

**BANCORP OF NEW JERSEY, INC.
BANK OF NEW JERSEY
CODE OF CONDUCT AND ETHICS FOR
DIRECTORS AND EXECUTIVE OFFICERS**

INTRODUCTION

Bancorp of New Jersey, Inc. (the “Company”) and its subsidiary, Bank of New Jersey (the “Bank”), have adopted this Code of Conduct and Ethics (the “Code”) to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company and the Bank;
- Compliance with applicable governmental laws, rules and regulations and the rules and regulations of any national securities exchange on which the Company’s securities are listed;
- The prompt internal reporting of violations of the Code to the Audit Committee of the Board of Directors of the Company (the “Audit Committee”); and
- Accountability for adherence to the Code.

This Code is applicable to all directors and executive officers of the Company and the Bank, including the principal executive officer, principal financial officer and principal accounting officer or controller of the Company. The Company and the Bank have also adopted a separate Code of Ethics and Business Conduct, which is applicable to all employees of the Company and the Bank.

Directors and executive officers of the Company and the Bank and other persons having the power to direct the management of the Company and the Bank stand in a fiduciary relationship to the Company and the Bank, to Bank’s account holders and to the shareholders of the Company. As a result of this fiduciary relationship, directors and executive officers have a fundamental duty to avoid placing themselves in positions which create, or which could lead to, conflicts of interest.

This Code describes conflicts of interest and usurpations of corporate opportunity; describes policies the Company and the Bank have adopted to avoid abuses in those areas; and establishes procedures for dealing with violations of the Code. All directors and executive officers who are affected by this Code will receive a copy of the Code and will be required to become familiar with it. Further, all such persons will be informed that their continued

association with the Company and the Bank depends upon their full compliance with the Code and the Company's and the Bank's other policies.

I. COMPLIANCE WITH LAWS

It is the policy of the Company and the Bank to comply with all applicable laws, rules and regulations. The actions of each director and executive officer shall comply, to the best of his or her knowledge, with all such laws, rules and regulations, and each director and executive officer is expected to be familiar with the laws, rules and regulations that impact and control his or her specific duties. No director or executive officer may ask or pressure another director, officer or employee to break any law, rule or regulation.

II. COMPLIANCE WITH POLICIES

Directors and executive officers who are involved in preparing reports and other documents filed with the SEC and other public communications of the Company and the Bank shall observe the Company's and the Bank's policies and procedures with respect to such filings and communications, including, without limitation, policies and procedures with respect to internal controls over financial reporting and disclosure controls and procedures. All directors and executive officers shall cooperate fully in any matters relating to the gathering of information and the preparation of such filings and communications in order to promote full, fair, accurate, timely, and understandable disclosures in such filings and communications.

Directors and executive officers shall observe all other applicable policies and procedures of the Company and the Bank, as adopted and in effect from time to time.

III. IDENTIFICATION OF AREAS OF CONFLICT OF INTEREST CONCERN

A. Conflicts of Interest and Usurpations of Corporate Opportunity

No officer or director may take advantage of a business opportunity for his or her own or another person's personal profit, or benefit from a business opportunity, if such business opportunity is one that is within the corporate powers of the Company, the Bank or any subsidiary of either of them, is of present or potential practical advantage to the Company, the Bank, or any subsidiary of either of them, and has not been rejected by the Board of Directors of the Company in accordance this Code.

B. Conflicts of Interest Transactions Prohibited

1. None of the Company, the Bank and the subsidiaries of either of them may purchase or lease from, jointly own with, or sell or lease to, directly or indirectly, a director, executive officer or other "affiliated person" of the Company, the Bank or any of their subsidiaries, any interest in real or personal property unless the transaction is determined by the Audit Committee of the Company to be fair and reasonable as to the Company or the Bank, as applicable, is in compliance with all applicable governmental laws, rules and regulations and the rules and regulations of any national securities exchange on which the Company's securities are listed, and is approved by the Audit Committee of the Company in accordance with this Code.

As used in this Code, the term “affiliate person” includes any director or executive officer of the Company or the Bank, and any other “affiliated person,” as defined in the regulations of the New Jersey Department of Banking and Insurance, “insider,” as defined in Federal Reserve Board Regulation O, and “related person” as defined in the Instructions to Item 404(a) of SEC Regulation S-K.

2. The Bank may make loans or other extensions of credit to directors, officers, or other affiliated persons, only in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans or extensions of credit available to the general public, and which do not involve more than the normal risk of collectibility or present other unfavorable features. All such loans shall be approved in accordance with this Code and shall otherwise comply with Federal Reserve Board Regulation O, regulations of the New Jersey Department of Banking and Insurance, and federal securities laws, rules and regulations.

3. All other transactions with affiliated persons for the provision of goods and/or services to be utilized by the Company or the Bank, for the benefit of the Company or the Bank, shall be subject to compliance with all applicable governmental laws, rules and regulations and the rules and regulations of any national securities exchange on which the Company’s securities are listed, and subject to approval in accordance with this Code.

C. Conflicts of Interest Generally

The corporate opportunities and conflicts of interest described in this Code may not be inclusive of all of the situations or transactions that could give rise to a real or potential corporate opportunity or conflict of interest. As noted in the Introduction hereto, directors and executive officers shall avoid placing themselves in any position which creates, or which leads to, or could lead to, a conflict of interest between the accomplishment of the purposes of the Company and the Bank and the personal financial interests of any director or executive officer.

IV. SPECIFIC POLICIES TO AVOID USURPATIONS OF OPPORTUNITIES AND CONFLICTS OF INTEREST

This section describes the Company’s and the Bank’s specific policies to address conflicts and usurpations of corporate opportunities.

A. Identification of Affiliated Persons

Not less than annually, the Chief Executive Officer of the Company shall prepare a list of all known affiliated persons. This list shall be distributed to and reviewed by each director and executive officer of the Company and the Bank for completeness and accuracy. All directors and executive officers of the Company and the Bank are hereby instructed to report all proposed transactions with any known affiliated persons to the Chief Executive Officer, who shall be responsible for ensuring that all such proposed transactions comply with, and are approved (if at all) in compliance with, all applicable policies of the Company and the Bank, all applicable governmental laws, rules and

regulations and the rules and regulations of any national securities exchange on which the Company's securities are listed.

B. Usurpations of Corporate Opportunity

The Board of Directors of the Company will periodically review the business of the Company and the Bank and the investment powers afforded by Federal and State law, and it will define the types of transactions which will be considered as potential opportunities for the Company and the Bank. If the Board determines that a potential opportunity exists for the Company or the Bank, and that such opportunity is not precluded to the Company or the Bank by Federal or State law, neither the Company nor the Bank will direct, refer or permit persons covered by this Code to take advantage of that business opportunity for their own personal profit, unless and until a disinterested and independent majority of the Board, after receiving a full and fair presentation of the matter, has rejected the opportunity as a matter of sound business judgment, taking into consideration such factors as the Company's and the Bank's financial resources, the risks entailed, and the projected profitability of the opportunity.

C. Purchases and Sales of Assets Involving Affiliated Persons

Any transactions that involve the purchase from, sale to, or joint ownership with, an affiliated person, of an interest in real or personal property must (1) receive any required approvals of regulatory authorities confirming that the terms of such transactions are fair to, and in the best interests of the Company or the Bank; (2) be supported by an independent appraisal not prepared by an affiliated person or employee of the Company or the Bank; and (3) be approved in advance by a resolution duly adopted, with full disclosure, by the Audit Committee of the Company. Full disclosure must include the affiliated person's source of financing for any real property involved, including whether the Company or the Bank has a deposit relationship with the financial institution or holding company affiliated thereof which is to provide the financing.

D. Loans Involving Affiliated Persons

Permitted loans secured by an affiliated person's principal residence and loans for construction, adding to, or equipping an affiliated person's principal residence, must be approved in advance by a resolution duly adopted after full disclosure by a majority (with no director having an interest in the transaction voting) of the Board of Directors of the Bank and the Audit Committee of the Company. Full disclosure must include whether the loan is made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans to members of the general public, and whether the loan involves more than the normal risk of collectibility or presents other unfavorable features. Any loan for a purpose described in this section must be at an interest rate not below the Bank's then-current cost of funds, including all savings accounts and borrowings and, in the case of a loan secured by a savings account, the interest rate shall be at least two percent (2%) above the rate of return on the savings account. The required resolution of the Board of Directors of the Bank in the case of

loans secured by a principal residence and loans for home improvement purposes must set forth Bank's current cost of funds, including the elements of its computation.

E. Commercial Loans to Affiliated Persons

A permitted extension of commercial credit to an affiliated person must be approved in advance by a resolution duly adopted after full disclosure by a majority (with any interested director abstaining) of the Board of Directors of the Bank and the Audit Committee of the Company. Full disclosure must include whether the loan is made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans to members of the general public, and whether the loan involves more than the normal risk of collectibility or presents other unfavorable features.

F. Other Transactions

All other transactions not expressly described in this Code, in which any affiliated person will have a direct or indirect material interest, shall be approved by the Audit Committee of the Company.

V. CONFLICTS AND CORPORATE OPPORTUNITY CONSIDERATIONS ARISING OUT OF BOARD COMPOSITION

The Boards of Directors of the Company and the Bank are to be comprised of individuals with varied business and professional experiences who are sufficiently knowledgeable about the business, real estate, financial and legal operations of a financial institution that they can provide proper guidance and management to it. The nature of the financial institution business and the requirements for knowledge and experienced professionals necessarily means that directors will have other professional pursuits which may overlap with those of the Company and the Bank and have the potential to give rise to conflicts of interest. Sufficient care must be exercised to insure against possible conflicts and usurpations of corporate opportunity by persons with such overlapping professional interests.

VI. NOTICE AND SANCTIONS

A. Notice

Directors and executive officers of the Company and the Bank are hereby put on notice that violations of Federal and State regulations concerning conflicts of interest and usurpations of corporate opportunity jeopardize the good standing and financial health of the Company and the Bank and that such violations will be regarded by the Boards with utmost concern. Directors of the Company or the Bank who are found to have violated these regulations (1) shall be required to return to the Company or the Bank, as applicable, any benefits received and/or (2) shall be subject to disciplinary action including, without limitation, a request by the Boards for their resignation. Executive officers who are found to have violated these regulations (1) may be required to return to the Company or the Bank, as applicable, any benefits received and (2) shall be subject to disciplinary action including, without limitation, suspension, demotion or discharge.

B. Reports of Violations, Complaints and Concerns

Directors and executive officers shall report any violations of this Code by any director or executive officer of the Company or the Bank to the Audit Committee of the Company. No director or executive officer shall deliberately provide false information concerning violations of laws, rules, regulations or this Code. A director or executive officer who deliberately fails to report a violation of which he or she is aware, or who deliberately provides false information, may be subject to disciplinary action.

A director or executive officer may report any complaints regarding accounting, internal accounting controls, or auditing matters, or concerns regarding questionable accounting or auditing matters to the Audit Committee of the Company on an anonymous basis. If a director or executive officer wants a submission to be anonymous, he or she should not leave or provide his or her name or other personal identifying information. The director or executive officer should provide as much information as possible, including all relevant facts and circumstances that he or she believes should be considered in evaluating the situation. If the director or executive officer requests, the Company and the Bank will maintain the confidentiality of the submission to the extent reasonably practicable. The Company or the Bank may be required, however, to disclose the submission in response to legal proceedings, subpoenas, civil or criminal investigative demands, or similar processes. In addition, the Company or the Bank may be required to disclose publicly the matters pertaining to the violation or to take corrective actions and to disclose publicly those corrective actions. In order to make a thorough investigation, it also may be necessary to make inquiries or otherwise engage in conduct that may make it possible to discern the source of the information even though the submission was made anonymously.

C. Matters Not Covered by This Code

The Boards recognize that it is impossible to define every practice that could constitute an objectionable conflict of interest. The omission of any specific policy of limitation or prohibition noted above, however, shall not be regarded as approval of practices or conditions not specifically covered, and the Boards of Directors will take appropriate action to prevent and eliminate conflicts when circumstances so warrant.

D. Copies of Code

This Code shall be reproduced in writing and given to each prospective director prior to his or her nomination and to every executive officer upon his or her employment or promotion, as applicable.

E. Waiver

The provisions of this Code may be waived only by the Company's Board of Directors. The Company shall promptly disclose any such waiver, and the reasons therefor, in accordance with, and to the extent required by, the rules and regulations of the SEC and the applicable standards of any national securities exchange on which the Company's securities are listed.

VII. POLICY REVISION

This policy shall be reviewed by the Boards of Directors of the Company and the Bank at least annually and revised if appropriate.