

Citizens First Bancorp, Inc.
Corporate Governance Guidelines
(Revised: May 24, 2007)

1. General Philosophy

Citizens First Bancorp, Inc. (“Citizens First Bancorp”) is a holding company, primarily for regulated financial institutions which serve communities as community banks. The commitment of Citizens First Bancorp to the community bank concept is reflected in its Certificate of Incorporation (filed in Delaware and posted on its website) as well as in its corporate governance. Investors, and prospective investors, in Citizens First Bancorp are encouraged to examine this factor in its organizational documents, and in its corporate governance documents; and to take this factor into account when making investment decisions with respect Citizens First Bancorp.

The board of directors of Citizens First Bancorp, Inc. sets high standards for Citizens First Bancorp's employees, officers, and board of directors. Implicit in this philosophy is the importance of sound corporate governance. It is the duty of the board of directors to serve as a prudent fiduciary for shareholders and to oversee the management of Citizens First Bancorp's performance as a community banking institution. To fulfill its responsibilities and to discharge its duty, the board of directors follows the procedures and standards that are set forth in these guidelines.

2. Board of Director Functions.

The board of directors shall:

- Review and approve strategic plans to enhance shareholder value and to advance its effectiveness as a community banking institution
- Review corporate performance, both financially and as an institution dedicated to community banking
- Oversee and evaluate management's systems for internal control, financial reporting and public disclosure
- Establish corporate governance standards
- Oversee and evaluate senior management performance and compensation
- Plan for effective succession of the chief executive officer and senior management
- Be apprised of relations with shareholders
- Set a tone for a climate of corporate trust and confidence
- Set standards for director qualification
- Encourage director orientation and continuing education
- Undertake an annual performance evaluation of the board of directors

3. Director Qualifications

The board of directors shall have a majority of directors who meet the criteria for independence required by The NASDAQ Stock Market. The Executive-Nominating Committee is responsible for reviewing with the board of directors, on an annual basis, the requisite skills and characteristics of members of the board of directors. This assessment will include independence, business, strategic and financial skills, as well as overall experience in the context of the needs of the board of directors as a whole. Nominees for director will be recommended to the board of directors by the Executive-Nominating Committee, in accordance with Citizens First Bancorp's Certificate of Incorporation, its Bylaws, the policies and principles of its charter, and these Corporate Governance Guidelines, for nomination by the board of directors. Shareholders may submit the name and qualifications of candidates for the board of directors to the Chair of the Executive-Nominating Committee. Each shareholder recommendation that is supported by adequate information about the candidate's qualifications will be evaluated by the Executive-Nominating Committee.

There should be no fewer than five members on the board of directors. To preserve independence and to avoid conflicts of interest, each director shall advise the Chairman of the Executive-Nominating Committee in advance of accepting an invitation to serve on another board of directors, and no member of the board of directors shall serve on the board of more than three other companies whose shares are traded on a national exchange. Any member of the board of directors who changes jobs or occupations shall, upon request of the Chairman of the Executive-Nominating Committee, tender a letter of resignation from the board of directors.

The following standards shall be used to determine director qualifications:

- The requirements set forth in the Certificate of Incorporation, and in the Bylaws. Section 6(c) of the Bylaws sets forth a series of requirements, which include but are not limited to, the following:
 - A person must have been, for a period of at least one year immediately prior to nomination or appointment, a resident of a county in which Citizens First Bancorp or its subsidiaries maintains a banking office or of a county contiguous to any such county.
 - No person may serve on the board of directors and at the same time be a director or other officer of another entity, including a co-operative bank, credit union, savings bank, state or federally-chartered savings and loan association, trust company, bank holding company or national banking association, that engages in the same business activities as Citizens First Bancorp in the same market area as Citizens First Bancorp or its subsidiaries.
- Depth and breadth of business and civic experience in leadership positions, and ties to Citizens First Bancorp's markets.

- A director may not be elected to a new term after reaching age 70.
- Beneficially owns at least 2,500 Citizens First Bancorp common shares within one year of becoming a director.
- The individual has particular skills or expertise that enhances the overall composition of the board of directors.

The above age limit, combined with each director's three year term, combine to create an effective term limit on service on the board of directors. The Executive-Nominating Committee will review each director's performance annually to assess independence, attendance, and overall performance.

4. Independent Directors

A majority of the board of directors will be comprised of "independent directors" as defined by the rules of the NASDAQ Stock Market. The board of directors annually will make an affirmative decision as to the independence of each director, based on its judgment as to whether the person meets the criteria for director independence established by the rules of the NASDAQ Stock Market and does not otherwise have any relationship with Citizens First Bancorp that would impair his or her independence. None of the following persons will be an independent director:

- Any officer or employee of Citizens First Bancorp or any of its subsidiaries;
- any person who has been employed by Citizens First Bancorp or any of its subsidiaries at any time within the past three years;
- any director who accepted or who has a family member that accepted any payments from Citizens First Bancorp or any of its subsidiaries exceeding \$60,000 during the current or any of the last three fiscal years, other than:
 - compensation for board or board committee service;
 - payments derived solely from investments in Citizens First Bancorp stock;
 - compensation paid to a family member who is a non-executive employee;
 - benefits under a tax-qualified retirement plan, or nondiscretionary compensation; or
 - loans from Citizens First Savings Bank or any other insured depository institution subsidiary made in compliance with Regulation O;
- any director who has a family member who is currently, or was at any time in the last three years, an executive officer of Citizens First Bancorp or any of its subsidiaries;
- a director who is, or has a family member who is, a partner, controlling shareholder or executive officer of any organization (for profit or nonprofit) to which Citizens First Bancorp made, or from which Citizens First Bancorp received, payments for property or

services in the current or any of the last three fiscal years that exceed the greater of (1) 5% of the recipient's consolidated gross revenues for the year or (2) \$200,000 (excluding payments solely from investments in Citizens First Bancorp stock or payments under nondiscretionary charitable contribution matching programs.)

- any director who within the past three years, has been part of an interlocking directorate in which an executive officer of Citizens First Bancorp serves on the compensation committee or a committee of a similar nature of another company that employed the director, or a family member of the director as an executive officer.

For purposes of these guidelines, a "family member" means a director's spouse, parents, children and siblings, whether by blood, marriage or adoption (including "in-law" relationships), or anyone residing in the director's home.

The board of directors and each committee shall have the power to engage independent legal, financial or other advisors as it may deem necessary, without consulting or obtaining the approval of the board of directors or management of Citizens First Bancorp in advance.

5. Lead Director

At all times when the Chairman of the board of directors is not an independent director, the board of directors shall select from its independent directors a person to serve as the Lead Director. The Lead Director shall:

- Provide leadership to ensure that the board of directors functions independently of management.
- Preside at Executive Sessions of the board of directors.
- Serve as the Chairman of the Executive-Nominating Committee.
- Preside at all meetings of the board of directors at which the Chairman of the board of directors is not present.
- Act as liaison between the Chairman of the board of directors and the independent directors.
- Provide input, as needed, with respect to board meeting agendas and information supplied to the independent directors.
- Have the authority to call special meetings of the board of directors.

6. Executive Sessions of the Board of Directors

Quarterly, the board of directors holds executive sessions, through its Audit Committee, at which only independent directors are present, and without the presence of the Chief Executive Officer.

7. Communications with Non-Management Members of the Board of Directors

An employee, officer or other interested party who has an interest in communicating with the independent directors may do so by directing the communication to the Lead Director, or to the Audit Committee.

8. Director Responsibility

Directors must exercise sound business judgment and act in what they reasonably believe to be the best interests of Citizens First Bancorp and its shareholders. In discharging this obligation, directors may reasonably rely on the honesty and integrity of Citizens First Bancorp's management as well as that of its director of audit and independent auditor.

Citizens First Bancorp will purchase reasonable directors' and officers' liability insurance for the benefit of its board of directors and management. In addition, directors and management shall be entitled to reasonable indemnification to the fullest extent permitted by law and Article Tenth of Citizens First Bancorp's Certificate of Incorporation.

In order to effectively oversee the management of Citizens First Bancorp, all directors are expected to attend meetings of the board of directors and meetings of committees of the board of directors of which they are members. Absent extenuating circumstances, directors who attend less than seventy-five percent (75%) of meetings of the board of directors and meetings of committees of the board of directors of which they are members for two (2) consecutive years will not be eligible for nomination to the board of directors. Directors are expected to be prepared for these meetings and to be able to devote the time required. Information and data that are important to the understanding of the business to be conducted at a board of directors or committee meeting will generally be distributed in advance of the meeting.

9. Board of Directors Committees

The board of directors will maintain an Audit Committee, a Compensation Committee, an Executive-Nominating Committee, a Proxy Committee and such other committees as it determines appropriate. All of the members of the Audit Committee, Compensation Committee and Executive-Nominating Committee shall be independent directors under the criteria established by these Corporate Governance Guidelines. Each member of the Audit Committee will also meet the more stringent criteria for independence established for members of the Audit Committee by rules of The Nasdaq Stock Market.

Each of the Audit Committee, the Compensation Committee and the Executive-Nominating Committee shall have written charters. These charters will address each committee's purpose, duties, goals and responsibilities as well as qualifications for committee membership, procedure for committee member appointment and removal, committee structure and operations, and committee reporting to the board of directors. Each charter will be disclosed to the shareholders, either by inclusion in a proxy statement or posting on Citizens First Bancorp's website, or both.

The Audit Committee shall have exclusive authority to engage and terminate Citizens First Bancorp's independent auditor. The Audit Committee shall also pre-approve all engagements of the independent auditor for services in accordance with rules of the Securities Exchange Commission.

The Executive-Nominating Committee shall have exclusive authority to engage and terminate any consultant or search firm utilized to identify or recruit director candidates and to nominate directors for election by shareholders.

The Compensation Committee shall have exclusive authority to set the compensation of the chief executive officer, and is the committee designated to administer the Citizens First Bancorp stock based compensation plans.

The Proxy Committee represents, at any meeting of the shareholders, all shareholders who authorize the Proxy Committee to do so. All shares of Citizens First Bancorp stock represented at any shareholder meeting by a properly executed proxy document will be voted by the Proxy Committee in accordance with the instructions set forth on the proxy document. The Proxy Committee shall also appoint a committee for any shareholder meeting to study the meeting's agenda items and to make a recommendation to Citizens First Savings Bank's Asset Management and Trust Department (the "Trust Department") on how the Trust Department should vote any shares for which it has voting responsibility with respect to each such agenda item. The committee to be appointed must consist of not less than three persons, no one of whom shall be an incumbent member of the board of directors of Citizens First Bancorp.

10. Director Compensation

The form and amount of director compensation are determined by the Compensation Committee in accordance with policies and principles set forth in its charter. The Compensation Committee will conduct a periodic review of the director compensation.

In order to maintain independence for members of the Audit Committee, members of the Audit Committee may not directly or indirectly receive fees or other compensation for services as a consultant, legal advisor or financial advisor, regardless of the amount. Due to the Audit Committee's time commitment and responsibilities, Audit Committee members may receive reasonable fees and compensation that are greater than those paid to other directors.

11. Director Orientation and Continuing Education

All new directors must participate in a comprehensive orientation to acquaint them with Citizens First Bancorp's strategy, long-range plans, financial statements, properties and operations, corporate governance guidelines, and the code of ethics. The orientation program will introduce new directors to Citizens First Bancorp's principal executives, its director of audit, and its independent auditor. All other directors are invited to attend the orientation program.

From time to time, directors will receive information and updates on legal and regulatory changes that affect Citizens First Bancorp, the directors and the employees.

All directors shall be reimbursed for any reasonable expenses incurred by a director in attending an accredited director education program, which program has been approved in advance by the board of directors.

12. Crisis Management

The board of directors shall be proactive in the context of any governance, compliance or business crisis affecting Citizens First Bancorp. The board of directors will work with management and any outside advisors in order to assess a crisis situation and choose a proper course of action. The board of directors will use its best efforts to maintain and preserve the value, integrity and control of Citizens First Bancorp.

13. Performance Evaluation

The board of directors will conduct a periodic self-evaluation of itself and its committees to determine whether they are functioning effectively. The Executive-Nominating Committee will survey and receive comments from each director and report periodically to the board of directors with an assessment of the board of director's performance.

14. Chief Executive Officer Succession Planning

The Executive-Nominating Committee, together with the Lead Director, shall be responsible for recommending to the board of directors successor and interim management upon the expiration or termination of the chief executive officer's contract, by death, disability, resignation or otherwise; and shall do so in accordance with its written charter.

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