The Board of Directors of Bar Harbor Bankshares (together with its subsidiaries as the context may require, the "Company") has adopted these Corporate Governance Guidelines ("Guidelines") to promote and foster an environment of strong, leading corporate governance practices that benefit each of the Company's stakeholders. These Guidelines are annually reviewed by the Company's Board of Directors (the "Board") so that they keep pace with the continually changing corporate governance landscape.

A. Director Responsibilities and Board Composition

1. In General. The Board is responsible for oversight of the Company and reviews and approves the Company's mission and strategies. In fulfilling this responsibility, Directors must exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company. Further, the Board, or committee thereof:
    - Sets the tone for and monitors compliance with the Company's ethical standards, including the Code of Business Conduct and Ethics;
    - Monitors the performance of the Company in relation to its vision, mission, purpose, strategies, and financial and non-financial objectives;
    - Oversees the performance and effectiveness of the Chief Executive Officer ("CEO") and other members of management;
    - Requiring, approving and implementing senior executive succession plans;
    - Oversees the selection and retention of the CEO;
    - Monitors the Company's financial reporting processes and internal controls;
    - Oversees management's development and implementation of the Company's risk management framework;
    - Holds focused discussions of individual businesses and key issues throughout the year; and
    - Approves major transactions that are beyond the authority of corporate executive management.
2. Board Size. The Company's Bylaws provide that the Board shall consist of not less than five (5) Directors and not more than twenty-five Directors. The size of the Board shall be fixed from time to time by the Board based on an affirmative majority of the members of the entire Board.

3. Director Terms. Directors are elected annually for a term of one year; with nomination generally not permitted over age 72, with the exception being one single term for special circumstances.

4. Meetings and Meeting Preparation. Regular attendance of all meetings of the Board and of committees on which the Directors serve is of utmost importance. Board members are expected to attend (i) the Company's annual meeting of shareholders and (ii) a minimum of 75 percent of all regularly scheduled Board meetings and committee meetings on which the Director sits. Attendance is classified in-person or by technological means.

   Directors are expected to prepare for these meetings. The Company also expects Directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company.

   The Chairman of the Board ("Chairman"), in consultation with the CEO, establishes the Board agenda for Board meetings. Board meetings typically focus on the Company's key strategic plans, executive leadership, and performance matters. Each year, the Board will conduct a formal review and discussions of the Company's long-term strategic plans. The board will designate other responsibilities, as appropriate, to committees.

5. Shareholder Proposals. The Governance Committee will review shareholder proposals duly and properly submitted to the Company and provide recommendations to the Board for recommendation to the shareholders.

6. Shareholder Communications. It is the Company's policy that management speaks for the Company, but from time to time, comments from the Board may be appropriate. Typically, such comments would come from the Chairman; however, the Chairman may ask other Directors to speak with shareholders or other constituents, as appropriate. The Board and the Nominating and Corporate Governance Committee oversees the Company's efforts to effectively communicate with institutional shareholders both in connection with the corporation's proxy filing and throughout the year.

7. Code of Conduct. The Company has adopted a comprehensive set of expectations to guide the decision-making of our Board, management, colleagues, and service providers. Among other matters, the Code of Conduct and Ethics addresses raising concerns, creating a respectful and safe workplace, and handling conflicts of interest. Waivers of the Code for Directors and executive officers, which are not generally provided, shall be approved by the Nominating and Corporate Governance Committee and appropriately disclosed.

B. Director Qualifications

1. Independence. A majority of the Board must be independent, and the Board, based upon recommendations from the Nominating and Corporate Governance Committee, will make independence determinations for each Director. A determination of independence shall be made based on rules promulgated by the NYSE: American ("NYSE").

2. Audit Committee Members- Additional Requirements. In addition to the independence requirements set forth above, Audit Committee members must meet the specific requirements established by the Securities and Exchange Commission ("SEC") and NYSE for independence and the requirements of the Federal Deposit Insurance Corporation Improvement Act ("FDICIA"). All Audit Committee members must be financially literate and at least one member shall be a "financial expert", as defined by SEC regulations.

3. Change in Principal Employment. Board members should have extensive leadership experience in each member's business or profession and be active within their community.

4. Director Candidates – Diversity and Additional Criteria. One of the Board's most important responsibilities is identifying, evaluating, and selecting candidates for the Board. The Nominating and Corporate Governance Committee will, from time to time, identify selection criteria for Board membership, taking into consideration the current composition and the knowledge, skills, and experience currently represented on the Board. Board members are encouraged to identify prospective Directors, consistent with the below criteria, and recommend them to the Nominating and Corporate Governance Committee.

   The Nominating and Corporate Governance Committee reviews the qualifications of potential Director Candidates and makes recommendation to the full Board for election. The factors considered by the Nominating and Corporate Governance Committee and the Board in its review of potential candidates include:

   - Whether the candidate has exhibited behavior that indicates they are committed to the highest ethical standards.
   - The candidate's experience in the financial services industry and with risk management and compensation practices.
   - The candidate's general business knowledge and special skills, expertise, and background that would complement the attributes of the existing Directors.
   - The candidate's leadership and prominence within their business, governmental, or professional activities and whether their reputation demonstrates the ability to make the kind of important and sensitive judgements that the Board is called upon to make.
   - The candidate's gender, race, ethnicity, age, background, and other attributes, particularly considering the existing diversity represented on the Board.
   - The candidate's willingness to challenge management while working constructively as part of a team in an environment of collegiality, confidence, and trust.

- A determination of whether the candidate will be able to devote the sufficient time and energy to the performance of their duties as a Director based on their current and potential commitments.
- The existence of any conflicts of interest.

5. Retirement Age – Criteria to Consider. The Bylaws provide that no person shall be nominated or elected a Director of the Company after having attained the age of 72 years, unless prior to such nomination or election as a Director, the Board or Nominating and Corporate Governance Committee first determines that such age restriction shall not be applicable to such person. Such expectations to this policy should be rare, and any determination that the age restriction shall not be applicable to any person shall be made only after consideration of whether such person: brings a specific expertise to the board; has valuable industry-specific knowledge and experience; has capacity to devote time to special projects; has developed significant institutional knowledge; or possesses some other attributes or qualifications deemed essential by the Board of Nominating and Corporate Governance Committee. Such expectations will not exceed one term per Director.

6. Term Limits and Board Refreshment. The Board does not support instituting limits on the number of terms that Directors may serve. Directors who have served on the Company's Board for longer periods of time are able to offer unique experience, insights, and institutional knowledge. By having a balanced set of newer, mid-tenured and seasoned Directors on the Board, the Board is better positioned for succession planning, developing, and passing on institutional knowledge, and incorporating fresh perspectives. The Board prefers to rely on a robust self-assessment process, as opposed to term limits, for refreshment purposes.

7. Election of Directors. As explained further in our Bylaws, in uncontested election of Directors, a nominee for election to the Board at a meeting of shareholders shall be elected only if the number of votes cast "for" such nominee's election exceeds the number of votes cast "against" or affirmatively "withheld" as to such nominee's election (i.e., a majority vote standard). A plurality vote standard is applicable in contested elections.

   Any incumbent Director who fails to receive the vote required by the Company's Bylaws to be elected a Director shall automatically be deemed to have offered their resignation for consideration. Any Director (1) whose resignation is under consideration or (2) who serves on another company's board with the Director whose resignation is under consideration, shall not participate in any deliberations regarding whether to accept the resignation.

C. Director Access to Management, Colleagues and Independent Advisors

1. Management and Colleagues. Directors shall have full and free access to members of management or any other Company colleague at any time, about any matter, and without prior or subsequent notice or permission from the CEO or other executive officer.

2. Independent Advisors. The Board and committees thereof, as they deem appropriate, may retain any independent advisor they deem necessary, without conferring with or obtaining the approval of management, and the Company will be responsible for the expenses of any advisor so retained.

D. Regular Separate Independent Director Meetings

The independent Directors will hold meetings in executive session without management present on a regular basis but not less than twice each year. Such meetings may be in conjunction with regularly scheduled meetings of the Board. The Chairman will preside at each meeting. The Chairman will communicate to the CEO such information as they deem appropriate following the executive session.

E. Committees

1. General. The Board will establish necessary Committees, to include:
    a. Audit Committee
    b. Nominating and Corporate Governance Committee
    c. Executive Committee
    d. Human Resources and Compensation Committee
    e. Board Risk Committee
    f. Trust Committee, also known as the Trust Board of Directors

    Each standing committee will have a written charter, which will detail their respective responsibilities. Each committee will determine which members of management will attend committee meetings and when to conduct executive sessions without management. Committees will report regularly to the full Board on their actions, recommendations, and discussions, and the Board will act on the committee's recommendations. The Board and each committee thereof will also undertake a periodic performance evaluation under the direction of the Nominating and Corporate Governance Committee.

2. Committee Membership, Chairs, and Rotation. Membership and chair positions on each committee will be determined by action of the Nominating and Corporate Governance Committee except that the Nominating and Corporate Governance Committee's membership and chair shall be determined by the Board, as the case may be, will consider applicable listing and regulatory qualifications. Members of the Audit Committee, the Human Resources and

Compensation Committee, the Nominating and Corporate Governance Committee, and the Board Risk Committee shall be independent pursuant to the provisions set forth herein.

Committee assignments should be based on each Director's knowledge, skills, expertise, and interest. Further, the Nominating and Corporate Governance Committee and Board recognize that continuity of membership enhances institutional knowledge and further depth in assigned areas. For these reasons, the Board does not favor mandatory rotation of committee assignments or chair positions. On the other hand, the Board recognizes the value of internal refreshment, which can ring about fresh perspectives on committees. Therefore, the Nominating and Corporate Governance Committee and Board annually review committee membership and chair positions to balance these competing demands.

3. Joint Committees. A committee may be a joint committee of the Company and the Bar Harbor Bank & Trust (the "Bank"). A joint committee may hold separate sessions, if necessary, to address issues that are relevant to the one entity but not the other or to consider transactions between the two entities or other matters where the Company and the Bank may have different interests. In addition, any such joint committee should consult with internal or outside counsel, if, in the opinion of the joint committee, any matter under consideration by the joint committee has the potential for any conflict between the interests of the Company and those of the Bank or the Company's other subsidiaries to ensure that appropriate procedures are established for addressing any such potential conflict.

F. Chairman

1. Appointment. Such individual shall be appointed by a majority vote of the independent Directors for a one-year term and shall serve until the expiration of the term of until such Chairman's earlier resignation, retirement, or removal from the Board.

2. Responsibilities and Duties. The Chairman's shall assist the independent Directors in the fulfillment of their oversight and guidance of the Corporation. The Board has assigned a robust set of responsibilities and duties to the Chairman. Such responsibilities and duties include:

Board Leadership

- Presiding at all meetings of the Board;
- Presiding at executive sessions of the independent Directors;
- Having the authority to call meetings of the independent Directors;

Other

- Serving as liaison between the CEO and independent Directors;
- Acting as an advisor to the CEO, providing support, advice, and feedback from the Board and acting as a sounding board for the CEO;
- Coordinating with the CEO on Director orientation and continuing education;

- If requested by major shareholders, ensuring that they are available for consultation and direct communication;
- Engaging advisors and consultants who report directly to the Board.

G. Director Compensation

The form and amount of compensation of Directors will be recommended to the Board by the Human Resources and Compensation Committee and will be guided by the following principles:

1. Practices customary for similar organization, including the Company's peers
2. The amount of time required to fulfill the duties of a Director.

H. Director Orientation and Ongoing Education

The Company has adopted a Director Onboarding and Ongoing Education Program to foster Board effectiveness by getting and keeping Directors abreast of development at the Company and more broadly. New Directors will receive an orientation briefing and all Directors will receive ongoing training and new opportunities to participate in continuing education programs.

1. Orientation. The new Director orientation briefing typically includes: the Company's organizational and governance documents; recent SEC filings, strategic and operating plans; financial information; corporate structure and organizational charts; financial accounting, and risk management matters; compliance programs; key policies and procedures; and information about the Company's businesses, products, services, and the industries in which the Company operates.
2. Continuing Education. The Company will provide on-going training and opportunities to participate in continuing education programs, including training and opportunities designed to assist the Board in its risk oversight function. Additional training opportunities are provided to Directors throughout the year related to the Company's products and services' significant risks; and applicable laws, rules, and regulations. Directors are encouraged, as appropriate, to seek additional training through seminars, conferences and other pertinent education opportunities, including opportunities sponsored by the Company. The associated expenses of such trainings will be reimbursed by the Company.

I. Director Share Ownership

Our Bylaws require that each director own a minimum of 500 shares no later than one year following their initial election to the Board. In addition, our Board has implemented a policy requiring each director to own a minimum of five times his or her annual stipend. Ownership must be attained within five years of a director's initial election and may include their 500 qualifying shares.

J. Confidentiality

Directors are required to protect and hold confidential all Confidential Information (as such term is defined herein below) obtained as a result of their directorship position, absent the express permission of the Board to disclose such information or as required by law, and except to other Directors; executive officers of the Company; and the Company's independent accountants, legal counsel, and financial and other advisors.

"Confidential Information" means all non-public information entrusted to or obtained by a Director by reason of their positon as a Director of the Company. It includes, but is not limited to, non-public information related to the Company, such as: (i) non-public information about the Company's financial condition; prospects or plans; its marketing and sales programs, products and services; and information relating to mergers and acquisitions, stock splits, and divestitures; (ii) non-public information concerning possible transactions with other companies or information about the Company's current and prospective customers, suppliers, vendors, or joint venture partners, which in each case the Company is under an obligation to maintain as confidential; (iii) non-public information about discussions and deliberations relating to business issues and decisions, between and among colleagues, officers, and Directors; (iv) confidential supervisory information as defined by applicable regulatory authorities; and (v) Board materials, deliberations, and discussions.

K. Management Succession

The Board shall oversee succession planning for the positions of the CEO and other members of the Company's executive leadership team. At least annually, the CEO shall review with the Board or a committee thereof the succession plans in place for executive leadership.

L. Director Indemnification

The Directors shall be entitled to have the Company purchase reasonable Directors' and officers' liability insurance on their behalf and to make use of the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, bylaws, and any indemnification agreements, and to exculpation as provided by state law and the Company's articles of incorporation.

Date	Type of Review/Change	Recorded By
7/16/2024	New Document	K. Carter
7/15/2025	Annual review- no changes	K. Carter
7/21/2026	Annual review- no changes	K. Carter