



**HIBERNIA**  
**BANCORP, INC.**

May 1, 2012

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Hibernia Bancorp, Inc. The meeting will be held at the main office of Hibernia Bank located at 325 Carondelet Street, New Orleans, Louisiana 70130, on Thursday, May 31, 2012 at 10:00 a.m., Central Time.

At our Annual Meeting, you will be asked to elect two directors for a three-year term and ratify the appointment of our independent registered public accounting firm for the year ending December 31, 2012. Each of these matters is more fully described in the accompanying materials.

It is very important that you be represented at the Annual Meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. We urge you to mark, sign, and date your proxy card today and return it in the envelope provided, even if you plan to attend the Annual Meeting. This will not prevent you from voting in person at the Annual Meeting, but will ensure that your vote is counted if you are unable to attend.

Your continued support of Hibernia Bancorp, Inc. is sincerely appreciated.

Very truly yours,

A handwritten signature in black ink that reads "A. Peyton Bush, III". The signature is written in a cursive style with a flourish at the end.

A. Peyton Bush, III  
*President and Chief Executive Officer*



**HIBERNIA BANCORP, INC.**  
325 Carondelet Street  
New Orleans, Louisiana 70130  
(504) 522-3203

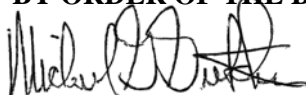
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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

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- TIME** ..... 10:00 a.m., Central Time, Thursday, May 31, 2012
- PLACE** ..... Hibernia Bank Main Office  
325 Carondelet Street  
New Orleans, Louisiana 70130
- ITEMS OF BUSINESS** .....
- (1) To elect two directors for a three-year term expiring in 2015 and until their successors are elected and qualified;
  - (2) To ratify the appointment of LaPorte, A Professional Accounting Corporation as our independent registered public accounting firm for the year ending December 31, 2012; and
  - (3) To transact such other business, as may properly come before the meeting or at any adjournment thereof. We are not aware of any other such business.
- RECORD DATE** ..... Holders of Hibernia Bancorp common stock of record at the close of business on April 17, 2012, are entitled to vote at the meeting.
- FINANCIAL STATEMENTS** ..... Our audited financial statements for the years ended December 2011 and 2010 are enclosed but are not a part of the proxy solicitation materials.
- PROXY VOTING** ..... It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card sent to you. Most shareholders whose shares are held in "street" name can also vote their shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on the voting instruction card you received. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

**BY ORDER OF THE BOARD OF DIRECTORS**



Michael G. Gretchen  
*Corporate Secretary*

New Orleans, Louisiana  
May 1, 2012

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## MEETING DIRECTIONS

### **From New Orleans International Airport and Points West:**

Take I-10 East  
 Take Exit 234B on the left toward  
 Poydras St./Superdome  
 Turn left onto Carondelet St.  
 End at 325 Carondelet St., New Orleans

### **From Points East:**

Take I-10 West  
 Take left Exit 234C/Westbank/Claiborne Ave. onto  
 US-90-BR West toward Westbank  
 Take the Carondelet St./St Charles Ave. Exit  
 Turn left onto Carondelet St.  
 End at 325 Carondelet St., New Orleans

**PROXY STATEMENT  
OF  
HIBERNIA BANCORP, INC.**

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<b>ABOUT THE ANNUAL MEETING OF SHAREHOLDERS</b>
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We are furnishing this proxy statement to holders of common stock of Hibernia Bancorp, Inc., the holding company of Hibernia Bank. We are soliciting proxies on behalf of our Board of Directors to be used at the Annual Meeting of Shareholders to be held at the main office of Hibernia Bank located at 325 Carondelet Street, New Orleans, Louisiana, on Thursday, May 31, 2012 at 10:00 a.m., Central Time, and at any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders. This proxy statement is first being mailed to shareholders on or about May 1, 2012.

***What is the purpose of the Annual Meeting?***

At our Annual Meeting, shareholders will act upon the election of directors and ratification of our independent registered public accounting firm. In addition, management will report on the performance of Hibernia Bancorp and respond to questions from shareholders.

***Who is entitled to vote?***

Only our shareholders of record as of the close of business on the record date for the meeting, April 17, 2012, are entitled to vote at the meeting. On the record date, we had 1,026,116 shares of common stock issued and outstanding and no other class of equity securities outstanding. For each issued and outstanding share of common stock you own on the record date, you will be entitled to one vote on each matter to be voted on at the meeting, in person or by proxy.

***How do I submit my proxy?***

After you have carefully read this proxy statement, indicate on your proxy card how you want your shares to be voted. Then sign, date and mail your proxy card in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the Annual Meeting.

***Can I attend the meeting and vote my shares in person?***

Yes. All shareholders are invited to attend the Annual Meeting. Shareholders of record can vote in person at the Annual Meeting. If your shares are held in "street" name, then you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the Annual Meeting.

***Can I change my vote or revoke my proxy after I return my proxy card?***

Yes. If you are a shareholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy card.

- First, you may complete and submit a new proxy card. Any earlier proxies will be revoked automatically.
- Second, you may send a written notice to our Corporate Secretary, Mr. Michael G. Gretchen, Hibernia Bancorp, Inc., 325 Carondelet Street, New Orleans, Louisiana 70130, stating that you would like to revoke your proxy.
- Third, you may attend the Annual Meeting and vote in person. Any earlier proxy will be revoked. However, attending the Annual Meeting without voting in person will not revoke your proxy.

If your shares are held in “street” name and you have instructed a broker or other nominee to vote your shares, you must follow directions from your broker or other nominee to change your vote.

***If my shares are held in “street name” by my broker, could my broker automatically vote my shares?***

Your broker may not vote on the election of directors if you do not furnish instructions for such proposal. You should use the voting instruction card provided by the institution that holds your shares to instruct your broker to vote your shares.

Your broker may vote in his or her discretion on the ratification of the appointment of our independent registered public accounting firm if you do not furnish instructions. If your broker votes in his or her discretion on proposal two and you do not provide instructions on proposal one, then your shares will be considered “broker non-votes” on the election of directors.

***What constitutes a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions will be included in the calculation of the number of shareholders considered to be present at the meeting.

***What are the Board of Directors’ recommendations?***

The recommendations of the Board of Directors are set forth under the description of each proposal in this proxy statement. In summary, the Board of Directors recommends that you vote **FOR** the nominees for director described herein and **FOR** the ratification of our independent registered public accounting firm.

The proxy solicited hereby, if properly signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions contained in the proxy. If no contrary instructions are given, each proxy signed and received will be voted in the manner recommended by the Board of Directors and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the Annual Meeting and any adjournment of the Annual Meeting and will not be used for any other meeting.

***What vote is required to approve each item?***

The election of directors will be determined by a plurality of the votes cast at the Annual Meeting. The two nominees for director receiving the most “for” votes will be elected. The affirmative vote of a majority of the total votes cast is required for approval of the proposal to ratify the appointment of LaPorte, A Professional Accounting Corporation for 2012. Abstentions are considered in determining the presence of a quorum, but will not affect the plurality vote required for the election of directors or the vote to ratify LaPorte, A Professional Accounting Corporation as our independent registered public accounting firm.

<p align="center"><b>ELECTION OF DIRECTORS (PROPOSAL ONE)</b></p>
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Our Articles of Incorporation provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible. The directors are elected by our shareholders for staggered three-year terms and until their successors are elected and qualified.

At this Annual Meeting, you will be asked to elect one class of directors, consisting of two directors, for a three-year term expiring in 2015 and until their successors are elected and qualified. Shareholders of Hibernia Bancorp are not permitted to use cumulative voting for the election of directors. Our Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, nominated Messrs. Conrad Meyer IV and H. Merritt Lane, III to a three-year term expiring in 2015. Dr. J. Kenneth Saer, M.D., whose term expires at this Annual Meeting, has notified the Board of Directors of his intention not to stand for re-election. All of our current directors have served as directors of Hibernia Bancorp since its organization in June 2008, except James W. Pellerin, elected in December 2011, and Conrad Meyer IV, elected in March 2012 to fill the vacancy following the death of Mr. John J. Weigel. All of such directors also serve as directors of Hibernia Bank, Hibernia Bancorp's wholly owned subsidiary. None of our directors or nominees for director are related to any of Hibernia Bancorp's other directors or executive officers by first cousin or closer, other than A. Peyton Bush, III whose sister is the stepmother of H. Merritt Lane, III.

Unless otherwise directed, each proxy executed and returned by a shareholder will be voted for the election of the nominees for director listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the Annual Meeting, the proxies will nominate and vote for any replacement nominee or nominees recommended by our Board of Directors. At this time, the Board of Directors knows of no reason why any of the nominees listed below may not be able to serve as a director if elected.

**Nominations for Director and Members of the Board of Directors Continuing in Office**

The following tables present information concerning the nominees for director and each director whose term continues. Ages are reflected as of April 17, 2012. Where applicable, service as a director includes service as a director of Hibernia Bank prior to the organization of Hibernia Bancorp in 2008.

***Nominees for Director for a Three-Year Term Expiring in 2015***

<b>Name</b>	<b>Age and Principal Occupation During the Past Five Years/Public Directorships</b>
H. Merritt Lane, III .....	<p>Director since 2008. Loan Committee Chairman, Compensation Committee Member and Nominating and Corporate Governance Committee Member. President, Chief Executive Officer and director of Canal Barge Company, Inc., a U.S. flag marine transportation and management services company headquartered in New Orleans, Louisiana since 1986. Director of International Shipholding Corporation, a publicly-traded company, and operator of a fleet of U.S. and foreign flag vessels that provide international and domestic maritime transportation services to commercial and governmental customers headquartered in Mobile, Alabama since 2004. Director, Illinois Marine Towing, a wholly owned subsidiary of Canal Barge Company, Inc., engaged in the towing, fleet, shipyard and harbor services business. Director, Ponchartrain Materials Corporation, a New Orleans-based materials distribution and handling business. Age 50.</p> <p>Mr. Lane brings substantial business and management expertise to the Board having worked in the Corporate Finance Division at Paine Webber, Inc. in New York City from 1983-1986 as a Financial Analyst and as an Associate in the Real Estate Finance Group. Mr. Lane is a former board member of First National Bank of Commerce. He is active in numerous professional organizations including American Waterways Operators, Waterways Council, Inc. and Board Member of the National Waterways Foundation and the U.S. Coast Guard Foundation and civic organizations, including the Business Council of New Orleans &amp; the River Region and the Young Presidents' Organization.</p>
Conrad Meyer IV .....	<p>Director since 2012. Loan Committee Member. Partner in Adams and Reese, L.L.P., a regional law firm headquartered in New Orleans, Louisiana, since 2004. Age 67.</p> <p>Mr. Meyer has 43 years of experience as a practicing attorney in New Orleans specializing in corporate, probate, real estate, banking, trust and estate matters. In addition to his legal expertise, Mr. Meyer brings to the board valuable knowledge of the local market having previously served on the board of another local financial institution and having been active in numerous civic endeavors including the New Orleans Board of Trade, Harvey Canal Industrial Association, New Orleans City Park Improvement Association, Allstate Sugar Bowl and the New Orleans Chamber of Commerce.</p>

**The Board of Directors recommends that you vote FOR election of the nominees for director.**

***Directors Whose Term Expires in 2013***

<b>Name</b>	<b>Age and Principal Occupation During the Past Five Years/Public Directorships</b>
Morrison C. Bethea, M.D. ....	<p>Director since 2008. Audit Committee Chairman, Loan Committee Member, Nominating and Corporate Governance Committee Member and Compensation Committee Member. Senior Vice President and Medical Director of Freeport-McMoRan Copper and Gold, Inc. since May 2009. Medical consultant for medical and health affairs to Freeport-McMoRan Copper and Gold, Inc. since 1984. Advisory director of McMoRan Exploration Co., a publicly-traded company, New Orleans, Louisiana, since 2004. Previously, heart surgeon in private practice group until 2005. Age 66.</p> <p>Dr. Bethea brings extensive knowledge of Hibernia's local business community to the Board as a staff physician at Ochsner Foundation Hospital and Clinic in New Orleans, Louisiana, and also a Clinical Professor of Surgery at the Tulane University Medical Center. Dr. Bethea is an active member of several professional and civic organizations in the New Orleans area.</p>
Richard J. Brennan, Jr. ....	<p>Director since 2008. Audit Committee Member and Loan Committee Member. President of Dickie Brennan &amp; Company, a restaurant management services company including Dickie Brennan's Steakhouse, Palace Café and Bourbon House Seafood and Oyster Bar located in New Orleans, Louisiana. Age 51.</p> <p>Mr. Brennan brings substantial entrepreneurial and management expertise to the Board as the owner and operator of a restaurant management services company that oversees several family-owned restaurants in the New Orleans market area. Mr. Brennan is active in the hospitality industry and the local community and serves on the Boards of several professional and non-profit organizations.</p>

***Directors Whose Term Expires in 2013 (continued)***

<b>Name</b>	<b>Age and Principal Occupation During the Past Five Years/Public Directorships</b>
Robert H. Saer .....	<p>Director since 2008. Loan Committee Member, Audit Committee Member and Nominating and Corporate Governance Committee Chairman. Founder and partner of Monarch Real Estate Advisors, Inc., a real estate development and management company headquartered in New Orleans, Louisiana, since 1991. Age 52.</p> <p>As the founder of a real estate development and management company, Mr. Saer brings valuable insight into the local commercial and residential real estate market to the Board. Mr. Saer serves as Vice Chair of Metairie Park Country Day School and also served as President of the Board of the New Orleans area Habitat for Humanity until 2010.</p>

***Directors Whose Term Expire in 2014***

<b>Name</b>	<b>Age and Principal Occupation During the Past Five Years/Public Directorships</b>
Patrick W. Browne, Jr. ....	<p>Chairman of the Board of Hibernia Bancorp since June 2008 and of Hibernia Bank since 1981. Loan Committee Member. In May, 2010, Mr. Browne retired from his full-time position with Hibernia Bank. He was formerly President and Chief Executive Officer of Hibernia Bank from 1974 until July 2004. Prior thereto, Mr. Browne was an attorney with Jones Walker, New Orleans, Louisiana. Age 79.</p> <p>Mr. Browne brings 30 years of institutional knowledge and financial institutions expertise to the Board as our former President and Chief Executive Officer and through his service as a director since 1962.</p>
A. Peyton Bush, III .....	<p>President and Chief Executive Officer of Hibernia Bancorp since June 2008 and of Hibernia Bank since July 2004. Financial consultant with Chaffe &amp; Associates, New Orleans, Louisiana from 2003 until July 2004 and with School Street Capital Group, Boston, Massachusetts from 2000 to 2002. Previously, President, New Orleans Region, Deposit Guaranty National Bank, Metairie, Louisiana from 1997 to 1999. Prior thereto, President, Chief Executive Officer and Director of Jefferson Guaranty Bank, Metairie, Louisiana from 1987 to 1997. From 1974 to 1987, Mr. Bush served in various management capacities with First National Bank of Commerce, New Orleans, Louisiana. Age 67. Director since 2004.</p> <p>Director, McMoRan Exploration Co. (NYSE: MMR), a New Orleans-based company engaged in the exploration, development and production of oil and natural gas offshore in the Gulf of Mexico and onshore in the Gulf Coast area of the United States, since 2010. Served on Special Committee from June 2010 to December 2010.</p> <p>Mr. Bush brings over 35 years of banking experience to the Board having served in various management capacities, including as President and Chief Executive Officer of several financial institutions in the New Orleans area and investment experience, having served as a financial consultant. Through such positions, Mr. Bush has also gained substantial knowledge of the local business and real estate market.</p>
James W. Pellerin .....	<p>Director since 2011. Loan Committee Member, Audit Committee Member and Compensation Committee Member. President and CEO of Pellerin Milnor Corporation, a commercial and industrial laundry equipment manufacturer, located in Kenner, Louisiana, since 1983 and Chairman of the Board since 1987.</p> <p>Mr. Pellerin brings significant business and management expertise as leader of one of Louisiana's top manufacturing companies and one of the largest export shippers in metropolitan New Orleans selling equipment around the world through its global dealer network. Under his leadership Pellerin Milnor has earned both the "E" and "E Star" awards by the U.S. Chamber of Commerce. He also brings to the Board banking experience having previously served on the board of another local financial institution. Age 60.</p>

**Executive Officers Who Are Not Also Directors**

*Michael G. Gretchen*, age 61 years, has served as Corporate Secretary of Hibernia Bancorp and Hibernia Bank since June 2008 and March 2008, respectively and Executive Vice President of Hibernia Bancorp and Hibernia Bank since March 2012 and May 2010, respectively, previously serving as Senior Vice President of Hibernia Bank from January 2008 to May 2010. Mr. Gretchen previously served as an

associate with INROADS Loan Review Services, New Orleans, Louisiana from September 2006 until January 2008; a Senior Vice President for BankOne, New Orleans, Louisiana, from 2003 until June 2005; and a financial advisor with Morgan Stanley in New Orleans, Louisiana, from 2001 until 2003. Prior thereto, Mr. Gretchen served as Executive Vice President, Commercial Banking with Hibernia National Bank, New Orleans, Louisiana from 1999 to 2001; and in various other positions with Hibernia National Bank since 1977.

*Donna T. Guerra, CPA*, age 47 years, has served as Chief Financial Officer of Hibernia Bancorp and Hibernia Bank since June 2008 and June 2005, respectively. She has served as Assistant Secretary of Hibernia Bancorp and Hibernia Bank since June 2008 and December 2007, respectively, and Executive Vice President of Hibernia Bancorp and Hibernia Bank since March 2012 and May 2010, respectively, previously serving as Senior Vice President of Hibernia Bank since June 2005. Previously, Ms. Guerra served as a financial consultant with Oil Mop, LLC, Belle Chasse, Louisiana, from 2003 until June 2005. Prior thereto, Ms. Guerra served as Senior Internal Consultant, financial division of Ochsner Foundation Hospital, New Orleans, Louisiana from March 1998 to October 2001; and Vice President, Finance and Investments and Purchasing of Jefferson Guaranty Bank, Metairie, Louisiana from August 1989 to March 1997. Previously, Ms. Guerra served as a Senior Accountant with Deloitte & Touche, New Orleans, Louisiana from 1988 to August 1989.

Our executive officers are elected annually and hold office until their successors have been elected and qualified or until death, resignation or removal by the board of directors.

### Committees and Meetings of the Board of Directors

During the year ended December 31, 2011, the Board of Directors of Hibernia Bancorp, met 12 times. A majority of our directors are independent directors as defined in the Nasdaq listing standards. The Board of Directors has determined that Dr. Bethea and Messrs. Brennan, Lane, Meyer, Pellerin and Saer are independent directors as defined in the Nasdaq Marketplace Rules.

**Membership on Certain Board Committees.** The Board of Directors of Hibernia Bancorp has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Members of the Board also serve on other committees of Hibernia Bank. The following table sets forth membership on the committees of Hibernia Bancorp as of the date of this proxy statement.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Morrison C. Bethea, M.D.	**	*	*
Richard J. Brennan, Jr.	*		
H. Merritt Lane, III		*	*
James W. Pellerin	*	*	
Robert H. Saer	*		**

\*\* Chairman.

**Audit Committee.** The Audit Committee reviews with management and our independent registered public accounting firm Hibernia Bancorp's systems of internal controls, reviews our annual financial statements, and monitors Hibernia Bancorp's adherence to generally accepted accounting principles in our accounting and financial reporting. The Audit Committee is currently comprised of four directors, all of whom are independent directors as defined in the Nasdaq's rules and the rules and regulations of the Securities and Exchange Commission. The committee's charter is available on our website at [www.hibbank.com](http://www.hibbank.com) under the "Investor Relations" heading.

**Compensation Committee.** It is the responsibility of the Compensation Committee of Hibernia Bancorp to set the compensation of Hibernia Bancorp's Chief Executive Officer and Chief Financial Officer as well as the other executive officers. The Compensation Committee is currently comprised of three directors, each of whom is an independent director as defined in the Nasdaq rules. The committee's charter is available on our website at [www.hibbank.com](http://www.hibbank.com) under the "Investor Relations" heading.

**Nominating and Corporate Governance Committee.** It is the responsibility of the Nominating and Corporate Governance Committee to, among other functions, recommend to the full Board, nominees for election as directors at the Annual Meeting. The Nominating and Corporate Governance Committee met twice in 2011 to recommend nominees for the 2011 annual meeting and consider the nomination of Mr. Pellerin. The Nominating and Corporate Governance Committee is currently comprised of three directors, all of whom are independent directors, as defined in the Nasdaq rules. The committee's charter is available on our website at [www.hibbank.com](http://www.hibbank.com) under the Investor Relations heading.

### **Director Nominations**

Nominees for director of Hibernia are considered by the Nominating and Corporate Governance Committee and recommended to the full Board of Directors. The Nominating and Corporate Governance Committee will consider candidates for director suggested by other directors, as well as our management and shareholders. A shareholder who desires to recommend a prospective nominee for the Board should notify our Corporate Secretary in writing with whatever supporting material the shareholder considers appropriate. In addition, any shareholder wishing to make a nomination must follow our procedures for shareholder nominations, which are described under "Shareholder Proposals, Nominations and Communications with the Board of Directors."

The charter of the Nominating and Corporate Governance Committee sets forth certain criteria the committee may consider when recommending individuals for nomination as director including: (a) ensuring that the board of directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise, local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The committee also may consider the extent to which the candidate would fill a present need on the board of directors.

### **Stock Benefit Plans**

In July 2009, shareholders approved our 2009 Stock Option Plan and our 2009 Recognition and Retention Plan and Trust Agreement. Pursuant to the terms of the 2009 Stock Option Plan, options to acquire up to 111,333 shares of Hibernia Bancorp's common stock may be granted to employees or non-employee directors. Pursuant to the terms of the 2009 Recognition and Retention Plan, awards of up to 44,533 shares of Hibernia Bancorp's common stock may be granted to employees and non-employee directors. As of December 31, 2011, an aggregate of 85,666 options had been granted to employees and 11,133 shares had been awarded under the 2009 Recognition and Retention Plan. Of the shares awarded under the 2009 Recognition and Retention Plan, 2,226 were earned and released from the related Trust in 2011 and 8,907 awards remain outstanding. During the time these plans remain in effect, the aggregate grants of options to each employee and each non-employee director shall not exceed 25% and 5% of the shares of Common Stock initially available under the plan, respectively, and options granted to non-employee directors in the aggregate may not exceed 30% of the number of shares initially available under these Plans.

**BENEFICIAL OWNERSHIP OF COMMON STOCK  
BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of April 17, 2012, the voting record date, certain information as to the common stock beneficially owned by (a) each person or entity, including any “group” as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, who or which was known to us to be the beneficial owner of more than 5% of the issued and outstanding common stock, (b) the directors of Hibernia Bancorp, (c) executive officers of Hibernia; and (d) all directors and executive officers of Hibernia as a group.

Name of Beneficial Owner or Number of Persons in Group	Amount and Nature of Beneficial Ownership as of April 17, 2012(1)	Percent of Common Stock(1)
Hibernia Bancorp Employee Stock Ownership Plan Trust .....	89,066(2)	8.7%
325 Carondelet Street New Orleans, Louisiana 70130		
St. Denis J. Villere & Company, L.L.C. ....	62,336(3)	6.1%
601 Poydras St., Suite 1808 New Orleans, Louisiana 70130		
<i>Directors:</i>		
Morrison C. Bethea, M.D. ....	30,000(4)	2.9%
Richard J. Brennan, Jr. ....	2,000(5)	*
Patrick W. Browne, Jr. ....	47,583(6)	4.1
A. Peyton Bush, III ....	38,252(7)	3.7
H. Merritt Lane, III ....	30,000(8)	2.9
Conrad Meyer IV ....	1,000(9)	*
James W. Pellerin ....	7,500	*
Robert H. Saer ....	10,000(10)	1.0
All Directors and Executive Officers as a Group (10 persons) .....	180,583	17.2%

\* Represents less than 1% of our outstanding common stock.

- (1) Based upon filings made pursuant to the Securities Exchange Act of 1934 and information furnished by the respective individuals. Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares and none of the shares are pledged. Under applicable regulations, a person is deemed to have beneficial ownership of any shares of common stock which may be acquired within 60 days of the record date pursuant to the exercise of outstanding stock options. Shares of common stock which are subject to stock options are deemed to be outstanding for the purpose of computing the percentage of outstanding common stock owned by such person or group but not deemed outstanding for the purpose of computing the percentage of common stock owned by any other person or group.
- (2) As of April 17, 2012, 10,688 shares were allocated to participants in the Hibernia Bancorp, Inc. Employee Stock Ownership Plan (“ESOP”) and 78,378 shares were unallocated and held in the ESOP trust for future allocation to the accounts of participating employees. Amounts held by the plan trustees, Messrs. A. Peyton Bush, III and Michael G. Gretchen and Ms. Donna T. Guerra, exclude the shares held in the ESOP trust other than those shares specifically allocated to the individual trustees. Under the terms of the ESOP, the plan trustees vote all allocated shares in accordance with the instructions of the participating employees. Any unallocated shares are generally required to be voted by the plan trustees in the same manner that the majority of the allocated shares have voted.
- (3) Based on a Schedule 13G/A filed by St. Denis J. Villere & Company, L.L.C. with the Securities and Exchange Commission on February 9, 2012. St. Denis J. Villere & Company is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940 and reports sole voting and dispositive power as to 62,336 shares and shared voting and dispositive power as to 6,000 shares.

*(Footnotes continued on following page)*

- (4) Includes 10,000 shares held by Dr. Bethea's spouse.
- (5) The 2,000 shares are held jointly with Mr. Brennan's spouse.
- (6) Includes 5,000 shares held by Mr. Browne's spouse, 318 shares allocated to Mr. Browne's account in the ESOP, 8,907 shares held in the 2009 Recognition and Retention Plan Trust over which Mr. Browne does not have voting or dispositive power and disclaims beneficial ownership with respect thereto and 11,132 shares which may be acquired within 60 days of the record date pursuant to the exercise of vested stock options.
- (7) Includes 10,000 shares held by Mr. Bush's spouse, 20,000 shares held in his individual retirement account and 1,052 shares allocated to Mr. Bush's account in the ESOP and 7,200 shares which may be acquired within 60 days of the voting record date pursuant to the exercise of vested stock options.
- (8) Includes 2,500 shares held by Mr. Lane's spouse and 7,500 shares as Uniform Transfers to Minors Act custodian for his children.
- (9) The 1,000 shares are held in Mr. Meyer's individual retirement account.
- (10) Includes 5,000 shares held jointly with Mr. Saer's spouse, 2,500 shares held in his individual retirement account and 2,500 shares held by Saer Investment Trusts.

<b>RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (Proposal Two)</b>
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The Audit Committee of the Board of Directors of Hibernia has appointed LaPorte, A Professional Accounting Corporation, independent registered public accounting firm, to perform the audit of our financial statements for the year ending December 31, 2012, and further directed that the selection of auditors be submitted for ratification by the shareholders at the Annual Meeting.

We have been advised by LaPorte, A Professional Accounting Corporation that neither that firm nor any of its associates has any relationship with Hibernia or its subsidiaries other than the usual relationship that exists between an independent registered public accounting firm and its clients. LaPorte, A Professional Accounting Corporation will have one or more representatives at the annual meeting who will have an opportunity to make a statement, if they so desire, and will be available to respond to appropriate questions.

In determining whether to appoint LaPorte, A Professional Accounting Corporation as our independent registered public accounting firm, the Audit Committee considered whether the provision of services, other than auditing services, by LaPorte, A Professional Accounting Corporation is compatible with maintaining their independence. During 2011, LaPorte, A Professional Accounting Corporation performed auditing services as well as reviewed our public filings and beginning in 2012, will prepare our consolidated tax returns. The Audit Committee believes that LaPorte, A Professional Accounting Corporation's performance of these services is compatible with maintaining the independent registered public accounting firm's independence.

**The Board of Directors recommends that you vote FOR the ratification of the appointment of LaPorte, A Professional Accounting Corporation as our independent registered public accounting firm for the fiscal year ending December 31, 2012.**

<p style="text-align:center"><b>SHAREHOLDER PROPOSALS, NOMINATIONS AND COMMUNICATIONS WITH THE BOARD OF DIRECTORS</b></p>
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**Shareholder Proposals.** Any proposal which a shareholder wishes to have included in the proxy materials of Hibernia relating to the next annual meeting of shareholders of Hibernia expected to be held in May 2013, must be received at the principal executive offices of Hibernia Bancorp, Inc., 325 Carondelet Street, New Orleans, Louisiana, 70130, Attention: Michael G. Gretchen, Corporate Secretary, no later than January 1, 2013.

Shareholder proposals that are not submitted for inclusion in Hibernia's proxy materials may be brought before an Annual Meeting pursuant to Article 9.D. of Hibernia's Articles of Incorporation. Notice of the proposal must also be given in writing and delivered to, or mailed and received at, our principal executive offices by January 1, 2013. The notice must include the information required by Article 9.D. of our Articles of Incorporation.

**Shareholder Nominations.** Our Articles of Incorporation provide that, subject to the rights of the holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, all nominations for election to the Board of Directors, other than those made by or at the direction of the Board, shall be made by a shareholder who has complied with the notice provisions in the Articles of Incorporation. Written notice of a shareholder nomination generally must be communicated to the attention of the Corporate Secretary and either delivered to, or mailed and received at, our principal executive offices not later than, with respect to an annual meeting of shareholders, 120 days prior to the anniversary date of the mailing of proxy materials by us in connection with the immediately preceding annual meeting of shareholders. For our annual meeting in 2013, this notice must be received by January 1, 2013. Each written notice of a shareholder nomination is required to set forth certain information specified in Article 6.F. of Hibernia's Articles of Incorporation. We did not receive any shareholder nominations with respect to this Annual Meeting.

**Other Shareholder Communications.** Shareholders who wish to communicate with our Board of Directors may do so by sending written communications addressed to the Board of Directors of Hibernia Bancorp, Inc., c/o Michael G. Gretchen, Corporate Secretary, 325 Carondelet Street, New Orleans, Louisiana 70130.

<p style="text-align:center"><b>OTHER MATTERS</b></p>
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Management is not aware of any business to come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

The cost of the solicitation of proxies will be borne by Hibernia. Hibernia will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the proxy materials to the beneficial owners of Hibernia's common stock.

<p style="text-align:center"><b>FINANCIAL STATEMENTS</b></p>
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A copy of the Company's audited financial statements for the years ended December 31, 2011 and 2010 accompanies this proxy statement. Such report is not a part of the proxy solicitation materials.

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