

**FREQUENTLY ASKED QUESTIONS
CONCERNING THE NUMBER OF SHARES
OF BANK OF MARIN BANCORP COMMON STOCK
THAT I RECEIVED FOR MY SHARES OF
NORCAL COMMUNITY BANCORP**

Q. I elected to receive shares of Bank of Marin Bancorp (“Marin”) common stock in exchange for my shares of NorCal Community Bancorp (“NorCal”) common stock. I received some shares of Marin but I also received cash. What happened?

A. Pursuant to the Agreement and Plan of Merger between Marin and NorCal dated July 1, 2013 (the “Merger Agreement”), 50% of NorCal shares were to be exchanged for Marin stock and 50% for cash.

Subject to those restrictions, NorCal shareholders were given the right to elect to receive Marin stock, cash or a combination in exchange for their NorCal shares as explained in NorCal’s proxy statement of September 12, 2013 and in the subsequent election materials that were mailed to you.

The Exchange Agent in the merger received valid elections for Marin stock which far exceeded 50% of NorCal shares outstanding.

In such event and as provided in the Merger Agreement, valid stock elections had to be reduced and were pro rated so that the number of NorCal shares converted to Marin stock did not exceed this maximum amount.

Q. What was the stock proration factor?

A. The stock proration factor was 66.62%. In other words, every shareholder that elected stock received 66.62% stock and 33.38% cash to satisfy the provisions of the Merger Agreement.

Q. Was the same Stock Proration Factor applied to all stock elections?

A. Yes.

Q. What was the final exchange ratio used to convert shares of NorCal into shares of Marin?

A. In accordance with the formula contained in the Merger Agreement, the final exchange ratio was computed as 0.07567 shares of Marin stock for each share of NorCal stock.

Q. How was the cash that I received determined pursuant to the Merger Agreement?

A. The cash that you received has two components. First, you received cash to offset the Stock Proration Factor. To calculate the amount of that cash, the number of NorCal shares for which you elected Marin stock was **multiplied** by .6662 and rounded down to the nearest whole share. The remaining number of NorCal shares was multiplied by \$3.01 (the per share cash consideration set forth in the Merger Agreement). The second component is a cash payment in lieu of a fractional portion of a share of Marin stock. Fractional interests result from the application of the exchange ratio to the number of NorCal shares receiving stock. The Merger Agreement did not require Marin to issue fractional portions of a share.

Q. Will my tax consequence of receiving stock and cash be different than if I had received only Marin stock?

A. Yes. There are different tax consequences to the cash component that you received than for the shares of Marin stock. You should consult your tax advisor as soon as possible.

Q. I did not submit my election form by the election deadline. How will my request be treated when I submit it?

A. Since you did not make a timely election, your shares are treated as Undesignated Shares pursuant to the Merger Agreement. Because of the large election in favor of Marin stock, your shares were converted into the per share cash consideration of \$3.01 per share in accordance with the allocation provisions of the Merger Agreement. Please contact the Exchange Agent's Investor Relations Department at

1-800-368-5948

in order to obtain assistance if you have not yet submitted your shares of NorCal stock.

Q. If I still have questions, who should I contact?

A. Please contact

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