

BANK OF NEW JERSEY

CODE OF ETHICS AND BUSINESS CONDUCT

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Purpose

The purpose, among others, of this document is to establish a Code of Ethics and Business Conduct of Bancorp of New Jersey, Inc. and Bank of New Jersey in accordance with the Bank Bribery Act (18 U.S.C. 215). The Bank Bribery Act applies to all employees of a financial institution (defined under the law to include a bank and a bank holding company). The word “Bank” hereafter refers to Bank of New Jersey, its holding company, Bancorp of New Jersey, Inc., and all of their respective future subsidiary corporations.

This Code was reviewed and formally adopted by the Bank’s Board of Directors and is applicable to all employees of the Bank. The Code will also be reviewed periodically for revisions and subsequently readopted by the Board of Directors as necessary. All employees will receive a copy of this Code and as it is subsequently revised. Employees will be required to certify that they have received, read, understand and will comply with the provisions of this Code.

Policy Statement

The Bank’s reputation for integrity is its most valuable asset and must be preserved by the conduct of its employees. A single employee’s misconduct can do much to damage a hard-earned reputation. The Bank’s reputation must not be compromised in any situation.

It is the policy of the Bank that all employees conduct their business affairs in such a manner and with such ethics and integrity that no conflict of interest, either real or implied, can be construed. A conflict of interest might be deemed to exist whenever an employee has a financial interest, direct or indirect, in a customer, supplier or other principal dealing with the Bank. No corporate code can cover every possible situation/question regarding business practices. ***When in doubt, ask before you act.***

Each employee is responsible to uphold and comply with the Code. All managers are held accountable for Code enforcement within their department. It is the ultimate responsibility of every employee of the Bank to promptly report questionable activities or practices and violations of this Code to the President or any Executive Officer with full assurance of confidentiality. Such activities or practices include, but are not limited to, fraud, false entry, substantial error, embezzlement, employee misconduct or any transaction or matter that seems to be irregular or damaging to the Bank, which is discovered or known to have taken place in any records, property or funds of the Bank. In addition, each employee may submit complaints regarding accounting, internal accounting controls or auditing matters, and concerns regarding questionable accounting or auditing matters to the Audit Committee of the holding company on a confidential, anonymous basis.

Conflicts of Interest

Employees are expected to avoid any situation in which their personal interests conflict with those of the Bank. Extreme caution must be exercised whenever an employee is faced with the following conflicts of interest:

1. Self-Dealing

Any time the Bank provides a service or extends credit to an employee, there is a potential for a conflict of interest. The same potential conflict exists when the transaction involves an employee's family. These transactions must be scrutinized and documented carefully. Loans to Senior Officers, Directors, principal shareholders or members of their immediate families must be subject to the same requirements as for our customers and will be made only pursuant to statutory and regulatory requirements and the Bank's policies and procedures.

2. Outside Activities

Employees are expected to avoid any outside interest or activity that will conflict with the employee's duties. Generally, outside interests or activities should not:

- significantly encroach on time or attention you devote to your duties;
- adversely affect the quality of your work;
- compete with the Bank's activities;
- involve any significant use of the Bank's equipment, facilities or supplies; and
- imply the Bank's sponsorship or support of the activity (for example, through the use of the Bank's stationery for personal purposes or charitable solicitations).

3. Outside Employment

An employee may not accept outside employment as a representative who prepares, audits or certifies statements or documents pertinent to the Bank's business.

Employees may not engage in outside employment which can reasonably be expected to prevent the satisfactory fulfillment of their responsibilities to the Bank. Secondary employment may be permitted only if it raises no conflict of interest issues and in no way interferes with the individual's duties and responsibilities to the Bank.

4. Corporate Opportunities

Each employee owes the Bank a duty of loyalty. That duty is violated if the individual personally profits from a business opportunity which rightfully belongs to the Bank. This problem arises when an employee has an interest in an entity which offers a product or service which could be offered by the Bank, or when an employee directly offers such a product or service.

5. Management Interlocks

In review of the potential conflicts of interest, officers are urged to be cautious when considering service as an officer, manager, general or limited partner or director of any non-affiliated financial institution. No officer of the Bank may serve as an officer, manager, general or limited partner or director of any non-affiliated financial institution, without the prior approval of the Board of Directors of the Bank. In addition, Federal and State laws and regulations may prohibit such service in certain circumstances

6. Improper Gifts/Payments to Employees

A person who has a business relationship with the Bank, may not give, offer or promise anything of value to a Bank employee with intent to influence corruptly the conduct of the employee. A Bank employee may not seek, accept, or agree to accept anything of value from a person who has a business relationship with the Bank with the intent to influence corruptly the conduct of the employee.

The Bank Bribery Act makes it a crime for a director, officer or employee of a bank to solicit for themselves or for a third party anything of value from anyone in return for any business, service or confidential information of the Bank or accepting anything of value from anyone in connection with the business of the Bank, either before or after a transaction is discussed or consummated.

Of course, there are exceptions to this rule. The following are gifts/payments which employees generally may accept:

- Meals, travel arrangements, or entertainment when paid for in the course of business if the expense would have been paid for by the Bank as a reasonable business expense, if not paid by the third party;
- Holiday season gifts, or gifts that relate to commonly recognized events or occasions such as a promotion, new job, wedding retirement, etc. from a person who has a business relationship with the Bank, provided those gifts are of reasonable value.
- Gifts from a person who has a business relationship with the Bank, provided the acceptance is based on a family or personal relationship existing independent of the business of the Bank and where the circumstances clearly indicate that the business of the Bank was not the motivating factor;
- Benefits available to the general public under the same conditions from persons having a business relationship with the Bank (e.g. advertising or promotional materials, and discounts or rebates on merchandise or services);
- Civic, charitable, educational or religious organizational awards for recognition of service or accomplishment.

Cash and/or gifts received may not exceed \$100 in value. The acceptance of cash and/or other gifts that do not fall within the exceptions noted here is strictly forbidden unless prior approval has been obtained. If an officer or other employee is offered or receives something of value beyond what is authorized by this Code, the officer or other employee must disclose that fact to the President or any Executive Officer.

7. Relationships With Suppliers

Employees who deal with the Bank's suppliers are placed in a special position of trust. This position requires employees to exercise caution in dealing with suppliers. As a general rule, no employee should ever receive a payment or anything of value in exchange for a purchasing decision. Employees may not borrow, in any form, from the Bank's suppliers. The Bank recognizes, however, that some gifts may fall into the category of exemptions outlined in the "Improper Gifts/Payments to Employees" section of this Code and the Bank Bribery Act.

8. Gifts and Entertainment

Naturally, the responsibilities of some employees will include entertainment of business prospects. This is one area in which no simple list of rules will cover every situation. The Bank expects that employees will act in a professional and reasonable manner in providing such entertainment. In addition, proper records must be maintained for accounting and tax reporting purposes.

9. Accepting Fiduciary Obligations

A fiduciary position may require you to administer property or affairs on behalf of another person or entity. Fiduciary obligations arise, for example, when an employee is appointed a guardian, trustee, administrator, or attorney in-fact. Employees should not accept fiduciary obligations which involve accounts maintained at our Bank, unless acting on behalf of family members. This includes any banking relationship the customer may have, including custody of safe deposit items. Moreover, anytime an employee acts as a fiduciary, such conduct clearly must be separate from the employee's employment with the Bank. An employee should not infer that he or she will have access to any services available at the Bank. In event that an employee accepts a fiduciary obligation which involves accounts maintained at the Bank, unless acting on behalf of family members, all fees and commissions payable to the employee shall be paid over by the employee to the Bank.

10. Confidentiality of Customer and Corporate Information

Each employee is responsible for preserving the confidentiality of customer and corporate information. In the conduct of ordinary business, employees have access to a variety of confidential personal and business information about the Bank, its employees, and its customers. This Code addresses the Bank's philosophy and standards designed to protect proprietary information and respect the confidentiality of customers and

employees. Examples are provided for guidance, but are not to be construed as an all-inclusive list.

Each department maintains its own policies and procedures regarding information and data protection in specific operations. In addition, there are bank-wide policies on security, data security, etc. It is the responsibility of department managers to ensure that each employee is informed of the policies and procedures governing information that pertains to their position.

The following is an overall policy statement:

- Except as required to conduct normal business, employees are prohibited from divulging to internal or external parties, any confidential business or customer information that shall be kept confidential including, but not limited to, financial statements and other information provided with loan applications, payment status, account balances, and customer relationship data.
- Employees shall maintain the confidentiality of private information affecting other employees including, but not limited to, personal and payroll data, benefit elections, loan application and performance information, performance appraisals, and continued employment status.
- Information that could have an impact on the market for the holding company's securities such as quarterly earnings results, significant corporate announcements, or potential acquisitions must be carefully protected and restricted to prevent insider trading.
- It is the responsibility of department managers to ensure employees comply with the policies and procedures related to mainframe (database) access and personal computer use.
- Vault combination numbers, system access codes, building entry alarm codes or passwords shall be kept in strict confidence. Use of another employee's access code or password to process transactions is strictly prohibited. Employees may be held accountable for errors or fraudulent transactions committed by any other users of their confidential access codes. Employees are prohibited from processing transactions affecting their own personal accounts.
- Confidential information shall be securely stored during non-business hours. Measures to ensure proper safeguarding include building security and alarms, locks on personal computers, desks and file cabinets, and obtaining department head approval for the removal of materials for work at home.

There are certain circumstances in which disclosure of customer information is authorized or required. Disclosure to government authorities may be required when the information is sought through a valid subpoena or search warrant. Improper disclosure of

information regarding subpoenas or the contents of subpoenas issued in criminal investigations may be a criminal offense and violators may be subject to fines or imprisonment or both.

An employee who directly or indirectly notifies a customer that his/her records have been requested by a grand jury or tells anyone named in the subpoena about it may have committed a crime. All requests for disclosure of Bank information to government authorities or questions regarding subpoenas or search warrants should be directed to the appropriate department manager and Bank counsel.

11. Insider Trading

An employee is strictly prohibited from trading securities on the basis of confidential information acquired at the workplace. Publicly traded companies are subject to special confidentiality restrictions. Insider trading is a serious crime which carries severe criminal penalties to employees and to the Bank. The offense may occur when, for example, a person trades stocks while in possession of material, non-public information about the company involved, whether the information is intentionally leaked or inadvertently revealed.

Generally, information is deemed to be “material” if it would affect the average person’s decision whether to buy, sell or hold securities and “non-public” if it has not been released to and absorbed by the investing public. The financial performance of the Bank shall not be discussed with external parties except in the normal course of business (*e.g.*, with the external auditors) until such results have been publicly announced. All questions regarding the Bank’s financial performance should be forwarded to the President or the Chief Financial Officer.

In addition, another insider trading concern arises when directors, executive officers and five percent shareholders purchase and sell (or vice versa) the holding company’s securities within a six month period. The “short-swing” profit rule set out in Section 16(b) of the Securities Exchange Act of 1934 requires that any profits from such transactions be returned to the holding company. Also, Section 16(a) requires that forms be filed when the persons listed above purchase or sell the holding company’s securities.

12. Referrals

The Bank encourages employees to refer customers to the Bank. Such referrals represent an important part of our business development. However, all employees must remain watchful for two problems which may arise in the context of referrals. First, no potential customer should be promised preferential treatment as an inducement to bring business to the Bank. Second, there are limits on the incentives the Bank may offer for referrals by employees and others affiliated with the Bank. Any incentives or bonuses paid must be within approved guidelines.

13. Dealing With Government Officials

An employee shall never offer a government official anything of value in an effort to seek a favorable result for the Bank. Bribery of government officials can lead to serious sanctions. Such charges can end your career. Regulators have settled bribery charges in the past with consent decrees which bar the defendants from employment with any financial institution without regulatory approval. Since such bribery also can lead to significant criminal penalties, all employees coming in contact with government officials must maintain the highest professional standards.

14. Copyright/Trademark Violations

It is the Bank's policy to honor all valid copyright and trademark-protected materials. For example, no employee should make an unauthorized copy of computer software for business or personal use.

15. Political Activity

Political activity should be an exercise of individual discretion and decision. The Bank encourages all employees to participate actively in the political process. The vitality of our public institutions depends on such participation.

However, all employees should take two precautions with respect to such political activity. First, the activity should not interfere with your job performance. Second, all employees should be careful not to associate the Bank with their political activity. The use of the Bank's facilities for campaign purposes is prohibited. In addition, employees should take care to ensure no one can confuse their personal activities for those of the Bank.

16. Competitors

a. Antitrust

The Bank's business decisions must reflect our independent business judgment, not an agreement with our competitors. Antitrust laws help preserve a competitive economy. Those laws are supported by civil and criminal penalties. Individual mistakes can have serious long-term impact on the Bank.

b. Tying Arrangements

"Tying" arrangements represent a specific issue closely related to antitrust concerns. The Bank may not offer credit, property, or services on the condition that a customer obtain additional credit, property, or services from the Bank. Certain exceptions exist to these general guidelines. The Bank may vary the interest rate on a loan, deposit or other service on the condition that the customer also obtain a loan, deposit or other service from the Bank. The anti-tying

provision also forbids conditioning services on an agreement that the customer will not obtain credit, property, or services from another institution.

c. Disparaging Competitors

Never discredit the Bank's competitors. This Code represents, among other things, the Bank's effort to preserve a reputation for integrity. To safeguard that integrity, we prefer to compete by offering superior service and personal attention. At no time should employees disparage competing institutions.

17. Compliance With Laws

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

18. Compliance With Policies

Employees who are involved in preparing reports and other documents filed with the Securities and Exchange Commission and other public communications of the holding company and the Bank shall observe the policies and procedures of the holding company and the Bank 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 employees 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.

All employees shall observe all other applicable policies and procedures of the Bank, as adopted and in effect from time to time.

19. Penalties for Non-Compliance

A misstep by a single employee can cost the Bank dearly; it undermines all of our reputations. For these reasons, violations of the Code may lead to significant penalties. An employee who compromises or violates the law, company policies relating to the conduct of its business, or the high ethical standards contained in this Code will be subject to disciplinary actions, including, but not limited to, suspension, demotion and dismissal, and criminal or civil proceedings under applicable laws.

20. Administration

It is recognized that no set of guidelines can cover every situation that may arise in the Bank. Questions as to the propriety of a given action not covered in this document should be referred to the President or any Executive Officer.

21. Disclosure of Conflicts of Interest

All officers and other employees shall promptly disclose the existence of any relationship or interest which might involve or appear to involve a conflict of interest, including those situations in which an officer or other employee has been inadvertently placed due to either business or personal relationships with customers, suppliers, business associates or competitors of the Bank.

22. Bank Examinations

From time to time representatives from the Federal Reserve System, New Jersey Department of Banking and Insurance, Federal Deposit Insurance Corporation, Internal Revenue Service, or other regulatory agencies, as well as our own internal and external auditors may visit to review our records. All employees are expected to be helpful and courteous to these individuals. However, all questions should be referred to your Department Head.

