February 2006

FIRST CHARTER BANK
Code of Business Conduct and Ethics

Introduction

For over a century, First Charter has met the financial needs of the people in the communities we are privileged to serve. We have been successful across the decades because our clients, shareholders and teammates believe that we make business decisions and carry out our job responsibilities using the highest standards of ethics and integrity. Ethical behavior is driven by our commitment to the spirit of First Charter and brought to life by our personal decisions each day to conduct business in an honest and impartial manner.

This Code of Business Conduct and Ethics (the "Code") is applicable to the employees (including executive officers) and directors (in their capacity as directors)of First Charter Corporation and it subsidiaries. This Code is neither intended to cover every applicable law, nor to provide answers to every question that might arise. It is also not intended to replace our existing policies, including our Employee Handbook. This Code supplements the other codes and policies adopted by First Charter Corporation. It is simply a guide developed to help you understand your role in maintaining the First Charter business standards on a day-to-day basis. If you have any questions regarding this code or what is expected of you, employees should consult with their supervisor or representative in the Human Resources Department. Directors and executive officers should consult with the Audit Committee of the First Charter Corporation Board of Directors.

A completed and signed affirmation statement attesting to your compliance with this Code will be required on an annual basis.

Basic Responsibilities:

Honest and Ethical Conduct

Integrity is the heart of First Charter's culture. We strive to be worthy of the trust placed in us by our clients and teammates by being straightforward and honest. Accordingly, it is critical to the success of our company that our actions always are above reproach and that the best interests of First Charter are the focus of the decisions we make and the actions we take. You must act ethically and in good faith, with honesty and integrity, in any activities taken on behalf of First Charter or in connection with the clients, business and operations of First Charter and you are prohibited from exploiting your position or relationship with First Charter for personal gain.

Compliance with Laws, Rules, and Regulations

Because of the unique nature of the financial services business, we must earn the trust and confidence of our clients each and every day. It is critical that you conduct your professional and personal life in a responsible manner and that you comply with all applicable federal and state laws, rules and regulations. You shall conduct business on behalf of First Charter in fair and open competition, and not enter into illegal arrangements with competitors affecting pricing or marketing policies. You should not take any action, either personally or on behalf of First Charter that will violate any law, rule or regulation affecting the company.

Reporting of Convictions

Employees are required to report any criminal injunction (e.g. criminal restraining orders), conviction, deferred prosecution, or pretrial diversion agreement against them to their supervisor and the Human Resources Department. This reporting obligation applies to all criminal matters, regardless of whether they involve activities related to the First Charter's business. This also includes criminal matters that arose before or during your employment with First Charter.

Protection of Confidential Information

We have a responsibility to protect the confidentiality of our client's account information and other confidential First Charter data. Never access, disclose or use client or other confidential First Charter information unless there is a legitimate business need to do so. In addition, except as otherwise used or disclosed in the course of authorized First Charter business, you are: (1) prohibited from supplying the names, addresses or account/transaction information of First Charter clients to outside entities or individuals or using such information on your own; and (2) legally and ethically required to protect and refrain from using or disclosing other confidential company or client information, both during and after your employment with or service to the company. In addition, the contents and results of company, Department of Labor, IRS and other regulatory examinations must be held in the strictest confidence by directors and employees and may not be publicly divulged or discussed, except as expressly authorized by the First Charter Corporation Board of Directors or the Executive Leadership Team. Employees should refer to the "Confidential Information" policy in the "Personal Obligations and Conduct" section of your *First Charter Employee Handbook.*

Conflicts of Interest

Each of us has an obligation to avoid conflicts of interest involving First Charter and its business. A potential "conflict of interest" arises when you have an interest in any business or property, or an obligation to any person or entity that could affect, or appear to affect, your judgment in fulfilling your responsibilities to First Charter, its clients and shareholders. A potential conflict of interest may also arise when you are in a position to influence a decision that may result in direct or indirect financial or other personal gain or advantage for you or your immediate family as a result of First Charter's business dealings. For purposes of this Code, immediate family members are defined as spouses or domestic partners, parents, children, siblings, grandparents, parents-in-law, brothers and sisters-in-law, sons and daughters-in-law, and any other relative or person living in the same household as you.

In and of themselves, not all conflicts of interest are inherently improper. It is the manner in which an individual and First Charter deal with the conflict that determines the propriety of the action and conduct. Thus, any employee who becomes aware of a conflict or potential conflict of interest with respect to his or her work with First Charter, or any material transactions or relationships that could be expected to give rise to a conflict of interest, shall disclose such situations in writing to the Human Resources Department so that appropriate safeguards can be established to protect all parties. Directors and executive officers should make such disclosures to the Audit Committee. Additionally, directors and executive officers are reminded that they must follow the required procedures in our Conflicts of Interest Policy for Directors and Executive Officers.

Relationships with Clients or Suppliers

You are expected to avoid direct business or other relationships with clients and suppliers that could affect, or appear to affect, your judgment in fulfilling your responsibilities to First Charter and its clients and shareholders. For example, you must not borrow money from clients, suppliers or other entities with whom First Charter does business, with the exception of public lending institutions. Employees shall not participate with clients in a business venture without first receiving approval from the Executive Leadership Team. Directors and executive officers mush receive approval from Audit Committee. It is understood that directors of First Charter may have business relationships with clients and suppliers through their outside employment and nothing herein is intended to limit such activity so long as the director does not utilize his or her position with First Charter in an improper manner.

Gifts from Clients or Suppliers

You may not solicit or receive a gift, reward, payment or a promise of such actions from a client or supplier for the purpose of giving or attempting to give preferential treatment to a client or supplier or in exchange for recommending, influencing or attempting to influence a First Charter decision or transaction. In addition, you may not solicit or use your position with First Charter to secure a personal discount or other favorable treatment for yourself or others that is not extended to all First Charter employees.

You are expressly prohibited from giving or receiving a gift in the form of cash, stocks, bonds, options, or similar types of items to or from First Charter clients (with the exception of gifts to charitable or religious organizations that are clients of First Charter) or suppliers. However, some reasonable and customary business gifts and gratuities are acceptable, examples of which include:

- Unsolicited, non-cash gratuities such as food and refreshments.
- Invitations to participate in regional sporting or entertainment activities that facilitate business relationships.
- Advertising or promotional material of nominal value in connection with First Charter business such as pens, pencils, note pads, key chains, golf balls, and calendars.

Employee questions regarding whether a gift or gratuity is acceptable should be directed to your supervisor. Directors and executive officers should direct such questions to the Audit Committee.

Bribes and Kickbacks

First Charter business decisions are based on evaluating several factors, including profitability, quality, performance, meeting our clients' needs, shareholder value, service, and reputation. You should never accept or solicit, directly or indirectly, anything of value from an existing or potential client, vendor or any other entity or person which does or seeks to do business with First Charter in exchange for recommending, influencing, or attempting to influence a business decision or transaction. In addition, you may not give, directly or indirectly, any bribes, kickbacks or similar unlawful or improper remuneration to any person or entity. Further, such items shall not be accepted by you, directly or indirectly, from any person or entity, to obtain or retain business or for any other reason whatsoever.

Outside Employment

An employee accepting a second job outside of First Charter may result in a direct conflict with the business interests of our company or interfere with your job duties and responsibilities at First Charter. If you wish to obtain employment outside of First Charter, you must submit your request in writing to your supervisor and obtain the prior approval of both your supervisor and Human Resources *prior to* commencing employment with another employer. Except as expressly authorized by Human Resources, you are prohibited from: (1) acting as an officer, director, partner, employee or contractor of any competing business of First Charter; or (2) selling, trading, distributing or dealing in non-First Charter related financial, investment or insurance services.

Outside Directorships/Business Relationships

First Charter recognizes the value of leadership skills employees gain when they serve as directors or members of outside boards of for-profit and not-for-profit entities. Service on such boards by employees, whether they are family related or not, must be reviewed and approved by the Executive Leadership Team member who oversees your business unit *prior to* accepting the position. Likewise, new and current employees are required to disclose to their supervisor any director or other managerial relationships that they have with any organization that is a client of or affiliated with First Charter. All such positions must not be with organizations that compete with or have an apparent conflict of interest with First Charter.

Fiduciary Appointments

A fiduciary appointment is one in which you serve as an executor, administrator, guardian or trustee for a person, firm or corporation. Such appointments could cause a potential conflict of interest. Except where an immediate family member is involved as defined in the "Conflicts of Interest" section, if you wish to accept outside fiduciary or co-fiduciary appointments either with First Charter or with another bank, person, firm or corporation, then, prior to accepting the appointment, employees must submit a written request for approval to the Executive Leadership Team member who oversees their business unit. Directors and executive officers must submit such requests to the Audit Committee.

You may not receive a fee for acting as a co-fiduciary with First Charter unless specifically approved in advance as outlined above. In addition, consistent with the conflict of interest obligations outlined in this Code, it is not appropriate for you to be engaged in competing fiduciary or trust activity.

Insider Trading

First Charter has an insider information and stock trading policy that addresses federal securities laws and trading in securities of the company and other entities. A copy of this policy is available to all employees and directors on the First Charter Intranet (or in paper form upon request) and should be carefully reviewed. If you are unclear about any aspect of your obligations under this policy, you should seek advice and guidance from General Counsel.

Public Disclosures

From time to time, you may be involved in the preparation of reports and documents that First Charter files with the Securities and Exchange Commission ("SEC") or that are otherwise publicly communicated to other governmental entities, clients, shareholders or the general public. When this occurs, you have a responsibility to assure the full, fair, accurate, timely and understandable disclosure of information in all such reports, documents and communications. Depending on your position with First Charter, you may be called upon to provide necessary information to assure that First Charter reports, documents and communications meet these standards. You are expected to take this responsibility seriously and provide prompt, accurate answers to any inquiries related to these reports, documents and communications.

Proper Accounting and Record Keeping

You are expected to record and report financial transactions and operating information fully, accurately and honestly. All accounts, entries and transactions must be supported by adequate documentation, and no relevant information is to be omitted, altered or concealed. Business and financial records are to be retained in accordance with federal and state laws, as well as First Charter's record and document retention policies. Documents should never be altered or destroyed in anticipation of an internal or external audit or in response to a request for such documents by any government or regulatory agency or court of law. You are expected to cooperate fully with bank examiners, external accountants, and any other regulatory examiners.

Company Property

The assets, equipment, vehicles, facilities, resources and other property of First Charter represent a substantial investment and are to be used for the sole purpose of carrying out work-related activities or for other authorized purposes. Unauthorized use of such property to further your own or others' personal, business or financial interest is strictly prohibited, whether during or outside of your employment with or services to First Charter and regardless of whether such property is owned, leased, rented or otherwise held by First Charter.

Unauthorized Transactions

Employees are not to perform any maintenance or conduct any internal transactions on their own accounts or the accounts of immediate family members, as defined in the "Conflicts of Interest" section above. In addition, employees are not to perform any maintenance or conduct transactions on accounts for other employees that are unauthorized or in violation of company policy. Please refer to the “Unauthorized Transactions” policy in the “Personal Obligations and Conduct” section of your *First Charter Employee Handbook* for descriptions of maintenance and personal transactions that are prohibited.

Violations and Prompt Disclosures

Suspected violations of this Code will be investigated promptly and will be treated in a fair and impartial manner. Every violation of this Code will be considered grounds for corrective action, up to and including termination of employment or removal from the Board of Directors. Failure to comply with the standards contained in this Code may also result in criminal prosecution and reimbursement to First Charter, the government or other parties for losses or damages resulting from such violation.

You are required to promptly disclose all conflicts or potential conflicts of interest with respect to your work with or service to First Charter. Any material transactions or relationships that could be expected to give rise to a conflict of interest about which you are aware must be promptly reported to the Human Resources Department for employees, and to the Audit Committee for directors and executive officers. With respect to employees, this disclosure must be in writing at the time of hire, on an annual basis, and as soon as possible after any actual or potential conflict of interest arises so that appropriate safeguards can be established to protect all parties. All written disclosures for employees will be retained in the Human Resources Department. Directors and executive officers must fully disclose conflicts or potential conflicts of interest to the Board of Directors or the Audit Committee at a meeting or in writing.

You are also expected to remain alert to situations that could cause illegal, unethical or improper actions under this Code and to promptly report such situations and any violations or suspected violations of this Code, other First Charter policies and procedures, or any applicable law, rule, or regulation as soon as it is discovered to the Human Resources Department for employees and the Audit Committee for directors and executive officers. All such reports will be treated confidentially to the extent practicable under the circumstances and in accordance with the legal obligations of First Charter
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No one has the authority or right to order, direct, request or influence someone else to violate this Code. In addition, any retaliation or threat of retaliation against any employee or director for refusing to violate this policy or for reporting in good faith a violation or suspected violation, is itself a violation of this Code, may be a violation of the law, and will result in corrective action up to and including termination of employment or removal from the Board of Directors.

Amendment, Modification and Waiver

Any amendment to, or modification of, this Code, or any waiver of this Code for executive officers or directors, may only be made by the First Charter Corporation Board of Directors upon the recommendation of its Audit Committee, and must be promptly filed and/or disclosed to the public as required by all applicable securities or other laws, rules or regulations or the requirements applicable to NASDAQ Stock Market issuers or such other exchange or system upon which First Charter's securities are listed, quoted or traded in the future. Any waivers of this Code for other personnel may be made by the Director of Human Resources.

When in Doubt, Ask!
You are personally responsible for your own conduct in complying with this Code. As is the case with all policies, situations will arise that this Code of Ethics does not specifically address or that may be unclear. Accordingly, employees are expected to consult with their immediate supervisor, a member of management or the First Charter Human Resources Department if they have any questions about this Code or are uncertain whether an action they are about to take is appropriate. Directors and executive officers are expected to consult with the Audit Committee.

Contact Information

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