

First Financial Holdings, Inc.

CODE OF ETHICS

STATEMENT OF POLICY

This Code of Ethics is offered as a guideline for the activities of agents, attorneys, directors, officers, and employees (collectively, Bank Officials) of First Financial Holdings, Inc., and subsidiaries (collectively, the Company) that will promote, train, and encourage adherence in business and personal affairs to a high ethical standard. This will also help to maintain the Company as an institution that serves the public with honesty, integrity and fair-dealing. This Code of Ethics does not cover every issue that may arise, but it sets out basic policies to guide Bank Officials.

This Code of Ethics is designed to comply with the Sarbanes-Oxley Act of 2002 (including Item 406 of Regulation S-K), NASDAQ Stock Market Rule 5610, the Federal Bank Bribery Law, 18 U.S.C. Section 215 and the Bank Bribery Amendments Act of 1985 (P.L. 99-370, August 4, 1985), which provides guidelines in connection with breaches of fiduciary duty, dishonest efforts to undermine financial institution transactions and the intent to corrupt or reward a Bank Official by influence, in connection with the business of the Company. This Code is intended to be in complete compliance with all other Federal and State Statutes. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

GENERAL ETHICAL STANDARDS

A. Gifts and Gratuities

1. It is the Company's policy to prohibit any Bank Official from offering, giving, seeking, or accepting anything of value for himself or a third party with the intent to corruptly influence or reward one in return for any business, service, or confidential information of the Company, either before or after a transaction is discussed or consummated. Bona fide salary, wages, fees, or other compensation paid or expenses paid or reimbursed in the normal course of business are acceptable. Further, it is against the Company's policy for any Bank Official to receive monetary (cash or check) rewards, gratuities, and/or gifts.
2. This policy will not be considered violated by normal and reasonable business entertainment or by gifts relating to specific events or occasions at which gifts are a customary and accepted practice. In these cases the gift should be unsolicited and not given to influence a Bank Official.

3. If the offer or acceptance of business entertainment or gifts exceeds \$100 in value, the Bank Official shall report the offer or acceptance to the Ethics Officer in writing outlining all relevant facts pertaining to the offer or acceptance.

These written disclosures and approvals/disapprovals of the Ethics Officer will be reported to the Audit Committee and the Executive Committee through the General Auditor on a quarterly basis.

The Audit Committee will report Ethics Code activity to the Executive Committee on a regular basis.

A record of all disclosures and approvals will be retained along with the determination of what was received is reasonable and does not pose a threat to the integrity of the Company.

4. Amendments to 18 U.S.C. 215, enacted as part of the Crime Control Act, P.L. 98-473, make it a crime for Bank Officials to directly or indirectly solicit or accept anything of value from anyone in connection with a transaction or business of the Company. If the value of the item given or received exceeds \$100, violation of the Statute is a felony with a fine of not more than \$1,000,000 or three times the value of the item given or received, whichever is greater, and up to 30 years in prison. If the value of the item given or received does not exceed \$100, the crime is a misdemeanor with a fine of not more than \$1,000 or up to one year in prison or both.

Bank Officials should exercise due care in complying with the Statute. If there is any indication of impropriety or even the public appearance of questionable activity, the individual involved should abstain from such conduct. The confidence of the public and of those who do business with the Company is a crucial factor in service to our community and customers. Any activity which could possibly destroy this confidence and damage the reputation of the Company will not be tolerated.

B. Exceptions to the Prohibition of Accepting Gifts

1. Specific exceptions to the prohibition regarding acceptance of unsolicited items of value in connection with the business of the Company are listed below. These exceptions should be normal, accepted business practices which need to comply with the spirit of the law, and care should be exercised whenever a Bank Official accepts or gives any gift. Gifts given or received as described below need not be reported.
 - (a) Acceptance of gifts based on family or personal relationships independent of any business of the Company.

- (b) Acceptance of benefits, the expense of which would be paid for by the Company, as a reasonable business expense if not paid for by another party.
- (c) Acceptance of loans from other banks or financial institutions on customary terms to finance proper and usual activities of Bank Officials, except where prohibited by law.
- (d) Acceptance of advertising or promotional material of reasonable value.
- (e) Acceptance of discounts or rebates on merchandise or services that do not exceed those available to other customers.
- (f) Acceptance of gifts or entertainment of reasonable value that are related to commonly recognized events or occasions.
- (g) Acceptance of civic, charitable, educational, or religious organization awards for recognition of service and accomplishment.

C. Confidential Information

1. The safeguarding of the confidential nature of information about the Company's transactions, its customers, and its shareholders, is essential to the proper conduct of the Company's business. Such information obtained by Bank Officials through receipt or review of such data should be kept confidential and should be shared only with those who have a legitimate right and need to know. Aside from routine credit and personnel inquiries, confidential information concerning a customer, a shareholder or a particular business transaction may be released only with the consent of the individual or organization involved, or in response to legal process.
2. Confidential information obtained as a result of employment by the Company shall not be used for the purpose of improperly advancing any private interest or of making any personal gain.
3. While the successful operation of the Company depends upon the orderly flow of legitimate information throughout the organization, special care shall be exercised at all times to prevent the misuse of confidential information between departments. The Company recognizes the dangers and urges Bank Officials to cultivate and maintain an awareness of the confidential nature of Company information and that misuse of such information could violate confidence and bring discredit upon the Company.

D. Loans to Insiders

Any loan to an executive officer, principal shareholder, or director (or related interest) must comply fully with all laws and regulations including Regulation O. Loans to insiders must be on substantially the same terms as with any other bank customer of comparable credit risk. In this respect, loans cannot contain favorable interest rates and must not involve more than the normal risk of repayment. Executive officers may of

participate in any employee loan program and receive the same rate consideration available to all employees under that plan. Again loans should not be made to any employee, executive officer or other insider that involves more than a normal risk of repayment.

Specific limitations on loans to insiders are provided in the Company's Regulation O policy. This policy also addresses documentation requirements, disclosure of related interest, prior approval criteria, special limitations on loans to executive officers, aggregate lending limits, and director abstention from voting.

E. Political Involvement

1. It is the Company's policy to adhere strictly to the law affecting its participation in political processes. The gift or the gratuitous use of the Company's funds, property, equipment, supplies, and facilities, directly or indirectly, to or for the benefit of any political party, candidate, or political committee is absolutely prohibited. Although this policy does not prohibit any contribution by any Bank Official, acting upon his own notion as an individual, the Company shall provide no reimbursement, directly or indirectly, to such Bank Official on account thereof.
2. Bank Officials may, independently of the Company, engage in reasonable political activity if such engagement does not utilize the Company's time, reputation, facilities, or equipment and does not otherwise constitute a violation of the rule against corporate contribution to a political activity. An officer shall obtain the prior approval of the Executive Committee and an employee shall receive prior approval of Senior Management before announcing their candidacy for public office.

F. Personal Conduct

1. The Company's image and reputation can be no better than that of the Bank Officials and the Company expects all of its employees to conduct their personal lives in such a manner as not to bring discredit upon the trust and respect of the Company. The reputation that the Company will enjoy will be attributable in large part to the examples of fair dealing, friendliness and moral rectitude that are set by the Company's employees.
2. Among the most important attributes that a Bank Official can have is a reputation for wise management of his personal economic affairs and the Company encourages the Bank Officials to set an example for adherence to good banking practices by managing their personal affairs in such a manner that they may discharge their obligations promptly and by avoiding debt that exceeds their ability to pay.

3. Careless handling of personal or affiliation's business affairs may be grounds for dismissal. This would include, but not be limited to, excessive gambling, drawing checks against insufficient funds or delinquent discharge of obligations.
4. Bank Officials who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company or its customers or suppliers should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Ethics Officer or the General Auditor.

CONFLICTS OF INTEREST

A. General Policy

Directors, officers and employees will refrain from decisions involving transactions where independent judgement cannot reasonably be made. A director, officer or employee should not become involved with a banking decision relating to any party including a business associate, relative, or close personal friend, or any other party where the director, officer or employee may actually receive a significant benefit from the transaction. Directors, officers and employees must never attempt to influence the approval of such a transaction.

B. Self-dealing

1. The Company recognizes the fact that some of the Bank Officials are business persons who provide, or whose firms provide, property or services to the Company, where it is or will be in the best interest of the Company to acquire such property or services directly or indirectly from such Bank Officials. Such relationships and transactions are permissible. However, no Bank Official shall vote on the question of his employment or compensation or on any questions related to the provision of property or services, when the duty to protect the Company's interests and the opportunity for personal gain or benefit both exist.
2. The Company in its own non-fiduciary right shall not buy or sell any property or services from or to a Bank Official without the expressed approval of the Company's Audit Committee. This Prohibition shall not apply to regular transactions conducted on comparable terms with those accorded other customers of the Company in similar circumstances.
3. In no instance in which any Bank Official has a significant financial interest, influence, or economic benefit shall such Bank Official vote to approve or disapprove any transaction or course of dealing between that business and the

Company.

C. Outside Employment

1. Except as otherwise agreed, employment by the Company of an officer or employee shall be deemed to be “full-time”. The Company recognizes the fact that an officer or employee may be justified under some circumstances in accepting casual outside employment to be performed after working hours if no conflict with the Company’s interest is involved. However, the determination of the propriety of such outside employment should be made by the Senior Human Resources Officer or Chief Executive Officer. Under no circumstances may an officer or employee work for another bank or financial services company.
2. No Bank Official shall own directly or indirectly any interest in any business or enterprise if such ownership would tend to influence adversely any decision of said Bank Official on behalf of the Company. Ownership by the spouse or unemancipated child of the Bank Official shall be deemed to be an indirect ownership by the Bank Official.
3. No Bank Official shall accept or engage in any activity, business or employment, either during or after working hours, which would conflict with the Company’s interests or diminish the ability of the Bank Official to render to the Company the full, loyal and undivided service which is contemplated in his or her employment by the Company.

C. Outside Business Interests

Usurpation of Corporate Opportunities

Bank Officials owe a duty to the Company to advance the Company’s business interests when the opportunity to do so arises. Bank Officials are prohibited from taking (or directing to a third party) a business opportunity that might be pursued by the Company that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down.

Generally, Bank Officials are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Business opportunities that might be pursued by the Company that are presented to Bank Officials of the Company either in their capacity as such or specifically for the use and benefit of the Company must be first presented to the Company before being directed elsewhere.

D. Outside Directorships

1. The Company recognizes the value of having Bank Officials serve as directors of corporations who are customers or suppliers and has no policy against such directorships where the circumstances are appropriate and no real or apparent conflict of interest is involved. However, the acceptance of an outside directorship by Bank Officials (except for Agents and Attorneys) shall be selective and based upon careful exercise of judgement as to whether the same is in the best interest of the Company. Any question as to the propriety of serving as director of any corporation shall be referred to the Governance Committee for determination prior to acceptance of the post.
2. Bank Officials should maintain their respective outside relationships with paramount regard for the fairness and individual integrity of each interest and the Company. All directors, officers, or employees, that have any outside business interests where he or she owns, controls, or in any way affects more than 10% of the ownership in any company, will disclose such a relationship to the Board of Directors at the inception of the relationship and will further make an annual statement to the Board of Directors listing any such relationships.

Where situations exist that Bank Officials become involved with banking transactions with their interests and it is difficult, impossible, or not in the corporation's best interest to be removed from the situation; then no concessions of availability, rate term, collateral, or structure will be made without the approval of the Board of Directors.

3. Where an outside directorship does involve a conflict of interest, the same shall be discouraged. The Company is aware of the increasing tendency of regulatory authorities to encourage the elimination of interlocking directorates. The Company's policy in these matters is to avoid any interlocks and to abide by all applicable laws, rules, and regulations. For the avoidance of doubt, as a general matter the Company would expect any member of its Board of Directors to refrain from serving on the Board of Directors of another insured depository institution (or holding company thereof) in the United States, unless prior approval is obtained by the board.
4. No Bank Official serving also as a director of any outside corporation shall vote to approve or disapprove any transaction between the Company and said outside corporation.

E. Individual Transactions with Customers

1. Company officers and employees shall not lend or borrow personal funds from an individual or business customer of the Company, not only because of the potential influence on an officer or employee's judgment and decisions, but also because the grant or denial of a request for a loan imposes an unfair burden on the customer. Accordingly, borrowing by an officer or employee from a customer of

the Company shall be limited to recognized lending institutions, except with the prior approval of the Audit Committee.

F. Appearance of Conflict

1. Bank Officials should strive at all times to avoid not only actual conflicts of interest but the appearance thereof. In many cases, the appearance of conflict can be more damaging than an actual conflict, and all Bank Officials are encouraged to develop and maintain an attitude of awareness of those situations in which an appearance of conflict might arise.

COMPLIANCE WITH LAWS AND SEC REGULATIONS

Bank Officials shall adhere to and advocate to the best of their knowledge and ability the following principles and responsibilities governing their professional and ethical conduct.

1. When disclosing information to constituents, provide them with information that is accurate, complete, objective, relevant, timely and understandable. Reports and documents that the Company files with the Securities and Exchange Commission or releases to the public shall contain full, fair, accurate, timely and understandable information.

2. Comply with applicable governmental laws, rules and regulations, as well as the rules and regulations of self-regulatory organizations or exchanges of which the Company or its subsidiaries is a member.

FINANCIAL REPORTING

Bank Officials that are involved in financial management, including the Company's Chief Executive Officer, Chief Financial Officer, Corporate Controller, Manager of Financial Reporting, and managers reporting to each of these positions who are responsible for accounting and financial reporting, shall adhere to and advocate to the best of their knowledge and ability the principles and responsibilities set forth in this Code of Ethics governing their professional, personal and ethical conduct, including the following principles and responsibilities:

1. Act in good faith, responsibly, with care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated.
2. Respect and protect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of their work shall not be used for personal advantage.
3. Share knowledge and maintain skills important and relevant to constituents' needs.
4. Proactively promote ethical behavior as a responsible partner among peers in the company or its subsidiaries.

5. Demonstrate responsible use of and control over all assets and resources employed by or entrusted to them.
6. Be responsible for implementing and maintaining an adequate internal control structure and procedures for financial reporting, including disclosure controls.

IMPLEMENTATION OF POLICY

A. Supervision and Control

1. The adoption and implementation of all Company policies stem from the authority of the Board of Directors. The Board has elected Leslie Chaplin as Corporate Ethics Officer to interpret the provisions of this Code, to recommend changes therein from time to time, to monitor compliance therewith, to advise the Executive Committee and Management on any apparent conflicts of interest and to do all other things helpful to the effective administration of this Code on a continuing basis. The Ethics Officer will report to the General Auditor and Chief Executive Officer quarterly.
2. When in doubt of the best course of action in a particular situation, employees are encouraged to talk promptly to supervisors, managers, the Ethics Officer or the General Auditor.
3. Any violation of the Code of Ethics or any other Company policy may constitute grounds for corrective action, up to and including the immediate termination of employment or engagement, at the Company's (including the Board's or Board committee's, as applicable) sole discretion.
4. We all are required to review this material and report promptly in writing any circumstances which may be in conflict, or appear to be in conflict, with these practices and guidelines. Employees should report to their supervisor, manager, the Ethics Officer, Audit Committee or the General Auditor. We are responsible for reporting potential conflicts of interest in our own or other employees' activities or behavior that may violate any law, rule, regulation, or provision of the Code of Ethics or any other Company policy. We must always remember that public confidence in the financial services industry can be eroded by irresponsible or improper conduct by any Bank Official. Even the appearance of impropriety can be damaging to the Company, as well as to our personal careers.
5. Employees are assured that no disciplinary action or retaliation of any kind will be taken or tolerated by Company as a result of a Bank Official reporting in good faith a potential conflict of interest in another Bank Official's activities or a suspected violation of law, rule, regulation, or provision of the Code of Ethics or any other

Company policy by another Bank Official. Bank Officials are expected to fully cooperate in investigations of misconduct.

6. Bank Officials also must report criminal convictions or charges brought against them for offenses involving theft, fraud, dishonesty or breach of trust in a written statement to the Ethics Officer and to the General Auditor.
7. This Code of Ethics replaces all versions of any prior Code of Ethics and applies to all Bank Officials. This Code of Ethics will be applied and violations will be handled on a consistent basis. Any waiver of this Code of Ethics for an executive officer or director may be made only by the Board and will be promptly disclosed, along with the reasons for the waiver, as and to the extent required by applicable SEC or stock exchange rules and regulations.

B. Dissemination of Statement

1. A copy of the Code of Ethics shall be made available to every Bank Official. The Bank Official shall acknowledge and agree to the Code in writing. A copy shall be available to every new Bank Official upon his employment or affiliation with the Company, and a written acknowledgment and agreement shall be obtained from him at that time.
2. Within a reasonable time after any amendment or revision to this policy, copies thereof shall likewise be made available with new written acknowledgments and agreements.