


SOLERA NATIONAL BANCORP, INC.

CONTROL ID:
REQUEST ID:


IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS

DATE: TUESDAY, DECEMBER 10, 2024
TIME: 3:00 P.M. LOCAL TIME
LOCATION: SOLERA NATIONAL BANK, 319 S. SHERIDAN BLVD., LAKEWOOD, CO 80226.


HOW TO REQUEST PAPER COPIES OF OUR MATERIALS




PHONE:
CALL TOLL FREE
1-866-752-8683



FAX:
SEND THIS CARD TO
202-521-3464



INTERNET:
[HTTPS://WWW.IPROXYDIRECT.COM/SLRK](https://www.iproxydirect.com/slrk)
AND FOLLOW THE ON-SCREEN INSTRUCTIONS.



EMAIL:
PROXY@IPROXYDIRECT.COM
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

THIS COMMUNICATION REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY STATEMENT IS AVAILABLE AT: [HTTPS://WWW.IPROXYDIRECT.COM/SLRK](https://www.iproxydirect.com/slrk)

IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED ABOVE, BEFORE NOVEMBER 25, 2024.

YOU MAY ENTER YOUR VOTING INSTRUCTIONS AT [HTTPS://WWW.IPROXYDIRECT.COM/SLRK](https://www.iproxydirect.com/slrk)
UNTIL 11:59 PM EASTERN TIME DECEMBER 9 2024.

THE PURPOSES OF THIS MEETING ARE AS FOLLOWS:

1.

THE ELECTION OF THE SIX DIRECTOR NOMINEES NAMED IN THE ENCLOSED PROXY STATEMENT TO OUR BOARD OF DIRECTORS FOR TERMS EXPIRING AT THE 2025 ANNUAL MEETING OF SHAREHOLDERS AND/OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED;

2.

THE RATIFICATION OF FORTNER BAYNES AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024;

3.

PROPOSAL TO MODIFY MIKE QUAGLIANO’S STOCK OPTIONS. THE PROPOSAL MODIFIES THE 2023 APPROVED STRIKE PRICE AND APPROVAL PROCESS WITH RESPECT TO PREVIOUSLY GRANTED 2025, 2026, 2027, AND 2028 STOCK OPTIONS.

4.

PROPOSAL TO MODIFY AND APPROVE THE EXECUTIVE CHAIRMAN’S COMPENSATION FROM \$1,800,000 TO \$1,670,000. REFLECTING 10% OF SOLERA NATIONAL BANK’S INCOME.

5.

EMPLOYEE & DIRECTOR STOCK PURCHASE PLAN. PROPOSAL TO CREATE AN EMPLOYEE & DIRECTOR STOCK PURCHASE PLAN TO ALLOW EMPLOYEES TO PURCHASE SOLERA STOCK AT A DISCOUNT PRICE FOR THE PURPOSE OF HELPING RETAIN KEY EMPLOYEES.

6.

PROPOSAL TO APPROVE NON-EMPLOYEE DIRECTOR COMPENSATION OF \$120,000 PER ANNUM.

7.

PROPOSAL TO APPROVE ALAN WHEELS’ 2025 \$130,000 COMPENSATION FOR HIS CONTRIBUTION AS A VOTING MEMBER OF THE DIRECTORS CREDIT COMMITTEE. MR. WHEEL HAS THE OPTION NOT TO COLLECT THIS COMPENSATION, SHOULD HE CHOOSE.

8.

PROPOSAL TO APPROVE DREW QUAGLIANO’S 2025 \$50,000 COMPENSATION FOR HER CONTRIBUTION TO THE DIRECTORS CREDIT COMMITTEE AS THE BOARD OF DIRECTORS’ REPRESENTATIVE ON THE DIRECTORS CREDIT COMMITTEE. MS. QUAGLIANO HAS THE OPTION NOT TO COLLECT THIS COMPENSATION, SHOULD SHE CHOOSE.

9.

THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF. ISSUES RAISED BY SHAREHOLDERS THAT RELATE TO AVIATION, CAPITALIZATION, AND DIVIDENDS.

PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULES, YOU ARE RECEIVING THIS NOTICE THAT THE PROXY MATERIALS FOR THE ANNUAL MEETING ARE AVAILABLE ON THE INTERNET. FOLLOW THE INSTRUCTIONS ABOVE TO VIEW THE MATERIALS AND VOTE OR REQUEST PRINTED COPIES.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON OCTOBER 11, 2024 AS THE RECORD DATE FOR THE DETERMINATION OF STOCKHOLDERS ENTITLED TO RECEIVE NOTICE OF THE ANNUAL MEETING AND TO VOTE THE SHARES OF OUR COMMON STOCK, PAR VALUE \$.001 PER SHARE, THEY HELD ON THAT DATE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE ‘FOR’ ALL PROPOSALS ABOVE.

PLEASE NOTE - THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD

SOLERA NATIONAL BANCORP, INC.
SHAREHOLDER SERVICES
1 Glenwood Ave Suite 1001
Raleigh NC 27603

FIRST-CLASS MAIL
US POSTAGE
PAID
RALEIGH NC
PERMIT # 870

TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION
YOUR VOTE IS IMPORTANT