



Bank of Marin Bancorp


BMRC NASDAQ

Banks

Market Capitalization USD:

\$175.99 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Russell A. Colombo

Age: 59

CEO Since: 2006

	2009	2010	2011
Base Salary	\$289,467	\$300,000	\$309,000
Discretionary Bonus	\$135,000	\$175,000	\$231,750
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$65,854	\$74,279	\$80,628
TOTAL ANNUAL COMPENSATION	\$490,321	\$549,279	\$621,378
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$53,100	\$44,370	\$45,600
Stock Awards	\$51,175	\$39,720	\$49,321
TOTAL COMPENSATION	\$594,596	\$633,369	\$716,299
Median of Other Named Executive Officers Total Compensation	\$286,909	\$284,471	\$325,793
Value Realized on Exercise of Stock Option	\$0	\$0	\$31,866
Value Realized on Vesting of Stock	\$6,475	\$23,606	\$36,010
TOTAL REALIZED EQUITY COMPENSATION	\$6,475	\$23,606	\$67,876

Proxy Date: 4 Apr 2012

Annual Meeting Date: 15 May 2012

Equity Reserves: 14.42%

Stock Option Run Rate: 0.52%

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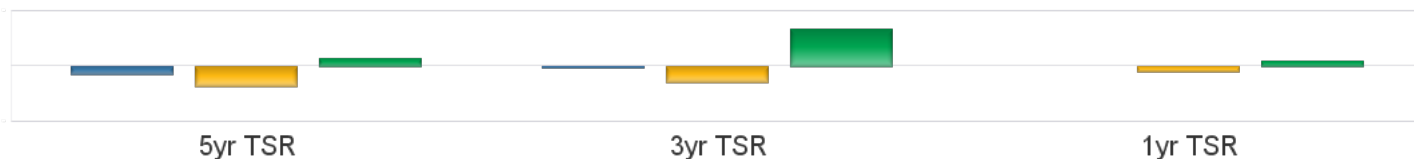
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Performance Comparison

■ S&P500 ■ Industry ■ BMRC



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BMRC	Bank of Marin Bancorp	\$594,596	\$633,369	\$716,299	\$175,993,705
SRCE	1st Source Corporation	\$990,891	\$1,871,600	\$1,976,362	\$504,359,747
BANF	BancFirst Corporation	\$439,368	\$435,671		\$501,562,939
PACW	PacWest Bancorp	\$1,505,375	\$3,400,078	\$4,207,247	\$494,599,605
INDB	Independent Bank Corp.	\$1,924,710	\$1,982,595	\$2,049,552	\$466,642,599
WSBC	WesBanco, Inc.	\$518,397	\$874,315	\$949,750	\$460,954,221
FIBK	First Interstate BancSystem, Inc.	\$1,353,082	\$783,245		\$460,003,207

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

TriCo Bancshares, Farmers & Merchants Bancorp, Cascade Financial Corporation, Heritage Commerce Corp, PremierWest Bancorp, Sierra Bancorp, First California Financial Group, Pacific Mercantile Bancorp, Pacific Continental Corporation, Bridge Capital Holdings, Heritage Financial Corporation, San Joaquin Bancorp, Washington Banking Company, North Valley Bancorp, Heritage Oaks Bancorp, Bank of Commerce Holdings, United Security Bancshares, Central Valley Community Bancorp, Pacific Premier Bancorp, Inc., Tamalpais Bancorp, First Northern Community Bancorp, FNB Bancorp, Pacific Financial Corporation, Community Valley Bancorp, American River Bankshares, Oak Valley Bancorp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Brian M. Sobel	Chairman	57	Male	11	Outside Related
H. Robert Heller	Member	72	Male	7	Outside
Norma J. Howard	Member	62	Female	16	Outside Related
Thomas M. Foster	Member	69	Male	4	Outside

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