



PRESIDENTIAL LIFE CORPORATION & SUBSIDIARIES

CODE OF CONDUCT

The Presidential Life Corporation (“the Company”) Code of Conduct provides guiding principles to govern decisions and actions in the conduct of Company business. The Code is an expression of fundamental values and represents a framework for decision-making for directors, officers and employees of the Company.

Company policy requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All must practice honesty and integrity in every aspect of dealing on the Company's behalf. The Company is subject to complex laws and regulations that are issued by federal, state and local governments. Many of the principles in the Code of Conduct are based on legal requirements. The Company will conduct its business in compliance with applicable laws and regulations and requires all directors, officers and employees to avoid any activities that could involve the Company in any unlawful practice.

Equal Employment Opportunity

Through its policies, the Company shall be committed to providing equal opportunity to all qualified individuals. The Company shall comply with all applicable laws governing equal employment opportunities to assure that there is no unlawful discrimination against any employee or applicant.

Harassment

The Company believes that all persons should be treated with dignity and respect. It is the policy of the Company to provide a work environment that is free from harassment, especially pertaining to gender, race, color, age, religion, national origin, or disability. No employee who brings a good faith report of harassment shall suffer retaliation or other adverse employment action or consequence and any employee found to have retaliated against an employee who reports such a violation will be subject to discipline up to and including discharge from employment.

Conflicts of Interests

It is the policy of the Company that all directors, officers and employees of the Company will avoid any conflict between their interests, direct or indirect, and those of the Company. Any director who represents or has any direct or indirect interest in any company, organization, institution or any other entity shall not participate in any decision when that entity does or seeks to do business with the Company. Furthermore, any Board member whose immediate household members or immediate family members represent or have any direct or indirect interest in any of the above business entities will also be prohibited from participating in any decisions involving that entity. Board members in such situations will reveal their interest, making full disclosure of the same, and will abstain from voting on any matters pertaining to such entity. Further, in pursuance of this policy, all Board members will sign a disclosure statement annually setting forth their full

compliance with this policy and disclosing any such conflicts of interest. Direct and indirect interests will include, but not be limited to, monetary investment or gains, partnerships, business affiliation, association, representation or consultancy with such interest resulting in payment or receipt of any remuneration or reward, cash or in kind, direct or indirect. For the purpose of this policy, members of an immediate family are: husband, wife, father, mother, son, daughter, brother, sister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, and sister-in-law.

Employees of the Company are prohibited from engaging in potential or actual conflicts of interest, violations of laws, improper solicitation of business or conflicts based on outside interests. Employees are also prohibited from receiving, directly or indirectly, anything of significant value, other than ordinary compensation such as salary, commission, or bonus from the Company, in connection with a transaction entered into by the Company with any supplier or customer.

Effective with the enactment of the Sarbanes-Oxley Act of 2002, the Company prohibits, either directly or indirectly, the extension of credit in the form of a personal loan (or guaranty of debt) to any director or executive officer of the Company. Any loans outstanding on the date of enactment of the Sarbanes-Oxley Act of 2002 shall not be modified as to any term nor be renewed or extended after the date of enactment of the Act.

Confidential or Proprietary Information

In carrying out the Company's business, directors, officers, and employees often learn confidential or proprietary information about the Company, its agents, and its policyholders. The protection of such information is of the highest importance and must be discharged with the greatest of care for the Company to maintain the confidence of those with whom we do business. Therefore, the unauthorized disclosure of confidential or proprietary information about the Company, its agents, or its policyholders is prohibited. All employees are required to sign the Confidentiality/Privacy Statement that restricts disclosure of proprietary, trade secret, or certain other information about the Company. The Company's policy on confidential or proprietary information applies to all employees without regard to whether such agreements have been signed.

Accounting Controls and Procedures

The Company shall maintain a system of internal controls, including guidelines and procedures related to financial record keeping and disclosures. All business transactions will be accumulated and processed in a manner that will permit preparation of financial statements, reports, and data for purposes of internal, public, and regulatory reporting. Such statements, reports, and data must be in a form sufficient to reflect accurately and fairly the results of transactions entered into by the Company and to permit proper accountability of assets.

Protection of Shareholder Interests

The Company is publicly owned and its common stock is registered and traded in accordance with United States federal securities laws and with rules and regulations promulgated by the United States Securities and Exchange Commission ("SEC") and the National Association of Securities Dealers (NASD). The purpose of such regulations is to protect the interests of shareholders by providing them with prompt and complete information about significant corporate developments which might affect the value of their investments and to assure that insiders do not profit from information not available to the investing public. The securities laws of the United States and other countries are based on the belief that all persons trading in a company's securities should have equal access to all material information about the company. The Company is subject to strict disclosure requirements and must disclose to the public all material information relating to its business affairs and financial condition and conduct to protect the interests of all shareholders. Directors, officers, and employees are restricted from trading in company stock when in possession of material, nonpublic information or in Company imposed blackout periods.

The Company has established procedures to ensure that information required to be disclosed by the Company in periodic reports filed or submitted to the SEC is properly recorded, processed, summarized, and reported to the Company's Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure. The Company will undertake a quarterly evaluation of the Company's disclosure controls and procedures and annually assess the effectiveness of the Company's internal control structure and procedures for financial reporting.

Competition

Federal and state antitrust laws prohibit various practices that could limit competition or restrict fair trade. Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict competition. Company directors, officers, and employees must never exchange information with competitors regarding prices, market share, or any other data in violation of United States Antitrust Laws. No director, officer or employee of the Company shall enter into any understanding, agreement, plan or scheme, express or implied, formal or informal, with any competitor in regards to price, terms or conditions of sale or service, distribution, territories or customers that would unreasonably restrict competition or fair trade.

Compliance with the Code of Conduct

It is the responsibility of all directors, officers, and employees to comply with the Company's Code of Conduct. The company is committed to the highest possible standards of openness and accountability. Failure to comply with the Code of Conduct will result in appropriate sanctions administered with principles of fairness and equity.

Waivers

To the extent that waivers of any of the rules in this Code of Conduct are legally permissible, any waiver for a director or executive officer shall be effective only if approved by the Company's board of directors and disclosed to its shareholders.

Reporting Concerns with Accounting Practices, Internal Control or Auditing Matters

Directors, officers and employees of the Company are encouraged to report any serious concerns or complaints concerning Company accounting practices, internal controls, or auditing matters to the Company's President. The Company's Procedure for Complaints Regarding Accounting Matters establishes procedures for receiving, retaining, and handling such complaints confidentially and anonymously.

Reporting violations of the Code of Conduct

It is the responsibility of all directors, officers and employees to bring violations or suspected violations of the Company's Code of Conduct to the attention of their supervisor or other officer of the Company, as appropriate. As addressed in the Company's Procedure for Complaints Regarding Accounting and other matters, such reports can be made without fear of harassment or retaliation.