

**HIBERNIA BANCORP, INC.  
HIBERNIA BANK**

**CODE OF ETHICS  
FOR  
SENIOR FINANCIAL OFFICERS**

This Code of Ethics for all Senior Financial Officers, as defined by the Audit Committee, including the principal executive officer, has been adopted by the Board of Directors of Hibernia Bank and Hibernia Bancorp, Inc. (hereinafter jointly referred to as Hibernia) on December 30, 2008. The professional and ethical conduct of senior financial officers of Hibernia is fundamental to the success of Hibernia. This Code of Ethics supplements Hibernia's Code of Ethics for Employees, Officers and Directors ("Company Code of Ethics"). The Senior Financial Officers are at all times expected to abide by this Code of Ethics, the Company Code of Ethics and all Hibernia policies and procedures.

**Senior Financial Officers Code of Ethics**

In performing his or her duties all senior financial officers of Hibernia performing accounting, auditing, financial management or similar functions must:

- Act with honesty and integrity, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Provide, or cause to provide, full, fair, accurate, timely and understandable disclosure in reports and documents that Hibernia files with or submits to the Securities and Exchange Commission and in other public communications.
- Comply with laws of federal, state, and local governments applicable to Hibernia, and the rules of other private and public regulatory agencies having jurisdiction over Hibernia.
- Act in good faith, responsibly, with due care, and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised.
- Respect the confidentiality of Hibernia information as well as information of Hibernia's customers and prevent the unauthorized disclosure of such information, except when authorized or otherwise required to make such disclosure.
- Avoid the use of any Hibernia customer information for personal advantage.
- Seek to promote ethical and honest behavior among subordinates and peers.
- Assure responsible use of and control over all assets, resources and information of Hibernia.
- Promptly report to the Audit Committee any violation of Hibernia's Codes of Ethics.

## **Consequences of Violations**

Any Violation of this Code of Ethics may result in disciplinary action including, but not limited to, the following:

- Suspension or termination;
- Referral of matters to appropriate legal or regulatory authorities; and
- Pursuit of any and all remedies available for damages or harm resulting from a violation.

## **Confidential Reporting of Violation**

If you become aware of actual or potential violations of this Code of Ethics or you have concerns regarding questionable accounting or auditing matters involving the Company or a Senior Financial Officer, you should promptly report such matters by contacting the chairman of Hibernia's Audit Committee. The Audit Committee has established detailed procedures for the receipt, retention and treatment of complaints received.

You may choose to remain anonymous in reporting any violation of this Code.

## **Amendments to the Code of Ethics for Senior Financial Officers**

Changes to this Code of Ethics for Senior Financial Officers will be "immediately disclosed" through a filing with the Securities and Exchange Commission on Form 8-K, on the Company's website at [www.hibbank.com](http://www.hibbank.com) or any other means approved by the Securities and Exchange Commission.

## **Waiver from the Code of Ethics for Senior Financial Officers**

The Audit Committee shall have the sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any waiver for a senior financial officer shall be promptly disclosed, along with the reasons for the waiver, through a filing with the Securities and Exchange Commission on Form 8-K, on the Company's website at [www.hibbank.com](http://www.hibbank.com) or any other means approved by the Securities and Exchange Commission.

**Personal Commitment to Hibernia's Code of Ethics for Senior Financial Officers**

I acknowledge that I have received and read Hibernia's Code of Ethics for Employees, Officers and Directors and this supplemental Code of Ethics for Senior Financial Officers (together, the "Codes") and understand that I will be held accountable for my adherence to these Codes. I fully understand my obligations to comply with the Hibernia Code of Ethics for Employees, Officers and Directors and this supplement.

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Name

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Signature

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Title

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Date