EMPLOYEE CODE OF CONDUCT

The reputation and integrity of Howard Bancorp, Inc. and Howard Bank (individually and collectively the "Company") are valuable assets that are vital to the Company's success. Each employee of the Company, including each of the Company's officers, is responsible for conducting the Company's business in a manner that demonstrates a commitment to the highest standards of integrity.

The purposes of this Employee Code of Conduct (the "Code") are to focus employees on areas of ethical risk, provide guidance to help employees recognize and deal with ethical issues, provide mechanisms for employees to report unethical conduct and foster among employees a culture of honesty and accountability. No code of conduct can replace the thoughtful behavior of an ethical employee. Accordingly, dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether the Code specifically addresses such conduct. This Code is not intended to create any contract (express or implied) with you, including without limitation any employment contract, or to constitute any promise that your employment will not be terminated except for cause.

The Company recognizes that the actions of its employees can affect the Company's customers, stockholders and business partners. The Company expects that its employees will always conduct themselves in a manner consistent with the highest standards of honesty, integrity and fairness when carrying out their responsibilities to the Company.

Depending upon a person's particular position with the Company, some of the provisions of this Code will not be applicable to every person. Employees should be aware that other Company policies, as well as applicable laws, rules and regulations, may govern their actions in addition to this Code, and you should read this Code in conjunction with all of the Company's other policy statements, including, for example, the Company Securities Trading Policy.

Nothing in this Code is intended to limit or interfere with employees discussing their compensation, and non-supervisory employees discussing any other terms and conditions of their employment, including their wages and the Company's employment-related policies and practices. Nor should anything else in this Code be interpreted to interfere with any other employee rights under Section 7 of the National Labor Relations Act. Employees will not be subject to any adverse action (i.e., discipline or termination) because they discuss such matters.

All Company employees shall familiarize themselves with this Code.

Implementation and Oversight of This Code

The Company's Board of Directors (the "Board") is ultimately responsible for the implementation of this Code. The Board has designated the Governance and Nominating Committee (the "Governance Committee") to oversee the administration and implementation of this Code. The Chief Executive Officer shall designate an officer with sufficient seniority and stature within the organization to administer the Code on a day-to-day basis (the "Compliance Officer"); in the absence of any such designation, the Chief Risk Officer shall be the Compliance Officer.

Questions regarding the application or interpretation of this Code are inevitable. You should feel free to direct questions regarding this Code, including if you are unsure whether specific conduct would be a violation of the Code, to your immediate supervisor, an appropriate member of management, or the Compliance Officer.

Statements in this Code to the effect that certain actions may be taken only with the "Company's approval" mean that the Compliance Officer or, as appropriate, the Governance Committee must give prior written approval before the proposed action may be undertaken.

Violations of this Code will be subject to appropriate disciplinary action, up to and including termination of employment for cause. We may ask you to certify on an annual basis that you are in full compliance with this Code and that you are not aware of any violations of this Code and, in the discretion of the Compliance Officer that you are in full compliance with related policy statements.

Employees who learn of or suspect that a violation of the Code has occurred or is likely to occur should immediately report the violation to the Compliance Officer, another member of the Company's senior management or to the Governance Committee. No disciplinary or other retaliatory action will be taken against employees who report violations or suspected violations in good faith, whether internally or to applicable law enforcement or regulatory agencies , even if such report turns out to be in error, or against employees assisting in any investigation or proceeding reasonably believed to be a violation of this Code. Any such retaliatory conduct is a violation of the Code. Such retaliation includes any form of adverse treatment or retribution, including but not limited to discharge, demotion, suspension, threats, harassment or any other manner of discrimination in employment, or encouraging others to do so. This would include, for example, giving negative evaluations solely as a result of the person's report of a violation or potential violation or "freezing out" the person from work assignments or group meetings, and similar behavior.

Any such retaliatory conduct is a violation of the Code and will not be tolerated. An employee who retaliates against another employee in violation of this Code will face appropriate disciplinary action, which may include discharge, as discussed below.

Reported violations will be investigated and addressed promptly and will be treated confidentially to the extent possible. In addition, the Company's Employee Complaint Procedures for Accounting and Auditing Matters provides a means for employees to make a confidential, anonymous submission of concern regarding questionable accounting or auditing matters.

Alleged violations of the Code shall be investigated as appropriate by the Compliance Officer or, where appropriate, the Governance Committee or its designee, who shall on a case-by-case basis determine and use the investigative methods that are most likely to result in a fair and accurate decision as to whether a violation has occurred. Employees will not be subject to disciplinary or other retaliation of any kind in connection with their good faith participation in any such investigation, as discussed further above.

This Code may be amended only by the Board. Requests for a waiver of a provision of the Code must be submitted in writing to the Compliance Officer through your immediate supervisor, a reasonable period in advance of the proposed conduct for appropriate review. Any waiver with respect to an executive officer must be approved by the Board and, where helpful to the Board, upon prior review and recommendation of the Governance Committee. In some circumstances the Company must by law or regulation disclose to its stockholders a waiver and/or amendment of this Code, and it will comply with any such requirements.

Ethical Conduct

In fulfilling their duties to the Company, all employees shall, at all times, within the scope of their duties: (i) conduct themselves honestly and ethically, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) ensure full, fair, accurate, timely and understandable disclosure in the Company's communications to the public and reports and other documents that are filed with or submitted to the Securities and Exchange Commission ("SEC") within the scope of their position; (iii) promptly report violations of this Code to an appropriate person identified in this Code; (iv) maintain confidentiality with respect to information learned during the course of employment (other than as permitted under Section 7 of the National Labor Relations Act); (v) act responsibly when using the Company's assets or other resources; and (vi) hold themselves accountable for adherence to this Code.

Compliance with Law and Regulations

A variety of laws, some of which carry criminal penalties, apply to the Company and its operations. At all times, you shall comply with all applicable federal, state and local laws, rules and regulations and Company policies and procedures. These laws include, but are not limited to, federal and state laws relating to the Company's business, including federal banking, employment and occupational safety laws, and its status as a public company. Examples of criminal violations of the law include, among others:

- Making false or misleading disclosures in documents filed with the SEC;
- Trading on material, non-public (i.e., "inside") information;
- Stealing, embezzling or misapplying the Company's funds;
- Using threats, physical force or other unauthorized means to collect money; and
- Making a payment for an expressed purpose on the Company's behalf to an individual who intends to use it for a different purpose.

The Company must, and will, report all suspected criminal violations to the appropriate authorities for possible prosecution, and will investigate, address and report, as appropriate, non-criminal violations.

Avoidance of Actual, Potential or Apparent Conflicts of Interest

A conflict of interest arises when a person's personal or professional interests interfere, or even just appear to interfere, with the interests of the Company. A conflict of interest may also arise if you take action or have personal interests that make it difficult for you to effectively perform your duties to the Company. Further, you should not take any action that directly benefits you or a third party if that action is inconsistent with the interests of the Company. Note, however, that conduct protected under Section 7 of the National Labor Relations Act, including discussing the terms and conditions of your employment (including, for example, any discussion of wages and other terms and conditions of employment, such as the Company's employment-related policies and practices) will not be considered a conflict of interest for purposes of this Code.

The Company requires you to conduct your outside associations and personal business, financial and other relationships in a manner that will avoid any actual, potential or apparent conflict of interest between yourself and the Company. The term "outside association" refers to any affiliation, association, interest or employment that you have with an entity other than with the Company, except those associations specifically approved by and entered into in connection with your employment by the Company. It is impractical to conceive of and set forth rules that cover all situations in which a conflict of interest may arise. The basic factor in all conflict of interest situations is, however, the division of loyalty or the perception of a division of loyalty, between the Company's best interests and your interests. At all times, you should avoid relationships that interfere with (or may interfere with) your ability to act independently, objectively and in the best interests of the Company.

Guidelines with respect to some sensitive areas in which actual, potential or apparent conflicts of interest are likely to occur are set forth below.

Business Relationships

You may have a conflict of interest if you, a member of your family or your business partner owns or has a substantial direct or indirect investment in an entity with which the Company has or is likely to have a business relationship or with which the Company competes or is likely to compete. Investments in small amounts of stock or bonds (and under any circumstances no more than 5% of the outstanding shares or debt issuance) of a large publicly-held corporation should not, without more, give rise to any conflict of interest. The question of when an investment may become so substantial as to possibly affect or appear to affect your judgment is largely dependent on the particular circumstances and must be addressed on a case-by-case basis.

A conflict of interest may also arise when you, a member of your family or your business partner holds a position as director, officer, employee or partner of or consultant, broker, finder or intermediary with an entity with which the Company has or is likely to have a business relationship or with which the Company competes or is likely to compete. In addition, a conflict of interest may arise if you, a member of your family or your business partner incurs significant indebtedness to an entity whose business may be affected by actions you take on behalf of the Company.

Any associations, interests and business relationships that you have that might cause you to act in ways that are not in the best interests of the Company, or that might be perceived to cause divided loyalties, will be permitted only with the Company's approval. In some circumstances, a relationship will only be permitted if the proposed transaction is competitive and/or fairly bargained for. Notwithstanding the foregoing, a transaction between the Company and any of your outside associations will be permitted if it is first reviewed, approved and reported in the manner prescribed by this Code, or otherwise established by the Governance Committee or Compliance Officer.

The Company recognizes that members of your family may be or become employed by another financial institution. While such employment by itself will not constitute a conflict of interest, such employment shall be disclosed by you to the Compliance Officer. In such instances, you must be particularly sensitive to the potential for conflicts of interest and to the requirements for handling confidential information.

Gifts and Business Entertainment

You may not, without the Company's approval, solicit, accept, or agree to accept anything of value for the benefit of any person from anyone doing or seeking to do business with the Company, including borrowing money, purchasing property, or furnishing property or services to the Company, except as expressly permitted by this Code.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No such gift, entertainment, or payment should be offered, given, provided, or accepted by any employee, family member of an employee, or director unless it (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, and (5) does not violate any laws or regulations.

Exceptions to the general prohibition regarding the acceptance of things of value include:

- Acceptance of gifts, gratuities, amenities, or favors based upon family or personal relationships (e.g., from a parent, child, or spouse) when the circumstances make it clear that those relationships, rather than the business of the Company, are the motivating factors.

- Acceptance of meals, refreshments, travel arrangements, accommodations, or entertainment, all of reasonable value, in the regular course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions or to foster better business relationships; provided that any such expenses would have been a legitimate business expense paid by the Company if not paid by another party.

- Acceptance of loan and other services from other banks or financial institutions on customary terms for usual activities, such as home mortgage loans, automobile loans, or other consumer purpose loans and financial advisory services except where prohibited by law.

- Acceptance of advertising or promotional material of nominal 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 related to commonly recognized events or occasions, such as promotion, new job, wedding, births, retirement, Christmas, or bar mitzvah; provided that the total value of all such gifts given by the same person or organization to any employee does not exceed $250 during any calendar year.

- Acceptance of civic, charitable, educational, or religious organizational awards for recognition of service and accomplishment.

On a case-by-case basis, the Company may approve of other circumstances, not identified above, in which an employee may accept something of value in connection with the Company's business, provided that such approval is made in writing on the basis of a full written disclosure of all relevant facts and is consistent with the Bank Bribery Act. Any employee of the Company may seek permission to accept something of value in connection with the Company's business under circumstances other than the exceptions identified above. If you are uncertain as to the propriety of a gift, you must seek the written approval of the Compliance Officer before accepting it. Requests should be made to the Compliance Officer accompanied by a written disclosure of all relevant facts.

Any employee of the Company who is offered or receives something of value beyond what is authorized in this section shall disclose that fact to the Compliance Officer.

<u>Outside Activities/Employment</u>

Any outside association, including activities with other entities, should not encroach on the time and attention you are expected to devote to your duties and responsibilities to the Company, adversely affect the quality or quantity of your work product or entail your use of any of the Company's assets, including its real and personal property, or imply (without the Company's approval) the Company's sponsorship or support. In addition, under no circumstances are you permitted to compete with the Company or take for yourself or your family members any business opportunity that belongs to the Company that you discover or that is made available to you by virtue of your position with the Company.

Employees also may be prohibited by law from participating in "interlocking affiliations," that is, dual service, in the following areas:

- As a director, officer or employee of any commercial bank, banking association, trust company, savings bank, or credit union or the holding company for any of these financial institutions.

- As a director or officer of a registered public utility holding Company or subsidiary thereof.

You are prohibited from taking part in any outside employment or interlocking affiliation without the Company's prior approval.

Civic Activities

The Company supports your participation in civic and charitable activities so long as such participation is balanced with the time and attention that you are expected to devote to your traditional duties and responsibilities to the Company. You are to conduct any such activities in a manner that does not pre-commit the Company or its assets.

Resolution of Conflicts

In all cases, actual, potential or apparent conflicts of interest must be handled in an ethical manner, meaning they must be fully disclosed and considered prior to being resolved. The Compliance Officer or, where appropriate, the Governance Committee will handle all questions of actual, potential or apparent conflicts of interest that involve you. Employees are encouraged to consult with the Compliance Officer as soon as possible upon learning of a relationship, arrangement, or transaction that could result in a conflict of interest. The Compliance Officer or, as appropriate, the Governance Committee, may determine, upon review of all relevant facts, that the conduct does not amount to a conflict of interest, or may provide guidance to avoid a conflict from developing. An actual, potential or apparent conflict of interest may be resolved in a number of ways, including, for instance, in the case of an outside association, determining that you must be restricted from certain Company activities involving the association, or determining that the Company should not enter into a business relationship with the association.

Corporate Communications; Full, Fair, Accurate and Timely Disclosures by the Company to the Public

It is the Company's policy to make full, fair, accurate, timely and understandable public disclosure of all information relating to the Company as required by law, by the SEC, by the applicable securities exchange, or by other applicable rules and regulations. It is further the Company's policy to comply with all securities and other laws that prohibit "selective disclosure," including SEC Regulation Fair Disclosure ("Regulation FD"). In order to ensure that all disclosure of information relating to the Company, including financial performance, material contracts and other information that may be material to investors, regulators and the general public, is accurate and in full compliance with applicable laws and regulations, all such disclosures will be made only through established channels. Unless you have been specifically authorized to do so, you may not discuss Company business with securities analysts, media representatives, investors, government officials, pension plan or similar fund administrators or other outside persons. If you are contacted by any such persons about the Company, you should refer them to the Company's Chief Executive Officer or Chief Financial Officer.

When called upon to do so, you shall provide the information necessary to complete public reports completely and fairly and in accordance with applicable regulations. Further, if you participate, directly or indirectly, in the preparation of the financial and other disclosures that the Company makes to the public, including in its filings with the SEC or by press release, you must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- Endeavor to ensure full, fair, timely, accurate and understandable disclosure in the Company's filings with the SEC.

- Managers should, through leadership and communication, make sure that employees of the Company understand the Company's obligations to the public and under the law with respect to its disclosures, including that results are never more important than compliance with the law.

- Raise questions and concerns regarding the Company's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed.

- Provide the Company's directors, employees, consultants and advisors involved in the preparation of the Company's disclosures to the public with information that is accurate, complete, objective, relevant, timely and understandable.

- Act in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing your independent judgment to be subordinated by others.

- Comply with the Company's disclosure controls and procedures and internal control over financial reporting.

Books and Records

Accurate and reliable business records are of critical importance in meeting the Company's financial, legal and business obligations. It is the Company's policy that all business communications and records be clear, truthful, accurate and complete. You must, within the scope of your employment, report all information related to the Company in an accurate, honest and timely manner. If you are responsible for creating and maintaining the Company's financial and other business records, you must do so in accordance with applicable legal requirements and ensure that such records accurately record and reasonably reflect the activity associated with the record. Financial records must be maintained in accordance with generally accepted accounting principles. Misleading, false or deceptive entries shall not be made for any reason. If you become aware of any omission, inaccuracy or falsification regarding the Company's financial or other business records or the information supporting such records, bring the situation to the attention of your supervisor or an appropriate member of senior management.

Use of Company Equipment

Telephones (including cellular phones), computers, the electronic mail system (e-mail), the Internet and other equipment provided by the Company are property of the Company and should be used for business purposes. However, the Company acknowledges that employees may have the need or desire to use Company equipment for personal reasons from time-to-time. You may use Company equipment for personal use, provided that such use does not interfere with the performance of your duties to the Company or the Company's business needs or become excessive. Your use of Company equipment, including e-mail and the Internet, may be monitored. If you abuse the privilege of using Company equipment, you will be disciplined accordingly, up to and including termination of employment. Below are some additional conditions that concern the use of the Internet and e-mail.

Employees are prohibited from visiting websites or circulating e-mail that contain the following content: pornography; hate group content; casinos; or day-trading activities. In addition, there is to be no display, downloading or other transmission of material that is discriminatory, defamatory, harassing, disruptive or pornographic, provided, however, that nothing discussed in this Section of the Code prohibits you from displaying, downloading or otherwise transmitting information with respect to your conditions of employment in accordance with Section 7 of the National Labor Relations Act. In using the Company's computer system, including e-mail and the Internet, employees must not disclose confidential material (other than with respect to your conditions of employment in accordance with Section 7 of the National Labor Relations Act) or violate copyright law.

In addition, you are responsible for ensuring that all Company equipment issued to you is properly used and maintained, and to exercise reasonable care to prevent theft, damage or misuse. You should report to your supervisor any destruction or misuse of Company property.

The provisions in this Section of the Code do not, and should not be interpreted as intending to, limit or interfere with any employee rights under Section 7 of the National Labor Relations Act. This includes non-supervisory employees discussing the terms and conditions of their employment including, for example, any discussion of wages and other terms and conditions of employment, such as the Company's employment-related policies and practices.

<u>Fair Dealing</u>

Each employee should deal fairly and in good faith with the Company's customers, suppliers, regulators, business partners and others. No employee may take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, abuse of confidential information or other related conduct.

<u>Delegation of Authority</u>

Each employee, and particularly each of the Company's officers, must exercise due care to ensure that any delegation of authority is reasonable and appropriate in scope, and includes appropriate and continuous monitoring. No authority may be delegated to employees who the Company has reason to believe, prior to the delegation, may have a propensity to engage in illegal activities.

<u>Handling Confidential Information</u>

Employees should observe the confidentiality of information that they acquire by virtue of their positions at the Company, including information concerning customers, suppliers, competitors and other employees (provided, however, that the disclosure of employee information, such as contact information, protected by Section 7 of the National Labor Relations Act, shall not be considered to be prohibited by this Section of the Code), except where disclosure is approved by the Company or otherwise legally mandated, or in accordance with employee rights under Section 7 of the National Labor Relations Act. Of special sensitivity is financial information, which should under all circumstances be considered confidential except where its disclosure is approved by the Company, or when it has been publicly available in a periodic or special report for at least two business days.

To extent there are any policies or agreements containing more specific or rigorous standards of confidentiality, employees must abide by these standards.

Nothing in this Code, however, prohibits you from reporting possible violations of law or regulation to any government agency, including but not limited to the Department of Justice, the SEC, the Congress, and any agency Inspector General, making other disclosures that are protected under the whistleblower provisions of federal or state law or regulation or communicating with government agencies or otherwise participating in any investigation or proceeding that may be conducted by any government agency, or limits your right to receive an award for information provided to any government agencies. In addition, nothing in this Code shall be understood to limit or prohibit you from engaging in discussions or communications protected by the National Labor Relations Act.

Accountability

The Company will take appropriate administrative actions against individuals when an allegation of a Code violation or other misconduct has been substantiated. Violations of the Code may result in disciplinary measures, up to and including termination, depending on the individual circumstances including the level of the employee's involvement and knowledge and the severity of the violation.

Disciplinary measures may be taken against an employee for: (i) directly violating the Code, internal company policies or any applicable law, rule or regulation; (ii) directing others to violate the Code, internal company policies, or any applicable law, rule or regulation; (iii) failing to cooperate with an investigation of a Code violation, including being untruthful or withholding relevant information; (iv) knowingly falsely accusing another employee of a violation of the Code, another internal Company policy, or of an applicable law, rule or regulation; and (v) retaliating against a person who reports a violation or suspected or potential violation of the Code, or directly or indirectly encouraging others to do so.

Disciplinary action will also apply to supervisors or managers who, with respect to those employees reporting to them, know that prohibited conduct is contemplated by such employees and do nothing to prevent it, or know that prohibited conduct has been engaged in by such employees and fail to take appropriate corrective action. Supervisors and managers may also be subject to disciplinary action for their failure to effectively monitor the actions of their subordinates. In addition, violations of legal and regulatory requirements may carry their own civil and criminal penalties, including fines and imprisonment.

ACKNOWLEDGEMENT

I acknowledge that I have received a copy of the Howard Bancorp, Inc. Employee Code of Conduct. I have read and I understand the Code, including my duty to report violations. I understand that if I have questions regarding the Code or other similar concerns, I may contact internal Company personnel or the Compliance Officer for clarification.

I understand that I am subject to the Code, including any amendments thereto. I understand that if I violate the Code, I am subject to disciplinary action up to and including termination of employment. I further certify that, as of the date hereof, I am not aware of any violations of the Code that have not been reported as set forth in the Code.

Employee: _______________________________

Signature: _______________________________

Date: __________________