The First Bancorp, Inc.
Corporate Governance Guidelines
Established January 2018

1. Roles of Board and Management

Management conducts the business of The First Bancorp, Inc. (the "Company") under the oversight of the Board of Directors (the "Board"). The Company's business strategy is developed and implemented under the leadership and direction of the Chief Executive Officer and the Executive Management Team of First National Bank, the Company's subsidiary. In performing its oversight function, the Board reviews and assesses the Company's strategic and business planning and performance as well as Management's approach to addressing significant risks and challenges, including legal compliance. The Board reviews and discusses reports regularly submitted by Management with respect to performance, significant events, issues, and risks that may affect the Company's financial performance. All directors of the Company also serve on the Board of First National Bank.

2. Board Composition and Membership Criteria

The health of the Company depends on a strong, independent, and attentive Board. The Corporate Governance Committee is responsible for recommending for Board consideration candidates for election to the Board. The Corporate Governance Committee believes it is necessary for each of the Company's directors to possess sound judgment, wisdom, integrity and ethics as well as experience with businesses and other organizations of comparable size.

The assessment of the overall composition of the Board encompasses consideration of diversity, skills, background, experience, basic knowledge of the banking industry and knowledge of the communities served. The Corporate Governance Committee will seek individuals with backgrounds and qualities that, when combined with those of all other directors, will provide a blend of skills and experience that will further enhance the Company's governance and strategic interests. As all directors of the Company also serve on the First National Bank's board, they must meet the requirements for directors as set forth by the Office of the Comptroller of the Currency. In order to be a candidate for election as a director of the Company, each individual must meet the following criteria:

- Be a citizen of the United States
- Own or purchase the required equity interest in the Company as specified by the Bylaws (see paragraph 4 below).
- Have the ability and willingness to represent the interests of the stockholders of the Company as a whole.
- Be available to attend Board of Directors and committee meetings as scheduled.
- Meet any additional criteria that the Office of the Comptroller of the Currency may establish for directors of a national bank.

3. Mix of Directors

The Board shall be composed predominantly of independent directors, thereby ensuring their availability to serve on the Audit, Compensation, and Corporate Governance Committees.

4. Director Stock Ownership Guidelines

The Board believes that directors should have a meaningful ownership interest in the Company's stock to more closely align the interest of the directors with the long-term interest of the Company's stockholders. No person shall be eligible to serve as a director unless he or she is the actual and beneficial owner of at least 1,000 shares of common stock of the Company, with additional requirement that the minimum number of shares a director will ultimately own will be at least 5,000. The shortfall between the director's actual ownership and the 5,000 shares may be acquired through the Employee Stock Purchase Plan or through open market purchases. Until the director owns a minimum of 5,000 shares of Company stock, 75% of that director's director fees will be paid in shares issued under the Company's Employee Stock Purchase Plan.

5. Director Independence

As required by NASDAQ, a majority of Board members shall be independent directors. The determination of "independent" will be in accordance with Rule 5606(a)(2) of the NASDAQ Stock Market Rules. Annually, the Board shall determine each director's independence (including for purposes of service on the Audit, Compensation, and Corporate Governance Committees). The Board has established guidelines to assist it in determining whether a director has a material relationship with the Company. Under these guidelines, a director will not be considered to have a material relationship with the Company if in addition to the NASDAQ Rule:

- He or she (or an immediate family member) serves as an executive officer of another company which is indebted to the Company, or to which the Company is indebted, provided that the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company such person serves as an executive officer or

- He or she (or an immediate family member) serves as an officer, director or trustee of a tax exempt organization provided that the Company's annual discretionary contributions to such organization are less than two percent of that organization's consolidated gross revenues.

For relationships not covered by the guidelines set forth above, the determination of whether a material relationship impacting a director's independence exists shall be made by the other members of the Board of Directors who are independent as defined above.

6. Independence of Committee Members

The Audit Committee, the Compensation Committee, and the Corporate Governance Committee are required to be composed entirely of independent directors. In addition to the general independence requirements discussed above, members of the Audit Committee must also satisfy two additional independence requirements: (a) they may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from The First Bancorp or any of its subsidiaries other than their directors' compensation and (b) they may not be an affiliated person of The First Bancorp or any of its subsidiaries (as defined in Rule 10A-3 of the Securities Exchange Act of 1934).

7. Board Leadership

The Company believes that having an independent director serving as Chairman of the Board is prudent. The Chairman of the Board is elected by a vote of the directors to serve a one-year term with a maximum appointment of eight terms. The Company's Chief Executive Officer serves on the Board of Directors; however, his or her main focus is to provide leadership to the Company for accomplishing the directives established by the Board of Directors. He or she is also responsible for the general administration, oversight, care, and management of all property and business of the Company as well as having full authority over all officers and employees.

8. Board Size

The Board periodically reviews its size to consider the number of directors that is most effective for its operation, within the range authorized by the Articles of Incorporation. Research shows that a smaller board produces better shareholder returns over a three-year period and provides more effective oversight of management. The existing number of directors allows for diverse views, meaningful participation and input from each director and allows them to share sensitive information based on the mutual respect and trust they have developed. As required by the Articles, the minimum number shall be five directors and the maximum number shall be 25 directors.

Within the limits permitted by the Bylaws, the Board shall have the power, by resolution, to increase the number of directors between annual meetings by not more than two members. A decision to increase the number of directors between annual meetings shall have the effect of creating a vacancy or vacancies, which may be filled by the Board, with the person or persons elected to fill such vacancy or vacancies to hold office until the next annual meeting.

9. Board of Director Committees

The Board has established the following standing committees to assist it in discharging its responsibilities: Audit, Executive Corporate Governance, and Compensation. The Company's Compensation Committee is a standing committee of the Bank's Board because the Bank pays all executive compensation. In addition, to the above, the Bank has the following standing committees: Asset/Liability, Directors' Loan, and Trust/Investment Oversight. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
Each committee reports to the full Board on a regular basis and annually reviews its charter. The charters of the Audit, Compensation, and Corporate Governance Committees satisfy the requirements of the NASDAQ rules and the Audit Committee Charter satisfies the requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Each of these committee's charters is available for review on The First Bancorp's website: https://www.thefirst.com/shareholder-relations/corporate-governance

There is no strict policy of committee rotation, and changes in committee assignments are made based upon committee needs, director interests, experience, and availability in addition to applicable regulatory and legal considerations.

Agendas for the committees will be set based on topics identified for discussion by the Chairman of the committee in consultation with the members of the Committee and Management.

10. Risk Management & Oversight

The Board takes an active role as a whole and at the committee level in overseeing the management of the Company's risk. The Board regularly reviews information regarding the Company's liquidity and operations as well as the risks associated with each. While each committee is responsible for evaluating certain risks and overseeing the management of same, the entire Board is regularly informed through committee reports about such risks. The Audit Committee oversees reports from examiners and auditors of both the internal audit function and independent outside auditors and federal regulators. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation practices and plans. The Corporate Governance Committee manages risk associated with the independence of the Board of Directors and potential conflicts. At the Bank level, the Asset/Liability Committee, the Directors' Loan Committee, and the Trust/Investment Committee also provide risk management oversight. The Asset/Liability Committee is responsible for overseeing financial risk. The Directors' Loan Committee monitors lending policies to ensure they are adequate and that the lending function follows sound practices. The Trust/Investment Committee reviews activities of the Trust and Investment Department to ensure that all trust functions are conducted in accordance with Bank policy, applicable laws, and regulations and in a sound manner consistent with fiduciary standards and duties.

11. Frequency of Meetings

The Bank's Board meets each month and the Company's Board meets at least quarterly. Each committee's meetings are scheduled as required by its Charter or as needed.

12. Commitment and Attendance

The Board's Attendance Policy states that all members of the Board are strongly encouraged to attend every meeting of the Board and every meeting of committees of which they are members. Per the Company's bylaws, attendance through the use of video or teleconference constitutes presence in person so long as all directors participating can hear each other. All directors are expected to attend the annual meeting of shareholders. A director may attend meetings (without having a vote or affecting the presence or absence of a quorum) of any committee of which the director is not a member, with the consent of the committee Chairman. The Chairman may attend any meetings of committees of which he or she is an ex-officio member in their sole discretion.

Each director should be sufficiently familiar with the business of The First Bancorp and the Bank, including its financial statements, capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's or the Bank's business. Directors should also review the materials provided by Management and advisors in advance of the meetings of the Board and its committees.

13. Review of Performance and Company Strategy

The Board shall review the Company's financial performance and strategy on a regular basis at Board meetings. Pertinent policies, committee minutes, and Management prepared reports, as well as informational articles will be reviewed as required.

14. Executive Sessions

The non-management directors shall meet in executive session at least semi-annually outside of the presence of any Management directors. The independent directors will meet in executive session at other times at the request of any independent director. During the executive session, the directors may consider such matters as they deem appropriate.

15. Director Orientation and Continuing Education

Management, working with the Board, shall provide an orientation process for new directors, including background material on the Company and the Bank and information about the Company's strategic plan, as well as meetings with members of senior management. The orientation process will also include a review of the Company's expectations of its directors in terms of time and effort and the directors' fiduciary duties.

Directors are encouraged to attend director education courses in order to perform effectively their duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education. In addition, Management will provide presentations to the Board on current issues and relevant topics.

16. Board Compensation

The Compensation Committee shall annually review and set the compensation of the Board and the committee fees in addition to the annual retainer of the Audit Committee and Executive Committee Chairmen and the Chairman of the Board of Directors. Directors who are members of management of the Company or the Bank shall not receive compensation for their services as a director of the Company or the Bank.

17. Outside Commitments

Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies. In addition, a director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company.

18. Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business operations of the Company or the Bank, or in a director's circumstances, the director should report the matter immediately to the Chairman of the Board, the Corporate Governance Committee, and the Code of Ethics Contact Person for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, recuse himself/herself from participation in the discussion, and not vote on the matter.

In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty mandates that the best interests of the Company take precedence over any interests possessed by a director. The Company has adopted a Code of Business Conduct and Ethics, which addresses: conflicts of interest, transactions in Company stock, corporate opportunities, confidentiality, legal compliance, improper payments, or uses of Company property, fair dealing, and reporting of Code violations. All directors, officers, and employees of the Company are expected to adhere to the Code, which can be found on the Company's website at https://www.thefirst.com/shareholder-relations/corporate-governance.

19. Director Retirement Policy

A Director shall retire from the Board effective at the conclusion of the annual meeting of shareholders following his or her seventy-second (72) birthday.

20. Director Resignation Policy

The Articles of Incorporation provide that, in order to be elected to the Board, a candidate must receive the affirmative vote of the holders of at least a majority of the outstanding shares of stock entitled to vote. Under a policy adopted by the Board, any director who fails to receive the mandatory votes for re-election must submit his or her resignation as a director on the date of the shareholders meeting. In keeping with the above, the Corporate Governance Committee shall only nominate for election or re-election candidates who agree to tender irrevocable resignations that will be effective upon the failure to receive the required vote at the next annual meeting and Board acceptance of the resignation.

If a director fails to receive the required vote for election or re-election, the Corporate Governance Committee shall promptly consider the following regarding the director's resignation:

- the director's qualifications
- the director's past and expected future contributions to the Company
- the possible circumstances that led to the director's failure to receive the required votes
- the overall composition of the Board
- whether accepting the resignation would cause the Company to fail to meet any rule or regulation

After consideration, the Committee shall make a recommendation to the Board. Any director who does not receive the required votes shall not participate in the Corporate Governance Committee recommendation or the Board discussion regarding whether to accept the director's resignation.

The Board will act on the Corporate Governance Committee's recommendation and publicly announce the decision within 90 days following the shareholder meeting. Should the director's resignation not be accepted, the director will continue to serve until the next annual meeting and until the director's successor is elected.

21. Evaluation of the Board and Board Committees

Prior to the re-nomination of directors, the Corporate Governance Committee shall perform an annual evaluation of the Board, in accordance with procedures established by the Committee. Each director will provide his or her review of the board as a whole as well as a peer review of each director. The evaluations will be based on such factors as determined by the Corporate Governance Committee to be appropriate for review. The purpose of this evaluation is to improve the effectiveness of the Board, its committees and the individual directors.

22. Evaluation of the Chief Executive Officer and Senior Management

The Compensation Committee is responsible to evaluate the performance of the Chief Executive Officer and shall meet privately not less than once per year to evaluate the CEO's performance as well as results of his or her yearly goals. The evaluation shall be based on objective and subjective criteria, including an assessment of individual goals, the performance of the business, accomplishment of long-term strategic objectives and management development.

The Compensation Committee considers the results of the evaluation when determining and approving the Chief Executive Officer's compensation. The Committee shall also annually approve the compensation structure for the Bank's executive officers and shall approve their salary, bonus and other incentive and equity compensation, taking into consideration the recommendations of the Chief Executive Officer.

23. Management Succession Planning

The Board plans for the succession of the positions of CEO and the Company's other executive officers. The Board will conduct a periodic review of the succession plan. To assist the Board, the CEO periodically provides the Compensation Committee with an assessment of the executive officers and their potential to succeed him or her.

24. Director Access to Senior Management and Independent Auditors

The CEO will invite key employees to attend portions of the Board meeting if the CEO believes they can provide meaningful information to the Board. The Board may obtain advice and assistance from internal auditors and other advisors to assist it in the performance of its duties. In performing its functions, the Board is entitled to rely on the advice, reports, and opinions of Management as well as legal, accounting and other advisors retained by The First Bancorp. The Board may retain, when it determines to be appropriate, independent legal, accounting and other advisors to assist the Board (or, when appropriate, the independent directors), and may determine the compensation of such advisors, the cost of which the Company will be responsible for.

25. Communication with the Board

Shareholders and other parties interested in communicating directly with the Non-Management Chairman of the Board or with other Non-Management Directors as a group may do so by writing to: Chairman, The First Bancorp, Inc. Post Office Box 940, 223 Main Street, Damariscotta, Maine 04543. The Board approved a process requiring that the Secretary to the Board review all such addressed correspondence. The Board Secretary, upon review of the correspondence, will forward to the Non-Management Chairman all such correspondence that deals with the functions of the Board or committees thereof. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company's Audit Committee Chairman in accordance with procedures established by the Audit Committee with respect to such matters.

26. Review, Amendment of Corporate Governance Guidelines

The Corporate Governance Committee will review these guidelines at least annually and recommend any proposed changes to the Board, which must approve any amendments to these guidelines.

27. Conflicts between Corporate Governance Guidelines and Governing Documents

These Corporate Governance Guidelines are intended to work in conjunction with The First Bancorp's Articles of Incorporation and Bylaws ("Governing Documents"). To the extent that these Corporate Governance Guidelines (or any provision herein) are determined to conflict with any Governing Document, the appropriate Governing Document shall control.