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1st Colonial Bancorp, Inc.

April 7, 2017

Dear Fellow Shareholder:

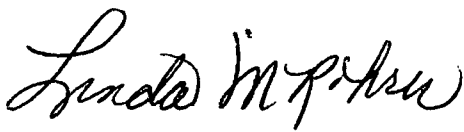
1st Colonial Bancorp, Inc. will hold its 2017 Annual Meeting of Stockholders on May 2, 2017, at Woodcrest Country Club, 300 East Evesham Road, Cherry Hill, New Jersey. The Annual Meeting will commence at 5:00 p.m. The purpose of this meeting will be to elect directors and ratify our selection of our auditors for the 2017 fiscal year.

We invite you to join us at the annual meeting to discuss 2016 and hear our plans for 2017. Shareholder participation at our annual meetings is very important to us, as you have all played a part in our success.

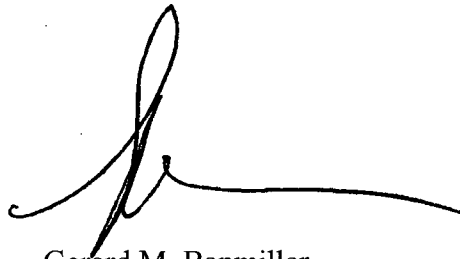
Your vote is important regardless of the number of shares you own. Whether or not you plan to attend the meeting, we urge you to complete, sign, date and return the enclosed proxy card in the enclosed envelope, or you may vote by Internet as described on the proxy card. This will not prevent you from voting in person at the meeting but will assure that your vote is counted if you are unable to attend.

We look forward to seeing you at the Meeting. Thank you very much for your continued support.

Sincerely,



Linda M. Rohrer
Chairman of the Board



Gerard M. Banmiller
President and Chief Executive Officer

1st COLONIAL BANCORP, INC.

210 Lake Drive East
Suite 300
Cherry Hill, New Jersey 08002

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

We will hold the annual meeting of shareholders of 1st Colonial Bancorp, Inc. ("1st Colonial Bancorp") on May 2, 2017 at 5:00 p.m. at Woodcrest Country Club, 300 East Evesham Road, Cherry Hill, New Jersey. The annual meeting is for the following purposes, which are more completely described in the accompanying proxy statement:

- (a) To elect four Class 1 directors of 1st Colonial Bancorp, each to serve for a term of three years and until their successors are elected and have qualified;
- (b) To ratify the appointment of KPMG LLP as 1st Colonial Bancorp's independent auditors for the fiscal year ending December 31, 2017; and
- (c) To transact such other business as may properly be presented at the meeting.

Shareholders of record at the close of business on March 15, 2017, are entitled to notice of, and to vote at, the annual meeting.

By Order of the Board of Directors,



Paul D. Castignani
Secretary

Cherry Hill, New Jersey
April 7, 2017

You are cordially invited to attend the annual meeting. It is important that your shares be represented regardless of the number you own. Even if you plan to be present, you are urged to complete, sign, date and return the enclosed proxy promptly in the envelope provided, or vote by Internet by following the instructions on the proxy card. If you attend the meeting, you may vote either in person or by your proxy. Your proxy may be revoked by you in writing or in person at any time prior to the exercise of the proxy.

1ST COLONIAL BANCORP, INC.
210 Lake Drive East
Suite 300
Cherry Hill, New Jersey 08002

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is being furnished in connection with the solicitation of your proxy by the Board of Directors of 1st Colonial Bancorp, Inc. ("1st Colonial Bancorp") for use at our annual meeting of shareholders to be held on May 2, 2017.

Purpose of Meeting

The specific proposals to be considered and acted upon at our 2017 annual meeting are summarized below:

- (a) To elect four Class 1 directors of 1st Colonial Bancorp, each to serve for a term of three years and until their successors are elected and have qualified;
- (b) To ratify the appointment of KPMG LLP as 1st Colonial Bancorp's independent auditors for the fiscal year ending December 31, 2017; and
- (c) To transact such other business as may properly be presented at the meeting.

Record Date and Voting

All holders of record of 1st Colonial Bancorp common stock at the close of business on March 15, 2017 are entitled to notice of and to vote at the meeting or any adjournment thereof. At March 15, 2017, there were 3,912,573 shares of 1st Colonial Bancorp common stock outstanding.

The holders of a majority of the outstanding shares of our common stock must be present at the annual meeting, either in person or by proxy, in order to transact business at the meeting. Abstentions and broker "non-votes" are counted as present and entitled to vote for purposes of determining whether such a quorum is present. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

If a quorum is present at the annual meeting, the four nominees for director receiving the highest number of votes cast at the meeting will be elected as directors, and the two other matters proposed in this proxy statement will be approved upon the affirmative vote of the majority of the votes cast, either by proxy or in person, by all shareholders entitled to vote on the matter. The vote required to approve any other matter that may be properly brought before the annual meeting will be determined in accordance with the Pennsylvania Business Corporation Law.

Solicitation of Proxies

This proxy statement and the accompanying proxy are first being mailed to our shareholders on or about April 13, 2017. We will pay the expense of soliciting proxies. We expect that the solicitation of

proxies will be primarily by mail. Our directors, officers and employees may also solicit proxies personally, by telephone, by e-mail, by text message and by fax.

Voting and Revocation of Proxies

You may vote by proxy or in person at the annual meeting. To vote by proxy, you may use one of the following methods if you are a registered holder (that is, you hold your stock in your own name):

- **Internet voting**, by accessing the Internet at the web address stated on the enclosed proxy card and following the instructions; or
- **Mail**, by completing and returning the enclosed proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

Your signing and returning the enclosed proxy card will not affect your right to attend the annual meeting and vote in person. Any shareholder giving a proxy may revoke it at any time before it is exercised by: (1) filing with the Secretary of 1st Colonial Bancorp written notice of such revocation; (2) voting again on the Internet, or submitting a duly executed proxy bearing a later date; or (3) appearing at the annual meeting and giving the Secretary notice of your intention to vote in person.

Except as described below, each share of common stock outstanding on March 15, 2017, the record date for the annual meeting, will be entitled to one vote on each matter submitted to a vote at the meeting. Shareholders are not entitled to cumulative voting rights in the election of directors. Our Articles of Incorporation impose limitations upon the ability of certain shareholders and groups of shareholders to acquire or vote shares of our stock. The Articles of Incorporation prohibit any person (whether an individual, a company or another legal entity), or any group of persons acting in concert, from acquiring "voting control." Voting control is generally defined as the beneficial ownership at any time of shares with more than 10% of the total voting power of our outstanding capital stock. Under this provision, shares of common stock, if any, owned in excess of 10% will be treated as "excess shares." In general, all shares of common stock deemed to be "excess shares" will not be entitled to vote on any matter at the annual meeting or take other shareholder action. As of the date of this proxy statement, we are not aware of any "excess shares."

If you appropriately mark, sign and return the enclosed proxy card in time to be voted at the meeting, the shares represented by the proxy card will be voted in accordance with your instructions marked on the proxy card. Signed proxy cards not marked to the contrary will be voted: "FOR" the election, as directors, of the Board of Directors' nominees, and "FOR" the ratification of the appointment of KPMG LLP as the independent auditors of 1st Colonial Bancorp for the fiscal year ending December 31, 2017.

Shares Held in "Street Name" by Broker or Bank

If your shares are held in "street name" by a bank or brokerage firm, your bank or brokerage firm, as the record holder of your shares, may vote such shares as directed by you, or if not so directed, in their own discretion if permitted by the stock exchange or other organization of which they are members. You should check the voting form used by that broker or nominee to determine whether you may vote on-line, by telephone or by another method.

If a proposal is routine, a broker holding common shares for a beneficial owner in street name may vote on the proposal without receiving instructions from the beneficial owner. If a proposal is non-routine, the broker may vote on the proposal only if the beneficial owner has provided voting instructions. The rules of the stock exchange or association with which the broker or nominee is registered determine whether proposals presented at stockholder meetings are routine or non-routine. A broker non-vote occurs when the broker holder of record is unable to vote on a proposal because the proposal is non-routine and the beneficial owner does not provide any instructions.

Under the rules of the New York Stock Exchange, of which most major brokerage firms are members, Matter (2) involving the ratification of auditors, is a routine item. **However, Matter (1) involving the election of directors is a non-routine matter. Therefore, the broker may vote on this matter only if the beneficial owner has provided voting instructions. Accordingly, it is important that you provide instructions to your broker on this matter.**

Principal Shareholders

The following table sets forth information regarding each person or group who beneficially owned 5% or more of our outstanding common stock as of February 14, 2017:

<u>Name of Beneficial Owner</u>	<u>Total Beneficial Ownership(1)</u>	<u>Percent of Class(2)</u>
First Manhattan Co. (3) New York, New York	354,040	9.1%
Charles J. Moore (4) Chicago, Illinois	234,948	6.0%
Linda M. Rohrer (5) Haddon Township, New Jersey	199,454	5.1%

- (1) Under applicable regulations, shares are deemed beneficially owned by a person if the person directly or indirectly has or shares the power to vote or dispose of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares. Under applicable regulations, a person is deemed to have beneficial ownership of shares which may be received upon the exercise of outstanding stock options or warrants if the option or warrant is exercisable within 60 days.
- (2) The percentage is calculated on a fully diluted basis (as if such person's vested options were exercised).
- (3) Based on the amended Schedule 13G filed by the beneficial owner with the Securities and Exchange Commission on February 10, 2017.
- (4) Based on the Schedule 13G filed by the beneficial owner's affiliates with the Securities and Exchange Commission on February 14, 2017. According to the Schedule 13G, 42,179 shares are beneficially owned by Banc Fund VII L.P. ("BF VII"), an Illinois Limited Partnership; 162,117 shares are beneficially owned by Banc Fund VIII L.P. ("BF VIII"), an Illinois Limited Partnership; and 30,652 shares are beneficially owned by Banc Fund IX L.P. ("BF IX"), an Illinois Limited Partnership. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"). The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"). The general partner of BF IX is MidBan IX L.P. ("MidBan IX"). The general partner of MidBanc VII, MidBanc VIII, and MidBan IX is The Banc Funds Company, L.L.C. ("TBFC"), an Illinois limited liability company whose principal equity holder is Charles J. Moore. Mr. Moore has been the manager of BF VII, BF VIII, and BF IX, since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities of the issuer held by each of those entities. As the controlling member of TBFC, Mr. Moore controls TBFC, and therefore each of the partnership entities directly and indirectly controlled by TBFC.
- (5) Includes 17,982 shares that Ms. Rohrer has the right to acquire upon the exercise of vested stock options.

MATTER NO. 1
ELECTION OF DIRECTORS

Our articles of incorporation provide that the Board of Directors of 1st Colonial Bancorp may from time to time fix the total number of directors on the Board of Directors at not less than seven nor more than 25. Presently, the Board of Directors consists of 12 members. The terms of four current directors expire at the annual meeting.

Our bylaws permit nominations for election to the Board of Directors to be made by the Board of Directors or by any shareholder entitled to vote for the election of directors. Nominations for director made by shareholders (other than the members of the Board of Directors) must be made, in writing, and delivered to us not less than 90 days prior to the date of the annual meeting. Each notice of nomination made by a shareholder must set forth (i) the name, age, business address and, if known, residence address of each nominee proposed in the notice, (ii) the principal occupation or employment of each nominee, and (iii) the number of shares of capital stock of 1st Colonial Bancorp that are beneficially owned by each nominee.

Unless waived by the board of directors of 1st Colonial, in order to qualify for election as a director of 1st Colonial, a person must have been a shareholder of record of 1st Colonial for at least three years. Each director must be a natural person of full age. He or she also must own common or preferred stock of 1st Colonial Bancorp with an aggregate par, fair market, or equity value of \$1,000. No director is permitted to be related by blood or marriage to any other director without the consent of two-thirds of the entire board of directors.

We are not required to include nominations made by our shareholders in this proxy statement. However, if any such nomination is properly made, ballots bearing the name of such nominee or nominees will be provided for use by shareholders at the meeting. Any nominations that are not made timely or any votes cast at the meeting for any candidate not duly nominated will be disregarded by the chairman of the meeting. No notice of nomination of any person for election as a director has been received from any shareholder as of the date of this proxy statement.

The Board of Directors has nominated Gerard M. Banmiller, Mary R. Burke, Thomas A. Clark, III and Leticia G. Colombi for election to the Board of Directors as Class 1 directors. All of the Board of Directors' nominees are current directors of 1st Colonial Bancorp and its wholly owned subsidiary, 1st Colonial Community Bank (the "Bank").

Shares represented by properly executed proxies in the form accompanying this proxy statement will be voted for the Board of Directors' nominees unless you specify otherwise in your proxy. If you wish to withhold authority from the proxy holders to vote for the election of directors or to withhold authority to vote for any individual nominee, you may do so by marking your proxy card to that effect.

The four nominees for director receiving the highest number of votes cast at the annual meeting will be elected as Class 1 directors. Votes against or votes withheld from a nominee have no legal effect.

If any nominee should become unable to serve, the persons named in the proxy may vote for another nominee. However, we have no reason to believe that any nominee listed below will be unable to serve as a director, if elected.

Information Concerning Nominees and Continuing Directors

The table set forth below contains information concerning the nominees for election as directors at the annual meeting, and the continuing members of the Board of Directors, including their principal occupations or employment during at least the past five years, their ages, and the year in which they began serving as a director of the Bank (all of the nominees and continuing directors served on the board of the Bank prior to serving on the board of 1st Colonial Bancorp). Each nominee and each continuing director is "independent," as defined by Rule 5605(a)(2) of The Nasdaq Stock Market listing standards, except for Gerard M. Banmiller, our president and chief executive officer. While the Board of Directors does not have a policy regarding the separation of the roles of chief executive officer and Chairman of the Board, the Board has determined that having an independent director serve as Chairman is in the best interest of 1st Colonial Bancorp at this time. None of the nominees or continuing directors is a director of any other publicly traded company.

<u>NOMINEES FOR CLASS 1 DIRECTORS TO SERVE UNTIL 2020:</u>	<u>AGE</u>	<u>DIRECTOR SINCE</u>
<p>GERARD M. BANMILLER</p> <p>Mr. Banmiller has been President and Chief Executive Officer of the Bank since its opening in 2000, and President and Chief Executive Officer of 1st Colonial Bancorp since its formation in 2002. He served as a Regional President of Hudson United Bank from August 1998 until September 1999. He served as a director and President of Community National Bank of New Jersey from its formation in 1987 until its acquisition by Hudson United Bank in 1998.</p>	69	2000
<p>MARY R. BURKE</p> <p>Since July 2012, Ms. Burke has been the Principal of Catholic Partnership Schools – St. Anthony of Padua School in Camden, New Jersey. Since October 2009, she also has served as an ambassador/commissioner to the Middle States Association of Elementary Schools in Philadelphia, Pennsylvania. Since September 2009, she has served as the President of the Board of Trustees of Vine Community of New Jersey, a nonprofit group home for adults with developmental disabilities. From July 1993 to October 2009, Ms. Burke served as the President and Treasurer of Standardized Test Scoring Co., Inc., an independent test scoring and reporting company, and S-Tests Assessments, Inc., which assesses, develops, tests and evaluates school testing methods.</p>	64	2002
<p>THOMAS A. CLARK, III</p> <p>Mr. Clark is a practicing attorney and is a Shareholder at Capehart Scatchard, P.A. From January 2008 until November 2010, he was the Managing Partner of the law firm of Cureton Clark, P.C., which he co-founded in 1992 and for which he served as a shareholder, officer and director until November 2010.</p>	63	2000
<p>LETITIA G. COLOMBI</p> <p>Ms. Colombi is retired. From 2001 to 2013, Ms. Colombi served as the Mayor of the Borough of Haddonfield, New Jersey. From August 1998 until April 2000, she served as a member of an advisory board at Hudson United Bank. From 1988 to 1998, Ms. Colombi served as a director of Community National Bank of New Jersey.</p>	72	2000

CONTINUING CLASS 2 DIRECTORS TO SERVE UNTIL 2018:	<u>AGE</u>	<u>DIRECTOR SINCE</u>
<p>JOHN J. DONNELLY, IV</p> <p>Since March 1, 2010, Mr. Donnelly has served as Vice President of RDM-USA LLC, a provider of commercial construction services. From 2007 through 2009, he served as a Senior Project Manager for Kay Construction. From 1999 to 2006, Mr. Donnelly served as President of J.J. Donnelly Inc., a general contractor in the commercial construction industry. From 1992 to 1998, Mr. Donnelly served as President of John J. Donnelly Inc.</p>	62	2001
<p>EDUARDO F. ENRIQUEZ</p> <p>Since 1994, Dr. Enriquez has been self-employed as a Doctor of Medicine. Since 1997, he has been a member of the Physicians Counsel to the Board of Trustees of Virtua Health Systems.</p>	59	2000
<p>MICHAEL C. HAYDINGER</p> <p>From 1994 to the present, Mr. Haydinger has served as the Controller of First Montgomery Group, a real estate management and construction firm in Marlton, New Jersey.</p>	47	2002
<p>HARVEY JOHNSON</p> <p>Mr. Johnson is a practicing attorney. Since 2009, Mr. Johnson has been a partner with the law firm of Duane Morris LLP. From 2006 to 2009, Mr. Johnson was a partner with the law firm of Wolf Block. Prior to 2006, he was the sole owner of Harvey C. Johnson, P.C.</p>	72	2003

CONTINUING CLASS 3 DIRECTORS TO SERVE UNTIL 2019:	<u>AGE</u>	<u>DIRECTOR SINCE</u>
LINDA M. ROHRER Since 1985, Ms. Rohrer has owned and served as the President of Rohrer and Sayers Real Estate, a commercial and residential real estate sales company. Since 1989, Ms. Rohrer has served as a trustee of the William G. Rohrer Charitable Foundation. Ms. Rohrer has also served as a trustee of Rowan University since 2007 and has served as the Chair of its Board of Trustees since 2011. Ms. Rohrer served as a director of Community National Bank of New Jersey from October 1988 to May 1996.	69	2000
CURT BYERLEY Mr. Byerley has served as the president of Byerley Holdings, LLC, Global Direct Marketing, LLC and Byerley Family Foundation, Inc. since 2001.	60	2003
HARRISON MELSTEIN Mr. Melstein is retired. From 1985 to 2002, he was a registered pharmacist and owned and operated Ames Drug Store in Collingswood, New Jersey.	74	2002
STANLEY H. MOLOTSKY Mr. Molotsky is a counselor in financial matters. Since 1988, Mr. Molotsky has been the owner and operator of SHM Financial Group, a financial counseling firm.	81	2000

Information Regarding Certain Executive Officers

The following table provides information regarding our Chief Financial Officer and Chief Operating Officer:

<u>Name</u>	<u>Age</u>
PAUL D. CASTIGNANI.....	71
Mr. Castignani has served as Executive Vice President and Chief Financial Officer of 1st Colonial Bancorp and the Bank since July 1, 2014. Prior to that date, he served as Executive Vice President and Chief Operating Officer of 1st Colonial Bancorp and the Bank, starting in that position on January 1, 2013. From 2008 until December 31, 2012, he served as Senior Vice President and Chief Financial Officer of 1st Colonial Bancorp and the Bank. From 2005 until 2008, Mr. Castignani served as Executive Vice President, Chief Financial Officer and Chief Operating Officer of Pennsylvania Business Bank in Philadelphia, Pennsylvania.	
FRANK J. MONAGHAN.....	41
Mr. Monaghan has served as Executive Vice President and Chief Operating Officer of 1st Colonial Bancorp and the Bank since July 2016. Prior to that date, he served as Senior Vice President and Chief Operating Officer for such companies, starting in that position on July 1, 2014, and Senior Vice President and Chief Financial Officer of such companies from January 2013 to July 2014. From July 1, 2011 until December 31, 2012, he served as Senior Vice President and Controller of the Bank, and from July 1, 2008 until June 30, 2011 he served as Vice President and Controller of the Bank.	

Security Ownership of Management

The following table sets forth certain information concerning the number of shares of 1st Colonial Bancorp common stock held as of January 1, 2017 by each nominee for director of 1st Colonial Bancorp, each continuing director, and each executive officer named above.

<u>Name of Beneficial Owner</u>	<u>Total Beneficial Ownership(1)</u>	<u>Percent of Class(2)</u>
Gerard M. Banmiller (3).....	133,281	3.4%
Mary R. Burke (4).....	23,155	*
Curt Byerley (5).....	101,961	2.6%
Paul D. Castignani (6).....	21,972	*
Thomas A. Clark III (7).....	62,027	1.6%
Letitia G. Colombi (8).....	25,835	*
John J. Donnelly IV (9).....	37,569	*
Eduardo F. Enriquez (10).....	57,985	1.5%
Michael C. Haydinger (11).....	187,937	4.8%
Harvey Johnson (12).....	25,193	*
Harrison Melstein (13).....	84,064	2.2%
Frank J. Monaghan (14).....	9,025	*
Stanley H. Molotsky (15).....	102,901	2.6%
Linda M. Rohrer (16).....	199,454	5.1%
Total (17).....	1,072,359	25.9%

* Represents less than 1% of the outstanding Common Stock

- (1) Based on information furnished by the respective individuals as of January 1, 2017 and our books and records as of such date. Under applicable regulations, shares are deemed beneficially owned by a person if he or she directly or indirectly has or shares the power to vote or dispose of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares. Under applicable regulations, a person is deemed to have beneficial ownership of shares which may be received upon the exercise of outstanding stock options or warrants if the option or warrant is exercisable within 60 days.
- (2) The percentage is calculated on a fully diluted basis (as if such person's or group's vested options were exercised) based on the shares outstanding as of the record date.
- (3) Includes 36,502 shares that Mr. Banmiller has the right to acquire upon the exercise of vested stock options, and 78,113 shares jointly owned by Mr. Banmiller with his spouse.
- (4) Includes 12,035 shares that Ms. Burke has the right to acquire upon the exercise of vested stock options.
- (5) Includes 17,317 shares that Mr. Byerley has the right to acquire upon the exercise of vested stock options.

- (6) Entire amount represents shares that Mr. Castignani has the right to acquire upon the exercise of vested stock options.
- (7) Includes 14,929 shares that Mr. Clark has the right to acquire upon the exercise of vested stock options, and 11,216 shares owned by the Cureton Caplan Hunt Scaramella & Clark Profit Sharing Plan over which Mr. Clark has control.
- (8) Includes 14,993 shares that Ms. Colombi has the right to acquire upon the exercise of vested stock options, and 9,604 shares owned by Ms. Colombi's spouse.
- (9) Includes 14,954 shares that Mr. Donnelly has the right to acquire upon the exercise of vested stock options.
- (10) Includes 14,513 shares that Dr. Enriquez has the right to acquire upon the exercise of vested stock options; 8,019 shares jointly owned by Dr. Enriquez with his spouse; and 4,669 shares owned by the Eduardo F. Enriquez MD LLC Profit Sharing Plan, over which Dr. Enriquez has sole voting and investment control.
- (11) Includes 17,982 shares that Mr. Haydinger has the right to acquire upon the exercise of vested stock options, 78,144 shares owned by First Montgomery Properties NJ Inc., and 82,869 shares owned by Burlington Investment Group LLC. Mr. Haydinger is an executive officer of First Montgomery Properties NJ and Burlington Investment Group (which are affiliated companies) and through his position exercises voting and investment power over these shares.
- (12) Shares listed include 14,837 shares that Mr. Johnson has the right to acquire upon the exercise of vested stock options, and 10,356 shares that Mr. Johnson owns jointly with his spouse.
- (13) Includes 22,078 shares that Mr. Melstein has the right to acquire upon the exercise of vested stock options, and 12,882 shares owned by his spouse.
- (14) Entire amount represents shares that Mr. Monaghan has the right to acquire upon the exercise of vested stock options.
- (15) Includes 22,024 shares that Mr. Molotsky has the right to acquire upon the exercise of vested stock options; 3,058 shares owned by Mr. Molotsky's spouse; 68,602 shares jointly owned by Mr. Molotsky and his spouse, 3,028 shares held in trust for minor grandchildren over which Mr. Molotsky has control, and 2,846 shares held in a Profit Sharing Plan for the employees of SHM Financial Group, a company owned by Mr. Molotsky.
- (16) Includes 17,982 shares that Ms. Rohrer has the right to acquire upon the exercise of vested stock options.
- (17) Includes 251,143 shares that the directors and executive officers of 1st Colonial Bancorp, in the aggregate, have the right to acquire upon the exercise of vested stock options.

Board of Directors Meetings and Committees

General. During the year ended December 31, 2016, the Board of Directors of 1st Colonial Bancorp held four meetings, and the Board of Directors of the Bank held 10 meetings. Directors are expected to attend meetings of the Board of Directors, meetings of the committees on which they serve and the annual meeting of 1st Colonial Bancorp's shareholders. Except for Mary R. Burke, no director of 1st Colonial Bancorp or the Bank attended fewer than 75% of all meetings of the Boards of Directors of 1st Colonial Bancorp and the Bank, and the committees thereof of which he or she was a member, that were held during

the year ended December 31, 2016. Except for Michael C. Haydinger, all of the directors of 1st Colonial Bancorp attended the 2016 Annual Meeting of 1st Colonial Bancorp's shareholders.

Audit Committee. The Board of Directors of 1st Colonial Bancorp has a standing audit committee. The primary duties and responsibilities of 1st Colonial Bancorp's audit committee are to:

- Oversee that management maintains the reliability and integrity of the accounting policies and financial reporting and disclosure practices of 1st Colonial Bancorp;
- Oversee that management establishes and maintains processes to assure that an adequate system of internal controls is functioning within 1st Colonial Bancorp; and
- Oversee that management establishes and maintains processes to assure compliance by 1st Colonial Bancorp with all applicable laws, regulations and corporate policy.

In connection with these duties, the audit committee is responsible for the appointment, compensation, oversight and termination of our independent auditors. The audit committee is responsible also for, among other things, reporting to the 1st Colonial Bancorp Board of Directors on the results of the annual audit, and reviewing the financial statements and related financial and non-financial disclosures included in our earnings releases and annual reports to shareholders. The audit committee is also responsible for receiving and responding to complaints and concerns relating to accounting and auditing matters.

The audit committee has a charter in place that has been adopted by the Board of Directors. A copy of this charter was attached as Appendix A to 1st Colonial Bancorp's proxy statement sent to shareholders in connection with our 2016 annual meeting of shareholders. 1st Colonial Bancorp does not have a website and the charter is not posted on the Bank's website.

The Board of Directors of 1st Colonial has determined that none of its members qualifies as an audit committee financial expert under the criteria set forth in Item 407(d)(5) of Regulation S-K promulgated under the Securities Exchange Act of 1934. The Board of Directors believes that all members of its audit committee are financially literate and experienced in business matters, and that one or more members of the audit committee are capable of (i) understanding generally accepted accounting principles (GAAP) and financial statements, (ii) assessing the general application of GAAP principles in connection with our accounting for estimates, accruals and reserves, (iii) analyzing and evaluating our financial statements, (iv) understanding our internal controls and procedures for financial reporting; and (v) understanding audit committee functions, all of which are attributes of an audit committee financial expert. However, the board of directors believes that none of its audit committee members have obtained these attributes through the experience specified in the Securities and Exchange Commission's definition of "audit committee financial expert." Further, like many small companies, it is difficult for us to attract and retain board members who qualify as "audit committee financial experts," and it is an additional expense. The Board believes that its current audit committee is able to fulfill its role under its charter despite not having a designated "audit committee financial expert."

The current members of the audit committee are Michael C. Haydinger (Chairman), Mary R. Burke, Thomas A. Clark III, Letitia G. Colombi and Linda M. Rohrer. Each member is "independent," as defined by Rule 5605(a)(2) of The Nasdaq Stock Market listing standards. During the year ended December 31, 2016, the 1st Colonial Bancorp audit committee met two times.

Stock Option Plan Committee. The Board of Directors of 1st Colonial Bancorp does not have a compensation committee, but does have a stock option plan committee, which performs some of the functions typically performed by a compensation committee. The Stock Option Plan Committee serves as the administrator of 1st Colonial Bancorp's stock option plans, as further described in this proxy statement. The current members of this committee are Thomas A. Clark III, Letitia G. Colombi, Stanley H. Molotsky (Chairman), and Linda M. Rohrer. Each member is "independent," as defined by Rule 5605(a)(2) of The

Nasdaq Stock Market listing standards. This committee met once during the year ended December 31, 2016. This committee does not have a charter, but its powers, authority and duties are set forth in the stock option plans.

Compensation Committee of the Bank. The Board of Directors of the Bank has a standing compensation committee. The Bank's compensation committee, which met once during the year ended December 31, 2016, is responsible for the approval of the base salary levels and bonuses of employees, the administration of the Bank's Executive Compensation Program discussed below, and the establishment and modification of the terms of employment of executive officers. This committee may not delegate any authority described above to other persons. However, Gerard M. Banmiller, the Bank's president and chief executive officer, does recommend to the Compensation Committee the annual compensation levels for the other executive officers of the Bank. No compensation consultants have been used by the Bank to determine or recommend the amount or form of executive compensation.

This committee does not have a charter. The current members of the Bank's compensation committee are Mary R. Burke, Michael C. Haydinger, Harrison Melstein and Linda M. Rohrer (Chairman). Each member is "independent," as defined by Rule 5605(a)(2) of The Nasdaq Stock Market listing standards.

Nominating Committee. The Board of Directors does not have a standing nominating committee. The entire Board of Directors acts as the nominating committee for the selection of nominees for election as directors, and each director has the responsibility to develop and recommend criteria for the selection of director nominees, including, but not limited to diversity, age, skills, experience, and time availability (including consideration of the number of other boards on which the proposed director sits) in the context of the needs of the Board of Directors and 1st Colonial Bancorp and such other criteria as the Board of Directors determines to be relevant at the time. We believe it is appropriate that 1st Colonial Bancorp does not have a separate nominating committee, because 11 out of the 12 directors are "independent," as defined by Rule 5605(a)(2) of The Nasdaq Stock Market listing standards, and we believe that each director should have the maximum ability to have input and make decisions concerning who serves on the Board of Directors.

The Board of Directors has not adopted any specific minimum qualifications other than those set forth in our articles of incorporation and bylaws. In order to qualify for election as a director of 1st Colonial, a person must have been a shareholder of record of 1st Colonial for at least three (3) years (this requirement may be waived by the Board), and must own common stock with either an aggregate par, fair market, or equity value of \$1,000. Each director also shall be a natural person of full age, and shall not be related by blood or marriage to any other director. The Board of Directors believes that having directors with relevant experience in business and industry, finance and other areas, and directors with significant business relationships in the local community, is beneficial to 1st Colonial Bancorp, and the Board as a whole. The Board also believes that each of the nominees and current directors has the financial and business expertise and business relationships that meet this objective.

The Board of Directors considers potential candidates for Board membership recommended by its members, management, shareholders, and others. The Board of Directors will consider nominees recommended by shareholders and, in considering such candidates, will apply the same criteria it applies in connection with Board-recommended candidates. Shareholders may nominate persons for election as directors in accordance with the procedures set forth "Shareholder Proposals and Nominations for 2018 Annual Meeting."

During the year ended December 31, 2016, the Board of Directors met one time to perform the functions typically performed by a nominating committee.

Other. The Bank has other committees composed of directors or officers of the Bank which meet for specific purposes. The Board of Directors of the Bank has authority under the Bank's bylaws to establish such other committees from time to time as the Board of Directors may deem necessary.

The Board of Directors of 1st Colonial Bancorp exercises its risk oversight role through its committee structure described above. In addition, the Board has access, as needed, to the executive officers and other employees of 1st Colonial Bancorp who help supervise the day-to-day risk management responsibilities of 1st Colonial Bancorp, as well as to legal representation to the extent deemed necessary to assist with their risk oversight responsibilities.

Code of Ethics

We have adopted a Code of Conduct and Ethics that applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer or controller. We will furnish, without charge, a copy of our Code of Conduct and Ethics to any person, upon written request made to Paul D. Castignani, Secretary, at our offices located at 210 Lake Drive East, Suite 300, Cherry Hill, NJ 08002.

Audit Committee Report

The audit committee of 1st Colonial Bancorp is composed entirely of non-management directors, each meeting the independence requirements of the Nasdaq Stock Market listing standards. The audit committee has adopted a written charter outlining its practices and responsibilities.

During the year ended December 31, 2016, the audit committee met two times. At each meeting, the audit committee reviewed the results of reviews performed in the areas of internal audit and compliance. The audit committee was apprised of the status of all audit findings and the resolutions instituted by management. In 2016, the audit committee also reviewed and reassessed our internal audit program. Management also updated the audit committee on the status of the independent audit for the year ended December 31, 2015 being performed by KPMG LLP.

The audit committee has reviewed 1st Colonial Bancorp's audited financial statements for the year ended December 31, 2016, and the related report by KPMG LLP, and has discussed the financial statements and the report with management and with KPMG LLP.

1st Colonial Bancorp's audit committee appointed KPMG LLP as independent auditors of 1st Colonial Bancorp for the year ended December 31, 2016 and for the year ending December 31, 2017.

The audit committee has discussed with the independent auditors of 1st Colonial Bancorp the matters required to be discussed by AU Section 380, The Auditor's Communication With Those Charged With Governance. The audit committee has reviewed the materials received from the independent auditors, has discussed with the independent auditors the independence of such auditors, and has satisfied itself as to the auditors independence.

The audit committee acts only in an oversight capacity, and in doing so relies on the work and assurances of 1st Colonial Bancorp's management and its independent auditors.

Based on the audit committee's review of the financial statements and the independent auditors' report thereon, and the audit committee's discussions with management and the independent auditors, the audit committee has recommended to our Board of Directors that the audited consolidated financial statements of 1st Colonial Bancorp be included in its Annual Report to Shareholders for the year ended December 31, 2016.

THE 1ST COLONIAL BANCORP AUDIT COMMITTEE

Michael C. Haydinger (Chairman)

Mary R. Burke

Thomas A. Clark III

Letitia G. Colombi

Linda M. Rohrer