

FNBH BANCORP, INC.

**POLICY REGARDING THE APPROVAL OF
AUDIT AND NONAUDIT SERVICES PROVIDED BY THE
INDEPENDENT AUDITOR
(As Approved November 7, 2005)**

I. PURPOSE

Section 10A of the Securities Exchange Act of 1934 and the Charter of the Company's Audit Committee require that all audit services, as well as all non-audit services provided by the Company's auditors (the "Audit Firm"), be pre-approved by the Company's Audit Committee. This policy sets forth the guidelines and procedures to be followed by the Company prior to the engagement of (a) any firm to provide audit services, and (b) the Company's Audit Firm to perform audit and non-audit services.

II. PRE-APPROVAL REQUIREMENT

- A. General. Each audit engagement and each service provided by the Audit Firm, both audit and non-audit (collectively a "Permitted Service"), must be pre-approved by the Audit Committee or a Designated Member. The SEC rules allow the pre-approval to be effected through the use of pre-approval policies and procedures as long as (1) those policies and procedures are (a) detailed as to the particular services to be provided, and (b) do not result in the delegation of the Audit Committee's authority to management, and (2) the Audit Committee is informed about each service. The appendices to this Policy describe the audit, audit-related, tax and all other services that have the pre-approval of the Audit Committee. Such pre-approval (1) may be given not more than one year before the commencement of the specified services, (2) may not exceed the budgeted amount pre-approved (unless subsequently approved), and (3) may not be given unless the description of the services to be pre-approved is accompanied by sufficient back-up documentation regarding the specific services to be provided. Unless the type service has received such general pre-approval, it will require specific pre-approval by the Audit Committee.
- B. Delegation. Subject to the conditions in Section II(A), the Audit Committee may delegate to one or more member(s) of the Audit Committee (a "Designated Member"), the authority to grant pre-approvals of Permitted Services to be provided by the Audit Firm or audit services provided by another audit firm. The decisions of a Designated Member to pre-approve a Permitted Service shall be reported to the Audit Committee at each of its regularly scheduled meetings.

III. DISCLOSURES

The Company shall disclose in each proxy statement filed in connection with annual meetings of shareholders the aggregate fees billed for (1) audit services, (2) audit-related services, (3) tax services, and (4) all other services provided by the Audit Firm.

IV. PROHIBITED SERVICES

The Company may not engage the Audit Firm to provide the non-audit services described below to the Company (the "Prohibited Services").

- A. Bookkeeping or other services related to the Company's accounting records or financial statements.
- B. Financial information systems design and implementation, unless required to support the audit (*i.e.*, using valuation experts to assist in auditing a valuation obtained by the Company).
- C. Appraisal or valuation services or fairness opinions, unless required to support the audit (*i.e.*, setting actuarial reserves as opposed to actuarial audit work).
- D. Actuarial services.
- E. Internal audit outsourcing.
- F. Management functions or human resources.
- G. Broker-dealer investment adviser, or investment banking services.
- H. Legal services or expert services unrelated to the audit.

The list of Prohibited Services shall be automatically expanded to include those services that are proscribed by rule by the Securities and Exchange Commission.

V. AUDIT COMMITTEE REVIEW OF SERVICES

The Audit Committee shall review the following annually or as additional services are approved:

- A report summarizing the Permitted Services, or grouping of related services, including fees, provided by the Audit Firm since the last meeting
- A report summarizing the audit services and fees provided to the Company by any firm
- A listing of newly pre-approved Permitted Services (and estimated fees) since its last regularly scheduled meeting
- An updated projection for the current fiscal year, presented in a manner consistent with the proxy disclosure requirements, of the estimated annual fees to be paid to the Audit Firm

VI. EFFECTIVE DATE

This policy, as revised, shall be effective immediately upon approval by the Audit Committee.

Approved: March 11, 2004

Revised: November 7, 2005

APPENDIX A

PRE-APPROVED ANNUAL AUDIT SERVICES

Service
Statutory audits or financial audits for subsidiaries or affiliates of the Company
Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (<i>e.g.</i> , comfort letters, consents), and assistance in responding to SEC comment letters
Consultations by the company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard setting bodies
Services associated with internal control examination and attestation required by Sarbanes-Oxley Act and related SEC rules

APPENDIX B

PRE-APPROVED AUDIT-RELATED SERVICES

Service
Financial statement audits of employee benefit plans
Expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters
Internal control reviews and assistance with internal control reporting requirements
Closing balance sheet audits pertaining to dispositions
General assistance with implementation of the requirements of SEC rules or listing standards promulgated pursuant to the Sarbanes-Oxley Act (other than Section 404 attestation requirements)

APPENDIX C

PRE-APPROVED TAX SERVICES

Service
U.S. federal, state and local tax compliance
U.S. federal, state and local tax planning and advice
Review of federal, state, and local income, franchise, and other tax returns
Assistance with tax audits and appeals before the IRS and similar state and local agencies
Tax advice and assistance regarding statutory, regulatory or administrative developments

APPENDIX D

PRE-APPROVED ALL OTHER PERMITTED SERVICES

Service
None