

FIRST AMERICAN INTERNATIONAL CORP. AND BANK

INSIDER TRADING POLICY

(Effective 07-26-14)

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I. SUMMARY STATEMENT OF POLICY

It is the policy of First American International Corp. (“FAIC”) and First American International Bank (“FAIB”) that all employees, officers and directors must refrain from trading in the securities of FAIC while they are aware of material, non-public information about FAIC or any of its subsidiaries. It is also the policy of First American (defined below) that all employees, officers and directors must refrain from trading in securities of any customer or vendors of First American while they are aware of material, non-public information about that customer or vendor. This rule regarding securities of customers and vendors applies to all of them, even those that are not “publicly traded.”

II. PURPOSE

The Boards of Directors of FAIC and FAIB have adopted this Policy to provide guidelines for trading of FAIC’s securities as well as the securities of companies with which First American does business. In this Policy, all references to “First American” include FAIC, FAIB and their subsidiaries. All references to “you” and similar terms refer to all directors, officers and other employees of First American. This Policy is designed to promote compliance with federal and state securities laws that prohibit persons who are aware of material, non-public information from: (i) trading in FAIC securities or companies with which First American does business; or (ii) disclosing material, non-public information about First American or the companies with which it does business to other persons, including family members, friends and business contacts, who may trade using that information.

This Policy is intended to avoid even the appearance of improper conduct on the part of anyone employed by or associated with First American. The consequences of prohibited insider trading or tipping can be severe. Violation of this Policy may result in disciplinary action up to and including immediate termination for cause. Violation may also result in civil and criminal penalties for you, anyone who trades on the basis of material, non-public information that you provide, and First American. It is your obligation to understand and comply with this Policy. If you have any questions regarding this Policy, please contact the President.

III. STATEMENT OF POLICY

It is First American’s policy that you may not engage in any of the following activities, either directly or indirectly, when you are aware of material, non-public information (terms that are defined below) relating to First American or any company with which First American does business:

- Trade in the securities of any company that is the subject of material, non-public information or that is affected by the information;
- “Tip,” or otherwise disclose material, non-public information concerning First American or any company with which First American does business, to any person (friends, family, securities analysts, the media or anyone else) unless their job or relationship with First American requires that they know the information;
- Assist anyone engaged in the above activities;
- Trade in securities of First American or any other company that may reasonably give the appearance of impropriety or place First American in a bad light.

There are many related activities that can have the effect of fostering illegal trading while aware of material, non-public information. Those activities are also prohibited. Do not respond to market rumors or otherwise make public comments about First American or its prospects, unless specifically authorized to do so by the Chairman or the President. This includes responding to or commenting on internet-based bulletin boards or chat rooms. Remember that what is said on the Internet lasts forever. If you inadvertently disclose any material, non-public information, you must inform the President immediately. To protect against inadvertent disclosures, if you receive an inquiry from an outsider regarding material, non-public information, you should respond, “I’m sorry, but I can’t talk about that” and if the person persists, refer them to the President or the Chairman. Only the President, the Chairman and individuals they expressly designate may speak on behalf of First American.

It is especially important that you never recommend that anyone else buy or sell First American securities.

IV. APPLICABILITY AND SCOPE

A. Persons covered by this Policy

This Policy applies to all directors, officers, and other employees of First American. Although First American does not have direct authority over your family members, you are responsible for making certain that your family members and any entities that you or they control also comply with this policy. This Policy also applies to any other person that the President designates an “Insider” because of that person’s access to material, non-public information about First American.

This Policy applies even after you are no longer employed by or a director of First American. If you possess material, non-public information when your employment or directorship ends, you

may not trade in FAIC securities until that information has become public or is no longer material.

B. Matters Covered by this Policy

This Policy applies to all transactions in FAIC securities or in any related security, such as an option or other derivative. Transactions covered under this Policy include purchases, sales, short sales, writing options, buying options and may also include loans secured by FAIC securities, depending upon the circumstances.

This Policy also applies to material, non-public information about First American's customers, vendors, and other companies that is learned in the course of performing duties for First American. For example, if you become aware, in the course of working for First American, that a customer of First American has just obtained a large government contract that will substantially increase revenue, you are prohibited from trading in that company's securities as long as the information is not public. You are also prohibited from trading in a customer's or vendor's securities if you know that the customer or vendor will or may enter into a transaction with First American, even if that transaction will not have a material impact on the customer's or vendor's company.

C. Persons Responsible

You are responsible for your compliance with this Policy. You are also responsible for making sure that any family member, household member, friend or business associate complies with this Policy.

You are responsible for determining whether you are in possession of material, non-public information. Any advice or opinions of the President or any other employee or director does not constitute legal advice. It will not protect you from liability under state, national and foreign securities laws. If you violate the terms of this Policy, you may be subject to severe legal penalties and disciplinary action.

Securities enforcement authorities review each particular transaction with the benefit of hindsight. You should carefully consider the appearance of each and every transaction you make when dealing with FAIC's securities or the securities of any company with which First American does business. You can be subject to government investigation and perhaps even prosecution if you engage in a transaction that appears improper, even though you did not intend anything wrong.

If you have any questions regarding specific transactions or this Policy in general, please contact the President.

V. DEFINITIONS

A. “Material” Information

Information is “material” if there is a substantial likelihood that a reasonable investor would consider it and important as part of the total mix of information available in making a decision to buy, sell, or hold securities. Information is also material if the disclosure of the information could reasonably be expected to alter significantly the total mix of information in the marketplace. Information does not have to be the determining factor in a decision for it to be material. There is no clear standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. While it is not possible to identify all information that would be considered “material,” some examples of information that ordinarily would be regarded as material are:

- Projections of future earnings or losses, or other information regarding earnings;
- Potential restatements of First American’s financial statements;
- Changes in auditors or auditor notification that First American may no longer rely on an auditor’s report;
- Changes in First American’s prospects;
- Significant regulatory developments;
- A pending or proposed merger; acquisition or tender offer;
- A pending or proposed acquisition or disposition of a branch;
- A restructuring or reorganization;
- An offering of additional securities;
- The establishment of a repurchase program for FAIC securities;
- A change in management or directors;
- Pending or threatened significant litigation, or the resolution of such litigation;
- Severe liquidity problems; or
- Unannounced financial results.

The above list is not exhaustive. Both positive and negative information can be material. Many other types of information could be considered material, depending on the circumstances. You should contact the President and your legal counsel for guidance if you are unsure whether information is “material.”

B. “Non-Public” Information

“Non-Public” information is information that has not been disclosed to the public. Information is no longer “non-public” once it has been (i) widely disseminated, such as through a press release or posting on First American’s website, and (ii) the investing public has had sufficient time to absorb the information. As a general rule, information may be considered absorbed if one full business day has passed after a broad based public announcement of the information. Information that has only been disclosed to First American employees is still “non-public.”

You do not have the right to convert non-public information into public information simply by announcing it yourself. First American “owns” the information about itself, and it is First American’s decision, not yours, as to if, when and how the information will be made available to the public.

VI. TRADING WINDOWS AND BLACKOUT PERIODS

There are two different types of periods during which you may not engage in trades in FAIC securities. The first is an Automatic Blackout Period when Designated Employees, as defined below, and directors may not engage in stock trades. The second is a general blackout period when you are aware of any material, non-public information about First American. Both of these restricted trading periods are discussed below.

A. Quarterly Trading Restrictions – Automatic Blackout Period

Earnings information is one of the most important pieces of material information. Therefore, all Designated Employees and all directors may not engage in any transaction involving FAIC securities during the “Automatic Blackout Period.” The Automatic Blackout Period begins ten (10) business days prior to the end of each quarter (or year) and ends at the close of business two (2) business days after First American publicly releases earnings results for that quarter (or year). This restriction applies to all Designated Employees and all directors.

The following employees are “Designated Employees” subject to the Automatic Blackout Period.

President and Chief Executive Officer
Chief Financial Officer
Controller
Assistant Controller
Accounting Manager
Administrative Assistant to the President and CEO

Executive Administrator to the Board of Directors
All First Vice Presidents, Senior Vice Presidents, Executive Vice Presidents and
Executive Directors

In addition, any other employee who becomes aware of quarterly or annual earnings information before or during any Automatic Blackout Period is subject to that Automatic Blackout Period. For example, an employee who attends a Board meeting at which the quarter's earnings are discussed, or an employee involved in the preparation of a quarterly or annual earnings release and who knows the contents of the release, is subject to the remainder of the Automatic Blackout Period,

Further, as provided in the section below, **all employees and directors, including those who are not Designated Employees**, are prohibited from trading while they are in possession of material, non-public information, regardless of whether there is an Automatic Blackout Period in effect.

B. Event-Specific Trading Restrictions

An event may occur that is material to First American and is known by only a few directors, officers or other employees. While the event remains material and non-public, those persons who are aware of it may not trade FAIC securities. In addition, First American's financial results may be sufficiently material in a particular quarter (or year) that, in the judgment of the President, persons who the President identifies should refrain from trading in FAIC's securities before the start of the Automatic Blackout Period. In that situation, the President may notify those persons that they should not trade in FAIC securities. The President is not obligated to disclose the reason for the restriction.

The existence of an event-specific trading restriction period or extension of an Automatic Blackout Period will not be announced to all First American employees, and should not be communicated to any other person. Even if the President has not notified you that you should not trade due to an event-specific restriction, you should not trade while you are aware of material, non-public information. No exceptions will be granted during an event-specific trading restriction period.

C. Exceptions for Hardship Cases

The Audit Committee may, on a case-by-case basis, authorize trading in FAIC securities due to a personal hardship when trading is otherwise restricted during an Automatic Blackout Period. You may request an exception by contacting the Chairman of the Audit Committee. The grant or denial of your request for an exception is in the sole discretion of the Audit Committee based

upon an evaluation of whether there is any existing material, non-public information about First American. The decision of the Audit Committee is final and unreviewable.

VII. PENALTIES FOR NON-COMPLIANCE

A. Officers and Other Employees

Officers and other employees who fail to comply with this Policy may be subject to company-imposed sanctions, including dismissal for cause, whether or not such noncompliance results in a violation of the law.

B. Directors

Directors who fail to comply with this Policy may be subject to reduced involvement in committee assignments, similar discretionary matters, and under some circumstances may be rejected for future nomination as a director or removed from a directorship or other position with First American.

VIII. REPORTING OF VIOLATIONS

If you violate this Policy or if you know of any violation by anyone else, you must report the violation immediately to the President. If you believe that there has been a violation by the President, you should report the matter to the Chairman of the Audit Committee.