

# **CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS**

**Adopted May 23, 2014**

## **Introduction**

This Code of Ethics for the Chief Executive Officer and Senior Financial Officers has been adopted by the Board of Directors (“Board”) of Investar Holding Corporation (“Investar”) to promote honest and ethical conduct, proper disclosure of financial information in Investar’s public filings and disclosures, and compliance with applicable laws, rules and regulations by the senior officers of Investar who have financial responsibilities.

This Code of Ethics is applicable to the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and any other senior financial officers, if any, serving in a finance or accounting role with Investar (each, a “Covered Officer” and, collectively, the “Covered Officers”).

## **Relationship to Code of Conduct**

The obligations of this Code of Ethics supplement, but do not replace, Investar’s Code of Conduct, which is applicable to all directors, officers and employees of Investar and its subsidiaries. To the extent applicable, the Covered Officers are expected to adhere to and follow the terms and provisions of the Code of Conduct, as well as this Code of Ethics.

## **Principles and Practices**

In the performance of his or her duties, each Covered Officer must, to the best of his or her knowledge and ability:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may affect Investar or any of its subsidiaries;
2. Take all reasonable measures designed to protect the confidentiality of non-public information about Investar and its subsidiaries and their respective customers obtained or created in connection with employment with Investar and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
3. Perform responsibilities with a view to causing periodic reports and other documents filed with the Securities and Exchange Commission (“SEC”), and other public communications made by Investar, to contain information that is accurate, complete, timely, fair and understandable;
4. Take all reasonable measures designed to ensure material compliance with applicable laws and regulations of federal, state, and local governments, as well as the rules and regulations of other appropriate private and public regulatory agencies;
5. Promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies or material weaknesses in the design or operation of internal controls that could adversely affect Investar’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in Investar’s financial and regulatory reporting, disclosures or internal controls;

6. Avoid those situations where personal or financial interests or relationships might actually influence such Covered Officer's judgment on matters affecting Investar;

7. Promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation of banking, securities or other laws, rules or regulations applicable to Investar or its subsidiaries or of the Code of Conduct or this Code of Ethics;

8. Use corporate assets and resources employed or entrusted in a responsible manner; and

9. Advance Investar's legitimate interests when the opportunity arises.

The Audit Committee will have the power to monitor, make determinations and recommend action to the Board with respect to violations of this Code of Ethics. Such actions will be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics. In determining what action is appropriate in a particular case, the Board and/or the Audit Committee 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.

### **Conduct of Audits**

No Covered Officer may directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified accountant engaged in the performance of an audit or review of the financial statements of Investar or any subsidiary that are required to be filed with any regulatory agency, including but not limited to the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Louisiana Office of Financial Institutions or the SEC, for the purpose of rendering the financial statements misleading.

### **Waiver and Amendments**

Any request for a waiver of any provision of this Code of Ethics must be in writing and addressed to the Board. The Board will have sole and absolute authority to approve any amendment to and/or waiver from this Code of Ethics. Any amendment to and/or waiver from this Code of Ethics will be promptly disclosed on Form 8-K filed with the SEC (or by any other means approved by the SEC) and any applicable rules of any national securities exchange on which securities of Investar are listed for trading.

### **Annual Certification**

Each Covered Officer will acknowledge and certify compliance to the foregoing annually and will file a copy of the certification with the Audit Committee.