



## **BANKUNITED, INC. CODE OF ETHICS FOR PRINCIPAL EXECUTIVE AND SENIOR FINANCIAL OFFICERS**

BankUnited, Inc. (the "Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct, and to full and accurate financial disclosure in compliance with applicable law. This Code of Ethics for Principal Executive and Senior Financial Officers (this "Code of Ethics") sets forth specific standards of conduct to guide Senior Officers in the performance of their duties. Senior Financial Officers include the Company's principal executive officer, principal financial officer, principal accounting officer and controller (or persons performing similar functions) and such other persons who are designated by the Board of Directors of the Company (the "Board") or an appropriate committee thereof as a Senior Financial Officer. This Code of Ethics applies to the Company and all of its subsidiaries and other business entities it controls.

Senior Financial Officers must abide by the Company's Code of Business Conduct and Ethics and other applicable Company policies and procedures. A Senior Officer must exhibit the highest ethical standards and commitment to compliance with all laws and regulations, and through leadership and example, should create a culture that encourages transparency and is based on high standards of integrity.

### **Compliance with Laws, Rules and Regulations**

Senior Financial Officers are required to comply with the laws, rules and regulations that govern the Company's business and their own professional conduct and must report any suspected violations in accordance with the section below entitled "Compliance with Code of Ethics." Senior Financial Officers are expected to use good business judgment and act in the best interests of the Company.

### **Conflicts of Interest**

Senior Financial Officers must refrain from engaging in activities that present a 'conflict of interest.' A conflict of interest occurs when a Senior Officer's private interests interfere in any way, or even appear to interfere, with the interests of the Company. A conflict situation can arise when actions or other interests make it difficult for Senior Financial Officers to perform Company duties objectively and effectively. Senior Financial Officers must conduct the Company's business in an honest and ethical manner that includes the ethical handling of actual, apparent or potential conflicts of interest between personal and business relationships. Before making any investment, accepting any position or benefits, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest, Senior Financial Officers must make full disclosure of all facts and circumstances to the Chief Executive Officer (CEO) and the General Counsel (GC) and obtain the prior written approval thereof.



Senior Financial Officers are also expected to comply with any regulatory restrictions, notice, approval, and/or recordkeeping requirements that are determined to apply to any transaction between them and the Company or any of its subsidiaries.

## **Disclosures**

It is Company policy to provide public disclosure regarding the Company in a manner consistent with legal and regulatory requirements. It is the responsibility of each Senior Financial Officer to promptly bring to the attention of the CEO any material information of which he or she becomes aware that affects or could affect the disclosure made or contemplated by the Company in its public filings or other public communications.

Each Senior Financial Officer engaged in the preparation and maintenance of the Company's financial records is expected and required to prepare and maintain financial records that are accurate and reliable. Each Senior Financial Officer engaged in the production of reports or documents filed or submitted to the Securities and Exchange Commission (SEC), as well as any other public communications, is expected and required to produce reports, documents and communications that are full, fair, accurate and timely.

Each Senior Financial Officer shall promptly bring to the attention of the Audit Committee and the CEO any information that he or she has concerning significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls over financial reporting. No Senior Financial Officer shall knowingly misrepresent or cause others to misrepresent facts about the Company to others, whether within or outside the Company, including the Company's independent or internal auditors, governmental regulators and self-regulatory organizations or knowingly conceal a mistake in the Company's financial reports.

## **Compliance with Code of Ethics**

Senior Financial Officers must comply with this Code of Ethics and abide by Company standards, policies and procedures designed to promote compliance with this Code of Ethics.

Any employee, officer and director can ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code of Ethics. Any violation of this Code of Ethics should be reported as described below. The Company encourages any employee to report such conduct openly, if desired, or anonymously, without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct.

Violations or suspected violations of this Code can be reported on a confidential or anonymous basis by calling the Company's ethics hotline at 1-877-801-7755. Violations may also be reported directly to the CEO, any member of the Board or any member of the Audit Committee.



The Board of Directors shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code of Ethics. Violations of this Code of Ethics may result in disciplinary action, up to and including termination of employment

### **Waivers of Code of Ethics**

Any Senior Financial Officer seeking a waiver of this Code of Ethics must make full disclosure of applicable facts and circumstances to the CEO and the GC. Amendments to and waivers of this Code of Ethics will be publicly disclosed as required by applicable law and regulations.

### **Dissemination and Amendment**

This Code of Ethics shall be distributed to each new Senior Financial Officer upon commencement of his or her employment and shall also be distributed annually with each Senior Financial Officer certifying that he or she has received, read and understood the Code of Ethics and has complied with its terms.

The Board of Directors reserves the right to amend, alter or terminate this Code of Ethics at any time for any reason.

### **No Rights Created**

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer/client, visitor, supplier, competitor, shareholder or any other person or entity.