

New Haven Bank First Community Bancorp

Whistle-Blower Policy

Policy Statement

It is the policy of New Haven Bank, and its holding company, First Community Bancorp, (collectively herein, the “Company”) to establish a “Whistle-Blower Policy” to protect such conduct by officers, employees, and directors and to provide such remedies for alleged improper actions against the Bank. Each director, officer and employee has an obligation to report in accordance with this policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the Company’s Code of Conduct and Conflict of Interest Policies. It is further the policy of the Bank to:

1. Encourage the reporting by its officers, employees, and directors of improper action, financial or otherwise defined, taken by Bank officers, employees, or directors;
2. To protect Bank officers, employees, and directors who have reported improper actions in accordance with this policy; and
3. To provide a voluntary, secure, and confidential method of reporting improper actions against the Bank to an independent third party.

This policy provides a process for the anonymous submission of suspected wrongdoing (whistle-blowing) by any employee of the Company or of any subsidiary of the Company who has reasonable cause to believe:

- Internal accounting controls or auditing matters and financial report have been compromised
- The Company has violated a state or federal statute.
- The Company or individuals, employee(s) have violated the Company’s Code of Conduct or Conflict of Interest Policy

The Audit Committee has adopted the following procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or violations of law, violation or suspected violation of the Company’s Code of Conduct or Conflict of Interest, and for the confidential, anonymous submission by employees of concerns regarding these complaints.

1. Scope of Matters Covered by These Procedures

These procedures relate to complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company (“Complaints”), including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial Statement of the Company;

- Fraud or deliberate error in the recording or maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentations or false statements to or by an officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from reporting of the Company's financial condition as required by applicable, accounting standards, laws and regulations.
- Violation or noncompliance of laws or regulations.

Additionally, these procedures relate to compliance of the requirements that all officers, employees, and directors observe high standard of business and personal ethics in the conduct of their duties and responsibilities. Violation or suspected violation of the Company's Code of Conduct and Conflict of Interest Policies constitutes a reportable action under the Whistle Blower Policy.

2. Submission and Receipt of Complaints

All Complaints will be kept confidential to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. The Complaint may, at the discretion of the person submitting the Complaint, be submitted anonymously.

A person with a Complaint should promptly report it in writing to the Company's Audit Committee Chairman. Complaints may be submitted:

A. By mail.

Address the envelope to either:

New Haven Bank
 299 Whalley Ave.
 New Haven, CT 06511
 Attn: Mr. Joseph Natarelli

b. Electronically.

Send e-mails to Mr. Natarelli at joseph.natarelli@marcumllp.com

Employees who have Complaints may, rather than submitting such Complaints directly to the Audit Committee Chairman, submit them confidentially and anonymously to the Chairman of the Board, or to any member of the Audit Committee. See Attachment A.

1. Complaints

To assist the Company in the response or investigation of a Complaint, the Complaint should be

factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. It is less likely that the Company will be able to conduct an investigation based on a Complaint that contains unspecified wrongdoing or broad allegations without verifiable evidentiary support.

If possible, complaints should be submitted using the “Whistleblower Complaint” form (Attachment B). Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- The alleged event, matter or issue that is the subject of the Complaint;
- The name(s) of the person(s) involved;
- If the Complaint involves a specific event or events, the approximate time and location of each event; and
- Any additional information, documentation or other evidence available to support the Complaint.
- To the extent that it can be provided without compromising the desire for anonymity, a method to respond to the Complaint and/or request additional information.

2. Retention of Complaints

Each Complaint shall be logged on the Whistle-blower Tracking Matrix by a person as designated by the Audit Committee. This person shall note, on the Complaint: the date of receipt, the date the Complaint was listed on the Whistle-blower Tracking Matrix, and the date of submission to the Audit Committee.

All Complaints shall be kept in a Complaint file under the control of the Audit Committee Chairman.

The Complaints shall be maintained in accordance with the Company’s document retention policy.

3. Treatment of Complaints

A copy of all Complaints shall be promptly forwarded to the Audit Committee and reviewed at its next regularly scheduled meeting unless the nature of the Complaint dictates otherwise. All Complaints will be investigated under the direction of the Audit Committee. The Committee shall designate a person to record the Complaint on the Whistle-blower Tracking Matrix and to periodically update the matrix regarding the status of the actions being taken concerning the Complaint. Complaints will promptly be investigated in a manner that is as discreet as the circumstances reasonably permit. Normally, Internal Audit shall conduct the investigation; however, the Audit Committee does reserve the authority to name another individual to perform an investigation if circumstances make it appropriate to do so. The individual who will conduct the investigation shall gather such documents and materials and interview such individuals as is reasonably necessary to complete the investigation. The results of any investigation conducted pursuant to this policy shall be reported to the Audit Committee and the Chief Executive Officer of the Company (unless clearly inappropriate due to the nature of the

report). The Audit Committee shall have the authority to, at anytime, request a briefing regarding any investigation of a Complaint and any findings regarding a Complaint.

Upon completion of the investigation, the Audit Committee shall review the results and determine the corrective action, if any, to be taken in response to a Complaint or direct additional investigation of any Complaint. All documents and materials compiled during the investigation shall be retained with the Complaint and handled in accordance with Section 2 of this policy.

At the conclusion, the Audit Committee shall direct a designated person to prepare a written report/response to the Complaint. Upon completion of the written response, it shall be submitted to the Audit Committee for review and approval. A copy of the response letter shall be maintained with the Complaint and documentation compiled during the investigation, and a copy sent to the Complainant, if possible. Upon completion of these procedures, the Whistle-blower Complaint form and Whistle-blower Tracking Matrix will be updated.

4. Confidentiality/Anonymity

Concerns may be reported anonymously, at the employee's option. The Company shall maintain the confidentiality or anonymity of the person(s) making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and of any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity. Also, in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In general it is less likely that a thorough investigation can be completed in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside the control of the Company. The identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

5. Protections from Retaliation

Retaliation against an individual, who, in good faith, has made a Complaint, disclosed information relating to a Complaint or otherwise participated in an investigation relating to a Complaint, is prohibited regardless of the outcome of the investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of Complaints, participation in a related investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An employee's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

Under Connecticut statute § 31-51, if an employer retaliates against a Whistle-blower, the employer may be required that the aggrieved employee (1) be reinstated to the former position, (2) receive back pay, (3) have his or her benefits reestablished at the level to which he or she would have been eligible but for the violation, and (4) receive reasonable attorney fees and any other damages.

If an employee believes he or she has been fired, demoted, suspended, threatened, harassed, coerced, or put on any sort of blacklist because of whistle-blowing, he or she can file a complaint within 90 days of the alleged discriminatory treatment. After OSHA receives the complaint, the agency notifies the employer of the allegations and evidence and gives it an opportunity to respond. The Secretary of labor issues its decision within 180 days of the filing of the complaint. The OSHA regulations and procedures can be located at www.osha.gov.

6. ACTING IN GOOD FAITH

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Codes. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations may be false, will be viewed as a serious disciplinary offense and can result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

The Company recognizes that, in some instances, it may not be possible to determine whether a report is warranted. Employees should not be reluctant to report information because they are uncertain of who will be believed and whether the allegation can be proved.

These procedures are in no way intended to limit the right of employees to report alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

6. Policy Accessibility

a. Internally.

- Employees have access to this policy through the “Public Drive” on their computer.

b. Externally.

- The policy is accessible to anyone through New Haven Bank website at newhavenbank.com. On the website, this will be located under “About Us” and then under “Governance”. A complete copy of the policy will be available from this page.

(ATTACHMENT A)

**NEW HAVEN BANK
FIRST COMMUNITY BANCORP**

AUDIT COMMITTEE MEMBERS

New Haven Bank
299 Whalley Ave.
New Haven, CT 06511
Attn: Mr. Joseph Natarelli
Joseph.natarelli@marcumllp.com

New Haven Bank
299 Whalley Ave.
New Haven, CT 06511
Attn: Mr. Michael Schaffer
michael@cawhite.com

Anika Singh Lemar
Start Community Bank
299 Whalley Avenue
Anika.Lemar@yale.edu

Erik Clemons
New Haven Bank
299 Whalley Avenue
eclemons@conncat.org

(ATTACHMENT B)

Whistleblower Complaint Form

New Haven Bank, First Community Bancorp

This form is to be completed by any person who wishes to file a report alleging improper financial recordkeeping or preparation or internal control related to the financial records of New Haven Bank and First Community Bancorp.

Specifically, as defined in the Whistleblower Policy, these activities include:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company.
- Fraud or deliberate error in the recording or maintaining of financial records of the Company.
- Deficiencies in or noncompliance with the Company's internal accounting controls.

Violation or suspected violation of the Company's Code of Conduct and Conflict of Interest

The identity of the person filing this report shall not be disclosed without his or her written permission unless the disclosure is (1) to Internal Audit personnel with a legitimate need to know in order to carry out an investigation; (2) to a law enforcement agency which is conducting a criminal investigation; or (3) pursuant to a subpoena or other circumstances where the Company is required by law to release information. The testimony of a person filing a Report may be needed in order to prove a case against the person accused of wrongdoing. For more information, see the New Haven Bank/First Community Bancorp Whistleblower Policy, Section 4.

How do you wish to be identified?

- Anonymous Source
- Confidential Source
- No Restriction

Name:		
Title:		
Department:		
Location:		

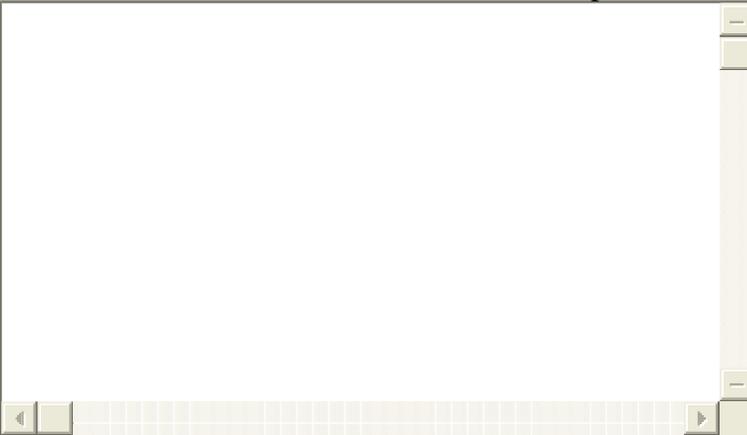
Mailing Address:



Work Telephone Number:

Home Telephone Number:

Have you reported this matter to your supervisor, Human Resources, Audit, etc.? If so, who was contacted and what were the results? Please provide as much information as possible.



Please provide a description of the incident(s) with as much detail as possible. Please include the nature of the improper activity; names of company employee(s) and department(s) and approximate or actual date the activity took place.



Please attach or provide any additional information.