

NewBridge Bancorp (NASDAQ: NBBC; Greensboro, NC) has agreed to acquire Premier Commercial Bank (Private; Greensboro, NC)

Deal Value: Approximately \$19.8 million

Sandler O'Neill served as financial advisor to NewBridge Bancorp in connection with the transaction. This transaction is Sandler O'Neill's 151st bank or thrift transaction nationwide since January 1, 2011, more than any other investment bank during that time period.¹ Since January 1, 2011, Sandler O'Neill has advised on 45 bank or thrift transactions in the Southeast, more than any other investment bank during that time period.¹

NewBridge Bancorp ("NewBridge" or the "Company") (NASDAQ: NBBC), the bank holding company for NewBridge Bank, a community bank headquartered in Greensboro, N.C. with assets of \$2.4 billion, and Premier Commercial Bank ("Premier"), a financial institution also headquartered in Greensboro with assets of \$173 million, announced today the signing of a definitive merger agreement that will result in a community bank with total assets of \$2.6 billion.

"We look forward to welcoming Premier's clients and experienced banking professionals to NewBridge," said Pressley A. Ridgill, NewBridge's President and Chief Executive Officer. "This combination will further enhance our position as one of the largest community banks headquartered in North Carolina, adding experienced commercial banking professionals to our team, along with proven mortgage producers in key North Carolina markets.

"We believe Premier represents an excellent strategic, operational and cultural partnership for NewBridge. Premier's ability to grow, even in the face of an extended economic downturn, and emerge with strong asset quality and a base of loyal clients reflects the value of the Bank's team. Additionally, Premier's strong reputation of excellent service further complements our client-centric culture."

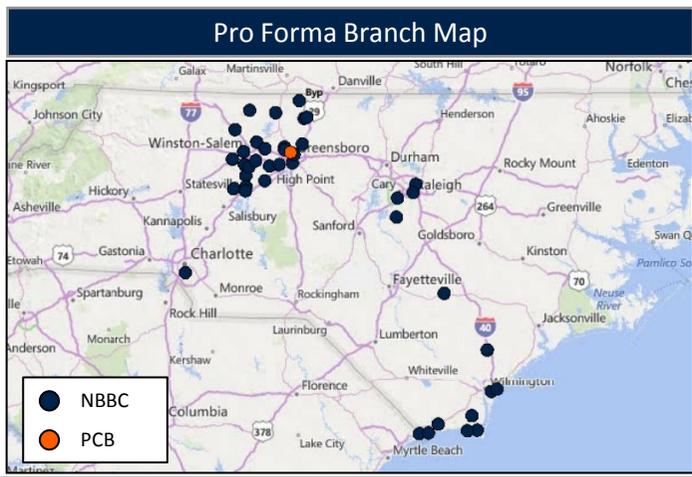
Frank Gavigan, President and Chief Executive Officer of Premier, commented: "Joining forces with NewBridge will allow us to continue the tradition we established of providing high-touch community bank service and innovative financial solutions to our clients. Our focus was to find a strategic partner that shared our service-centric philosophy and could provide the resources and capital strength necessary to support continuing growth. We found that partner in NewBridge."

Under the terms of the agreement, which is subject to approvals by regulatory agencies and Premier's shareholders, NewBridge will acquire Premier's outstanding stock for \$10.00 per share with the consideration being 75% NewBridge stock and 25% cash. The transaction is valued at approximately \$19.8 million (\$4.8 million in cash), or approximately 110% of Premier's tangible book value. The number of NewBridge common shares to be issued will be based on its stock's 20-day weighted average closing price during the period ending five trading days before the transaction's closing date. The agreement has been unanimously approved by the boards of directors of both companies.

NewBridge anticipates it will be able to achieve approximately 45% in cost savings based on Premier's current operating expenses; an earnback of less than one year on the estimated dilution to tangible book value; and accretion to its operating earnings per share in 2015 and beyond. The closing of the transaction is expected to occur in the first quarter of 2015.

Financial Highlights		
(Dollars in millions)	NBBC	Premier
Total Assets	\$2,429	\$173
Gross Loans	\$1,732	\$105
Total Deposits	\$1,856	\$133
Total Equity	\$225	\$17
TCE / TA	8.19%	10.13%

¹ Excludes terminated transactions and self-advisory roles
Note: Financial data as of 6/30/14
Source: SNL Financial



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