



**Bridge Bancorp, Inc.**

**BDGE NASDAQ**

**Banks**

Market Capitalization USD:

**\$124.28 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Kevin M. O'Connor**

**Age: 49**

**CEO Since: 2008**

	2009	2010	2011
<b>Base Salary</b>	\$300,000	\$350,000	\$350,000
<b>Discretionary Bonus</b>	\$12,000	\$0	\$0
<b>Annual Cash Incentive</b>	\$90,720	\$85,315	\$99,375
<b>Benefits and Perquisites</b>	\$38,009	\$45,917	\$49,649
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$440,729</b>	<b>\$481,232</b>	<b>\$499,024</b>
<b>Increase in Post-Retirement Benefits</b>	\$49,315	\$24,337	\$78,383
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$262,875	\$214,700	\$227,564
<b>TOTAL COMPENSATION</b>	<b>\$752,919</b>	<b>\$720,269</b>	<b>\$804,971</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$426,534	\$388,040	\$445,046
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$41,983	\$62,124
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$41,983</b>	<b>\$62,124</b>

**Proxy Date:** 2 Apr 2012

**Annual Meeting Date:** 4 May 2012

**Equity Reserves:** 13.01%

**Stock Option Run Rate:** 0.00%

# Bridge Bancorp, Inc.

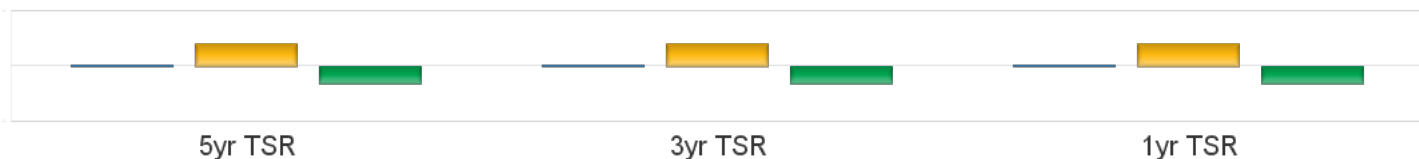
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## Performance Comparison

■ vs S&P500    ■ vs Industry    ■ BDGE



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>BDGE</b>	<b>Bridge Bancorp, Inc.</b>	<b>\$752,919</b>	<b>\$720,269</b>	<b>\$804,971</b>	<b>\$124,280,369</b>
RBCAA	Republic Bancorp, Inc.	\$484,842	\$471,389	\$517,654	\$371,103,451
THFF	First Financial Corporation	\$1,526,314	\$1,414,815	\$1,234,584	\$361,801,341
CTBI	Community Trust Bancorp, Inc.	\$562,415	\$643,312	\$584,756	\$359,020,264
DCOM	Dime Community Bancshares, Inc.	\$1,290,739	\$2,696,103		\$354,527,096
UCBI	United Community Banks, Inc.	\$864,107	\$744,278		\$352,918,322
SASR	Sandy Spring Bancorp, Inc.	\$637,184	\$720,235	\$882,669	\$352,546,600

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Alliance Financial Corporation, American National Bankshares, Arrow Financial Corporation, Bancorp Rhode Island Inc., Bar Harbor Bancshares, Beacon Federal Bancorp Inc, Berkshire Bancorp Inc., Brookline Bancorp Inc., Bryn Mawr Bancorp, Cardinal Financial Corporation, City Holding Company, Clifton Savings Bancorp Inc., ENB Financial Corp, Fauquier Bankshares Inc., First of Long Island Corporation, Harleysville Savings Financial, Hingham Institute for Savings, Merchants Bancshares Inc., Ocean Shore Holding Company, Pensco Financial Services, Prudential Bancorp Inc., State Bancorp Inc., Suffolk Bancorp.

### Performance Peer Group

Short Term Incentive Program: Alliance Financial Corporation, American National Bankshares, Arrow Financial Corporation, Bancorp Rhode Island Inc., Bar Harbor Bancshares, Beacon Federal Bancorp Inc, Berkshire Bancorp Inc., Brookline Bancorp Inc., Bryn Mawr Bancorp, Cardinal Financial Corporation, City Holding Company, Clifton Savings Bancorp Inc., ENB Financial Corp, Fauquier Bankshares Inc., First of Long Island Corporation, Harleysville Savings Financial, Hingham Institute for Savings, Merchants Bancshares Inc., Ocean Shore Holding Company, Pensco Financial Services, Prudential Bancorp Inc., State Bancorp Inc., Suffolk Bancorp.

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Emanuel Arturi	Chairman	66	Male	4	Outside
Albert E. McCov	Member	48	Male	4	Outside
Marcia Z. Hefter	Member	68	Female	23	Outside Related

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