ConnectOne Bancorp, Inc.
Code of Ethics

POLICY

The directors and officers of the ConnectOne Bancorp, Inc. (together with its direct and indirect subsidiaries, the "Company") firmly believe that fair and ethical business practices are a fundamental part of business conduct. Further, the very nature of our business imposes special obligations that build public trust. The Company is firmly committed to conducting business in a professional manner that clearly satisfies all moral and legal business obligations.

This Code of Ethics is designed to satisfy, and exceed, the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and Securities and Exchanges Commission ("SEC") regulations implementing those requirements. This code is designed to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

- Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with or submits to the SEC or the NASDAQ and in our other public communications;

- Compliance with all applicable laws, rules and regulations;

- Prompt internal reporting of violations or apparent violations of the Code in accordance with the section entitled "Procedure & Reporting" below; and

- Accountability for adherence to this Code.

This Code shall apply to all members of the Company's senior management, including members of the Board of Directors (whether or not employees), the Chief Executive Officer, Chief Financial Officer and other financial and senior officers ("Officers") as well as all other employees of the Company (the "Employees").

Under this Code of Ethics, the actions of all Officers and Employees shall be governed by the highest standards of integrity and fairness. This policy is not intended to supersede other polices regarding the conduct of Officers and Employees but is intended to be applied in conjunction with such policies. Strict compliance with all applicable laws and regulations is our policy, and all decisions shall be made to honor the spirit and letter of all such laws and regulations. Business shall be conducted honestly and ethically to effectively use the technical expertise, business skills and sound judgments needed to benefit customers and shareholders alike.

PROCEDURE & REPORTING

When any individual associated with the Company, as an officer, Director, employee or otherwise, becomes aware of a known or suspected irregularity, illegality or violation of this

Code of Ethics, that person is obligated to take action. This includes prompt reporting, which shall be in the form of an oral or written report to the Corporate Secretary whose telephone number is 201-816-8900, whose e-mail address is corporatesecretary@cnob.com and whose address is: 301 Sylvan Avenue, Englewood Cliffs, New Jersey, 07632 Attention Corporate Secretary. In addition, any questions regarding the interpretation of this Code of Ethics may be directed to Corporate Secretary.

After reviewing any report of a known or suspected irregularity, illegality or violation of this Code of Ethics, the Corporate Secretary will report her findings to the Board of Directors, or any duly appointed committee thereof, for review and action, if appropriate. Failure to adhere to this Code of Ethics will result in disciplinary action, up to and including potential termination of employment. In addition, to the extent appropriate, the Board shall contact proper authorities to report any illegal conduct.

CONFIDENTIAL & NON-PUBLIC INFORMATION

- It is very important for all Officers and Employees to appropriately safeguard the Company's confidential and non-public information and to refuse any improper access or improper or untimely disclosure of confidential or non-public information.

- Confidential or non-public information is any information, which at the time it is known, is not generally available to the public and which is useful or helpful to the Company, which would be useful or helpful to our competitors or which would be deemed important to investors in deciding whether or not to trade in the Company's securities. Confidential or non-public information can include customer, employee, stockholder, supplier, financial or operational information and plans for stock splits, business acquisitions and mergers, or an important pending regulatory action.

- All employees should be alert to inadvertent disclosures that may arise in either social conversations or in normal business relations with our suppliers and customers.

- Under SEC Regulation F-D, the Company may be subject to numerous requirements and obligations in the event that non-public information is selectively disclosed. Selective disclosure means disclosure to individuals or groups without a broad-based disclosure to the securities markets in general, either through the issuance of a press release or the filing of SEC Form 8-K. In order to limit the risk of an inadvertent disclosure and possible violation of SEC Regulation F-D, all inquires and discussions regarding the Company, Bank, its operations, performance and prospects will be referred to Chairman of the Board, who will determine whether the Company will respond to any requests for information or interview requests from members of the media, financial analysts, stockholders or others and which official will respond to such request. Officers and Employees should not respond to any such requests on their own without reporting the request to Chairman of the Board and receiving direction.

CONFLICTS OF INTEREST

- Officers and Employees shall not pursue or engage in any outside employment, business or other commercial activity, either during or outside of his or her work hours, which conflicts or competes directly or indirectly with his or her duties or responsibilities as an Officer or Employee, or with any business interests or activities of the Company. Engaging in activities that benefit family members or friends during work hours is also prohibited.

- We cannot illustrate every situation that may be considered a conflict of interest; however, we do expect each Officer and Employee to carefully consider if any of his or her actions during or outside of working hours rise to the level of a conflict of interest. Even the **appearance** of a conflict of interest must be avoided.

- Officers and Employees have an affirmative obligation to disclose to the Corporate Secretary any interest, including but not limited to, a financial interest in any outside activities or business that may conflict or compete with those of the Company or its subsidiaries, including the Bank. This affirmative disclosure obligation extends to the immediate family member(s) of an Officer or Employee.

- At no time during working hours or on Company property shall any Officer or Employee engage in or pursue any employment, business or commercial activity other than for the Company, or solicit customers or Officers or Employees for any profit-making purpose.

- No vendor or consultant shall be retained to perform services for the Company where an Officer or Employee is related to, lives with or is in a relationship with the consultant or vendor, without the express permission of the CEO. Any such existing relationships must be immediately disclosed to the Corporate Secretary.

GIFTS, MEALS AND ENTERTAINMENT

- Socializing is a normal and accepted component of conducting certain facets of our business; however, Officers and Employees must not permit this to compromise a business judgment or give even the appearance of impropriety. Therefore, giving, accepting, soliciting or offering, or authorizing, directly or indirectly, gifts, favors or entertainment, or other consideration, of significant value, in transactions with customers, suppliers, vendors and all other organizations or individuals doing or seeking to do business with the Company, is prohibited. Any consideration is of significant value if it could or does result in any appearance of impropriety, if it could compromise the decision of any Officer or Employee in exercising a business judgment or if its acceptance is detrimental, in any way, to the Company or its business.

- In addition, **no** transactions with any of the groups mentioned above shall involve:

  – Monetary payments, gift certificates, or credit arrangements to the Officer or Employee or from the Officer or Employee to the customer, supplier, vendor or other organization or individual doing or seeking to do business with the Company
  – Receipt of any goods or services at less than actual cost, or
  – Actions that result in a conflict of interest or the appearance thereof.

- Typically, this policy does not prohibit the **occasional** lunch or dinner, golf outing, sporting or fund-raising event, or vendor conference, as long as the aggregate impact of these activities does not rise to the level of material expenses ("Permitted Activities"). However, if receipt of any of the above occurs on a **regular** basis, the Company would be concerned that the meals, events or outings could be provided for an improper purpose and/or could create the appearance of impropriety. Officers and Employees must report the receipt of any and all gifts or consideration received (other than with regard to Permitted Activities) to determine what patterns, if any, may exist. All Officers and Employees must report to the Corporate Secretary as soon as practicable, the receipt of any and all consideration from any customer, supplier, vendor or anyone with whom we do business, or anyone who may be seeking to do business with the Company other than with respect to Permitted Activities. In addition, the Company reserve the right to require information from any Officer or Employee regarding Permitted Activities.

SECURITIES FRAUD AND INSIDER TRADING

The Company maintains a detailed Insider Trading Policy. All members of the Board of Directors, all Officers and all Employees are required to read, acknowledge and abide by the Company's Insider trading Policy.

SECURITIES AND EXCHANGE COMMISSION REPORTING

- As a publicly traded company subject to the Securities Exchange Act of 1934, the Company has an obligation to file various reports and documents with the SEC and NASDAQ, and to generally make public material information about the Company. The Company is committed to providing full, fair, accurate, timely and understandable disclosure to the trading markets. Any Officer or Employee who knows or believes that any of our filings or proposed filings with the SEC contain inaccurate information or omit to include information which is material to an investor's understanding of the Company, its operations and prospects, is required to notify the Chief Financial Officer of such Officer's or Employee's concerns.

WAIVERS FROM THE CODE OF CONDUCT

- Waivers from the requirements of this Code of Ethics may only be issued by the Audit Committee of the Board of Directors. The Officer or Employee wishing to request a waiver of any provision in this Code of Ethics must provide a detailed written statement to the Audit Committee explaining the anticipated facts and circumstances which the Officer or Employee believes make a waiver appropriate. It is expected that waivers will rarely, if ever, be issued, and only prospectively, not retroactively.

- In the unlikely event that the Audit Committee issues a waiver from the requirements of this Code of Ethics, or in the event this Code of Ethics is otherwise changed or amended, the Company shall promptly provide public notice of such waiver, change or amendment in accordance with the requirements of SEC Release 33-8177.