FEDERAL DEPOSIT INSURANCE CORPORATION
Washington D.C. 20429

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under §240.14a-12

FIRST BANK

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee Computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

FIRST BANK

2465 Kuser Road
Hamilton, New Jersey 08690

March 22, 2019

To Our Shareholders:

We cordially invite you to attend the Annual Meeting of Shareholders of First Bank (the "Bank"), to be held on April 23, 2019 at 10:00 a.m., local time, at The Stone Terrace, 2275 Kuser Road, Hamilton, New Jersey 08690.

At this meeting, shareholders will be asked to elect twelve (12) directors to the Bank's Board of Directors to serve until the 2020 Annual Meeting, to approve the 2018 compensation of the Bank's named executive officers on an advisory basis, and to ratify the appointment of RSM US LLP, as the Bank's independent registered public accountants for 2019.

During the meeting, we will also report on the operations of the Bank. Directors and executive officers of the Bank will be present to respond to any questions you may have. We have scheduled a continental breakfast for shareholders immediately preceding the meeting.

It is important that your shares be represented at the meeting regardless of the number of shares you may hold. Whether or not you plan to attend the meeting, please act promptly so that your shares may be voted in accordance with your wishes. You may vote your shares by mail by marking, signing and dating the enclosed proxy card and returning it in the postage-paid return envelope included, or you may vote by telephone or the Internet by following the instructions provided on the proxy card. If you attend the meeting, you may vote your shares in person, even if you have previously submitted a proxy by mail, telephone or Internet.

We look forward to seeing you at the meeting.

Very truly yours,

Patrick M. Ryan
Chairman of the Board

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2465 Kuser Road
Hamilton, New Jersey 08690
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held on April 23, 2019

Notice is hereby given that the Annual Meeting of Shareholders (the "Annual Meeting") of First Bank (the "Bank") will be held at The Stone Terrace, 2275 Kuser Road, Hamilton, New Jersey 08690, on April 23, 2019 at 10:00 a.m., local time, for the purpose of considering and voting upon the following matters, all of which are more completely set forth in the accompanying Proxy Statement:

1. The election of the twelve (12) persons named in the accompanying Proxy Statement to serve as directors of First Bank until the 2020 Annual Meeting and thereafter until their successors shall have been duly elected and shall have qualified;

2. To approve a non-binding advisory resolution approving the 2018 compensation of our named executive officers;

3. To ratify the appointment of RSM US LLP, as First Bank's independent registered public accountants for the fiscal year ending December 31, 2019; and

4. Such other business as shall properly come before the Annual Meeting or any adjournment or postponement thereof.

Only holders of record of shares of First Bank's common stock (the "Common Stock") at the close of business on March 14, 2019 will be entitled to vote at the Annual Meeting.

You are requested to complete, sign, date and return the enclosed proxy promptly, regardless of whether you expect to attend the Annual Meeting, or vote by telephone or the Internet by following the instructions provided on the proxy card. A postage-paid return envelope is enclosed for your convenience should you decide to vote by mail.

If you are present at the Annual Meeting, you may vote in person even if you have already returned your proxy.

By Order of the Board of Directors,

Donna Bencivengo

Donna Bencivengo, Corporate Secretary

Hamilton, New Jersey
March 22, 2019

IMPORTANT — PLEASE MAIL YOUR PROXY PROMPTLY

THE PROMPT RETURN OF PROXIES IN THE ENCLOSED POSTAGE-PAID RETURN ENVELOPE OR THE VOTING OF YOUR SHARES BY TELEPHONE OR THE INTERNET WILL ENSURE THERE IS SUFFICIENT REPRESENTATION AT THE ANNUAL MEETING TO CONSTITUTE A QUORUM.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 23, 2019: FIRST BANK'S PROXY STATEMENT AND ANNUAL REPORT TO SHAREHOLDERS ON FORM 10-K ARE EACH AVAILABLE ON THE INTERNET AT www.firstbanknj.com.

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PROXY STATEMENT FOR
ANNUAL MEETING OF SHAREHOLDERS
To Be Held on April 23, 2019

This Proxy Statement is being furnished to shareholders of First Bank (the "Bank") in connection with the solicitation of proxies by the Bank's Board of Directors (the "Board of Directors" or the "Board") to be used at the Annual Meeting of Shareholders (the "Annual Meeting") of the Bank to be held April 23, 2019 at 10:00 a.m., local time, at The Stone Terrace, 2275 Kuser Road, Hamilton, New Jersey, 08690 or such later date to which the Annual Meeting may be adjourned or postponed.

About the Annual Meeting

Why have I received these materials?

The accompanying proxy was mailed on or about March 22, 2019, to holders of First Bank common stock ("Common Stock"). It is solicited by the Board of Directors in connection with the Annual Meeting that will be held on April 23, 2019. You are cordially invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

Who is entitled to vote at the Annual Meeting?

Holders of Common Stock as of the close of business on March 14, 2019 (the "Record Date") will be entitled to vote at the Annual Meeting. On the Record Date, there were 18,724,048 shares of Common Stock outstanding and entitled to vote. Each share of our Common Stock entitles the holder to one vote with respect to all matters submitted to shareholders at the Annual Meeting. Beneficial owners of shares of our Common Stock may direct the record holder of the shares on how to vote the shares held on their behalf.

How do I vote my shares at the Annual Meeting?

If you are a "record" shareholder of Common Stock (that is, if you hold Common Stock in your own name as of March 14, 2019 in the Bank's stock records maintained by our transfer agent, Computershare), you may vote by proxy or in person at the Annual Meeting. To vote by proxy, you may use one of the following methods:

- telephone voting, by dialing the toll free number (1-800-652-8683) and following the instructions on your proxy card; or
- Internet voting, by accessing the website address (www.investorvote.com/FRBA) stated on the proxy card and following the instructions; or
- by mail, by completing and returning the proxy card in the enclosed postage-paid return envelope.

If you hold your shares in "street" name through your broker you must follow the instructions for voting provided by your broker.

What is a Beneficial Owner of Shares and How Can I Vote if I am a Beneficial Owner?

If, on the Record Date, your shares of Common Stock were not held in your name, but rather were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and these proxy materials have been forwarded to you by that organization. The organization holding your account is considered to be the shareholder of record for purposes of voting at the Annual Meeting and is required to vote those shares in accordance with your instructions. If you do not give instructions to the organization holding your account, then the organization will have discretion to vote the shares with respect to "routine" matters but will not be permitted to vote the shares with respect to “non-routine” matters. See “What Matters at the Annual Meeting are ‘Routine’ and ‘Non-Routine’?” below. As a beneficial owner, you are invited to attend the Annual Meeting. If you are a beneficial owner and not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy from your broker or other agent.

Can I change my vote after I return my proxy card?

Any shareholder of record has the power to revoke his or her proxy at any time before it is voted. You may revoke your proxy before it is voted at the Annual Meeting by:

- voting again by telephone or the Internet, or completing a new proxy card with a later date — your latest vote will be counted;
- filing with the Corporate Secretary of the Bank written notice of such revocation; or
- appearing at the Annual Meeting and giving the Corporate Secretary written notice of your intention to vote in person.

What constitutes a quorum for purposes of the Annual Meeting?

The presence at the Annual Meeting in person or by proxy of the holders of a majority of the voting power of all outstanding shares of Common Stock entitled to vote shall constitute a quorum for the transaction of business. Proxies marked as abstaining (including proxies containing broker non-votes) on any matter to be acted upon by shareholders will be treated as present at the Annual Meeting for purposes of determining a quorum but will not be counted as votes cast on such matters.

What Matters at the Annual Meeting are “Routine” and “Non-Routine”?

Proposal 1, the election of twelve (12) directors and Proposal 2, the advisory vote on the compensation of our named executive officers, are non-routine matters. Proposal 3, the ratification of the appointment of an independent registered public accountant, is a routine matter. If you are a beneficial owner of shares and do not instruct your broker or other agent how to vote your shares with respect to the “non-routine” matters, your shares will be “broker non-votes” with respect to that proposal, which means your shares will not be voted.

What are the Voting Requirements to Approve Each Proposal to be Submitted to Shareholders?

The vote required to elect directors and approve each of the matters scheduled for a vote at the Annual Meeting is set forth below:

Proposal	Vote Required	Board Recommendation
1. Election of 12 directors	Plurality of votes cast	**FOR**
2. Advisory vote to approve the 2018 compensation of our named executive officers as disclosed in this Proxy Statement	Majority of votes cast	**FOR**
3. Ratification of appointment of RSM US LLP for the year ending December 31, 2019	Majority of votes cast	**FOR**

What Is the Effect of Votes Withheld, Abstentions and Broker Non-Votes On Each of the Proposals?

Votes that are withheld or any abstentions from voting will not be counted in determining the number of votes cast with respect to any of the proposals. As explained above, because Proposals 1 and 2 are considered “non-routine,” if a beneficial owner does not instruct the broker or other agent how to vote the shares, broker non-votes will result. Broker non-votes will not be counted in determining the number of votes cast with respect to these proposals. Because Proposal 3 is considered “routine,” the broker or other agent will have discretion to vote any shares with respect to which a beneficial owner does not provide instructions, and no broker non-votes will occur with respect to this proposal.

Why is it important to vote my shares?

If there is not a quorum present in person or by proxy at the Annual Meeting, the meeting will be adjourned to solicit additional proxies. This will cause additional expense and delay for the Bank.

What vote is required to approve each item?

The election of directors at the Annual Meeting requires the affirmative vote of a plurality of the votes cast at the Annual Meeting by shares represented in person or by proxy and entitled to vote for the election of Directors. This means that those twelve (12) nominees getting the largest number of votes, even if not a majority of the votes, will be elected. The approval of the non-binding advisory resolution approving the compensation of our named executive officers and the ratification of the appointment of the Bank's independent registered public accountants, each requires the affirmative vote of a majority of the votes represented at the Annual Meeting in person or by proxy.

How does the Board recommend that I vote my shares?

Unless you give other instructions on your proxy card, the persons named as proxies on the card will vote in accordance with the recommendations of the Board of Directors. The Board's recommendations are set forth together with the description of each item in this Proxy Statement. In summary, the Board recommends a vote

- **"FOR"** the Directors' nominees to the Board of Directors;
- **"FOR"** the approval of the non-binding advisory resolution approving the compensation of our named executive officers; and
- **"FOR"** ratification of the appointment of RSM US LLP as the Bank's independent registered public accountants for the fiscal year ending December 31, 2019.

With respect to any other matters that properly come before the Annual Meeting, or any adjournment or postponement thereof, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion in the best interests of the Bank. As of the date of this Proxy Statement, the Board had no knowledge of any business other than that described in this Proxy Statement that would be presented for consideration at the Annual Meeting.

Who will bear the expense of soliciting proxies?

The Bank will bear the cost of soliciting proxies. In addition to the solicitation by mail, proxies may be solicited personally or by telephone, facsimile or electronic transmission by our employees.

PROPOSAL 1

ELECTION OF DIRECTORS

The Bank's Certificate of Incorporation provides that the number of directors shall not be fewer than five (5) or more than twenty five (25) and permits the exact number to be determined from time to time by the Board of Directors. There are no arrangements or understandings between any director or nominee for directorship, pursuant to which such Director or nominee was selected as a Director or nominee.

The Board of Directors has nominated for election to the Board of Directors the persons named below. Other than Patricia A. Costante, each nominee currently serves as a member of the Board. If elected, each director will serve until the 2020 Annual Meeting of Shareholders or until his or her replacement has been duly elected and qualified. The Board of Directors has no reason to believe that any of the nominees will be unavailable to serve if elected. Directors Samuel D. Marrazzo and Raymond F. Nisivoccia have decided to retire from the Board and are not running for re-election in 2019. There were no disagreements between Directors Marrazzo and Nisivoccia and the Bank's Board of Directors that led to their retirement. Mr. Patrick M. Ryan, Chairman, is the father of Director, President and Chief Executive Officer Patrick L. Ryan.

The following table sets forth the names, ages, principal occupations, and business experience for all nominees, as well as their prior service on the Board of Directors, if any.

FIRST BANK DIRECTOR NOMINEES

Name and Position with First Bank	Age	Principal Occupation for Past Five Years	Director Since
Patrick M. Ryan, Chairman	74	Owner and real estate investor for North Buffalo Advisors, LLC; Chairman of First Bank; former President and Chief Executive Officer of Yardville National Bank	2011
Leslie E. Goodman, Vice Chairman	75	Principal of The Eagle Group of Princeton, Inc.; Director of Wawa, Inc.	2008
Patrick L. Ryan, President and Chief Executive Officer	43	President and Chief Executive Officer of First Bank; former Executive Vice President and Chief Operating Officer of First Bank	2008
Elbert G. Basolis, Jr.	57	President and owner of Garrison Enterprises Inc.; former Director of Yardville National Bank	2008
Douglas C. Borden	58	Partner, Borden Perlman Insurance Agency; former Director of Hopewell Valley Community Bank	2017
Christopher B. Chandor	77	Chief Executive Officer of Penn's Grant Corporation; former Vice Chairman of Bucks County Bank	2017
Patricia A. Costante	62	Chairman and Chief Executive Officer of MDAdvantage Insurance Company	—
Deborah Paige Hanson	57	Principal, Executive Vice President and Fund Manager of The Hampshire Companies	2016
Gary S. Hofing	49	Principal of the Eagle Group of Princeton, Inc; former Vice President of Hofing Management, LLC	2016
Glenn M. Josephs	64	Partner, Friedman, LLP, formerly Partner, Bagell, Josephs, Levine and Company, LLC	2008
Michael E. Salz	48	President of Linden Bulk Transportation, LLC, a subsidiary of Odyssey Logistics & Technology Corporation; former Chief Operating Officer of Linden Bulk Transportation, LLC; former owner of Linden Bulk Transportation Co. Inc.	2017

Name and Position with First Bank	Age	Principal Occupation for Past Five Years	Director Since
John E. Strydesky	70	Certified Public Accountant; owner of Strydesky & Company, CPAs/Business Consultants; real estate investor in commercial and residential properties	2010

No director is also currently a director of a company having a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or subject to the requirements of Section 15(d) of such Act or any company registered as an investment company under the Investment Bank Act of 1940.

There are no material proceedings to which any Director or executive officer is a party adverse to the Bank or has a material interest adverse to the Bank.

The Bank encourages all Directors to attend the Bank's Annual Meeting. All of the Bank's Directors who were then in office attended the 2018 Annual Meeting except for Mr. Borden, who was unable to attend.

Required Vote

DIRECTORS WILL BE ELECTED BY A PLURALITY OF THE VOTES CAST AT THE ANNUAL MEETING WHETHER IN PERSON OR BY PROXY.

Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE NOMINEES SET FORTH ABOVE.

INFORMATION ABOUT THE BOARD OF DIRECTORS AND MANAGEMENT

Patrick M. Ryan, 74, Chairman. Mr. Ryan is the owner of North Buffalo Advisors, LLC and P. Ryan Consulting, LLC, both financial and real estate investment advisory companies. He was the President and CEO of Yardville National Bank and its holding company from 1991 through its sale to PNC Corporation in 2007. Mr. Ryan has over 40 years of banking experience working for Yardville National Bank, Howard Savings Bank, Marine Midland Bank, Manufacturers Hanover and M&T Bank. Mr. Ryan joined the Board in 2011. Mr. Ryan is the father of Patrick L. Ryan, the Bank's President and CEO. In his capacity as the Bank's Chairman of the Board, Mr. Ryan brings extensive knowledge of the commercial banking industry, gained over 50 years of experience, to the governance and leadership of the Board of Directors.

Leslie E. Goodman, 75, Vice Chairman. Mr. Goodman is a Principal in The Eagle Group of Princeton, Inc., a commercial real estate investment and management company. Mr. Goodman has been involved in banking since 1966, having served in a variety of senior management roles with regional and super-regional banks through the late 1990s. He also served as an investor in and board member of a number of community banks since 2000. Mr. Goodman joined the Board in 2008. Mr. Goodman's substantial banking experience as an officer and a director qualify him to serve on the Bank's Board of Directors. This experience, coupled with his lack of any relationship which would interfere with his exercise of independent judgment in carrying out the responsibilities of a director, make him the best candidate to serve as Lead Independent Director.

Patrick L. Ryan, 43, President and Chief Executive Officer. Mr. Ryan started his financial services career with Goldman Sachs followed by Medsite, Inc., an internet healthcare and technology company, and Bain Consulting, a management consulting firm. Mr. Ryan joined Yardville National Bank in 2005 as head of Strategic Planning and Corporate Development, responsible for strategy, mergers and acquisitions, branch expansion, investor relations, research and analysis. He became First Senior Vice President, Emerging Markets Manager with responsibility for building and managing operations in Middlesex County, New Jersey. He remained with Yardville National Bank until it was sold to PNC Corporation in 2007. He then worked with the investor group that recapitalized the Bank. Mr. Ryan joined the Board in

2008, and initially served as Chief Operating Officer. He became President and Chief Executive Officer in 2013. Mr. Ryan is the son of Patrick M. Ryan, Chairman of the Board. Mr. Ryan's position as the Bank's President and Chief Executive Officer, and his 15 years of banking experience, qualify him to serve on the Board of Directors.

Elbert G. Basolis, Jr., 57. Mr. Basolis is President and owner of Garrison Enterprises, Inc., a premier utility contractor in the Northeast corridor. He is responsible for the overall operations and management of the company, including new job and subcontractor contract review and negotiations, healthcare providers, bonding, and banking relationships plus bid reviews and overall accounting. Mr. Basolis previously served on the Board of Directors of Yardville National Bank until 2007. Mr. Basolis joined the First Bank Board of Directors in 2008. Mr. Basolis' experience qualifying him for service as a director includes his over 23 years' experience as a bank director and his valuable business acumen and regulatory experience as the long-time CEO of a large utility contractor.

Doug Borden, 58. Mr. Borden has been responsible for the management and sales of commercial and personal insurance with Borden Perlman Insurance Agency since 1995. He was previously with W.S. Borden Company from 1983 until the formation of Borden Perlman Insurance Agency in 1995. He served on the Board of the Rescue Mission of Trenton for 33 years. Mr. Borden previously served as a trustee on the Board of Hopewell Valley Community Bank and then the Advisory Board of Northfield Bank. He is currently working to become a FinPro certified bank director. His experience in the banking and insurance business makes him qualified to serve on the Board of Directors.

Christopher B. Chandor, 77. Mr. Chandor is the Chief Executive Officer of Penn's Grant Corporation, a well-established real estate firm headquartered in Doylestown, Bucks County, PA, involved in the acquisition, development and management of commercial real estate. Mr. Chandor is also a practicing real estate attorney and broker. He previously served as Vice Chairman of the Board of Directors of Bucks County Bank before being acquired by First Bank in 2017. Mr. Chandor has extensive involvement in the non-profit sector. He is a long time member of the Board of Directors (immediate past Chair) of Heritage Conservancy which is based in Doylestown, Pennsylvania. This, along with being a great asset in growing the business in the Bucks County market qualifies him to serve on the Board of Directors.

Patricia A. Costante, 62. Patricia A. Costante serves as Chairman and Chief Executive Officer of MDAdvantage Insurance Company. Ms. Costante led the formation of MDAdvantage during a time when the medical professional liability insurance market in New Jersey was considered in crisis by state policymakers. Since then, the company has grown to be a leading provider of medical professional liability insurance. Ms. Costante's professional career has been spent primarily within the healthcare sector, and she has held numerous executive positions in the medical professional liability insurance field prior to the formation of MDAdvantage. Her extensive service in community activities and experience gained in serving on various boards qualifies her to serve on the Board of Directors.

Deborah Paige Hanson, 57. Ms. Hanson is a Principal, Executive Vice President and Fund Manager of The Hampshire Companies, a real estate operating company offering a diversified investment platform. Ms. Hanson has been with The Hampshire Companies since 1983 and focuses on the oversight and coordination of its acquisitions, dispositions, leasing, financing and development within the Legacy Portfolio. She previously served on the Advisory Board of First Bank and currently serves on the Advisory Board of Morristown Memorial Center, is a member of the Board of Governors of the School of Business of the College of Charleston and Board Member of NJ-NAIOP, a statewide commercial real estate trade organization. Ms. Hanson graduated Magna Cum Laude and holds a B.A. degree from Hope College. Her substantial real estate experience assists the Board of Directors in its supervision of the Bank's lending operations and qualifies her to serve on the First Bank Board of Directors.

Gary S. Hofing, 49. Mr. Hofing is a Principal of The Eagle Group of Princeton, Inc., a commercial real estate development and property management company. For the past 20 years he has been involved in all facets of the business, including property acquisition and development, leasing, financing, and overall asset management. He holds an M.B.A. from Rider University and a B.B.A. from Hofstra University. His extensive experience in real estate development substantially assists the Board in its supervision of the Bank's lending operations and qualifies him to serve on the First Bank Board of Directors.

Glenn M. Josephs, 64. Mr. Josephs is a Certified Public Accountant and partner in the accounting firm Friedman, LLP. Mr. Josephs has over 41 years of experience providing accounting and consulting services. Mr. Josephs works closely with many commercial and residential real estate developers, owners, investors, syndicators and management companies, including those involved in affordable housing. He also has experience with nonprofit organizations, and healthcare and medical practices. Mr. Josephs joined the Board in 2008. His accounting experience qualifies him to serve as First Bank's "audit committee financial expert" under the relevant criteria established by the SEC, which is essential to the Board of Directors and the Audit and Risk Management Committee of the Bank.

Michael Salz, 48. Mr. Salz was the owner of Linden Bulk Transportation Co, which was acquired in 2016 and he continues his leadership position as President of the company now operating under the name of Linden Bulk Transportation, LLC. Mr. Salz has over twenty-five years' experience in the trucking industry and currently holds positions with the National Tank Truck Carriers' Association (Director; Vice Chairman, Advocacy Committee; Member, Chemical Committee) and Linden Industrial Association. Mr. Salz also has an ownership interest in Linden Warehouse and Distribution Co., Inc., a NJ based public warehouse company, and serves on their board of directors. He earned his BA in Urban Studies specializing in Government and Politics from the University of Maryland. Mr. Salz also owns several investment properties including a hotel business. His extensive business experience and other board service qualifies him to serve on the First Bank Board of Directors.

John E. Strydesky, 70. Mr. Strydesky is a Certified Public Accountant with over 45 years' experience in public accounting of which over 30 years has been spent in his own public accounting practice located in Linden, New Jersey. His firm specializes in finance and business consulting. He has secured debt financing and tax-exempt bond financing for his clients through banks, the New Jersey Economic Development Authority, the U.S. Small Business Administration and other financial lending institutions. Mr. Strydesky holds an M.B.A. from Farleigh Dickenson University. He has served as a Trustee for the NJ Society of Certified Accountants and other various professional organizations. Mr. Strydesky is also a real estate investor in commercial and residential properties. Mr. Strydesky joined the First Bank Board in 2010. His accounting experience as well as his commercial real estate and small business lending experience qualifies him to serve on the Board of Directors.

2018 DIRECTOR COMPENSATION

The following table sets forth information concerning compensation accrued or paid to the Bank's non-employee directors during the year ended December 31, 2018 for their service on the Board of Directors. Directors who are also employees receive no additional compensation for their services as directors and are not set forth in the table below.

Name	Fees Earned or Paid in Cash ($)	Option Awards[(1)] ($)	Restricted Stock Awards[(1)] ($)	Total ($)
Patrick M. Ryan	85,850	37,510	37,498	160,858
Leslie E. Goodman	48,725	21,256	21,254	91,235
Elbert G. Basolis, Jr.[(2)]	29,875	12,503	12,499	54,877
Douglas C. Borden[(2)]	31,075	12,503	12,499	56,077
Christopher B. Chandor	25,550	12,503	12,499	50,552
Deborah Paige Hanson	27,300	12,503	12,499	52,302
Gary S. Hofing	28,450	12,503	12,499	53,452
Glenn M. Josephs[(2)]	35,450	12,503	12,499	60,452
Samuel D. Marrazzo[(3)]	25,350	12,503	12,499	50,352
Raymond F. Nisivoccia[(3)]	29,100	12,503	12,499	54,102
Michael E. Salz	28,450	12,503	12,499	53,452
John E. Strydesky[(2)]	30,300	12,503	12,499	55,302

(1) Amounts reflect the grant date fair value of options and restricted stock awards granted under the Director Compensation Plan on April 24, 2018 in accordance with ASC Topic 718. These amounts do not correspond to the actual value that the Directors will recognize. Option awards are subject to a 1-year vesting schedule under the Director Compensation Plan implemented on April 24, 2018.

(2) Participated in the Director Fee Deferral Plan and elected to defer 100% of his fees.

(3) Mr. Marrazzo and Mr. Nisivoccia are not standing for re-election at the 2019 Annual Meeting.

In early 2018 Pearl Meyer was engaged by the Compensation and Personnel Committee ("Committee") to review the competiveness of the compensation provided to the outside directors who serve on the Bank's Board of Directors. The outcome of the competitive analysis indicated that the Bank's director compensation had not kept pace with the Bank's recent growth. Three alternatives were presented for the Committee's consideration. After consideration, the Committee approved an "all retainer" approach ("Director Compensation Plan"). Under the Director Compensation Plan the board service retainer increased to $50,000 with 50% payable in cash and 50% payable in equity. The Audit and Risk Management Committee chair, the Nominating and Governance Committee chair, the Information Technology Committee chair and the Compliance Committee chair received an additional $10,000, $7,500, $5,000 and $5,000, respectively. The total retainers for the Chairman of the Board and Vice Chairman of the Board/ Lead Independent Director increased to $150,000 and $85,000, respectively. The Director Compensation Plan was implemented April 24, 2018. The Chairman and Vice Chairman do not receive additional fees as Committee chairs.

On April 24, 2018, as part of the new Director Compensation Plan, Chairman of the Board Ryan was granted 9,591 option awards and 2,604 restricted stock awards. Vice Chairman and Lead Independent Director Goodman was granted 5,435 option awards and 1,476 restricted stock awards. All other non-employee directors were granted 3,197 option awards and 868 restricted stock awards.

For the first three months of 2018, Chairman of the Board Ryan was paid an annual retainer of $75,000, prorated, paid at the end of the first quarter. Vice Chairman and Lead Independent Director Goodman was paid an annual retainer of $40,000, prorated, also paid at the end of the first quarter.

For the first three months of 2018, non-employee directors, other than the Chairman of the Board and Vice Chairman, received the following cash compensation for their board services, as applicable:

- Annual retainer of $4,000, prorated, paid at the end of the first quarter; committee chairpersons additionally received a $2,000 annual retainer, paid quarterly, except for the Audit and Risk Management Committee chairperson who additionally received a $4,000 annual retainer, prorated, paid at the end of the first quarter;

- $1,150 for each Board meeting attended in person or $575 for each Board meeting attended via telephone; and

- $500 to each member of one of the standing committees, other than the committee chairperson, for each committee meeting attended in person or $250 for each committee meeting attended via telephone.

No meeting fees are paid under the new "all retainer" compensation program.

First Bank has a Director Fee Deferral Plan (the "Plan") for non-employee directors. Under a Director Fee Deferral Agreement each non-employee director elects annually to defer 0% to 100% of his or her fees. In 2018 interest was credited on each director's deferral account at 4.00%. The minimum crediting rate is 4% with a maximum of 10%, adjusted annually. Upon retirement, the Plan will pay the accrued benefits over a period of up to ten years (with interest), or lump sum, at the discretion of each participating director.

Executive Officers of the Bank

Peter J. Cahill, 62, Executive Vice President and Chief Lending Officer. Mr. Cahill joined the Bank in 2008. Previously he served as Senior Vice President/Sales Manager for PNC Financial Services Group, managing a $410 million loan portfolio with 215 clients. Mr. Cahill has about 40 years of banking experience including positions with Midlantic National Bank, Fleet Boston and Yardville National Bank. Mr. Cahill earned a B.A. Degree in Political Science from Dickinson College and graduated with honors from Stonier Graduate School of Banking.

Stephen F. Carman, 62, Executive Vice President and Chief Financial Officer. Mr. Carman has 40 years of banking experience. Prior to joining the Bank in 2008, he spent his entire banking career at Yardville National Bank. Mr. Carman served as Executive Vice President and Chief Financial Officer of Yardville National Bank from 1992 until its sale to PNC Corporation in 2007. Mr. Carman earned a B.S. Degree in Finance from Rider University and has completed coursework at the National School of Bank Investments.

Emilio Cooper, 47, Executive Vice President and Chief Deposits Officer. Mr. Cooper joined First Bank in October 2018 with over 20 years of banking experience. Most recently, he was head of Sales and Distribution for US Retail Banking at BMO Harris Bank from 2013 until he joined First Bank. Prior to BMO Harris Bank, he held the role of Retail Director for Citizens Bank in the Greater Philadelphia area and Community Bank President for Wells Fargo. Mr. Cooper earned a B.A. Degree in Economics from Rutgers College in New Jersey.

James E. Igo, 62, Executive Vice President and Southern New Jersey Region President. Mr. Igo joined First Bank in May 2018 with over 40 years of banking experience. Mr. Igo joined the Bank in conjunction with the Bank's acquisition of Delanco Bancorp, Inc. on April 30, 2018. Mr. Igo most recently served as Delanco Federal Savings Bank's President and CEO for 10 years. Mr. Igo has announced his retirement effective March 29, 2019.

Diversity

Although the Board of Directors has not adopted a formal policy on diversity, the Board of Directors considers diversity when selecting candidates for board service. When the Board of Directors determines there is a need to fill a director position, it begins to identify qualified individuals for consideration. The Board of Directors seeks individuals that possess skill sets that a prospective director will be required to draw upon in order to contribute to the Bank's Board of Directors, including professional experience, education, and local knowledge. While education and skills are important factors, the Board of Directors also considers how candidates will contribute to the overall balance of the Board of Directors, so that the Board of Directors will benefit from directors with different perspectives, varying view points and diverse backgrounds and experiences.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of March 14, 2019 regarding the number of shares of common stock beneficially owned by (i) each of our current Directors, (ii) each of our named executive officers, (iii) all of our Directors and executive officers as a group and (iv) each person, or group of affiliated persons known by us to beneficially own more than 5% of our Common Stock. Beneficial ownership includes shares, if any, held in the name of the spouse, minor children or other relatives of the Director or executive, living in such person's home, as well as shares, if any, held in the name of another person under an arrangement whereby the Director or executive officer can vest title in himself or herself at once or within 60 days. Unless otherwise noted, the beneficial owners have sole voting and investment power with respect to the shares listed below.

Name	Shares Beneficially Owned	Percentage of Class Outstanding*
Directors:* **		
Patrick M. Ryan(1)	564,746	3.01%
Leslie E. Goodman(2)	193,903	1.03%
Patrick L. Ryan(3)	286,160	1.51%
Elbert G. Basolis, Jr.(4)	102,916	**
Douglas C. Borden(5)	58,765	**
Christopher B. Chandor(6)	46,695	**
Deborah Paige Hanson(7)	40,901	**
Gary S. Hofing(8)	200,099	1.07%
Glenn M. Josephs(9)	74,733	**
Samuel D. Marrazzo(10)	90,501	**
Raymond F. Nisivoccia(11)	66,084	**
Michael E. Salz(12)	39,289	**
John E. Strydesky(13)	318,325	1.70%
Named Executive Officers who are not Directors		
Peter J. Cahill(14)	78,325	**
Stephen F. Carman(15)	91,934	**
Directors and Executive Officers as a group (17 persons)(16)	2,289,122	11.88%
5% Shareholders:		
FJ Capital Management LLC(17)	1,318,000	7.04%
Banc Funds Co. LLC(17)	1,152,520	6.16%

(*) Based on a total of 18,724,048 shares of Common Stock outstanding as of March 14, 2019, plus any shares of Common Stock such person or group has the right to acquire within 60 days of March 14, 2019.

(**) Less than 1%.

(***) On February 8, 2018 the Compensation and Personnel Committee approved the following changes to compensation provided to outside Directors. The new compensation for outside Directors ("Directors Compensation Plan") reflects an "all retainer" approach with 50% payable in cash and 50% payable in equity (stock options or restricted stock awards). Stock options or restricted stock awards granted under the Directors Compensation Plan vest in one (1) year.

(1) Includes 246,838 shares held by Ryan Financial LLC owned by Ryan Financial Trust of which Mr. Ryan is the trustee. Also includes 48,000 shares issuable upon the exercise of stock options within 60 days of March 14, 2019, 468 shares of restricted stock granted on February 21, 2017; and 31,955 shares held by Mr. Ryan's spouse as to which Mr. Ryan disclaims beneficial ownership. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 9,591 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 2,604 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(2) Includes 113,000 shares held by Goodman Family Holdings, LLC, a Delaware limited liability company, of which Mr. Goodman has a 1% membership interest and is the Managing Member, and 99% of which is owned by an irrevocable trust established for the benefit of his wife and children as to which Mr. Goodman disclaims beneficial ownership. Also includes 56,000 shares issuable upon the exercise of stock options within 60 days of March 14, 2019 and 164 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 5,435 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan and 1,476 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(3) Includes 192,432 shares issuable upon the exercise of stock options within 60 days of March 14, 2019, and 9,723, 2,572 and 1,035 shares of restricted stock granted on February 19, 2019, February 20, 2018, and February 21, 2017, respectively. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each 12 months.

(4) Includes 23,000 shares issuable upon the exercise of stock options within 60 days of March 14, 2019; and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(5) Includes 54,000 shares held by BP Ins. Investments, LLC. Mr. Borden owns a 50% membership interest in such company and through his position exercises voting and investment power over these shares. Also includes 3,197 shares issuable upon the exercise of stock options, granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(6) Includes 10,000 shares held jointly with Mr. Chandor's spouse. Also includes 3,197 shares issuable upon the exercise of stock options, granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(7) Includes 30,000 shares held in the Hanson Family LP of which Ms. Hanson has a voting membership interest and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(8) Includes 189,354 shares held in the Sidney L. Hofing GST Non-Exempt Marital Trust of which Mr. Hofing is a Trustee; and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(9) Includes 4,168 shares issuable upon the exercise of stock options within 60 days of March 14, 2019; and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be

voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018, under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(10) Includes 36,408 shares held jointly with Mr. Marrazzo's spouse; 23,000 shares issuable upon the exercise of stock options within 60 days of March 14, 2019; and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(11) Includes 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(12) Includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(13) Includes 23,000 shares issuable upon the exercise of stock options within 60 days of March 14, 2019; and 117 shares of restricted stock granted on February 21, 2017. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year. Also includes 3,197 shares issuable upon the exercise of stock options granted on April 24, 2018 under the Directors Compensation Plan, and 868 shares of restricted stock granted on April 24, 2018 under the Directors Compensation Plan, vesting within 60 days of March 14, 2019.

(14) Includes 54,302 shares issuable upon the exercise of stock options within 60 days of March 14, 2019, and 3,241, 1,130 and 491 shares of restricted stock granted on February 19, 2019, February 20, 2018 and February 21, 2017, respectively. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year.

(15) Includes 50,210 shares issuable upon the exercise of stock options within 60 days of March 14, 2019, and 1,621, 762 and 351 shares of restricted stock granted on February 19, 2019, February 20, 2018, and February 21, 2017, respectively. The shares of restricted stock can be voted but are subject to a three-year vesting schedule with one-third vesting each year.

(16) Includes executive officers for beneficial ownership purposes on March 14, 2019.

(17) Based on Schedule 13F filings for the year ended December 31, 2018.

Director Patrick M. Ryan pledged 353,023 shares of First Bank's Common Stock to secure credit from a third party financial institution. Director Patrick L. Ryan pledged 15,560 shares of First Bank Common Stock to secure credit from a third party financial institution. Director John E. Strydesky pledged 91,000 shares of First Bank Common Stock to secure credit from a third party financial institution. None of these pledges would result in a change of control.

Independence

A majority of First Bank's directors are independent under Rule 5605 of the NASDAQ Marketplace Rules (the "NASDAQ Listing Rules"), including Messrs. Marrazzo and Nisivoccia. Patrick L. Ryan, who serves as President and Chief Executive Officer, is not considered "independent" by virtue of his current employment with the Bank. Patrick M. Ryan, Chairman, is not considered "independent" as he is the father of Patrick L. Ryan, President and Chief Executive Officer. Director Gary S. Hofing is not considered "independent" due to his business relationship with Chairman of the Board Patrick M. Ryan. Mr. John D. Harding, who resigned from the Board of Directors and his executive vice president position effective

November 9, 2018, was not considered "independent" by virtue of his executive officer status while with the Bank. In making the independence determinations the Board of Directors considered the transactions and relationships disclosed under the "Related Party Transactions" section below.

Board of Directors and Committees

The business affairs of the Bank are overseen by a Board of Directors. The Board of Directors meets on a monthly and on an "as-needed" basis. During 2018, the Board of Directors met thirteen (13) times.

For the year ended December 31, 2018, each director attended at least 75% of the aggregate total number of meetings of the Board of Directors and board committees on which the director served.

The Board of Directors has a standing Audit and Risk Management Committee, a Nominating and Governance Committee and a Compensation and Personnel Committee. The composition and responsibilities of each committee are described below. Members serve on these committees until their resignation or until otherwise determined by the Board of Directors. The Board of Directors has adopted a written charter for each aforementioned standing committee, which are available on First Bank's website at www.firstbanknj.com.

Committee:	Audit and Risk Management	Nominating and Governance	Compensation and Personnel
Number of Meetings:	6	1	3
Name of Director:			
Patrick M. Ryan, Chairman			
Leslie E. Goodman, Vice Chairman			*
Patrick L. Ryan			
Elbert G. Basolis, Jr.		X	X
Douglas C. Borden		*	X
Christopher B. Chandor	X		
Deborah Paige Hanson		X	X
Gary S. Hofing			
Glenn M. Josephs	*	X	X
Samuel D. Marrazzo		X	
Raymond F. Nisivoccia	X	X	
Michael E. Salz	X		X
John E. Strydesky	X		

X = committee member, * = committee chair

The Board of Directors also has the following standing committees: Asset and Liability Management Committee, Compliance Committee, Board Loan Committee, Information Technology Committee and Strategic Planning Committee.

Audit and Risk Management Committee

The Audit and Risk Management Committee is responsible for the selection and recommendation of the independent registered public accounting firm for the annual financial statements audit and to oversee the Bank's adherence to a system of internal controls over financial reporting. The Committee reviews and accepts the reports of our independent registered public accountants, federal and state examiners and internal auditors. During 2018, the Audit and Risk Management Committee was chaired by Mr. Josephs and the other members were Messrs. Chandor, Nisivoccia, Salz and Strydesky.

Each member of the Audit and Risk Management Committee is "independent" as defined by the NASDAQ Listing Rules and the independence requirements of Rule 10A-3 of the Exchange Act. Each member of the Audit and Risk Management Committee is able to read and understand fundamental financial statements, including the Bank's statements of financial condition, statements of income and statements of cash flows. Our Board of Directors has designated Glenn M. Josephs as its "audit committee financial expert" as such term is currently defined in Item 407(d)(5) of Regulation S-K. The Audit and Risk Management Committee met six times in 2018.

Audit and Risk Management Committee Report

The Audit and Risk Management Committee meets periodically to consider the adequacy of the Bank's internal control over financial reporting and the objectivity of its financial reporting. The Audit and Risk Management Committee meets with the Bank's independent registered public accountants and internal auditors, all of whom have unrestricted access to the Audit and Risk Management Committee.

The Audit and Risk Management Committee has reviewed and discussed the Bank's audited consolidated financial statements for the fiscal year 2018 with management and RSM US LLP, the Bank's independent registered public accountants. The Audit and Risk Management Committee also discussed with RSM US LLP the matters required to be discussed by the standards of the Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 1301. The Audit and Risk Management Committee has received the written disclosures and letters from RSM US LLP required by PCAOB Rule 3526 "Communication with Audit Committees Concerning Independence," and has discussed with representatives of RSM US LLP their independence.

Based on these reviews and discussions, the Audit and Risk Management Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year 2018 for filing with the FDIC.

Glenn M. Josephs, Chairperson
Christopher B. Chandor
Raymond F. Nisivoccia
Michael E. Salz
John E. Strydesky

Nominating and Governance Committee

The purpose of the Nominating and Governance Committee is primarily to:

- assess Board and Committee composition, size, additional skills and talents needed and identify and evaluate candidates and make recommendations to the Board of Directors regarding those assessments and/or candidates;
- develop and implement a process to assess Board effectiveness and develop and implement corporate governance guidelines; and
- recommend to the Board of Directors the nominees for election as Directors and consider performance of incumbent directors to determine whether to nominate them for re-election.

For the one (1) meeting held in 2018, the Nominating and Governance Committee was chaired by Mr. Basolis and the other members were Ms. Hanson and Messrs. Borden, Josephs, Marrazzo and Nisivoccia. At the April 2018 annual Reorganization Meeting Mr. Borden was appointed by the Board of Directors as Committee chairman with Mr. Basolis and the other aforementioned members continuing to serve as members of the Nominating and Governance Committee. Each member of the Nominating and Governance Committee is an independent director as defined by the NASDAQ Listing Rules.

In evaluating new candidates for nomination to the Board of Directors, the Nominating and Governance Committee considers one or more of the following factors, as well as any other factors deemed relevant by the Nominating and Governance Committee: independence, integrity, knowledge, judgment, character, leadership skills, education, experience, financial literacy, diversity, technical background, standing in the community and the needs of the Board of Directors in light of the current mix of directors' skills and attributes. In evaluating incumbent directors as candidates for re-election, the Nominating and Governance Committee shall consider that director's overall service to First Bank, including the number of meetings attended, level of participation, quality of performance, and any other factors deemed relevant by the Nominating and Governance Committee.

The Nominating and Governance Committee will consider qualified nominations for directors recommended by the Bank's shareholders. All shareholder recommendations are evaluated on the same basis as any recommendation from members of the Board of Directors or management. Recommendations should be sent in writing to Patrick L. Ryan, 2465 Kuser Road, Hamilton, New Jersey 08690, and must include the same information as that required to be included by the Bank in its proxy statement with respect to nominees of the Board of Directors. Mr. Ryan will forward all recommendations to the Nominating and Governance Committee. Shareholders making a recommendation of a director nominee to be considered for election at the 2020 Annual Meeting of Shareholders should submit such nomination on or before December 1, 2019.

Compensation and Personnel Committee

The Compensation and Personnel Committee (the "Compensation Committee") assists, advises and makes recommendations to the Board of Directors on executive and director compensation matters, including evaluating and recommending to the Board compensation and benefit plans for First Bank executives and directors, as well as evaluating the performance of the Bank's executives. The Compensation Committee also has been delegated responsibility for making certain compensation decisions relating to the Bank's executives and equity compensation plans.

The Compensation Committee also may request others, including compensation consultants and legal counsel, to attend meetings or to provide relevant information to assist the committee in its work. The Compensation Committee also has the authority to retain compensation and benefits consultants and legal counsel to assist the Committee in fulfilling its responsibilities and determine their independence.

The Compensation Committee retained Pearl Meyer in 2018 as its independent compensation consultant. The Compensation Committee considers competitive market data, advice and recommendations provided by Pearl Meyer in making compensation decisions. Pearl Meyer is independent of management, reports directly to the Compensation Committee, and has no economic relationship with First Bank other than Pearl Meyer's role as advisor to the Compensation Committee. The Compensation Committee does not delegate its authority regarding compensation.

The Compensation Committee is chaired by Mr. Goodman and the other members are Messrs. Basolis, Borden, Josephs, and Salz and Ms. Hanson, all of whom are "independent" as determined under the definition of independence set forth in Nasdaq's rules and listing standards. Each member of the Committee is a non-employee director within the meaning of Rule 16b-3 of the rules promulgated under the Exchange Act. During 2018, the Compensation Committee met three times.

EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

Compensation Philosophy

First Bank's executive compensation program reflects the Bank's pay-for-performance philosophy and is designed to align the interests of senior management with the interests of the Bank's shareholders and its long-term success. The primary principle behind the executive compensation policies and the compensation program is aligning executive compensation with financial strength and long-term profitability of the Bank and long-term shareholder value creation. The Compensation Committee achieves this principle by granting meaningful equity awards to executives to align their interests with shareholder interests. First Bank is committed to the compensation principle of paying for performance, and believes the compensation mix encourages prudent risk taking and only rewards individuals if the Bank's activities are successful.

The Compensation Committee believes that the alignment of management's interests with the interests of the Bank's shareholders and the Bank's long-term success is best achieved by attracting and retaining high-quality management in a highly regulated and competitive industry. The Bank's goal is to be a high-performing company, so the compensation package is designed to attract and retain high-quality executives, and motivate and reward them for strong performance. Accordingly, First Bank believes that executive compensation should be determined according to a competitive framework and based on overall financial results, individual contributions and teamwork. The ultimate purpose of the Bank's executive compensation policies and programs is to retain the productive management team that is in place, to attract additional high-quality executives and to motivate the entire management team to achieve the Bank's financial and business objectives. The Compensation Committee believes the following executive compensation policies and programs are consistent with this philosophy:

- we strive to be competitive in base pay, taking into consideration salaries of similar positions at comparable banks in First Bank's peer group;
- we structure the incentive compensation system to provide rewards based on performance metrics that reflect First Bank's strategic plan and balance executives' focus on both short-term goals and long-term success, without creating undue risk; and
- we target a total compensation for expected performance levels that are similar to those of the Bank's peer group of comparable banks. For exceptional performance, the Bank provides total compensation reflecting that performance.

Compensation Policies and Practices

Within our overall philosophy, the Compensation Committee has established the following specific objectives:

- offer a total compensation program that is competitive and consistent with compensation levels for executive officers holding positions of comparable responsibility in the banking industry;
- promote achievement of annual and long-term financial and business objectives of First Bank;
- motivate key executives to fulfill their responsibilities in meeting the business objectives of First Bank; and
- reward executives for long-term strategic management and the enhancement of shareholder value.

First Bank's 2018 compensation practices were consistent with its long-term focus which, over the past several years, has produced a positive return to shareholders. In 2017 net income for the year ended December 31, 2017 was $7.0 million, or $0.48 per diluted share, compared to net income of $6.4 million, or $0.61 per diluted share for the year ended December 31, 2016. Not including the one-time charge to income tax expense of $2.6 million due to the revaluation of our net deferred tax asset under the new tax legislation, merger related expense and gains on recovery of acquired loans, net income for 2017 would have been $10.5 million or $0.72 per diluted share. Pre-tax income for 2017 was $14.4 million compared to $9.5 million for 2016. 2017 performance was driven by net interest income growth, on a tax equivalent basis, of 37.0%. Average loans for 2017 increased $228.9 million or 28.8% compared to 2016. Asset quality in 2017 was strong. Nonperforming assets as a percentage of total assets were 0.45% at the end of 2017 compared to 0.68% at the end of 2016. The Bank's allowance for loan losses as a percentage of nonperforming loans increased to 220.78% at the end of 2017, a solid coverage ratio. Our results for 2017 also reflect the acquisition of Bucks County Bank which firmly established the Bank's presence in eastern Pennsylvania. Entering 2018, management continued its focus on consistent solid financial performance and enhancing shareholder value organically and through acquisition. The year-over-year increase in non-equity incentive compensation of the executive officers reflects First Bank's strong 2017 results.

We believe the compensation plans incorporate industry-recognized "best practices" in compensation and are consistent with the Bank's corporate strategy and long-term goals. First Bank's executive compensation practices are intended to support good governance and mitigate excessive risk-taking.

The compensation tables that appear later in this Proxy Statement reflect decisions made by the Compensation Committee. You are encouraged to refer to the tables while reviewing this section in order to understand how the compensation philosophy is put into action.

Benchmarking

For 2018 compensation, the Compensation Committee engaged Pearl Meyer to undertake a comprehensive review of its executive compensation practices in relation to peer institutions. This review included competitive assessments of 2018 base salary, total cash compensation (salary plus annual cash incentive), long-term incentive compensation, or LTI (including stock-based awards), and total direct compensation (total cash plus LTI) as well as executive benefits and perquisites. The sources of this analysis included a peer group consisting of nineteen publicly traded institutions and a salary survey of financial institutions of similar size. The final report issued by Pearl Meyer made certain recommendations with respect to adjustments to current compensation and the implementation of future compensation programs. The report has been utilized by the Compensation Committee in its review of current executive compensation practices and decisions. The Compensation Committee expects to engage a compensation consultant for executive compensation benchmarking in 2019.

When determining the amount and composition of executive compensation for 2018, the Compensation Committee considered the comparative information provided by Pearl Meyer that was derived from peer group data. The peer group is updated annually to reflect a list of companies against which First Bank may compete for executive talent and/or for stockholder investment. The peer group is determined based on a number of factors including location, asset size and comparable business lines. The 19 peer companies listed below are all publicly-traded banking companies. The companies have a median asset size of $1.6 billion and are within a range of $1.0-$3.0 billion in assets or approximately 0.7-2.0X First Bank's $1.4 billion in assets as of September 30, 2017.

For 2018, First Bank's peer group consisted of the following companies:

Company Name	Ticker	Company Name	Ticker
Access National Corporation	ANCX	Unity Bancorp Inc.	UNTY
Arrow Financial Corporation	AROW	Mid Penn Bancorp Inc.	MPB
Southern National Bancorp of Virginia, Inc.	SONA	QNB Corp.	QNBC
Republic First Bancorp, Inc.	FRBK	The Bank of Princeton	BPRN
Peoples Financial Services Corp.	PFIS	Parke Bancorp, Inc.	PKBK
Old Line Bancshares, Inc.	OLBK	1st Constitution Bancorp	FCCY
BCB Bancorp, Inc.	BCBP	DNB Financial Corporation	DNBF
Chemung Financial Corporation	CHMG	Malvern Bancorp, Inc.	MLVF
Codurus Valley Bancorp, Inc.	CVLY	Two River Bancorp	TRCB
Clifton Bancorp Inc.	CSBK		

Components of Executive Compensation

There are three major components of First Bank's executive compensation program:

- base annual salary;
- annual cash incentives through an Employee Incentive Plan; and
- long-term incentives.

Base Salary

In setting annual base salary levels for executive officers, the Compensation Committee evaluates the responsibilities of the position held, job complexity, knowledge and the required experience of the individual, as well as consideration of compensation practices for comparable positions within the banking industry and at First Bank's peer companies. In addition, the performance of each individual executive officer is considered, as well as the Bank's overall financial performance for the previous fiscal year and the contributions to such performance made by the executive officer and his or her department.

Employee Incentive Plan

The Employee Incentive Plan was developed as a meaningful compensation tool to encourage and reward all employees, including executive officers, for the part that they play in the overall success of First Bank. The plan is designed to provide a form of results-oriented variable compensation which is directly linked to overall Bank performance and provide for recognition of varied individual contributions to team/First Bank performance through creation of a variable factor for each employee which adjusts his or her award based on individual/departmental performance. Eligibility for incentive payout is determined by the participant's most recent performance appraisal. The plan is based upon overall company performance against pre-defined performance factors. These factors may change from year to year. These factors, for named executive officers, may be measures such as return on assets, return on equity, net income, and earnings per share or similar indicators. In addition, risk management criteria is also considered by the Compensation Committee. Risk management criteria includes asset quality measures such as charge offs, delinquencies and other credit quality metrics, as well as meeting compliance requirements and the results of regulatory exams.

The factors and weighting of the factors are determined at the beginning of each plan year. Each factor has quantifiable objectives consisting of threshold, target, and maximum goals. The goals are established each year by the Board of Directors and management and are generally done as part of the annual financial planning process. First Bank's performance factor is based on pre-tax income. In addition to the Bank performance, there is an individual/departmental performance component of the plan. The individual/departmental performance impacts an individual's award which is generated separately from the First Bank performance portion described above. Any results deemed to have been the result of inappropriate risk are backed out of incentive payments. The Board of Directors has the discretion to lower incentive payments by as much as 100% if it is determined that excessive risk has been taken. This can be done on an individual basis or overall basis, as appropriate. Awards will be recalculated if the relevant First Bank performance measures upon which they are based are restated or otherwise adjusted within the 36-month period following the public release of the financial information. Any material overpayments or adjustments required by law will be owed back to First Bank.

Long-term Incentives

Long-term incentive awards consist of options to acquire shares of First Bank common stock and restricted stock awards under First Bank's equity compensation plans. Based on the Bank's performance in 2018, the Compensation Committee believed that the level of equity incentives for Mr. Ryan and the other named executive officers was appropriate to align the interests of these individuals with long-term interests of shareholders.

Other Compensation

In addition, as part of the total compensation provided for Mr. Ryan and the other named executive officers, the Bank maintains a 401(k) plan. Mr. Ryan and the other named executive officers participate in the Bank's 401(k) plan and/or the group term life insurance plan. Under the Bank's 401(k) plan the Bank matches 50% of employee contributions, not to exceed 6% of their salary. Under the Bank's group term life insurance plan employees receive one (1) times salary up to a maximum of $250,000. The Bank also has an enhanced group term life insurance plan. Participants in the enhanced group term life insurance plan receive an additional two times salary life insurance benefit. Mr. Ryan and the other named executive officers participate in this plan. Other participants in this plan, based on board approved guidelines, are generally vice presidents and above in the top 35% of base annual salary.

The Compensation Committee believes making these various long-term compensation programs available to executive officers, coupled with annual base salaries and annual cash incentives, further the objectives of the Compensation Committee of aligning the interests of executive officers with the long-term interests of shareholders.

Chief Executive Officer Compensation

The Compensation and Personnel Committee reviews compensation of the Chief Executive Officer within the parameters of both Bank and individual performance. Among the primary factors considered during the course of the Compensation Committee's review are: (1) the Bank's financial performance; (2) continual progress toward accomplishing corporate objectives; (3) the complexity of current operating and financial circumstances; and (4) meeting the personal and professional qualities expected of a successful chief executive in a highly regulated and competitive environment.

In determining Mr. Ryan's annual cash performance incentive for 2018, the Compensation Committee reviewed First Bank's financial performance. In 2018, net income was $17.6 million compared to $7.0 million for 2017, an increase of 151.5%. Full year 2017 results were affected by the change in corporate income tax rates and the resulting revaluation of deferred tax assets as well as certain merger-related items. Excluding these items First Bank's 2018 adjusted net income would have been $17.7 million compared to 2017 adjusted net income of $10.5 million, an increase of 68.6%. Adjusted return on average assets for 2018 was 1.10% and adjusted return on average equity was 9.78%. That compares to an adjusted return on average assets and adjusted return on average equity of 0.86% and 8.42%, respectively, for 2017. See page 30 of the Bank's Annual Report on Form 10-K for the year ended December 31, 2018 for the reconciliation of these non-GAAP financial measures. The Bank's strong financial performance was driven by strong commercial loan growth, while maintaining a strong asset quality profile, an 18 basis point increase in the Bank's tax equivalent net interest margin and the effective management of non-interest expense. Total loans were $1.46 billion at December 31, 2018, an increase of $235.1 million, or 19.2%, compared to $1.23 billion at year end 2017. Loan growth during 2018 was distributed across commercial and consumer loan segments and included both originated and acquired loans. In a difficult interest rate environment during 2018, Mr. Ryan focused on attracting lower cost core retail and commercial deposits to protect and increase current and future period earnings. The actions taken by Mr. Ryan included the hiring of an experienced Chief Deposits Officer and a further investment in people, including additional staff members to the retail and commercial deposits teams. The Compensation Committee noted our strong financial results for 2018 and the positive strategic steps taken to increase franchise and shareholder value in the future. The Compensation Committee also noted Mr. Ryan's integral role in the acquisition of Delanco Bancorp, Inc. The Delanco acquisition further diversified the Bank's loan portfolio adding additional residential loan assets. More important, was the addition of lower cost core deposits and the further opportunity to increase business in a new market. The Compensation Committee acknowledged the positive contribution of the Bank's latest acquisition to franchise and shareholder value. In addition, the Compensation Committee considered Mr. Ryan's significant contributions to the business development efforts of the Bank and his extensive community leadership and involvement. Based on its analysis of the foregoing factors and the other considerations described above, the Compensation Committee approved the following incentive annual performance award under the Employee Incentive Plan. Mr. Ryan's cash performance incentive, based on his individual performance and the Bank's financial performance, which exceeded the target under the Employee Incentive Plan, totaled $236,500 for 2018.

To set Mr. Ryan's 2018 compensation, the Compensation Committee used peer group data to facilitate the determination of Mr. Ryan's total compensation. It is the Compensation Committee's intention to (i) compensate Mr. Ryan at or above approximately the median or higher of comparable positions at the peer group banks, (ii) retain his services, and (iii) provide motivation to further the business objectives of First Bank. After evaluating the results of the foregoing review as well as the Bank's financial and strategic performance in 2017, the Compensation Committee decided to increase Mr. Ryan's base annual salary to $430,000 in 2018 from $360,000 in 2017. Mr. Ryan was not present for the discussions, deliberations or voting of the Compensation Committee concerning the establishment of his 2018 or 2019 base annual salary or cash performance incentive payment determination. Based on the Bank's financial performance in 2018, discussed above, Mr. Ryan's base annual salary was increased to $455,000 for 2019.

On October 16, 2018, the Bank entered into an Amended and Restated Employment Agreement (the "Employment Agreement") and a Supplemental Executive Retirement Plan (the "SERP") with Mr. Ryan. The Employment Agreement replaces and supersedes the Amended and Restated Employment Agreement dated as of February 21, 2017 between Mr. Ryan and the Bank. Effective January 1, 2018, the SERP provided additional retirement benefits to Mr. Ryan, who has contributed significantly to the success and growth of the Bank, and whose continued services are vital to its continued growth and success. For further details on Mr. Ryan's Employment Agreement and SERP please see disclosures located elsewhere in this Proxy Statement.

Other Executive Officer Compensation

In determining compensation for the other executive officers, the Bank's philosophy is consistent with the determination of the Chief Executive Officer's compensation, however, the compensation is determined and proposed by the Chief Executive Officer and then presented for approval to the Compensation Committee.

Compensation and Personnel Committee Report

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis (the "CD&A") with management and based on the review and discussions with management of the CD&A, the Compensation Committee recommended to the Board that the CD&A be included in this proxy statement and incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Submitted by the Compensation and Personnel Committee:
Leslie E. Goodman, Chairperson
Elbert G. Basolis, Jr.
Douglas C. Borden
Deborah Paige Hanson
Glenn M. Josephs
Michael E. Salz

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised entirely of independent directors and none of our executive officers served on the Compensation Committee or on the board of any company that employed any member of the Compensation Committee or the Board of Directors during the year ended December 31, 2018.

Board Leadership

Historically, First Bank has had the separate positions of Chief Executive Officer and Chairman of the Board. The Board of Directors believes that this structure is currently the most appropriate for the Bank because it allows the Chief Executive Officer to focus on his main responsibility, the day-to-day management of First Bank, while allowing the Chairman to focus on overseeing the Board of Directors and making sure it is appropriately performing its duties. It also provides the Board of Directors with additional diversity of views on managing the Bank. Because the Chief Executive Officer and Chairman of the Board are related, the Board of Directors has appointed Leslie E. Goodman as Lead Independent Director. However, the Board of Directors will continue to review its governance structures as the Bank grows.

Risk Oversight

Risk is an inherent part of the business of banking. Risks faced by the Bank include credit risk and interest rate risk. The Board of Directors oversees these risks through the adoption of policies and by delegating oversight to certain committees, including the Audit and Risk Management Committee. The Compensation and Personnel Committee is responsible for oversight of compensation-related risks. These committees exercise oversight by establishing a corporate environment that promotes timely and effective disclosure, fiscal accountability and compliance with all applicable laws and regulations.

Code of Conduct

The Board of Directors has adopted a Code of Ethics governing the Chief Executive Officer and senior financial officers, as required by the Sarbanes Oxley Act and FDIC regulations, and the Board of Directors and all other officers and employees. This Code of Ethics governs matters such as conflicts of interest, use of corporate opportunity, confidentiality and compliance with laws. First Bank's Code of Ethics is available on its website, www.firstbanknj.com.

Shareholder Communications

First Bank shareholders and other interested persons may communicate with members of the Board of Directors by writing to:

Leslie E. Goodman, Vice Chairman and Lead Independent Director
First Bank
2465 Kuser Road
Hamilton, NJ 08690

Summary Compensation Table

The following table sets forth for the prior three (3) years the compensation paid to the Bank's Chief Executive Officer and its two (2) other most highly compensated executive officers as of the fiscal year ended December 31, 2018.

Name and Principal Position	Year	Salary ($)	Option Awards[1] ($)	Stock Awards[1] ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Patrick L. Ryan	2018	430,000	53,998	53,998	236,500	10,443[2]	784,939
President and Chief	2017	360,000	44,242	44,246	171,000	9,268	628,756
Executive Officer	2016	310,000	118,814	37,070	139,500	5,004	610,388
Peter J. Cahill	2018	230,500	23,747	23,744	65,000	10,057[3]	353,048
Executive Vice President	2017	220,500	20,992	21,005	60,000	8,994	331,491
and Chief Lending Officer	2016	210,000	19,096	9,750	55,000	4,513	298,359
Stephen F. Carman	2018	215,000	15,997	15,998	55,000	1,237	303,232
Executive Vice President	2017	206,400	14,997	15,005	51,600	1,151	289,153
and Chief Financial Officer	2016	200,000	22,568	9,750	50,000	753	283,071

(1) Amounts reflect the grant date fair value of the awards computed in accordance with ASC Topic 718. See Note 14 to the Bank's audited consolidated financial statements for the fiscal years ended December 31, 2018, 2017 and 2016 filed with the Bank's Form 10-K for assumptions made in the valuation. Option awards and stock awards are subject to a 3-year vesting schedule with one-third vesting every 12 months.

(2) Represents $9,045 in 401(k) matching contributions, $939 in dividends on unvested restricted stock awards and $459 in split dollar life insurance benefits.

(3) Represents $8,657 in 401(k) matching contributions, $381 in dividends on unvested restricted stock awards and $1,019 in split dollar life insurance benefits.

Employment Agreements

On October 16, 2018, First Bank entered into an Amended and Restated Employment Agreement with Mr. Ryan (the "Ryan Agreement"). Pursuant to its terms, the Ryan Agreement amends and restates the Employment Agreement between First Bank and Mr. Ryan dated as of February 21, 2017. Pursuant to the Ryan Agreement, Mr. Ryan receives an annual base salary of $430,000. Mr. Ryan is also entitled to (i) participate in the Bank's incentive plan, (ii) receive hospital, health, medical, and life insurance of a type currently provided to other officers of the Bank, and (iii) participate in any other employee benefit or retirement plans offered by the Bank to its employees generally or to its officers or other senior executives.

Mr. Ryan's employment may be terminated at any time for "cause" as defined in the Ryan Agreement, or without "cause." In the event that the Bank terminates Mr. Ryan's employment for "cause", Mr. Ryan will not be entitled to any further benefit or compensation under the agreement. In the event that Mr. Ryan is terminated without "cause" or resigns for "good reason" (as defined under the Ryan Agreement), he is entitled to receive a lump sum severance payment equal to the sum of the following amounts: (A) his then current annual base salary, multiplied by 2.99, and (B) the amount of any bonus payment (without any multiplier) finally approved in accordance with the Bank's then applicable policies and remaining unpaid on the date of such termination, if any. Further, all outstanding stock options, shares of restricted stock, and other equity awards held by Mr. Ryan shall fully vest, free of any restriction, and be immediately exercisable in accordance with their terms. Mr. Ryan will also continue to receive hospital, health, disability and medical benefits to which he had been entitled at the date of termination for a 12-month period, unless and until Mr. Ryan obtains new employment during such period and such new employment provides for such benefits to be provided to Mr. Ryan.

Under Mr. Ryan's prior employment agreement with the Bank, he was entitled to certain payments upon a change in control of First Bank. Under the Ryan Agreement, he is only entitled to such payments after a change in control if a termination without "cause" or a resignation for "good reason" also occur. These payments are subject to reduction in the event that such payment would constitute an "excess parachute payment" pursuant to Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor thereto, to an amount $1.00 less than such threshold. However such reduction will only be implemented if such reduction would cause the amount to be retained by Mr. Ryan after such reduction to be greater than the amount that would be retained by Mr. Ryan after payment of any excise tax imposed by Code Section 4999. In addition, under the Ryan Agreement, a portion of the payments payable upon a termination without cause or for good reason are in consideration of Mr. Ryan's agreement to certain non-compete provisions described below (and thus should not be considered a parachute payment under Code Section 280G). Mr. Ryan is also subject to a standard and customary confidentiality clause with the Bank.

Mr. Ryan has agreed that following the termination of his employment, for any reason, he shall not: (i) for a period of one year, solicit any employee, customer or shareholder of First Bank, and (ii) for a period of one year, generally be connected with or own or have any other interest in any enterprise which competes with First Bank in the business of banking in any county in which the Bank maintains a branch or loan production office on the earlier of (a) the date of Mr. Ryan's termination or (b) if Mr. Ryan's termination is within one year of such change in control, the day before the change in control occurred.

On March 1, 2016, the Bank entered into an Employment Agreement with each of Stephen F. Carman, to serve as First Bank's Executive Vice President and Chief Financial Officer (the "Carman Agreement") and Peter J. Cahill, to serve as First Bank's Executive Vice President and Chief Lending Officer (the "Cahill Agreement"). Each of the Carman Agreement and the Cahill Agreement are substantively identical to the Ryan Agreement except: (i) Messrs. Carman and Cahill's base minimum salaries are $200,000 and $210,000 respectively, (ii) the Carman Agreement and the Cahill Agreement do not include any SERP benefit and (iii) in the event of termination without "cause" or for "good reason", Messrs. Carman and Cahill are each entitled to receive payment of his current base salary, multiplied by two (2).

Mr. Ryan, Mr. Carman and Mr. Cahill's Employment Agreements were all automatically renewed for an additional one year term on March 1, 2019.

Supplemental Executive Retirement Plan

First Bank maintains a supplemental executive retirement plan (the "SERP") for Patrick L. Ryan, the Bank's President and Chief Executive Officer. Under the terms of the SERP, upon attaining age 65, Mr. Ryan will be entitled to an annual benefit in the amount of his "final average compensation," as described below, payable in monthly installments over a period of 10 years, commencing the month following the attainment of age 65. In the event of a termination of employment prior to age 65 (including due to disability) if not following a change in control or for cause (each as defined in the SERP), Mr. Ryan will be entitled to the vested percentage of his "final average compensation," payable in monthly installments over a period of 10 years, commencing the month following the attainment of age 65. Mr. Ryan will vest in 4.348% of the "final average compensation" annually and will be 100% vested upon attainment of age 65. "Final average compensation" is defined as 25% of the average annual base salary paid to Mr. Ryan in the three calendar years immediately prior to the year in which (i) he attains age 65 or (ii) a termination of employment (as defined in the SERP), which does not include termination following a change in control or for cause, occurs. If Mr. Ryan's employment terminates involuntarily or for good reason (as defined in the SERP) within 24 months following a change in control, Mr. Ryan will be entitled to the greater of (i) $1,991,124 or (ii) the present value of the normal retirement benefit (i.e., the present value of the 10 annual payments he would otherwise be entitled to at age 65), payable in two equal installments, with the first installment paid on the first anniversary of the date of the change in control and the second installment paid on the second anniversary of the date of the change in control. In the event Mr. Ryan dies while in active service to the Bank and before receipt of any payments under the SERP, the Bank will pay his beneficiary a lump sum cash payment in the amount of $1,991,124 within 60 days following death. In the event Mr. Ryan is terminated by the Bank for cause, he will not receive any benefits under the SERP.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding equity awards held by the named executive officers at December 31, 2018.

	Option Awards[1]				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Units of Other Rights That Have Not Vested ($)**
Patrick L. Ryan	75,000	—	5.00	10/12/2020	1,901[2]	23,040
	2,500	—	5.00	12/13/2021	2,070[3]	25,088
	5,000	—	5.25	12/11/2022	3,857[4]	46,747
	15,000	—	6.07	12/17/2023		
	15,000	—	6.00	2/25/2025		
	45,627	22,814	6.50	3/1/2026		
	3,573	7,142	14.25	2/21/2027		
	—	13,043	14.00	2/20/2028		

Name	Option Awards[1]				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Units of Other Rights That Have Not Vested ($)
Peter J. Cahill	20,000	—	5.00	10/12/2020	500[2]	6,060
	2,500	—	5.00	12/13/2021	982[3]	11,902
	4,000	—	5.25	12/11/2022	1,696[4]	20,556
	5,000	—	6.07	12/17/2023		
	6,500	—	6.00	2/25/2025		
	7,333	3,667	6.50	3/1/2026		
	1,696	3,388	14.25	2/21/2027		
	—	5,735	14.00	2/20/2028		
Stephen F. Carman	17,500	—	5.00	10/12/2020	500[2]	6,060
	2,500	—	5.00	12/13/2021	702[3]	8,508
	4,000	—	5.25	12/11/2022	1,142[4]	3,841
	5,000	—	6.07	12/17/2023		
	4,500	—	6.00	2/25/2025		
	8,666	4,334	6.50	3/1/2026		
	1,212	2,420	14.25	2/21/2027		
	—	3,864	14.00	2/20/2028		

(1) Option awards are subject to a 3-year vesting schedule with 1/3 vesting every 12 months.

(2) These stock awards were granted on March 1, 2016; and the final one-third vested March 1, 2019. First Bank granted these awards under the First Bank 2014 Equity Compensation Plan D.

(3) These stock awards were granted on February 21, 2017, and the remaining one-third will vest on February 21, 2020. First Bank granted these awards under the First Bank 2014 Equity Compensation Plan D.

(4) These stock awards were granted on February 20, 2018, and vest ratably in annual one-third increments over the three-year period ending on February 20, 2021. First Bank granted these awards under the First Bank 2017 Equity Compensation Plan E.

Related Party Transactions

First Bank has had, and expects to have in the future, banking transactions in the ordinary course of business with directors, executive officers, principal shareholders and their associates, on substantially the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with other customers of the Bank. Those transactions do not involve more than the normal risk of collectability or present other unfavorable features. All related party transactions must be approved or ratified by the Board of Directors. Discussion and subsequent approval by the Board of Directors, if appropriate, for related party transactions takes place with the specific director involved not in that portion of the board meeting.

The following is a description of transactions to which First Bank has been a party or will be a party, in which the amount involved exceeded or will exceed $120,000, and in which any of our executive officers, directors or holders of more than 5% of any class of our voting securities, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest, other than compensation, termination and change of control arrangements, which are described under “Executive and Director Compensation.” First Bank believes the terms obtained or consideration that was paid or received, as applicable, in connection with the transactions described below were comparable to terms available or the amounts that the Bank would pay or receive, as applicable, in arm’s length transactions with unrelated third parties.

1) First Bank has a lease agreement for its corporate office space and main office branch with North Buffalo Advisors II, LLC. North Buffalo Advisors II, LLC is a privately held company which includes North Buffalo Advisors LLC, an entity which is owned and managed by Chairman of the Board Patrick M. Ryan and Hofing Holdings 2015 LLC, of which director Gary Hofing is the managing member. Mr. Hofing is also the managing member of North Buffalo Advisors II, LLC. Each of Messrs. Ryan and Hofing have a significant interest in North Buffalo Advisors II, LLC. The lease has a term of ten years with options to extend. The aggregate amount of minimum lease payments due to the lessor on or after January 1, 2019 is $2.4 million. Mr. Ryan’s and Mr. Hofing’s interest in such amount is approximately $534,000 and $475,000 respectively.

2) First Bank has a lease with Serenity Point, LLC, an entity for which Director Samuel D. Marrazzo is President and sole owner. The lease was entered into before Mr. Marrazzo became a director and is for a branch facility in Ewing, New Jersey. The lease has a term of five years and has options to extend. The aggregate amount of minimum lease payments due to the lessor on or after January 1, 2019 is approximately $308,000. Mr. Marrazzo is not standing for re-election.

3) First Bank has a lease agreement for administrative office space with Danch Farm II, LLC. Danch Farm II, LLC is a privately held company for which Chairman of the Board Patrick M. Ryan is a 15% owner. The lease has an initial term of five years and four months with options to extend. The aggregate amount of minimum lease payments due to the lessor on or after January 1, 2019 is $1.2 million. Mr. Ryan’s interest in such amount is approximately $180,000.

PROPOSAL 2

ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

First Bank's executive compensation program is designed to be closely linked to corporate performance and return to shareholders. The Compensation and Personnel Committee has a strong pay for performance philosophy and as a result, the compensation paid to the Bank's named executive officers is generally aligned with the Bank's performance on both a short-term and a long-term basis. Our compensation program also reflects our response to our competition and best practices in the marketplace. The mix of compensation components is competitive with that of other companies of similar size and operational characteristics, links compensation to individual and corporate performance and encourages stock ownership by senior management.

The 2018 compensation of our named executive officers is described in the compensation tables and the accompanying narrative on pages 22 to 25 of this Proxy Statement. You are urged to read this disclosure before voting on this proposal.

Pursuant to the proxy rules under the Exchange Act and as required by Section 14A of the Securities Exchange Act of 1934, as amended, First Bank is required to provide its shareholders with a separate non-binding shareholder vote to approve the compensation of the Bank's named executive officers, including the compensation tables, and any other narrative disclosure in this Proxy Statement. Such a proposal, commonly known as a "say-on-pay" proposal, gives shareholders the opportunity to endorse or not endorse the Bank's executive compensation as described in this proxy statement. First Bank shareholders may also abstain from voting. Accordingly, the Bank is requesting your non-binding approval of the following resolution:

> "RESOLVED, that the shareholders approve, on a non-binding advisory basis, the 2018 compensation of the Bank's named executive officers, as disclosed in the Proxy Statement for the 2019 First Bank Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission."

The Board of Directors values the opinions that our shareholders express in their votes and will consider the outcome of the vote when making future executive compensation decisions, as it deems appropriate. First Bank holds an advisory vote on its named executive officers' compensation annually, with the next vote to occur at the 2020 Annual Meeting.

Required Vote

IN ORDER FOR THE RESOLUTION SET FORTH ABOVE TO BE APPROVED, THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE SHARES REPRESENTED IN PERSON OR BY PROXY AND ENTITLED TO VOTE THEREON AT THE ANNUAL MEETING IS REQUIRED.

Recommendation

THE BANK'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE APPROVAL OF THE NON-BINDING ADVISORY PROPOSAL APPROVING THE 2018 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

2018 CEO Pay Ratio Disclosure

For 2018, the ratio of total compensation of the Bank's median employee to the CEO's total compensation was 1 to 12.46. To calculate this ratio, the Bank identified its median employee as of December 31, 2018 based on all employees' 2018 taxable income. Once identified, the median employee's total compensation for 2018 was determined in accordance with Item 402(c)(2)(x) of Regulation S-K to be $62,985, as compared to total compensation of $784,939 for the Bank's CEO.

PROPOSAL 3

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit and Risk Management Committee has appointed RSM US LLP, to act as the Bank's independent registered public accounting firm and to audit our consolidated financial statements for the fiscal year ending December 31, 2019. Although ratification is not required by our bylaws or otherwise, this proposal is presented to the shareholders as a matter of good governance. In the event that this appointment is not ratified by our shareholders, the Audit and Risk Management Committee will reconsider whether or not to retain that firm, and if it decides to retain them, will consider their failure to be ratified when it selects independent auditors for the following fiscal year.

One or more representatives of RSM US LLP will be present at the Annual Meeting. These representatives will be provided an opportunity to make a statement at the Annual Meeting if they desire to do so and will be available to respond to appropriate questions from shareholders.

Principal Accounting Firm Fees

Aggregate fees billed to the Bank for the fiscal years ended December 31, 2018 and 2017 by the Bank's principal accounting firm RSM US LLP are shown in the following table. The Audit and Risk Management Committee pre-approves audit services and permitted non-audit services by First Bank's independent registered public accounting firm in order to ensure that the provision of such services does not impair the independence of the independent registered public accounting firm from First Bank and is consistent with SEC rules. All of the services performed by RSM US LLP in the years ended December 31, 2018 and 2017 were pre-approved.

	Fiscal Year Ended December 31,	
	2018	2017
Audit fees	$280,100	$280,103
Audit-related fees	53,067	64,477
Total fees	$333,167	$344,580

Required Vote

THE PROPOSAL TO RATIFY THE SELECTION OF RSM US LLP AS THE BANK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2019 FISCAL YEAR REQUIRES AN AFFIRMATIVE VOTE OF THE MAJORITY OF THE SHARES REPRESENTED IN PERSON OR BY PROXY AT THE ANNUAL MEETING AND ENTITLED TO VOTE ON THE PROPOSAL.

Recommendation

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE RATIFICATION OF RSM US LLP AS FIRST BANK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2019 FISCAL YEAR.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTS COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Bank's officers and directors, and persons who own more than 10% of a registered class of the Bank's equity securities, to file reports of ownership and changes in ownership with the FDIC by certain deadlines. Officers, Directors and greater than 10% shareholders are required by regulation of the FDIC to furnish the Bank with copies of all Section 16(a) forms they file. The Bank believes that all persons associated with the Bank and subject to Section 16(a) have made all required filings for the fiscal year ended December 31, 2018. except that (i) former director Peter D. Halsted inadvertently failed to file on a timely basis a Form 4 reporting an exercise of stock options on March 27, 2018; (ii) Emilio Cooper inadvertently failed to file on a timely basis a Form 4 reporting the grant of stock options on October 1, 2018; and (iii) Patrick L. Ryan inadvertently failed to file on a timely basis a Form 4 reporting an exercise of stock options on November 8, 2018.

FIRST BANK SHAREHOLDER PROPOSALS AND NOMINATIONS

We presently anticipate that our 2020 Annual Meeting of Shareholders will be held on or about April 28, 2020.

A shareholder who desires to propose a matter for consideration at the 2020 Annual Meeting of Shareholders for inclusion in the Bank's proxy materials relating to that meeting under Rule 14a-8 must provide notice thereof in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Bank, not less than one hundred twenty (120) calendar days before the release date of the previous year's annual meeting proxy statement. Therefore, if this Proxy Statement is mailed to shareholders on March 22, 2019 as anticipated, a shareholder desiring to propose a matter for consideration at the 2020 Annual Meeting of Shareholders or for inclusion in the Bank's proxy materials relating to that meeting must submit such proposal in writing, addressed to First Bank, 2465 Kuser Road, Hamilton, New Jersey 08690 (Attn: Donna Bencivengo, Corporate Secretary), on or before November 22, 2019.

In accordance with the By-laws of the Bank, any shareholder entitled to vote for the election of directors may nominate candidates for election to the Board of Directors provided that the shareholder has given proper notice of the nomination, as required by the By-laws, in writing, delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Bank not less than 90 days prior to such annual meeting. Shareholder nominations for a Director of the Bank must include: (1) the name, age, business address and residence address, if known, of the nominee, (2) the principal occupation or employment of the nominee, (3) the number of shares of First Bank common stock which are beneficially owned by the nominee, and (4) any such other information relating to the nominee as may be required under applicable law or requested by the Board of Directors. The written notice should also include the name and address of the shareholder making the nomination and the number of shares of First Bank common stock which are beneficially owned by the shareholder making the nomination.

Shareholders may also recommend qualified persons for consideration by the Bank's Nominating and Governance Committee for nomination to the Board of Directors. See "Nominating and Governance Committee" above for the proper procedures to do so.

OTHER MATTERS

The Board of Directors is not aware of any other matters which may come before the Annual Meeting. However, in the event such other matters come before the meeting, it is the intention of the persons named in the proxy to vote on any such matters in accordance with the recommendation of the Board of Directors.

Shareholders are urged to sign the enclosed proxy, which is solicited on behalf of the Board of Directors, and return it in the enclosed postage-paid return envelope. You may also vote your shares telephonically or via the Internet.

VOTE

Your vote matters – here's how to vote!

You may vote online or by phone instead of mailing this card.

Votes submitted electronically must be received by 11:00 p.m., EDT, on April 22, 2019.

Online
Go to **www.investorvote.com/FRBA**
or scan the QR code — login details are located in the shaded bar below.

Phone
Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada

Save paper, time and money!
Sign up for electronic delivery at www.investorvote.com/FRBA

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors recommends a vote FOR all the Proposals.

1. Election of Directors:

	For	Withhold		For	Withhold		For	Withhold
01 - Patrick M. Ryan	☐	☐	02 - Leslie E. Goodman	☐	☐	03 - Patrick L. Ryan	☐	☐
04 - Elbert G. Basolis, Jr.	☐	☐	05 - Douglas C. Borden	☐	☐	06 - Christopher B. Chandor	☐	☐
07 - Patricia A. Costante	☐	☐	08 - Deborah Paige Hanson	☐	☐	09 - Gary S. Hofing	☐	☐
10 - Glenn M. Josephs	☐	☐	11 - Michael E. Salz	☐	☐	12 - John E. Strydesky	☐	☐

	For	Against	Abstain
2. To approve a non-binding advisory resolution approving the 2018 compensation of our named executive officers.	☐	☐	☐
3. To ratify the appointment of RSM US LLP as our independent registered public accountants for the fiscal year ending December 31, 2019.	☐	☐	☐

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.	Signature 1 — Please keep signature within the box.	Signature 2 — Please keep signature within the box.
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2019 Annual Meeting Admission Ticket

2019 Annual Meeting of
First Bank Shareholders

April 23, 2019, 10:00 AM EDT
The Stone Terrace
2275 Kuser Road, Hamilton, New Jersey 08690

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Small steps make an impact.
Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/FRBA

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — First Bank

Notice of 2019 Annual Meeting of Shareholders

The Stone Terrace, 2275 Kuser Road, Hamilton, New Jersey 08690
Proxy Solicited by Board of Directors for Annual Meeting — April 23, 2019

The undersigned hereby appoints the Board of Directors of First Bank and each of them, as Proxies, each with the power to appoint his or her substitute, and hereby authorizes each to represent and to vote all of the shares of common stock of First Bank that the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held on April 23, 2019 at 10:00 AM, EDT at The Stone Terrace, 2275 Kuser Road, Hamilton, New Jersey 08690 and any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the shareholder. If no such directions are indicated, the Proxies will have authority to vote FOR all the proposals.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

(Items to be voted appear on reverse side.)

C Non-Voting Items

Change of Address — Please print new address below.

Comments — Please print your comments below.