

TOWNEBANK

Luxury Expenditures Policy

Effective as of April 1, 2011

Overview

TowneBank (the “Company”) has adopted the Luxury Expenditures Policy pursuant to Section 111(d) of the Emergency Economic Stabilization Act of 2008, as amended by the American Recovery and Reinvestment Act of 2009, and the rules and regulations thereunder. As a recipient of financial assistance under the Troubled Asset Relief Program, the Company must establish standards and procedures for the identification, monitoring, approval and reporting of expenditures on activities that may be deemed to be excessive and in contravention of the Company’s duties under its agreement with the United States Department of the Treasury (the “Treasury”).

Accordingly, the purpose of this Policy is to establish standards to govern and procedures to monitor activities that are not unacceptable to the Treasury, the Company’s stockholders and the communities in which the Company operates its businesses with respect to the use of Company assets as they relate to staff development, reasonable performance incentives or similar measures conducted in the normal course of the Company’s business operations.

This Policy applies to each employee of the Company.

General Standards

The standards described below address known categories of activities that have the potential for excessive spending as identified by the Treasury. The list of activities is not exhaustive, and employees should continuously evaluate whether additional activities are susceptible to excessive spending. These categories include entertainment and events, office and facility renovations, aviation and other transportation services and other similar items, activities or events for which the Company may reasonably anticipate incurring expenses or reimbursing an employee for incurring expenses.

The Company will not approve any expenditure unless it is reasonably expected to contribute explicitly to staff development, furtherance of the Company’s strategic initiatives, staff retention through reasonable and appropriate performance incentives or in furtherance of another Company or community objective or goal.

In addition to this Policy, all expenditures are subject to an employee travel and business expense reimbursement policy that management has adopted. That policy will set forth both specific guidelines for employee reporting of expenses incurred and approval authorities for specific expenses. That policy will be approved and monitored by the Compensation Committee of the Company’s Board of Directors.

Any activities not discussed below that may be deemed to be excessive luxury expenditures should be discussed with the Company's Chief Executive Officer.

Entertainment and Events

This category includes activities with respect to which a Company employee uses corporate funds for business development purposes relating to a current customer or prospective customer or to further enhance the Company's marketing efforts. Under this policy, all expenses incurred for entertainment must be for appropriate corporate purposes and used to attract business to the Company. Occasional events, such as taking customers or prospects on dinner, theater or sporting events or inviting them to other events that the customer/prospect would find pleasurable, are a necessary part of the Company's marketing efforts and are not deemed "luxuries" or a violation of this Policy. These expenses should be documented and detailed in order to identify clearly the potential benefit to be derived by the Company.

In addition, the Company's employees are encouraged to attend conferences that offer appropriate educational opportunities. These conferences should be related to the financial services industry and have a direct correlation to the employees' job duties and responsibilities. The Company also recognizes that certain employees must attend conferences and seminars to retain their professional certifications and licenses.

Furthermore, retreats for the Company's Board of Directors and/or management should only be used for educational purposes and should be kept in consideration, and looked at, in the same view and discretion as all other expenses.

The expense reimbursement policy adopted by the Company's management will set specific amount thresholds for the approval and reimbursement of entertainment and event-related expenses.

Office and Facility Renovations

Expenditures for any renovation of Company facilities or individual office spaces must be consistent with expenses set forth in the Company's budget, as approved from time to time by the Company's Board of Directors. This Policy will permit an exception to this requirement if management must deal with an emergency situation, such as an act of nature, and the expenditure is necessary to make a facility or office space operational for customer use, provided that no such renovation is extraordinary or excessive.

Renovations to enhance operational efficiency, comply with applicable laws and codes, maintain a safe, sanitary and clean working environment or establish new branch offices are not extraordinary or excessive by their nature.

Aviation or Other Transportation Services

Company employees must take reasonable steps to ensure that transportation to outlying locations, including branch office locations, conferences, business development meeting and similar events, is conducted in the most cost-efficient way for the Company. Modes of transportation to be used may consist of automobiles, commercial air, and rail or bus service.

The selection of transportation services must include an assessment of cost, efficiency and timeliness of travel. The use of private air services is not allowed without CEO approval.

The expense reimbursement policy adopted by the Company's management will set specific amount thresholds for the approval and reimbursement of travel-related expenses.

Exceptions and Accountability

Exceptions to this Policy may be approved as follows:

- The Chairman of either the Audit Committee or the Compensation Committee of the Company's Board of Directors may approve any exceptions with respect to an executive officer of the Company.
- The Company's Chief Executive Officer may approve any exceptions with respect to any other employee of the Company.

The Compensation Committee of the Board of Directors will oversee this Policy, and the Company's management shall provide a report of the Company's compliance with this Policy at the Compensation Committee's annual certification meeting.

Each employee is expected to report any violation or possible violation of this Policy as follows:

- If the violation or potential violation involves an executive officer of the Company, it should be reported to the Chairman of either the Audit Committee or the Compensation Committee of the Company's Board of Directors.
- If the violation or potential violation involves any other employee of the Company, it should be reported to the Company's Chief Executive Officer.

An employee reporting a violation or potential violation may also use the Company's Grievance Procedures as outlined in the Employee Handbook, which includes instructions for anonymous reporting to the Chairman of the Audit Committee.

Consequences of Policy Violations

This Policy applies to each employee of the Company. The failure to comply with this Policy will subject the employee to disciplinary procedures, including the employee's having to reimburse the Company for improper expenses incurred and/or other disciplinary action, including termination of employment.