



**HEARTLAND FINANCIAL USA, INC.
2020 ANNUAL MEETING OF STOCKHOLDERS
RULES OF CONDUCT**

Welcome to the 2020 Virtual Annual Meeting of Stockholders (the “Annual Meeting”) of Heartland Financial USA, Inc. (the “Company”). It is our desire to conduct a virtual meeting that approximates an in-person experience for our stockholders. Kindly observe the following Rules of Conduct.

1. Our Company’s bylaws describe requirements for meetings of our stockholders, and the Annual Meeting will be conducted consistently with those requirements.
2. Because this is a meeting of our stockholders, only they are permitted to vote or ask questions in connection with the Annual Meeting. You need to have held stock as of the close of business on the record date of March 23, 2020 to vote or submit questions in connection with the Annual Meeting.
3. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.
4. You may revoke or change your vote at any time during the Annual Meeting by logging into www.virtualshareholdermeeting.com/HTLF2020 and resubmitting your vote.
5. We will strictly follow the Agenda as we conduct the Annual Meeting.
6. If a stockholder has a question about one of the matters in the Agenda to be voted on by the stockholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are presented for consideration. We will answer questions on any matters in the Agenda to be voted on by the stockholders at the Annual Meeting before the voting is closed.
7. Following adjournment of the formal business of the Annual Meeting, the Company will address appropriate questions from stockholders regarding the Company. Such questions may be submitted in the field provided in the web portal during the Annual Meeting.
8. We are committed to acknowledging each appropriate question we receive in the order that it was received, with a limit of one question per stockholder until we have allowed each stockholder to ask a question. We will allot approximately 15 minutes for questions during the Annual Meeting.
9. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped summarized and answered together.

10. The Company does not intend to address any questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to material non-public information of the Company;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another stockholder;
- in furtherance of the stockholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Executive Operating Chair or Corporate Secretary in their reasonable judgment.

11. If you have any technical difficulties or any questions regarding the virtual meeting format, we are ready to assist you. Please call 800-586-1548 (US) or 303-562-9288 (International).

12. Recording of the Annual Meeting is prohibited. A webcast playback will be available at www.virtualshareholdermeeting.com/HTLF2020 or at ir.htlf.com.

Thank you for your cooperation and for joining the Company at the Annual Meeting.