



Foundation

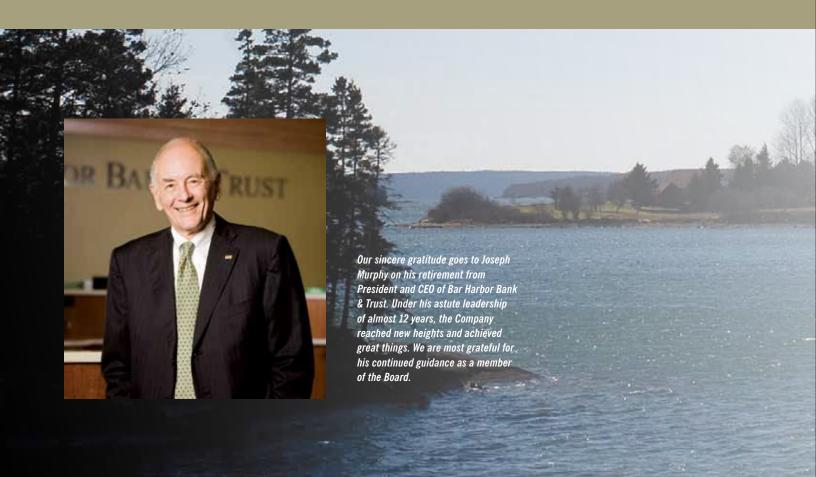
2013 Summary Annual Report



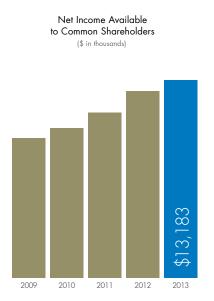


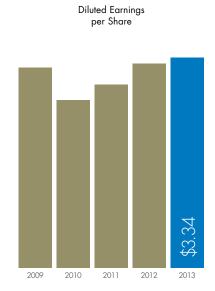
Founded in 1887, Bar Harbor Bank & Trust (the "Bank") is a community bank with 15 locations from Lubec to Topsham, Maine that offers a full range of financial products and services for families, businesses, municipalities, and non-profit organizations. Bar Harbor Trust Services, a subsidiary of the Bank, and Bar Harbor Financial Services, a branch of Infinex Investments, Inc., an independent third party broker, provide retirement planning, investment management, brokerage, and insurance services to a wide variety of individual, non-profit, and municipal clients. Bar Harbor Bankshares ("BHB" or the "Company") is the parent company of Bar Harbor Bank & Trust ("BHBT").

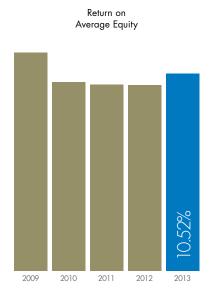
We recognize, appreciate, and support the unique people and culture in the places we call home.



Year-Over-Year Financial Highlights







(Dollars in thousands)	2013	2012	% Change
Net Income	\$ 13,183	\$ 12,466	5.8%
Diluted Earnings Per Share	\$ 3.34	\$ 3.18	5.0%
Net Interest Income	\$ 39,086	\$ 36,971	5.7%
Non-interest Income	\$ 7,566	\$ 7,709	-1.9%
Non-interest Expense	\$ 26,860	\$ 25,618	4.8%
Total Assets	\$1,373,893	\$1,302,935	5.4%
Total Deposits	\$ 835,651	\$ 795,765	5.0%
Total Securities	\$ 450,170	\$ 418,040	7.7%
Total Loans	\$ 852,857	\$ 815,004	4.6%
Total Non-performing Loans	\$ 8,840	\$ 9,867	-10.4%
Total Net Loan Charge-offs	\$ 1,040	\$ 1,776	-41.4 %



Dear Fellow Shareholders,

Over the years, the financial services industry as a whole has undergone much change driven by fluctuations in economic cycles, shifting demographics, expanding regulations, new technologies, and simply with the passage of time. Like any stable structure, a financial institution must possess a solid foundation off which to manage change and build for the future. At Bar Harbor Bankshares, there are many components to our strong foundation that enable us to report to you our eighth consecutive year of record earnings and 11th consecutive quarter of raising our shareholder dividend. Other key highlights we are pleased to celebrate include:

- Average earning asset growth of \$99.3 million, led by average loan growth of \$59.2 million or 7.6%
- Stable credit quality with lower levels of non-performing assets and net loan charge-offs
- A \$2.2 million or 5.8% increase in net interest income
- A \$518 thousand or 8.7% increase in fee income
- Effective containment of expenses with an efficiency ratio of 55.8%
- Satisfying the regulatory guidelines for a "well capitalized" institution

The drivers of this performance, as further detailed in the financial narrative beginning on page 14, were quite literally across all business lines. We achieved growth in deposits, consumer and residential lending, commercial banking, and Trust and Financial Services. Importantly, growth did not come at the expense of conducting

business prudently as we remained committed to credit discipline and managing the shifting regulatory landscape. We fought the seemingly incessant headwinds of compressing margins caused by aggressive competition chasing a stagnant economy combined with the prolonged interest rate suppression by the Federal Reserve as part of its stimulus programs. Through it all, our achievements have common foundations in people. Not a single accomplishment would have been possible without the unwavering support of our customers, colleagues, communities, and shareholders.

A Commitment to Preserving Culture Over the decades, the leaders and dedicated employees of BHB have held true to the core values that have become synonymous with our bank. We deeply care about the communities in which we operate and strive to genuinely support these markets by asking the right questions, listening, being transparent, and being responsive. Regardless of the economic cycle or popular trend, this approach to simply doing things right serves all of our constituents quite nicely. This year was no different. Our employees again voted us "A Best Place to Work in Maine" evidencing the health of our culture. As the only publicly



Executive Management (From left to right): Gerald Shencavitz, Daniel A. Hurley, III, Cheryl L. Mullen, Curtis C. Simard, Marsha C. Sawyer, Gregory W. Dalton, Stephen M. Leackfeldt, Marcia T. Bender, Michael W. Bonsey.

traded company on the list, this honor indicates a company-wide system of mutual respect, clarity of mission, and attention to the employee experience. Due to its longstanding success and the financial results that are produced, preservation of our culture is a top priority. We carefully consider the impact of even the smallest change and consistently monitor our customer feedback to make sure what we believe to be the BHB service difference does not falter. As we expanded our footprint in 2012 with the branch acquisitions in Topsham, South China, and Augusta, we insisted our new colleagues truly understand our culture and commitment to it. As a result, these markets posted material gains in deposits, loans, and fees during 2013 and are firmly part of the BHBT family. We strive everyday to deliver the promises of our brand no matter where you may be.

A Commitment to Sound Decision Making and Proper Controls Our disciplined credit culture and desire to advance performance based on service, rather than compromising standards, have been documented with each of our earnings gains in recent years. Again, 2013 was no different. The much published tightening of regulatory compliance throughout the industry has required a similar commitment on our behalf. We have firmly underscored that our attention to these fundamentals will remain steadfast. We have invested in our team in these critical areas and routinely implement fresh ideas that raise our effectiveness. The pursuit of best practices and attention to risk and compliance matters in general have been significant contributors to the stability of our performance and are therefore creators of value to our shareholders. While we were not part of the practices that led to much of the current changes in regulation and premium now placed on risk

management, remaining a positive outlier in these efforts has been critical to sustaining our balanced model where earnings and measured growth are directly linked.

A Commitment to Shareholder Value Investments that sustain culture and improve control processes are not counter to the responsibility to our shareholders, something we take very seriously. Much like expansion of geography or hiring of customer-facing employees, structural investments in risk and compliance are synergistic with shareholder value. An ability to demonstrate proper controls has afforded our ability to pursue growth. In addition, many customers and employees are also shareholders, further aligning our interests and strengthening our relationship. Our commitment to



Board of Directors (From left to right): Gregg S. Hannah, Martha T. Dudman, Scott G. Toothaker, Robert C. Carter, David B. Woodside, Clyde H. Lewis, Kenneth E. Smith, Thomas A. Colwell, Lauri E. Fernald, Peter Dodge, Curtis C. Simard, Robert M. Phillips, Constance C. Shea and Joseph M. Murphy

advancing the value of our brand and thus our shareholder value is fully appreciated at every stop in our organization. It is at the heart of the incredible responsibility with which we have been entrusted.

Evolving a Proven Formula With a solid foundation created through the generations, BHB continues to identify and evaluate new ways to create shareholder value while remaining loyal to our core ideals; a loyalty not unlike that which we have seen from our customers, colleagues, communities, and shareholders. However, a loyalty to our culture should not be mistaken as a lack of understanding that markets continue to evolve, as do the needs and expectations of community banking customers. We are further developing our product set, reviewing the need to expand and refine delivery channels, and training our teams. We do, however, remain centered in our balanced model that has consistently provided solid results with our goal being to further evolve and produce additional desired returns.

On behalf of the Board of Directors and the entire Bar Harbor Bankshares team, it is our privilege to thank you, our shareholders, for your continued confidence and loyalty.

Curtis C. Simard

President & Chief Executive Officer

Centis C. Simand

Peter Dodge

Chairman

An Interview

with Curtis C. Simard

What attracted you to Bar Harbor Bank & Trust?

I analyzed a fair amount of financial material, quietly comparison shopped, and simply tried to understand what drove the Bank's steady performance. I quickly found the things that have made the Bank successful were also very appealing to me: a genuine dedication to the people and culture with an unrelenting commitment to becoming stronger. Having a solid financial base combined with these increasingly rare traits creates a sense of immense potential.



Can you describe the culture?

The culture is rooted in a sincere interest in the success of our shareholders, our customers, our employees and the communities that we serve. It's common to witness our team pushing one another competitively while being the first to lend a hand or encouraging word when needed. I see our customers and shareholders attend any number of our open houses to check on friends or stay for a visit after conducting business at the branch. We invest in our communities generously, but responsibly. Simply put, we understand and appreciate the people and the cultures in the places we call home.

Not resting on past success, what is BHBT doing to remain strong?

Every day we search for what we call our "blind spots"; opportunities for us to better manage risk, improve the customer and employee experiences, or enhance communication in general. As we bring these into view, we rally around the best way to address them and turn them into strengths. This is at the heart of evolving and becoming stronger.

What are your thoughts about the future of BHBT and ways to uncover growth?

We understand that a balance between growth and earnings is the clearest path to long-term sustainability and performance for our shareholders. This starts with a disciplined approach to managing risk and compliance equaled by a sense of urgency to service our customers and attract new ones. We are constantly assessing our product set, reviewing new ways to deliver convenience, and ensuring that we are fulfilling the promise of a favorable customer experience. We have a terrific brand and want more people, businesses, non-profits, and municipalities to experience it firsthand.

How has the transition to BHBT been for you personally?

Returning home to Maine has been a tremendous opportunity for my family and me. The warmth with which we have been welcomed into not only the BHBT family but also our surrounding communities is quite humbling and only confirms what a special part of the world this is.



Leadership Transition

Marcia Bender, SVP/Sr. Operations & BSA Officer (1984)*
Barbara Hepburn, HR Project Specialist (1978) former VP/HR

During 2013 Joe Murphy retired as President & CEO of Bar Harbor Bank & Trust, and Curtis Simard took the helm.

How has this transition in leadership affected the culture of the Bank?

Barbara: From the start of his tenure, Curtis has exhibited many of Joe's positive qualities—an open door policy, financial insight, a friendly smile, and a willingness to travel from Lubec to Topsham to meet customers and employees, making the change seamless.

How have you grown professionally during your career with BHBT?

Marcia: My career began working a summer job, mailing customer statements. Over the past 30+ years I have had numerous opportunities for growth and have advanced to the position of SVP of Operations. All of the training and experience I accumulated over the years is being used today.

Why do you stay at BHBT?

Marcia: The Bank treats its employees very fairly and looks out for their best interests, which makes for a great working environment. The people I have met through BHBT have enriched my life.



Developing New Markets

Marcia Mansfield, VP/Financial Consultant (2013) Nichole Lee, Customer Service Representative I (2013)

Chris Perry, VP/Relationship Manager, Middle Market (2012)

It's been over a year now that the three branches acquired from Border Trust have been operating as part of BHBT.

How would you describe their performance to date?

Chris: Building personal connections with customers and referral sources, and being visible in the community is resulting in more business.

Why did you choose to work for BHBT?

Nichole: I heard so many great things about BHBT and the South China branch, how happy customers are with the service, products and overall atmosphere. BHBT knows how to treat their customers and their employees.

What do you do on a daily basis to help develop this new market for BHBT?

Marcia: I care about my customers and my community, by building relationships and volunteering my time and talent. I attend all local events to network and attract business.

Where are you seeing success?

Chris: BHBT has made gains through volunteer efforts, event sponsorships, leveraging existing customer relationships, and working with centers of influence to generate referrals.



Customer Service Focus

Greg Jones, AVP/Branch Relationship Manager (2007) Ann Upham, AVP/Retail & Residential Lending (2002) Todd Starbird, VP/Relationship Manager (2004) Ivy Heal, Customer Service Specialist (2006)

Bar Harbor Bank & Trust is over 125 years old and has well-established branches in various markets.

What kind of investments do you see the Bank making in these communities to spur continued growth?

Todd: In recent years several branches have undergone renovations. We continue to invest in new convenience-driven technology for our customers and training for our employees.

How do you stay ahead of the competition in your market?

Ann: We take time to understand our customers' needs and present them with appropriate solutions. As a true community bank, loan officers still make decisions locally, providing faster, more efficient customer service.

How are customers' needs changing and how are we responding?

Greg: Many of our customers are self-employed business owners, so our online banking services fit their busy lifestyle.

What do customers like best about banking at BHBT in Rockland?

Ivy: Customers appreciate our welcoming atmosphere, and being recognized when they walk in the door. They know they can count on our dependable employees and superior service.



Product Evolution

Elena Martin, VP/Electronic Banking (1997) Russell Patton, VP/ERM & Information Security Officer (2003)

Peter Swanberg, Systems Application Officer (2004)

As technology evolves, Bar Harbor Bank & Trust works hard to deliver new banking products and services to its customers.

What electronic banking products were introduced in 2013 and what is on the horizon for 2014?

Elena: During 2013 we enhanced many of our product offerings, including the new BHBT branded Mobile Banking app. A new website, upgraded online banking, and instant issued debit cards are on deck for 2014.

How do you manage the risk inherent in electronic banking services?

Russ: Our team of technology and security specialists carefully assesses new electronic products to minimize the ever—present risks. They identify and evaluate risks, put controls in place, and monitor systems constantly for customer safety.

How do you prioritize which new products to implement next?

Peter: Our Product & Service committee, with members from across the Bank, prioritizes new initiatives in response to customer feedback, bank regulations and vendor upgrades—working within budget and staffing limits.

What do you enjoy most about the work you do at the Bank?

Elena: I am always learning something new, as the world of Electronic Banking is constantly changing.

5-Year Selected Financial Data

The following table sets forth selected financial data for the last five years.

(in thousands, except per share data):		2013	2012	2011	2010	2009
Balance Sheet Data Total assets Total securities Total loans Allowance for loan losses Total deposits Total borrowings Total shareholders' equity Average assets Average shareholders' equity	1,	373,893 450,170 852,857 (8,475) 835,651 409,445 121,379 345,353 125,340	,302,935 418,040 815,004 (8,097) 795,012 371,567 128,046 ,252,390 125,600	,167,466 381,880 729,003 (8,221) 722,890 320,283 118,250 ,151,163 111,135	,117,933 357,882 700,670 (8,500) 708,328 300,014 103,608 ,087,327 105,911	,072,381 347,026 669,492 (7,814) 641,173 311,629 113,514 ,052,496 88,846
Results of Operations Interest and dividend income Interest expense Net interest income Provision for loan losses Net interest income after provision for loan losses Non-interest income Non-interest expense Income before income taxes Income taxes	\$	50,749 11,663 39,086 1,418 37,668 7,566 26,860 18,374 5,191	\$ 50,838 13,867 36,971 1,652 35,319 7,709 25,618 17,410 4,944	\$ 50,907 16,518 34,389 2,395 31,994 6,792 23,281 15,505 4,462	\$ 51,141 19,432 31,709 2,327 29,382 7,458 22,046 14,794 4,132	\$ 54,367 21,086 33,281 3,207 30,074 6,022 21,754 14,342 3,992
Net income	\$	13,183	\$ 12,466	\$ 11,043	\$ 10,662	\$ 10,350
Preferred stock dividends and accretion of discount		_	_	_	653	1,034
Net income available to common shareholders	\$	13,183	\$ 12,466	\$ 11,043	\$ 10,009	\$ 9,316
Per Common Share Data: Basic earnings per share	\$	3.35	\$ 3.20	\$ 2.86	\$ 2.65	\$ 3.19
Diluted earnings per share	\$	3.34	\$ 3.18	\$ 2.85	\$ 2.61	\$ 3.12
Cash dividends per share Dividend payout ratio	\$	1.25 37.28%	\$ 1.17 36.62%	\$ 1.10 38.29%	\$ 1.05 39.43%	\$ 1.04 32.60%
Selected Financial Ratios: Return on total average assets Return on total average equity Tax-equivalent net interest margin		0.98% 10.52% 3.15%	1.00% 9.93% 3.23%	0.96% 9.94% 3.23%	0.98% 10.07% 3.18%	0.98% 11.65% 3.40%
Capital Ratios: Tier 1 leverage capital ratio Tier 1 risk-based capital ratio Total risk-based capital ratio		9.01% 14.97% 16.62%	8.87% 14.15% 15.78%	9.32% 14.29% 16.06%	9.01% 13.57% 15.41%	10.35% 15.34% 17.14%
Asset Quality Ratios: Net charge-offs to average loans Allowance for loan losses to total loans Allowance for loan losses to		0.12% 0.99%	0.23% 0.99%	0.37% 1.13%	0.24% 1.21%	0.13% 1.17%
non-performing loans Non-performing loans to total loans		95.9% 1.04%	82.1% 1.21%	63.7% 1.77%	62.1% 1.95%	85.2% 1.37%

Refer to the Bar Harbor Bankshares 2013 Annual Report on Form 10-K for a complete set of audited financial statements and accompanying notes.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Bar Harbor Bankshares:

We have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Bar Harbor Bankshares and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2013 (not presented herein); and in our report dated March 13, 2014, we expressed an unqualified opinion on those consolidated financial statements.

In our opinion, the information set forth in the accompanying condensed consolidated financial statements is fairly stated, in all material respects, in relation to the consolidated financial statements from which it has been derived.

KPMG LLP

Boston, Massachusetts March 13, 2014

Consolidated Balance Sheets

(in thousands, except share and per share data)	December 31, 2013	December 31, 2012
Assets Cash and cash equivalents Securities available for sale, at fair value (cost of \$461,635 and \$405,769, respectively) Federal Home Loan Bank stock Loans Allowance for loan losses	\$ 9,200 450,170 18,370 852,857 (8,475)	\$ 14,992 418,040 18,189 815,004 (8,097)
Loans, net of allowance for loan losses Premises and equipment, net Goodwill Bank owned life insurance Other assets	844,382 20,145 4,935 7,879 18,812	806,907 19,255 4,935 7,633 12,984
TOTAL ASSETS	\$1,373,893	\$1,302,935
Liabilities Deposits: Demand and other non-interest bearing deposits NOW accounts Savings and money market deposits Time deposits	\$ 72,259 135,246 232,558 395,588	\$ 71,865 123,015 230,325 370,560
Total deposits Short-term borrowings Long-term advances from Federal Home Loan Bank Junior subordinated debentures Other liabilities	835,651 312,945 91,500 5,000 7,418	795,765 224,077 142,490 5,000 7,557
TOTAL LIABILITIES	1,252,514	1,174,889
Shareholders' equity Capital stock, par value \$2.00; authorized 10,000,000 shares; issued 4,525,635 shares at December 31, 2013 and December 31, 2012 Surplus Retained earnings Accumulated other comprehensive (loss) income: Prior service cost and unamortized net actuarial losses on employee benefit plans, net of tax of (\$192) and (\$207), at December 31, 2013 and December 31, 2012,	9,051 26,845 102,147	9,051 26,693 93,900
respectively Net unrealized (depreciation) appreciation on securities available for sale, net of tax of (\$4,150) and \$4,099, at December 31, 2013 and December 31, 2012,	(373)	(401)
respectively Portion of OTTI attributable to non-credit gains, net of tax of \$252 and \$74, at December 31, 2013 and December 31, 2012, respectively	(8,055) 488	7,954 144
Total accumulated other comprehensive (loss) income	(7,940)	7,697
Less: cost of 586,560 and 605,591 shares of treasury stock at December 31, 2013 and December 31, 2012, respectively	(8,724)	(9,295)
TOTAL SHAREHOLDERS' EQUITY	121,379	128,046
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,373,893	\$1,302,935

Refer to the Bar Harbor Bankshares 2013 Annual Report on Form 10-K for a complete set of audited financial statements and accompanying notes.

Consolidated Statements of Income

	Years E	Years Ended December 31,		
(in thousands, except share and per share data)	2013	2012	2011	
Interest and dividend income: Interest and fees on loans Interest on securities Dividends on FHLB stock	\$37,223 13,457 69	\$36,579 14,173 86	\$34,854 16,006 47	
Total interest and dividend income	50,749	50,838	50,907	
Interest expense: Deposits Short-term borrowings Long-term debt	6,616 487 4,560	7,707 436 5,724	8,765 260 7,493	
Total interest expense	11,663	13,867	16,518	
Net interest income Provision for loan losses	39,086 1,418	36,971 1,652	34,389 2,395	
Net interest income after provision for loan losses	37,668	35,319	31,994	
Non-interest income: Trust and other financial services Service charges on deposit accounts Credit and debit card service charges and fees Net securities gains Total other-than-temporary impairment ("OTTI") losses Non-credit portion of OTTI losses (before taxes) (1)	3,634 1,248 1,572 676 (359) 110	3,278 1,196 1,462 1,938 (1,170) 317	3,061 1,284 1,277 2,689 (2,796) 577	
Net OTTI losses recognized in earnings Other operating income	(249) 685	(853) 688	(2,219) 700	
Total non-interest income	7,566	7,709	6,792	
Non-interest expense: Salaries and employee benefits Occupancy expense Furniture and equipment expense Credit and debit card expenses FDIC insurance assessments Other operating expense	15,227 1,968 2,005 384 696 6,580	14,027 1,682 1,778 367 853 6,911	12,814 1,514 1,660 310 1,099 5,884	
Total non-interest expense	26,860	25,618	23,281	
Income before income taxes Income taxes	18,374 5,191	17,410 4,944	15,505 4,462	
Net income	\$13,183	\$12,466	\$11,043	
Computation of Earnings Per Share: Weighted average number of capital stock shares outstanding Basic Effect of dilutive employee stock options	3,932,051 20,242	3,901,118 18,651	3,860,474 18,140	
Diluted	3,952,293	3,919,769	3,878,614	
Per Common Share Data: Basic Earnings Per Share	\$ 3.35	\$ 3.20	\$ 2.86	
Diluted Earnings Per Share	\$ 3.34	\$ 3.18	\$ 2.85	

⁽¹⁾Included in other comprehensive income, net of taxes

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2013 Financial Overview

BUSINESS STRATEGY

As a diversified financial services provider, Bar Harbor Bankshares pursues a strategy of achieving long-term sustainable growth, profitability, and shareholder value, without sacrificing its soundness. The Company works toward achieving these goals by focusing on increasing its loan and deposit market share in downeast, midcoast and central Maine. The Company believes one of its more unique strengths is an understanding of the financial needs of coastal communities and the businesses vital to Maine's coastal economy, namely: tourism, hospitality, retail establishments, restaurants, seasonal lodging and campgrounds, fishing, lobstering, boat building, and marine services.

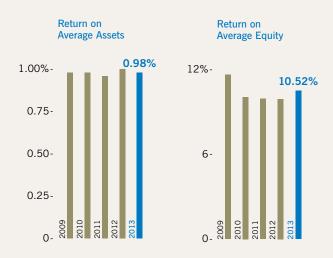
Operating under a community banking philosophy, the Company's key strategic focus is vigorous financial stewardship, deploying investor capital safely, yet efficiently, for the best possible returns. The Company strives to provide unmatched service to its customers, while maintaining strong asset quality and a focus toward improving operating efficiencies. In managing its earning asset portfolios, the Company seeks to utilize funding and capital resources within well-defined credit, investment, interest-rate and liquidity guidelines. In managing its balance sheet the Company seeks to preserve the sensitivity of net interest income to changes in interest rates, and to enhance profitability through strategies that promise sufficient reward for understood and controlled risk. The Company is deliberate in its efforts to maintain adequate liquidity under prevailing and expected conditions, and strives to maintain a balanced and appropriate mix of loans, securities, core deposits, and borrowed funds.



RESULTS OF OPERATIONS

For the year ended December 31, 2013, the Company reported record net income of \$13.2 million, representing an increase of \$717 thousand, or 5.8%, compared with 2012. The Company also reported record diluted earnings per share of \$3.34 for 2013, representing an increase of \$0.16, or 5.0%, compared with 2012. The Company's 2013 earnings performance was driven by meaningful increases in net interest income, higher levels of fee income, and improved loan loss experience.

The Company's return on average shareholders' equity amounted to 10.52% in 2013, up from 9.93% in 2012. The Company's 2013 return on average assets amounted to 0.98%, compared with 1.00% in 2012.



Net Interest Income: Net interest income is the principal component of the Company's income stream and represents the difference or spread between interest generated from earning assets and the interest expense paid on deposits and borrowed funds. Fluctuations in market interest rates, as well as volume and mix changes in earning assets and interest bearing liabilities, can materially impact net interest income.

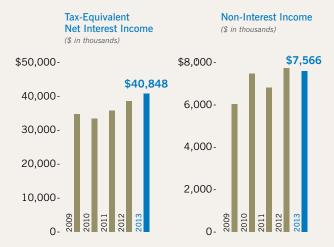
For the year ended December 31, 2013, net interest income on a tax-equivalent basis amounted to \$40.8 million, compared with \$38.6 million in 2012, representing an increase of \$2.2 million, or 5.8%. The increase in net interest income was principally attributed to average earning asset growth of \$99.3 million, or 8.3%, as the 2013 the tax-equivalent net interest margin declined eight basis points to

3.15%, compared with 2012. The decline in the net interest margin was attributed to the prolonged period of historically low interest rates. While the Bank's cost of funding declined thirty basis points to 1.02% in 2013, this decline was more than offset by a thirty-three basis point decline in earning asset yields to 4.05%.

Non-interest Income: In addition to net interest income, non-interest income is a significant source of revenue for the Company and an important factor in its results of operations. Non-interest income is principally derived from financial services including trust, investment management and brokerage activities, as well as service charges on deposit accounts, credit and debit card processing fees, net securities gains, and a variety of other product and service fees.

For the year ended December 31, 2013, total non-interest income amounted to \$7.6 million compared with \$7.7 million in 2012, representing a decline of \$143 thousand, or 1.9%. The decline in non-interest income was entirely attributed to a \$658 thousand decline in realized securities gains net of other-than-temporary impairment losses.

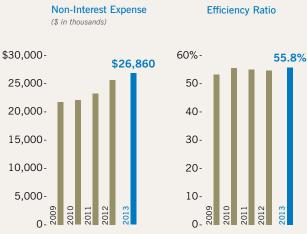
Trust and other financial services fees amounted to \$3.6 million in 2013, representing an increase of \$356 thousand, or 10.9%, compared with 2012. This increase was principally attributed to increases in the value of assets under management and higher levels of fee income from retail brokerage activities. Reflecting new client relationships and strength in the equity markets, at December 31, 2013, assets under management stood at \$387.6 million, representing an increase of \$32.2 million or 9.1% compared with year-end 2012.



For the year ended December 31, 2013, income generated from service charges on deposit accounts amounted to \$1.2 million, representing an increase of \$52 thousand, or 4.3%, compared with 2012. The increase in service charges on deposits was largely attributed to customer overdraft fee increases instituted in the third quarter of 2012 combined with increased customer overdraft activity.

For the year ended December 31, 2013, credit and debit card service charges and fees amounted to \$1.6 million, representing an increase of \$110 thousand or 7.5%, compared with 2012. This increase was principally attributed to continued growth of the Bank's retail deposit base, higher levels of merchant credit card processing volumes, and continued success with a program that offers rewards for certain debit card transactions.

Total securities gains, net of other-than-temporary impairment losses, amounted to \$427 in 2013, representing a decline of \$658 thousand, or 60.6%, compared with 2012. Net 2013 securities gains were comprised of realized gains on the sale of securities amounting to \$676 thousand, offset in part by other-than-temporary impairment losses of \$249 thousand on certain available-for-sale, private label mortgage-backed securities.



Non-interest Expense: For the year ended December 31, 2013, total non-interest expense amounted to \$26.9 million, representing an increase of \$1.2 million, or 4.8%, compared with 2012.

The 2013 increase in non-interest expense was almost entirely attributed to a \$1.2 million or 8.6% increase in salaries and employee benefits. The increase in salaries and employee benefits was attributed to a variety of factors including normal increases in base salaries, higher levels of employee incentive compensation, as well as changes in staffing levels and mix. The increase in salaries and benefits also reflected the Bank's acquisition of three branch offices in the third quarter of 2012. Also contributing to the increase were expenses related to certain 2013 equity awards to members of the Company's Board of Directors.

Total occupancy expense amounted to \$2.0 million in 2013, representing an increase of \$286 thousand, or 17.0%, compared with 2012. This increase was largely attributed to the acquisition of three branch offices in the third quarter of 2012, two of which are leased properties. The increase in occupancy expense was also attributed to the Bank's substantial reconfiguration of its Ellsworth campus including the replacement of its Ellsworth retail banking office, which was put in service in the third quarter of 2012.

Total other operating expenses amounted to \$6.6 million in 2013, representing a decline of \$331 thousand, or 4.8%, compared with 2012. This decline was principally attributed to certain non-recurring expenses related to the Bank's acquisition of three branch offices in 2012, including fees for professional services and a wide variety of conversion and integration related expenses.

Efficiency Ratio: The Company's efficiency ratio, or non-interest operating expenses divided by the sum of tax-equivalent net interest income and non-interest income other than net securities gains and other-than-temporary impairments, measures the relationship of operating expenses to revenues. Low efficiency ratios are typically a key factor for high performing financial institutions. For the year ended December 31, 2013, the Company's efficiency ratio amounted to 55.8%, compared with 54.6% in 2012. These ratios compared favorably to peer and industry averages.

Income Taxes: For the year ended December 31, 2013, total income taxes amounted to \$5.2 million, representing an increase of \$247 thousand, or 5.0%, compared with 2012. The Company's effective tax rate amounted to 28.3% in 2013, compared with 28.4% in 2012. Fluctuations in the Company's effective tax rate are generally attributed to increases in the level of non-taxable income in relation to taxable income.

FINANCIAL CONDITION

Assets: At December 31, 2013, the Company's total assets amounted to \$1.37 billion, representing an increase of \$71.0 million, or 5.4%, compared with year end 2012. The increase in total assets was led by loan growth and, to a lesser extent, an increase in the investment securities portfolio.

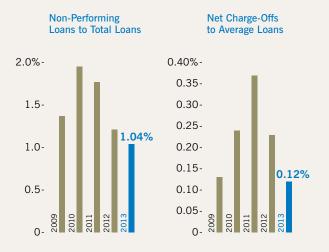
Loans: Consumer loans, which principally consisted of residential real estate mortgage loans and home equity loans, comprised 44.7% of the Bank's total loan portfolio at December 31, 2013. The Bank also serves the small business market throughout downeast, midcoast and central Maine. It offers business loans to individuals, partnerships, corporations, and other business entities for capital construction, real estate purchases, working capital, real estate development, and a broad range of other business purposes. At December 31, 2013, commercial business loans represented 53.4% of the Bank's total loan portfolio.



Total loans ended the year at \$852.9 million, representing an increase of \$37.9 million, or 4.6%, compared with December 31, 2012. At year end, the Bank's commercial loan portfolio stood at \$455.6 million, representing an increase of \$24.7 million, or 5.7%, compared with year end 2012. Consumer loans ended the year at \$381.2 million, representing an increase of \$11.8 million or 3.2% compared with year end 2012. Tax-exempt loans to local municipalities increased \$1.1 million during 2013, or 7.3%.

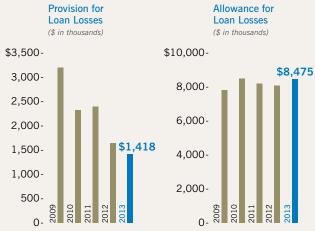
Commercial loan growth has been generally challenged by economic and political uncertainty, a still-struggling economy and strong competition for quality loans. Bank management attributes the continued growth of its commercial loan portfolio to an effective business banking team, deep local market knowledge, sustained new business development efforts, and a resilient local economy that has been faring better than the nation as a whole.

Credit Quality: At December 31, 2013 total non-performing loans amounted to \$8.8 million, representing a decline of \$1.0 million or 10.4% compared with year-end 2012. One commercial real estate development loan to a local, non-profit housing authority in support of an affordable housing project accounted for \$1.8 million or 20.9% of total non-performing loans. At December 31, 2013, total non-performing loans represented 1.04% of total loans, down from 1.21% at year end 2012. Similarly, the allowance for loan losses expressed as a percentage of non-performing loans ended the year at 95.9%, up from 82.1% at year end 2012.



The Bank's loan loss experience improved in 2013 with total net loan charge-offs amounting to \$1.0 million, representing a decline of \$736 thousand, or 41.4%, compared with 2012. Total net loan charge-offs expressed as a percentage of average loans outstanding amounted to 0.12% in 2013, down from 0.23% in 2012. The Bank recorded a provision for loan losses of \$1.4 million in 2013, representing a decline of \$234 thousand or 14.2% compared with 2012. The decline in the provision largely reflected stable credit quality metrics combined with improved loan loss experience.

The Bank maintains an allowance for loan losses (the "allowance") which is available to absorb probable losses on loans. The allowance is maintained at a level that, in management's judgment, is appropriate for the amount of risk inherent in the current loan portfolio and adequate to provide for estimated probable losses. At December 31, 2013, the Bank's allowance stood at \$8.5 million, representing an increase of \$378 thousand or 4.7% compared with year end 2012. The allowance expressed as a percentage of total loans ended the year at 0.99%, unchanged from year end 2012.



Investment Securities: During 2013 the securities portfolio continued to serve as a key source of earning assets and liquidity for the Bank. Bank management considers securities as a relatively attractive means to effectively leverage the Bank's strong capital position, as securities are typically assigned a significantly lower risk weighting for the purpose of calculating the Bank's and the Company's risk-based capital ratios. The overall objectives of the Bank's strategy for the securities portfolio include maintaining appropriate liquidity reserves, diversifying earning assets, managing interest rate risk, leveraging the Bank's strong capital position, generating acceptable levels of net interest income and, when appropriate, generating realized gains on the sale of securities.

At December 31, 2013, total investment securities amounted to \$450.2 million, representing an increase of \$32.1 million, or 7.7%, compared with year end 2012. The securities portfolio is comprised of mortgage-backed securities issued by U.S. Government agencies, U.S. Government-sponsored enterprises, and other non-agency, private-label issuers. The securities portfolio also includes tax-exempt obligations of states and political subdivisions thereof.



Deposits: During 2013, the most significant funding source for the Bank's earning assets continued to be retail deposits, gathered through its network of fifteen banking offices throughout downeast, midcoast and central Maine.

Total deposits ended the year at \$835.7 million, up \$39.9 million, or 5.0%, compared with year end 2012. Demand, NOW and money market accounts combined were up \$14.9 million or 3.5% compared with year end 2012, while time deposits were up \$25.0 million, or 6.8%.

Borrowings: Borrowed funds principally consist of advances from the Federal Home Loan Bank of Boston. The Bank utilizes borrowed funds in leveraging its strong capital position and supporting its earning asset portfolios. Borrowed funds also provide a means to help manage balance sheet interest rate risk, given the Bank's ability to select desired amounts, terms and maturities on a daily basis. Total borrowings ended the year at \$409.4 million, representing an increase of \$37.9 million, or 10.2%, compared with December 31, 2012. The increase in borrowings was utilized to help support the Bank's 2013 earning asset growth.

Capital: Consistent with its long-term strategy of operating a sound and profitable organization, at December 31, 2013, the Company and the Bank continued to exceed regulatory requirements for "well-capitalized" financial institutions. Company management considers this to be vital in promoting depositor and investor confidence and providing a solid foundation for future growth. Under the capital adequacy guidelines administered by the Bank's principal regulators, "well-capitalized" institutions are those with Tier I Leverage, Tier I Risk-based, and Total Risk-based ratios of at least 5%, 6% and 10%, respectively. At December 31, 2013, the Company's Tier I Leverage, Tier I Risk-based, and Total Risk-based capital ratios were 9.01%, 14.97% and 16.62%, respectively.

Shareholder Dividends: During 2013 the Company paid regular cash dividends on its common stock in the aggregate amount of \$4.92 million, compared with \$4.57 million in 2012. The Company's 2013 dividend payout ratio amounted to 37.3%, compared with 36.6% in 2012. The total regular cash dividends paid in 2013 amounted to \$1.25 per share of common stock, compared with \$1.17 per share in 2012, representing an increase of \$0.08 per share, or 6.8%.

The Company's Board of Directors declared a first quarter 2014 regular cash dividend of \$0.325 per share of common stock, representing an increase of \$0.02 or 6.6% compared with the first quarter of 2013. This represented the eleventh consecutive quarter where the Company increased its quarterly cash dividend to shareholders. Based on the year-end 2013 price of BHB's common stock of \$39.99 per share, the dividend yield amounted to 3.25%.

Management and Staff

BAR HARBOR BANKSHARES MANAGEMENT

Simard. Curtis C.*

President & Chief Executive Officer

Shencavitz, Gerald*

Executive Vice President, Chief Financial Officer & Treasurer

BAR HARBOR BANK & TRUST MANAGEMENT

Simard, Curtis C. President & Chief Executive Officer

Shencavitz, Gerald

Executive Vice President. Chief Operating Officer, Chief Financial Officer & Treasurer

Bonsey, Michael W.*

Executive Vice President & Chief Risk Officer

Dalton, Gregory W.*

Executive Vice President, Business Banking

Leackfeldt, Stephen M.*

Executive Vice President. Retail Banking & Operations

SENIOR VICE PRESIDENTS

Bender, Marcia T. Senior Operations & BSA Officer

Hurley III, Daniel A.

Bar Harbor Trust Services

Mullen, Chervl L. Sales & Marketing

Sawyer, Marsha C. Human Resources

VICE PRESIDENTS

Anderson, Judi L. Credit Administration

Bailey, Karri A.

Managed Assets & Credit Administration

Bannister, Michelle R. Staff Development & Training

Blackett, Steven W. Credit Administration

Cohen, David S. Controller & Assistant Treasurer

Curtis, Jacqueline M. Administrative Officer

Curtis, Michelle E.

Regional Market Manager, Augusta, Topsham & South China

Doak, Lori L. Operations Officer

Eaton, Audrey H.

Retail & Residential Lending

Gray, Marjorie E.

Product Development & Marketing

Hall, Vicki L. Relationship Manager, Mount Desert Island

Holmes, Lisa A.

Retail & Residential Lending, Branch Relationship Manager, Machias

Lacasse, James W.

Relationship Manager, Ellsworth & Blue Hill Peninsula

Lavoie, Robert J. Information Systems

Lord, Maureen T.

Regional Branch Relationship Manager, Machias & Lubec

Lynch, Carolyn R. Internal Audit

Martin, Elena M. Electronic Banking

McGee, Samuel S.

Relationship Manager, Middle Market

Megathlin, Shawn R. Corporate Compliance

Michaud, J Paul Application Support & Project Management

Parsons, Lisa L. Regional Market Manager,

Mount Desert Island

Patton, Russell A. Risk & Information Security

Perry, Chris P.

Relationship Manager, Middle Market

Planchart, Catherine M.

Corporate Communication & Community Relations

Poland, Bonnie A. Retail Lending Support

Porter, Lester L. Assistant Controller

Pye, Carol J.

Retail & Residential Lending

Robertson, Adam L.

Relationship Manager, Middle Market

Starbird, R. Todd

Relationship Manager, Mid Coast

Stevens, Lottie B.

Compliance

Veazie, Lisa F.

Regional Market Manager, Ellsworth, Blue Hill, Deer Isle. Winter Harbor, & Milbridge

White, Roger S. Special Projects

Wright, Kim Finance

Young, J. Christopher Product Management & Delivery

Zeugner, Leita K. Deposit Services

ASSISTANT VICE PRESIDENTS

Alley, Stacie J. Managed Assets

Archer, Holly J. Retail & Residential Lending

Emerson, Rebecca H.

Branch Relationship Manager, Deer Isle

Hutton, Donna B. Customer Service Center

Jones, Gregory S.

Branch Relationship Manager, Rockland

Jordan, Krystal E.

Branch Relationship Manager, Milbridge

Maynard, Colleen E. Branch Relationship Manager,

Southwest Harbor Mitchell-Dow, Debra S.

Branch Relationship Manager, Bar Harbor

Nason, Kimberly J. Staff Development & Training

Newenham, Judith L. Retail Lending Support

O'Connell, Sara H. Human Resources

Tracy, Terry E. Retail Banking Operations

Upham, Ann G.

Retail & Residential Lending and Branch Support

Warren, Jody C.

Branch Relationship Manager, Ellsworth

OFFICERS

Allen, Faye M. Deposit Services

Fuller, Judith W. Corporate Secretary

Griffin, Susanne M. Credit Administration

Maffucci, Deborah A. Finance

Mooney, Dylan A. Finance

Pagan, Joseph F. Information Systems

Somes, Andrew L.

Branch Relationship Manager, Winter Harbor

Swanberg, Peter M. Systems Applications

Troxell, Lindsey W. Retail & Residential Lending

Wesseling, Xin L. Credit Administration

MANAGERS

Albee, Susan L.

Customer Service Manager, Machias

Bridges, Laura A. Servicing & Quality Assurance

Carter, Hillary A. Retail Lending Support

Colwell, Brenda B. Human Resources

Condon, Brenda J. Customer Service Manager, Deer Isle

Cummings, Debbie B.

Regional Customer Service Manager, Northeast Harbor & Somesville

Fournier-Decoste, Katheryn R. Human Resources

Gray, Shelley E.

Customer Service Manager, Milbridge

MacLeod, Virginia L.

Customer Service Manager, Southwest Harbor

Parker, Andrea L.

Accounts & Transaction Processing

Sawyer, Chelsea M.

Customer Service Manager, Ellsworth

^{*}Named Executive Officers

Springer, Douglas W. Facilities Manager

Thompson, Dianne B.
Customer Service Manager, Blue Hill

BAR HARBOR TRUST SERVICES

Hurley III, Daniel A. *President*

Shencavitz, Gerald Chief Financial Officer

Radel, Joshua A.
Chief Investment Officer

Pratt, Joseph M.

Managing Director & Trust Officer

VICE PRESIDENTS

Bowden, Melanie J.

Geel, Faye A. Trust Officer

Horner, Lara K. *Trust Operations*

Nicholson, Peter C.
Trust Investment Officer

Robinson, Sarah C. *Trust Officer*

Wooster, Timothy J. Trust Officer

OFFICER

Zimmerman, Julie B. *Trust Officer*

SUPERVISOR

Curativo, Pamela L. Trust Operations

BAR HARBOR FINANCIAL SERVICES**

Mitchell, Sonya L.

Managing Director & Financial Consultant

Hamilton, Ronald L. Vice President & Financial Consultant

Kinghorn, Dennis M. Vice President & Financial Consultant

Mansfield, Marcia L. Vice President & Financial Consultant

EMPLOYEES AS OF 3/7/2014

Abbott, Gwen M. Abbott, Jennifer C. Allen, Andrea L. Allen, Deena M. Andrews, Holly M. Atherton, June G. Austin, Vicki J. Barnes, Virginia H. Barton, Hannah R. Bates-Mitchell, Kristi L. Baudanza, Erin F. Beal, Charleen L. Beal, Jenna M. Beal, Karen C. Beyer, Leslie M. Blanchard, Amy H. Boudreau, Alain R. Brady, Penny S. Brown, Heather L. Bryer, Katy A. Caouette, Marian R. Capristo, Kim R. Chase, Nikki L. Colson, Theresa L. Conner, Erin S. Coombs, April E. Cormier, Sarah A. Crandall, Kevin J. Davis, Sharon J. Douglass, Joanne M. Dupuy, Mia B.

Eaton, Julie M. Eldridge, Patricia L. Farnsworth, Pamela J. Fernald, Melony A. Fernandez, Rebecca R. Foskett, Amy N. Gatcomb, Dena M. Haley, Andrew J. Hall, Kelli M. Hamilton, Kirsten M. Harper, Amy L. Haskell, Lisa L. Hastings, Nancy B. Hawes, Bethany A. Hays, Mary D. Heal, Ivy M. Hepburn, Barbara F. Higgins, Cathy A. Hinckley, Melissa S. Hinkel, Nicole S. Hodgkin, Samuel C. Howie, Jeanette L. Huffman, Lynn L. Hunt, Marianne Hutchinson, Margaret L. Jackson, Cathy M. Jipson, Bruce W. Johnson, Ashley N. Kane, Maureen E. Kief, Kathryn M. Lambert, Jane E. Lamoureux, Paula M. Lawson, Jessica K. Leblanc, Bonnie S. Lee. Nichole J. Lewis, Stephanie M. Llovd. Marlene A. Lovely, Norma K. Mackenzie, Bailey E. Magee, Gabriella M. Mahoney, Sharon I. Matthews, Ashley S. McElyea, Jeremiah S. Mercado, Mary H. Miller Jr., Timothy J. Millett, Marcia L. Mockler, Julie E.

Mora, Angela R. Nason, Dawn B. Norton, Jennifer I. Norwood, Nichole D. Ohmeis, Amanda R. Ohmeis, Claire C. Orcutt, Alexandra Orr. Keith A. Parker, Jane M. Parlee, Deborah I. Patton, Ebony A. Pendleton, Candy A. Redman, Julie A. Richards, Judy A. Riitano, Zachary J. Robbins, Amanda L. Robinson, Jane M. Saunders, Jennifer M. Schaefer, Frank J. Schoppee, Rhonda L. Schwartz, Edith E. Scott-Henderson, Debra L. Sinclair, Jacklyn M. Skinner, Renee D. Smith, Samantha A. Snow, Andrea L. Stanley, Angela M. Stover, Teri A. Swett, Andrea D. Timmons, Bristol N. Tucker, Jennifer M. Tucker, Jvl E. Urquhart, Kirstie A. Vanskike, Corey M. Wallace, Allyson M. Wasson, Krystal E. Webster, Paula R. Weeks, Jeanne L. Wiberg, Katie G. Wood, Crystal N.

^{**}Bar Harbor Financial Services is a branch of Infinex Investments, Inc., an independent registered broker-dealer which is not affiliated with the Company or the Bank.

Board of Directors

Peter Dodge

Blue Hill, ME—Chairman of the Board

President and Insurance Agent, Peter Dodge Agency d/b/a Merle B. Grindle Agency, John R. Crooker Agency, and The Endicott Agency

Thomas A. Colwell

Deer Isle, ME—Vice Chairman of the Board Retired President, Colwell Bros., Inc.

Robert C. Carter

Machias, ME

Owner of Carter Enterprises (Rental Management) and Retired Owner of Machias Motor Inn

Martha T. Dudman

Northeast Harbor, ME

Fundraising Consultant and Author, Former President of Dudman Communications

Lauri E. Fernald

Mt. Desert, ME

Funeral Practitioner and an Owner in Jordan-Fernald Funeral Home

Gregg S. Hannah

Surry, ME

Chartered Financial Analyst, Past Associate Professor of Business Management at Nichols College

Clyde H. Lewis

Sullivan, ME

Retired Vice President & General Manager, Morrison Chevrolet, Inc.

Joseph M. Murphy

Mt. Desert, ME

Retired President & Chief Executive Officer of the Company and the Bank

Robert M. Phillips

Sullivan, ME

Consultant to the Wild Blueberry Industry

Constance C. Shea

Mt. Desert, ME

Real Estate Broker and Former Owner of Lynam Real Estate

Curtis C. Simard

Mt. Desert, ME

President & Chief Executive Officer of the Company and the Bank

Kenneth E. Smith

Bar Harbor, ME

Owner and Innkeeper of Manor House Inn

Scott G. Toothaker

Ellsworth. ME

Certified Public Accountant Principal & Vice President of Melanson Heath & Co.

David B. Woodside

Bar Harbor, ME

President & General Manager of Acadia Corporation

Corporate Information

Annual Meeting

The Annual Meeting of shareholders of Bar Harbor Bankshares will be held at 11:00 a.m. on Tuesday, May 20, 2014 at the Bar Harbor Club located on West Street in Bar Harbor, Maine.

Financial Information

Shareholders, analysts and other investors seeking financial information about Bar Harbor Bankshares should contact Gerald Shencavitz, Executive Vice President, Chief Financial Officer and Treasurer, at 207-288-3314.

Internet

Bar Harbor Bank & Trust information, as well as Bar Harbor Bankshares Form 10-K, is available at www.bhbt.com.

Shareholder Assistance

Questions concerning your shareholder account, including change of address forms, records or information about lost certificates or dividend checks, should be directed to our transfer agent: American Stock Transfer & Trust Company, LLC 6201 15th Avenue
Brooklyn, New York 11219
800-937-5449 / www.amstock.com

Stock Exchange Listing

Bar Harbor Bankshares common stock is traded on the NYSE MKT, LLC (www.nyse.com), under the symbol BHB.

Form 10-K Annual Report

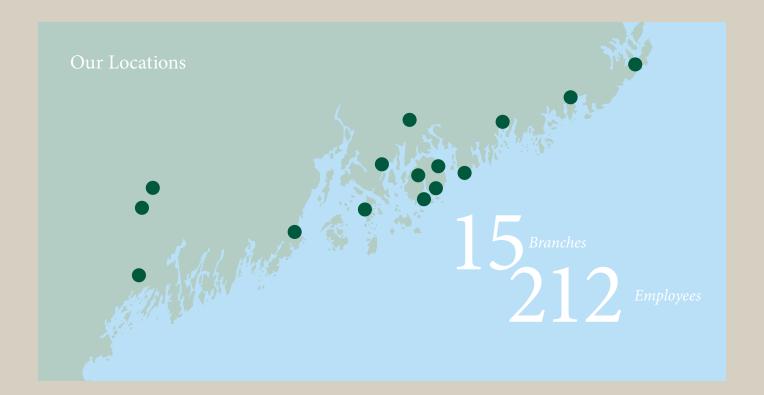
The Company refers you to its Annual Report on Form 10-K for fiscal year ended December 31, 2013 for detailed financial data, management's discussion and analysis of financial condition and results of operations, disclosures about market risk, market information including stock graphs, descriptions of the business of the Company and its products and services, and a listing of its executive officers.

Mailing Address

If you need to contact our corporate headquarters office, write: Bar Harbor Bankshares Post Office Box 400 82 Main Street Bar Harbor, Maine 04609-0400 207-288-3314 • 888-853-7100

Printed Financial Information

We will provide, without charge, and upon written request, a copy of the Bar Harbor Bankshares Annual Report to the Securities and Exchange Commission on Form 10-K. The Bank will also provide, upon request, Annual Disclosure Statements for Bar Harbor Bank & Trust as of December 31, 2013. Please contact Marsha C. Sawyer, Bar Harbor Bankshares Clerk, at 207-288-3314 or the above address.



Augusta

227 Water Street Augusta, ME 04330

Bar Harbor

82 Main Street Bar Harbor, ME 04609

Blue Hill

21 Main Street Blue Hill, ME 04614

Deer Isle

25 Church Street Deer Isle, ME 04627

Ellsworth

125 High Street Ellsworth, ME 04605

Lubec

68 Washington Street Lubec, ME 04652

Machias

41 Main Street Machias, ME 04654 Milbridge

2 Bridge Street Milbridge, ME 04658

Northeast Harbor

111 Main Street Northeast Harbor, ME 04662

Rockland

245 Camden Street Rockland, ME 04841

Somesville

1055 Main Street Mt. Desert, ME 04660

South China

368 Route 3 China, ME 04358

Southwest Harbor

314 Main Street Southwest Harbor, ME 04679

Topsham

2 Main Street Topsham, ME 04086 Winter Harbor

385 Main Street Winter Harbor, ME 04693

BUSINESS BANKING, TRUST & FINANCIAL SERVICES OFFICES

Bangor

One Cumberland Place Suite 100 Bangor, ME 04401

Ellsworth

135 High Street Ellsworth, ME 04605

Rockland

91 Camden Street Rockland, ME 04841



