



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

### STATEMENT OF PURPOSE

The professional and ethical conduct of the Chief Executive Officer and the Senior Financial Officers of Great Western Bancorp, Inc. ("GWBI"), and Great Western Bank (the "Bank") is fundamental to the success of GWBI and the Bank (jointly referred to as the "Company"). The Boards of Directors of GWBI and the Bank have adopted this Code of Ethics applicable to the Chief Executive Officer and Senior Financial Officers to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; and compliance with applicable laws, rules and regulations. This Code of Ethics supplements the Company's Employee Handbook.

As used in this Code of Ethics, "Senior Financial Officers" means the Company's principal financial officer and principal accounting officer or controller, or persons performing similar functions and the Company's Chief Risk Officer.

### CODE OF ETHICS

The Chief Executive Officer and each Senior Financial Officer shall:

- *Honest and Ethical Conduct.* Conduct himself or herself in an honest and ethical manner.
- *Conflicts of Interest.* Avoid from actual or apparent conflicts of interest between personal and professional relationships (a "conflict of interest" occurs when an individual's private interest interferes in any way, or even appears to interfere-with the interests of the Company as a whole, and can arise when the Chief Executive Officer and/or a Senior Financial Officer takes actions or has interests that may make it difficult to perform his duties for the Company objectively and effectively or when the Chief Executive Officer, a Senior Financial Officer, or a member of his family, receives improper personal benefits as a result of his position in the Company).
- *Public Communications.* Shall be responsible for full, fair, accurate, timely and understandable disclosure in: (a) the reports and documents that the Company files with, or submits to, the SEC and regulatory authorities; and (b) the Company's other communications with the public, including both written and oral disclosures, statements and presentations.

- *Company Auditor.* Never take, directly or indirectly, any action to coerce, manipulate, mislead or fraudulently influence the firm's independent auditors in the performance of their audit or review of the firm's financial statements.
- *Legal Compliance.* Take all reasonable measures to comply with applicable governmental laws, rules and regulations of federal, state and local governments and other appropriate regulatory agencies.
- *Reporting Violations.*
  - Promptly report to the Audit Committee and General Counsel:
    - any information he or she may have become aware that may render the disclosures made by the Company in its public filings or other public communications materially misleading;
    - significant deficiencies or control weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; or
    - any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
  - Promptly report to the General Counsel and, if potentially material to the Company financial statements, to the Audit Committee, any actual or possible violation of this Code of Ethics or any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest (if the General Counsel determines that there is a conflict of interest that would make it inappropriate for the General Counsel to resolve the matter, he or she will refer the matter to the Audit Committee of the Board of Directors for resolution).

## **WAIVER**

The Audit Committee shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics for Chief Executive Officer and Senior Financial Officers. Any waiver and the grounds for such waiver shall be promptly disclosed through a filing with the Securities and Exchange Commission ("SEC") on a Current Report on Form 8-K, on the Company's website at [www.greatwesternbank.com](http://www.greatwesternbank.com) or any other means approved by the SEC.

## **AMENDMENTS**

The Audit Committee shall have the sole and absolute discretionary authority to approve Amendments to this Code of Ethics. Any amendments shall be promptly disclosed through a filing with the SEC on a Current Report on Form 8-K, on the Company's website at [www.greatwesternbank.com](http://www.greatwesternbank.com) or any other means approved by the SEC.

## **ACCOUNTABILITY**

The Company intends to prevent the occurrence of conduct not in compliance with this Code of Ethics and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Allegations of non-compliance will be investigated whenever necessary and evaluated at the proper level(s). Those found to be in violation of this Code of Ethics are subject to appropriate disciplinary action, up to and including termination of employment. Violations of this Code of Ethics may also constitute violations of law and may result in civil and criminal penalties and referral to the appropriate legal authorities for prosecution.

## **QUESTIONS**

If you have any questions regarding the best course of action in a particular situation, the Company's General Counsel should be promptly contacted by phone or email as provided on the Company directory.

## **ANONYMITY**

If you would prefer to remain anonymous in reporting any possible violation of this Code of Ethics you can use the Whistleblower Hotline toll free at 800-916-7037 or complete a web report at: [http://irdirect.net/GWB/whistleblower\\_iframe](http://irdirect.net/GWB/whistleblower_iframe).

Approved August 2015

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