



FINEMARK HOLDINGS, INC.

Frequently Asked Questions FineMark Holdings, Inc. (“FineMark”) OTCQX Listing

Q: What is OTC?

A: OTC Markets Group (OTC), headquartered in New York City, sponsors and administers a number of platforms to facilitate trading in over-the-counter securities. Over-the-counter securities are securities that are not listed on a public company exchange, such as the NYSE or NASDAQ.

Q: What is OTCQX for Banks?

A: OTCQX for Banks marketplace (OTCQX) is an American financial market providing price and liquidity information for securities, as well as a marketplace where securities may be traded. OTCQX is designed specifically for banks like FineMark, and is the top tier of the three marketplaces provided and operated by OTC. To maintain the listing of our common stock on OTCQX, we must meet strict financial, disclosure and corporate governance standards, but we will not need to become subject to SEC reporting.

Q: Why is FineMark listing its common stock on OTCQX?

A: FineMark (Ticker: FNBT) would like to improve the liquidity and visibility of its common stock, for the benefit of all shareholders. OTCQX provides an informative, user-friendly trading experience that is efficient, transparent and cost effective. OTCQX will enable our shareholders to view real-time price quotes, to engage in holding shares electronically through book-entry (rather than physical certificates), and to hold shares and trade through asset managers or stock brokers in a manner similar to any publicly traded security.

Q: What is Computershare?

A: We have engaged a third-party company called Computershare to serve as the Transfer Agent for our common stock. This means that Computershare will maintain all of the ownership records for our common stock and that trades will need to be reported to Computershare.

Q: How do I find FineMark common stock on OTCQX?

A: Visit <https://www.otcmartkets.com/stock/FNBT/overview>. Market activity for FineMark common stock will be available once FineMark goes live on OTCQX on Monday, December 10, 2018.



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Q: Will there be an initial public offering (IPO)?

A: No, FineMark is still privately held and currently has no plans of going public.

Q: How can I see if FineMark stock is available for sale through OTCQX?

A: Real-Time Level 2 quotes will be available on FineMark's OTCQX Overview page at <https://www.otcmarkets.com/stock/FNBT/overview>.

Q: When can FineMark shares be purchased through OTCQX?

A: FineMark will begin trading its stock on OTCQX on Monday, December 10, 2018. Once FineMark goes live on OTCQX, FineMark stock will be traded in the same manner as any other publicly traded security. Trading may take place Monday through Friday, from 6:00 a.m. EST to 5:00 p.m. EST. The majority of quoting and trading occurs between the open market hours of 9:30 a.m. EST to 4:00 p.m. EST; however, market participants are free to quote and trade at any time as long as they comply with current regulations, such as FINRA Best Execution. OTCQX does observe holidays and early-close days. The full list of market hours are available on OTC Markets' website <https://www.otcmarkets.com/market-hours>. FineMark insiders – directors, employees and related interests of FineMark – will be required to follow FineMark's Insider Trading Policy and withhold from trading during certain blackout periods.

Q: How can I purchase FineMark shares through OTCQX?

A: Trades will need to be placed through your asset manager or stock broker. You cannot purchase FineMark stock directly from OTCQX or Computershare.

Q: How can I sell FineMark shares through OTCQX?

A: You can sell shares through your asset manager or stock broker. However, please note the following:

- If you hold physical stock certificates that represent your shares, you will first need to work with Computershare to convert your certificated shares to book-entry shares prior to sale.
- If your asset manager or stock broker holds your physical certificates, you will need to work with them and Computershare to convert your certificated shares to book-entry.
- If your shares – whether represented by a physical certificate or held in book-entry – were issued to you by FineMark and have been held by you for less than one year, then those shares cannot be sold until the one-year holding period has expired.



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Q: What is the initial price of FineMark stock on OTCQX? How will the ongoing price for FineMark stock be determined?

A: FineMark stock will initially be listed on OTCQX at \$28.50 per share. Subsequently, the price of FineMark stock will be based upon market activity.

Q: Do I have to be an accredited investor to purchase FineMark stock?

A: No, FineMark stock can be purchased by anyone.

Q: How quickly will the trades be executed?

A: Supply and demand will ultimately determine how quickly trades will be executed. Orders will also determine the rate at which trades are executed.

Q: Is there any limit on the amount of FineMark stock I can buy or sell?

A: Generally speaking, OTCQX does not impose any limitations on the number of shares that an individual may own, and FineMark stock can be bought and sold like any other publicly traded stock. However, the banking laws do require that pre-approval from the banking agencies be obtained where any person, entity, or group acting together, desires to own 9.9% or more (or 854,342 shares, as of 9/30/2018) of the total number of outstanding shares of FineMark.

Q: Are “call” and “put” options available for FineMark Stock?

A: Shareholders can place limit orders and market orders, but they cannot place a call or a put option in respect of FineMark stock.

Q: What is the difference between a limit order and a market order?

A: A limit order is an order to buy or sell stock at a specific price or better and is not guaranteed to execute (**recommended**). A market order is an order to buy or sell a stock at the best available price.



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Q: What are “restricted securities”?

A: Under the securities laws, when the issuance of a security is not registered with the SEC, that security becomes a “restricted security” – meaning that the security must be held for a period of one year before it can be sold. All shares of FineMark common stock were restricted securities when issued, and as such, bear a restrictive legend on the back of the physical certificate. Once converted to book-entry shares, the shares will continue to maintain a virtual restrictive legend through Computershare’s record-keeping system.

To determine whether your shares are subject to trading restriction, sign in to Computershare’s online portal. If you have held your shares for more than a year and would like to have the trading restriction removed, visit our Investor Relations page at: www.finemarkbank.com/about/investor-relations/, download the Shareholder’s Rule 144 Representation Letter, sign and mail the letter to FineMark:

FineMark Holdings, Inc.
Attn: Investor Relations
12681 Creekside Lane
Fort Myers, Florida 33919

FineMark will work to provide to Computershare any additional information that may be required, including for example, (1) an instruction letter from FineMark to Computershare instructing Computershare to lift the trading restrictions, and (2) a legal opinion letter from FineMark’s outside legal counsel, Alston & Bird LLP, confirming that the shares are freely transferable.

Q: If I want to move to book-entry, what do I need to do with the physical certificates representing my shares?

A: As part of the book-entry conversion process, you will need to send in any share certificates to Computershare. Once the shares are held in book-entry form, there is no longer a need for certificated shares.

You should note that Computershare will have strict requirements on the signatures that are required for stock registration, so you should take care in observing the form of ownership and required signatures for special ownership structures, such as trusts, IRAs, joint accounts, etc. Please be sure to coordinate with Computershare on these matters.

Q: Where will my FineMark shares be held?

A: FineMark stock can be held like any other publicly traded security. FineMark shares can be held through Computershare, through your asset manager or stock broker, or via physical certificate (not recommended).