensure their efficient use. The Bank's shareholders entrust Company assets to the Bank. The Bank takes pride in living up to that trust. The Bank is responsible for using Company assets only for legal and ethical business purposes, and for protecting them from damage, loss, waste, misuse or theft. All Company assets should be used for legitimate business purposes only.

Conflicts of Interest

Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company's Executive Vice President – Human Resources (or, in appropriate circumstances, the Nominating and Governance Committee of the Board).

A "conflict of interest" occurs when an individual's private interest improperly interferes with the interests of the Company. A conflict situation can arise when employees take actions or have interests that may make it difficult to perform their work for the Company objectively and effectively. Conflicts can also arise when employees obtain improper personal benefits for themselves or for their family members or others as a result of their position with the Company. A conflict situation is also likely to arise if employees have a business connection with our depositors, borrowers, customers, suppliers, or competitors (other than on the Company's behalf).

Any employee or director who is aware of a transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter

promptly with the Company's Executive Vice President – Human Resources. **Any such transaction or relationship should be avoided unless specifically approved.**

A. Employee Transactions

Transactions involving an employee or other person known to be a member of the employee's family or a person with a close personal relationship to the employee must conform to the Company policy and must not be conducted on terms more favorable than those extended to others. Employees must not handle their own transactions or those of their own family members or other persons with whom they have a close personal relationship.

B. Personal Relationships with Other Employees

The Bank recognizes that camaraderie and friendships form in the workplace and the Company encourages such relationships which can add to the enjoyment of employees working hours together. However, certain relationships, particularly those that are romantic or sexual, may result in a real or apparent conflict of interest, favoritism, or undue influence in the workplace and can negatively impact the working experience. Accordingly, the Company restricts its managers and officers from certain managerial or supervisor relationships.

1. Officers and managers are strictly prohibited from directly managing or supervising a Related Person, as that term is defined below. This prohibition applies, for example, to an officer and his or her administrative assistant, or to a manager or officer and all of the employees below him or her in his or her organization or business line. Both the officer/manager and the Related Person in a relationship that violates this policy must notify the Human Resources Director of the situation immediately.
2. In the event an officer or manager is indirectly managing or supervising a Related Person, both the officer/manager and the Related Person must notify the Human Resources Director of the situation immediately. This duty to report exists in any situation where the manager or officer may impact the terms or conditions of the Related Person's employment, including, for example, through participation in evaluations, job assignments or salary recommendations. The Company reserves the right to take whatever action, in its sole discretion, it deems appropriate to redress any conflict of interest, undue influence, favoritism or other negative impact caused by such a relationship; and such action may include reassignment or termination.

For purposes of this policy, a "Related Person" is a Company employee with whom an officer or manager is having a romantic or sexual relationship, is living with as domestic partners, or to whom the officer or manager is married or anyone with a familial relationship.

In addition, family members are not permitted to work within the same branch, division, department or other business unit or to be in a position to control or influence

transactions carried out by other employees who are family members. Should apparent conflicts arise or have the potential for arising, they must be reported to the appropriate Department Head immediately and eliminated. Employees must disclose to their Supervisor the existence of a familial relationship as soon as that relationship occurs. A member of an employee's family may be considered for employment by the Company in a separate business unit only if the applicant possesses all the qualifications for employment. Nonetheless, no family member of a Senior Vice President and above may be hired for employment for any full-time, part-time or temporary positions.

Employees should be scrupulously honest and fair in all dealings with fellow employees and must not allow personal relationships with other employees or others, as defined below, to affect business decisions. For purposes of this policy a "Personal Relationship" may include any familial relationship by blood, marriage or adoption, not more remote than first cousin, anyone living in your house, between you and any director or employee or person nominated or chosen to become a director or employee of the Company.

Employees must not take unfair advantage of other employees through manipulation, abuse of authority, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

C. Borrowing and Lending between Employees

Borrowing and lending between employees or between an employee and an immediate family member of another employee, is not permitted except for borrowing or lending that is of a short-term and incidental nature, involves a minimal amount of money (less than \$100), and creates no conflict of interest attributable to the borrowing/lending relationship.

D. Personal Finances

It is extremely important that an employee maintain a sound personal financial condition. Failure to do so could prevent the employee from carrying out job-related responsibilities in the most effective manner. Employees are offered certain banking services at the Bank, such as employee checking accounts. Employees are required to maintain any accounts and/or loans they may have at the Bank in good order.

E. Processing Transactions

Employees must never conduct or approve their own banking transactions, including but not limited to:

- Cashing their own checks
- Performing system maintenance for their own accounts
- Opening their own accounts
- Refunding charges of any kind to themselves
- Effecting wire transfers for their accounts

Employees must refer these transactions to another employee of equal or senior rank, unless they involve a business decision, which should then be referred to the branch of domicile.

Employees should not perform any banking transactions for family members or for persons with whom they have a close personal relationship (fiancée, close friends) with the exception of Registered Representatives and Dually Employed Registered Representatives who may sell investment (non-deposit) products to family members. Employees must refer these transactions to another employee of equal or senior rank, unless they involve a business decision, which should then be referred to the branch of domicile.

Employees must never make any NSF decisions on either their own accounts, accounts related to any family member, for persons with whom they have a close relationship or a co-worker. Management should refer any employee NSF decisions to their Department Head. Making NSF decisions for employees puts the branch manager in a vulnerable position.

F. Compensating Others and Receiving Compensation

Except as discussed in Section I below, an employee or director must never offer, give or promise anything of value to any person or entity in any manner in the course of seeking or retaining business for the Company. An employee must never make any secret or illegal payments, bribes or other similar payments in any form whatsoever, under any circumstances.

Except as discussed in Section H below, an employee must never accept anything of value from any person or entity for directing Company business to such person or for accepting business on behalf of the Company.

G. Customer or Supplier Conflict of Interest

The relationship of an employee with a customer or a supplier might under certain circumstances conflict with the best interests of the Company or other current or prospective customers or suppliers. The potential conflict of interest must be discussed immediately with the appropriate Department Head.

Employees must not enter into business relationships with customers, prospects or suppliers of the Company except for normal customer transactions conducted through ordinary retail sources.

H. Accepting Gifts and Entertainment

Employees and directors should use good judgment when giving or accepting gifts or entertainment in business settings. Any such gift should be consistent with customary business practice and not excessive in value. No gift should be given by, or accepted from, a director, officer, employee or agent with the intent to influence that person or otherwise in violation of applicable law, including without limitation the Federal Bank Bribery law, no gift should be solicited and no gift may be accepted in connection with a

transaction. Please discuss with your supervisor or manager or the Human Resources Department any gifts or proposed gifts which you are not certain are appropriate.

I. Presenting Gifts and Entertainment

Subject to the terms of Section H above, in situations where the Company is to present a gift, entertainment or other accommodation to a current or prospective customer or supplier, employees must use careful judgment to determine that the matter is handled in good taste and without excessive expense. All entertainment presented on behalf of the Company must be appropriate and in good taste. Employees must be certain that the entertainment they have selected would be deemed appropriate by senior management.

J. Bequests

Employees are not permitted to accept a bequest granted under the will or trust instrument of a customer of the Company except when such bequest is from a close relative of the employee. Any exceptions to this policy must be approved by the EVP of Human Resources before the bequest is accepted by the employee.

K. Benefits Exclusive to Employees

All full-time and part-time employees are eligible to open a free checking account upon meeting all of Flushing Bank guidelines. There will be no monthly maintenance fee, per check charges or minimum balance required. There is no fee for checkbooks ordered. However, all other fees remain in effect. All accounts opened for employees, including business and not-for-profit accounts, must be coded as "Employee" during account opening.

Employees (excluding Executive Officers and Directors as defined in the Company's Insider Loan Policy) meeting the criteria set by the Employee Loan Policy may be eligible for employee reduced rate loans. Employees who do not meet the criteria, and therefore are not eligible for any savings or rate reductions, will have the same loan programs, rates and terms made available to them as would be offered to any other customer of the Bank.

All other products and services are available as they would be offered to any other customer of the Bank.

Confidentiality

In carrying out the Company's business, employees and directors may learn confidential or proprietary information about the Company or third parties. Confidential or proprietary information includes, among other things, any nonpublic information concerning the Company's customers, prospective customers, employees, former employees, or their accounts or transactions with the Company, including their personal, financial, business and credit information, and any nonpublic information concerning the Company, including its business, financial performance, marketing or strategic plans, systems, procedures, and product pricing information, as well as any

nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

Employees may not disclose any confidential or proprietary information to others outside the Company or view or use such information for their own or someone else's benefit. Within the Company, such information should be disclosed only to those who need the information to carry out their business responsibilities. Employees should also be careful not to discuss such matters with family members or business or social acquaintances or in places where you may be overheard.

Customer Privacy

The Bank recognizes its responsibility to protect customer information that is supplied to or learned by the Bank in conjunction with customer relationships. Employees and directors are expected to safeguard the privacy, confidentiality and security of any information that its customers entrust to the Company. The Company has in place a privacy policy that contains specific commitments with regard to the privacy of customer information. Employees and directors with access to customer information are expected to familiarize themselves with the privacy policy and procedures and to comply with them in conducting business.

Intellectual Property

The Company's intellectual property, including marketing databases, customer lists, strategic plans, brochures and software developed by or for the Company, constitutes an important part of the Company's assets. Since the Company's continued success depends on the careful development, use and protection of the Bank's intellectual property, employees have a duty to protect it. All employees must take care not to discuss it where others may hear. Employees must also be sure not to transmit it in any form, or to any recipient, where unauthorized persons might receive it. Before transmitting intellectual property outside the Company, employees must obtain their manager's approval. Each employee's obligation is to preserve the confidentiality of the Company's proprietary information continues even after they are no longer employees of the Company. The Company expects its employees and directors to assist it in securing, preserving, and enforcing the Company's intellectual property rights.

Copyright and Permissions

Content available through written or electronic publications may be subject to copyright and other intellectual property laws. In many instances, materials cannot be copied, retransmitted, distributed, circulated or used in Company documents or on social media. Therefore, employees are prohibited from posting material from any other source without prior consent.

Fair Dealing

The Bank seeks to outperform our competition fairly and honestly. The Bank does not seek competitive advantages through illegal or unethical business practices. Each employee and director should endeavor to deal fairly with the Company's depositors, borrowers, customers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair practice. The unauthorized use of the intellectual property of others is prohibited.

It is the policy of the Company to implement equal opportunity for all qualified applicants and existing employees without regard to race, religion, color, national origin, sex, age (over 40), disability or any other basis which would be in violation of any applicable ordinance or law. All personnel actions, including recruitment, selection, hiring, training, transfer, promotion, termination, compensation and benefits conform to this policy.

The Company should develop a risk-focused approach in determining when pre-employment background screening is considered appropriate or when the level of screening should be increased based upon the position and responsibilities. In addition, institutions should verify that contractors are subject to screening procedures similar to those used by the financial institution.

Treatment of Employees

The Bank commits to treating each other with dignity and respect at all times. All Company employees receive fair opportunity and are judged only on their qualifications, talents and achievements. The Bank embraces differences and has zero tolerance for any behavior that is based on stereotypes of race or ethnicity, gender, religion, sexual orientation, age, disability, veteran or marital status – not only because these categories are often protected by laws, but also because diversity creates a rich company culture and provides us all with opportunities to learn.

Anti-Harassment

Intimidating, abusive and offensive conduct goes against the Bank's value of respect and is completely unacceptable. Sexual harassment, whether verbal, physical, or visual, is specifically prohibited. Harassment of this type includes unwelcome sexual advances, improper touching, requests for sexual favors or any conduct that makes sexual submission a condition of employment or advancement.

Because all employees share responsibility to promote a respectful environment, they have a duty to report any harassment they may see, and are strongly encouraged to speak out when others' words or actions make anyone feel uncomfortable. Any employee who believes that he or she has been the subject of harassment, or who believes that an act of harassment has occurred with respect to another employee,

should report the perceived policy violation to his or her manager, or directly to Human Resources.

The Bank is firmly committed to providing equal opportunity in all aspects of employment. The Bank will not tolerate any illegal discrimination or harassment of any kind.

Outside Activities of Employees and Directors

The Company encourages employees and directors to participate in charitable or community activities outside of the Company. These activities must not interfere with an employee's ability to meet their employment responsibilities nor cause harm to the Company's reputation in the community or business interests. Employees and directors may not have any outside employment with a competitor or hold a position with a competitor while an employee of the Company; provided that, in the event that a non-management director of the Company does not devote his or her full time and attention to Company business, then such director is exempted from this limitation on engagement and position so long as such engagement or position in advance has been reported in writing to, and been approved by, the Company's Chairman of the Board and Director of Human Resources. Employees and directors may not engage in any outside employment (including self-employment) or hold any position which the Company determines may interfere with the Company's employment responsibilities. The Company may also determine that employees are legally prohibited from or restricted in such outside employment while an employee of the Company, such as in the securities industry. All outside employment (including self-employment) for the Company's employees must be approved in advance and in writing by the Company's Director of Human Resources.

Reporting of Violations

Employees and directors should be alert and sensitive to situations that could result in violations of law or of the standards of ethical conduct set forth in this Code. If employees believe their own conduct, or that of another employee, officer or director may have violated the law or this Code, they have an obligation to report the matter.

Generally, employees should raise such matters first with their immediate supervisor or manager. If employees are not comfortable bringing the matter up with their supervisor or manager, or have done so and do not believe he or she has dealt with the matter properly, then employees should raise the matter with the Executive Vice President - Human Resources (which may be done on an anonymous basis). All such communications will be handled discreetly and will be kept confidential to the extent feasible. Alternatively, employees may raise any legal or ethical concerns they may have (on a confidential and anonymous basis if they desire) with the Company's Internal Auditor or the Chairman of the Audit Committee of our Board of Directors. Contact information for our Internal Auditor or the Audit Committee Chairman is available at the

end of the policy and in the Company's Employee Handbook under the caption "Whistleblower Policy."

It is the Company's policy not to allow retaliation for reports of misconduct by others made in good faith. However, any person who knowingly makes a false report of questionable behavior will be subject to disciplinary action, up to and including termination of employment.

Enforcement of the Code

The Company is committed to upholding the highest standards of ethical business conduct. The Company will investigate any allegations of misconduct. All employees and directors are expected to cooperate with any such investigation. Employees and directors who violate the law or this Code will be subject to disciplinary measures, which may include reprimand, suspension without pay, demotion, termination, and reporting of violations of law to the appropriate authorities. In determining what action is appropriate in a particular case, the Company will take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Political Contributions

The Company may not make direct or indirect contributions to political candidates or office holders to the extent such contributions are prohibited under applicable law.

- No payment or thing of value may be made or given by or on behalf of the Company to any political party, candidate for public office in relation to his or her candidacy, or to any committee or group formed to support a party or candidate to the extent such contributions are prohibited under applicable law.
- The Company will not reimburse employees for personal political contributions.
- Employees and directors may not use the Company's facilities or equipment in connection with any federal, state, or local election.
- Employees may not participate in political activities during working hours and employees and directors may not participate in political activities on Company property. For example, branch offices may not be used by candidates running for election for fund raisers or other activities related to running for office.

The following political contributions activities are expressly permitted, except as prohibited by law:

- Employees and directors may use their own funds to make contributions to political parties, candidates, or political action committees.

- Employees and directors may participate in volunteer political activities during non-working time and away from the Company's premises, as long as employees do not use any Company resources in connection with such activities.

Resources

This document describes employee's obligations and responsibilities for compliance with the Company's Code of Business Conduct and Ethics. There are resources available to employees in fulfilling their commitment. If employees have a question or concern or feel that it is appropriate to report a violation of this Code, the first place to turn is their supervisor. If, however, employees do not feel comfortable going to their supervisor (or if employees have raised the matter with their supervisor and do not believe he or she has dealt with the matter properly), employees should use one or more of the resources listed below. Since taking action to solve problems is part of the Bank's culture, the important thing is not so much where an employee brings their concern, but that they take action to raise it. Remember that retaliation against those who make a good faith report is not tolerated by the Company.

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