

## FIRST FOUNDATION INC.

### REGULATION FD POLICY

#### GENERAL

First Foundation Inc. (the "*Company*") is committed, consistent with legal and regulatory requirements, to providing timely, orderly, consistent and credible material information to its security holders and potential investors. The Company has developed detailed guidelines and procedures for receiving requests for, and ultimately disclosing material information. Please refer to the full text of this Regulation FD Policy (the "*Policy*") for a complete description of these guidelines and procedures. This Policy applies to communications with security holders, analysts and others.

The Securities and Exchange Commission's ("*SEC*") Regulation FD (Fair Disclosure) ("*Regulation FD*") prohibits the selective disclosure of material nonpublic information to certain Enumerated Persons (as defined below). The regulation is intended to eliminate situations in which a company may disclose important nonpublic information to securities analysts or selected institutional investors, before disclosing the information to the general public.

Regulation FD requires that, whenever the Company (or a person acting on its behalf) intentionally discloses material nonpublic information to certain specified persons (including broker-dealers, analysts and security holders), the Company must *simultaneously* disseminate the information to the public in a manner consistent with Regulation FD.

Examples of activities or communications to which this Policy applies include:

- Earnings releases and related conference calls.
- Speeches, interviews and conferences.
- Responding to market rumors.
- Reviewing analyst reports.
- Referring to or distributing analyst reports on the Company.
- Analyst and investor visits.
- Postings on the Company's websites.
- Social media communications, including through corporate blogs, employee blogs, chat boards, Twitter, Facebook, LinkedIn, YouTube and any other non-traditional means of communication.

If the Company learns that it (or certain persons acting on its behalf) has unintentionally disclosed material nonpublic information, the Company must promptly publicly disseminate the information no later than 24 hours after discovering the unintentional disclosure or at the opening of trading on the New York Stock Exchange, whichever is later.

This Policy applies to every director and executive officer of the Company, and any other employee of the Company or any of its subsidiaries who may have access to any material nonpublic information about or with respect to the Company, its business, financial condition, results of operations or future prospects or any developments or expected developments or changes in its business, and complements the Company's Insider Trading Policy. This Policy will be posted in the Investor Relations Section of the Company's website to evidence to the public, including the

Enumerated Persons (as defined below) that the Company has such a policy. This Policy may be amended, terminated or reinstated at any time or from time to time in the discretion of the Company's Chief Financial Officer whom the Board of Directors of the Company (the "*Board*") has designated as the Company's Compliance Officer (the "*Compliance Officer*") with respect to this Policy.

## **PURPOSE**

The purpose of this Policy is to provide clear guidelines and procedures for responding to external requests for, and making public disclosures of, material information in order to promote the Company's goal of providing accurate and timely communications on a broadly disseminated basis to ensure compliance with Regulation FD.

The Company's Compliance Officer shall have the authority to make materiality and distribution determinations covered by this Policy with respect to information to be publicly disclosed about the Company. The Compliance Officer may delegate such authority, in whole or in part, to one or more Company employees designated by him or her.

The Compliance Officer, and his or her designee (if any), will have the authority to interpret and enforce this Policy. All questions about this Policy should be directed to the Compliance Officer. Any suspected or known violations of this Policy should be reported immediately to the Compliance Officer. If a Company employee violates this Policy, he or she will be subject to disciplinary action which could include immediate termination of employment.

The Compliance Officer, or his/her designee (if any), must pre-approve in writing any deviation from the policies and procedures outlined in this Policy.

## **AUTHORIZED SPOKESPERSONS**

The only persons authorized to speak on behalf of the Company to securities analysts, broker-dealers, security holders and any other Enumerated Persons (as described below) are the Company's Chief Executive Officer and Chief Financial Officer, or any other person who may be specifically designated by either of them to speak with respect to a particular topic or purpose (each an "*Authorized Spokesperson*").

At various times, any Authorized Spokesperson may designate other employees, in writing, to conversations with any Enumerated Persons in order for the Compliance Officer to review as much of the substance of the intended communication as possible, including slides and other prepared materials.

Pre-written speeches, written statements, presentations and other external communications should be reviewed by the Compliance Officer (or his or her designee).

## **ENUMERATED PERSONS SUBJECT TO REGULATION FD DISCLOSURE PROHIBITIONS**

Regulation FD prohibits selective disclosure to certain specified persons, including:

- Broker-dealers and persons associated with them, including investment analysts.
- Investment advisers (not employed by the Company), certain institutional investment managers and their associated persons.
- Investment companies, hedge funds, and affiliated persons.

The above persons and entities are collectively referred to as "*Enumerated Persons*."

Selective disclosure is also prohibited if made to any security holder or investors under circumstances in which it is reasonably foreseeable that the security holder or the investors would purchase or sell Company securities on the basis of the information.

Communications in the ordinary course of the Company's business with customers, suppliers or strategic partners, as well as ordinary course communications with the industry media (such as trade journals), rating agencies or the government are not prohibited by Regulation FD, unless it is reasonably foreseeable that the information would be further disseminated by customers, suppliers or industry media to any Enumerated Persons, security holders or investors who, it is reasonable to expect, may purchase or sell Company securities on the basis of the information.

## **DAY-TO-DAY COMMUNICATIONS**

Inquiries from analysts, security holders and other Enumerated Persons to any employee or director of the Company or any of its subsidiaries, other than Authorized Spokesperson(s) must be forwarded to the Compliance Officer or another Authorized Spokesperson. **Under no circumstances should any attempt be made to respond to these inquiries without prior authorization from the Compliance Officer or an Authorized Spokesperson.**

Planned conversations or meetings must include at least one Authorized Spokesperson and should if practicable, include a second person. It should be determined in advance whether it is intended that any material nonpublic information is to be disclosed in the course of such conversations or meetings. If so, the material nonpublic information must be disclosed or disseminated, by the issuance of a press release or the filing or "furnishing" of a report on a Form 8-K or both, to the general public prior to or simultaneously with the planned conversation or meeting.

## **PUBLIC DISCLOSURE OF SIGNIFICANT COMPANY INFORMATION**

Before any Authorized Spokesperson discloses or discusses nonpublic Company information with anyone who is or might be an Enumerated Person, the Authorized Spokesperson should consult with the Compliance Officer to determine whether the information is material. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security or where the fact is likely to have a significant effect on the market price of the security. Both positive and negative information may be material.

Possible material information or events include, but are not limited to:

- Earnings information and quarterly results.
- Guidance/statements on earnings estimates.
- Fund performance.
- Mergers, acquisitions, tender offers, joint ventures, or changes in assets.
- New products, contracts with suppliers, or developments regarding customers or suppliers (such as the acquisition or loss of a contract).
- New investments or financings or developments regarding investments or financings.
- Changes in auditors or auditor notification that the issuer may no longer rely on an audit report.

- Events regarding the Company's securities (such as defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding).
- Bankruptcies or receiverships.
- Regulatory approvals or changes in regulations and any analysis of how they affect the Company.

Moreover, the SEC has explicitly cautioned:

If the determination is made that the information to be disclosed is material, the information must be disclosed through a press release or current report on Form 8-K, or both, before or at the same time that the information is to be disclosed to any Enumerated Person or security holder or other person who it is reasonable to expect would purchase or sell any Company securities based on that information. The press release or Form 8-K may disclose the material information or, if it is issued or filed prior to the disclosure of the material nonpublic information to any Enumerated Person, may disclose that a conference call and/or webcast will be held to disclose the information. The public must be given adequate advance notice of any conference call and/or webcast and the means of accessing it.

## **EARNINGS CALLS**

Adequate advance public notice must be given of any quarterly earnings conference calls and/or webcasts. Such notices ordinarily should be given by means of a press release issued to all major news wires and a posting on the Company's website with information regarding the date, time, telephone number and webcast URL for the earnings call. The press release must also state the period, if any for which a replay of the webcast will be available on the Company's website.

A quarterly earnings conference call and/or webcast must be open to analysts, media representatives and the general public. Any such conference call must be recorded and kept by the Company for at least ten (10) days. Web replay of such calls must be available for at least one day after a conference call.

## **GUIDANCE AND ANALYST REPORTS**

The Company and its employees may not give earnings guidance in any form (including "soft" or indirect guidance) in nonpublic meetings or conference calls. The Company should request that analysts and any other persons who will be participating in such meetings or calls to provide a written agenda or questions in advance to reduce the likelihood of an inadvertent disclosure of material nonpublic information and to enable the Company to prepare a press release or a Form 8-K for public disclosure of the information prior to or simultaneously with the holding of the nonpublic meeting or conference call. To the extent practicable, two Company representatives, at least one of whom should be an Authorized Spokesperson, must be present during any analyst calls or meetings. On the other hand, if authorized by the Company's Chief Executive Officer or Chief Financial Officer, guidance or statements regarding earnings expectations may be made in widely disseminated press releases and publicly accessible earnings calls.

Whenever the Company has issued any estimate with respect to or has commented on net interest income, noninterest income, or pre-tax or net earnings or other financial measures (which will ordinarily be issued through a press release and the filing or furnishing of a Form 8-K), no employee

may make any additional statements regarding those estimates or comments during the quarter, unless required by applicable law or the listing rules of the stock exchange on which the Company's shares are listed for trading. Additionally, in response to any question about any such estimate or forward looking statements, Authorized Spokespersons will say that it is the Company's policy not to comment on estimates or projections during the quarter. No one, including the Authorized Spokespersons, will comment on whether the Company intends to update any earlier disseminated estimates or projections.

No Authorized Spokesperson will provide "comfort" with respect to any estimate with respect to earnings or other financial measures of performance or otherwise "walk the Street" up or down. If any analyst inquires as to the reliability of a previously, publicly disseminated estimate or projection, the Authorized Spokesperson should follow the "no comment" policy.

Analyst reports and earnings models may only be reviewed to correct errors that can be corrected by referring to publicly available, historical, factual information or to correct any mathematical errors. No other analyst feedback or guidance on earnings models may be communicated to an analyst. A written record should be kept of any comments provided on an analyst's report. Such reports must be promptly forwarded to the Compliance Officer or his or her designee. Any review of an analyst report may only be done after obtaining the express approval of the Compliance Officer.

No Company employee should distribute (including via a web link) copies of, or refer to, selected analysts' reports to anyone outside the Company without the express approval of the Compliance Officer. If approved, any such distribution must include a statement to the following effect:

**"This report has been prepared and distributed by an unaffiliated third party and is being provided to you simply for your information. The Company makes no statement regarding the report or its contents. You should not regard the statements made in the report as being associated with or confirmed or denied by the Company in any way."**

#### **ANALYST MEETINGS/INVESTMENT BANKER CONFERENCES/ROADSHOWS**

The Company will not hold or participate in an analyst meeting, investment banker conference or a roadshow (other than roadshows undertaken in connection with certain public offerings of Company securities) at which it intends or expects to disclose material nonpublic information regarding the Company, unless members of the media and the general public are able to participate in the meeting, conference or road show via a conference call or webcast, or the Company issues a press release and files a current report on Form 8-K to widely disseminate that material nonpublic information prior to that analyst meeting, investment banker conference or roadshow. In the event the Company arranges for a publicly accessible conference call or webcast of the analyst meeting, investment banker conference or roadshow, the Company is required to issue and widely disseminate a press release and post that press release on its website, within a reasonable time before the call or webcast is to be held, to notify the media and general public that the Company will be holding or participating in a conference call or webcast. The press release also must contain information regarding the date, time, telephone number and webcast URL for the conference call and/or webcast and an invitation to the media and general public to participate in the call or webcast. The press release must also state the period for which a replay of the webcast will be available on the Company's website.

If it is determined that material nonpublic information may have been unintentionally disclosed during any such meeting, conference or roadshow, the Compliance Officer should be notified immediately. In that event, the Compliance Officer will arrange for a press release to be issued and a

related current report on Form 8-K to be filed with the SEC, in each case disclosing that material nonpublic information no later than 24 hours after discovery of the unintentional disclosure or prior to the commencement of the next day's trading on the NYSE, if later.

## **USE OF SOCIAL NETWORKS OR MEDIA**

Use of social networks or social media, including corporate blogs, employee blogs, chat boards, Facebook, LinkedIn, Twitter, YouTube and any other non-traditional means of communication, to disclose material, nonpublic information *is considered selective disclosure and would violate this policy*.

## **PRESS RELEASE POLICY**

Press releases should be reviewed and prepared in accordance with the Company's standard communications policies and procedures.

If, following the issuance of an earnings release, the Company will be holding a meeting or conference call for the purpose of giving analysts or major security holders an opportunity to seek more information or ask questions concerning the information disclosed in a press release, the meeting or call shall be preceded by a press release as soon as the meeting or call is planned, to report that the Company will be holding that meeting or call and to include information with respect to the date, time, telephone number and webcast URL for the meeting or call and an invitation to interested persons to join the call or webcast. The meeting or call shall be open to analysts, media representatives and the general public.

If a director, member of management or employee of the Company learns of information that causes him or her to believe that a public disclosure by the Company may have been misleading or inaccurate when made or may no longer be true, that person should report that information to the Compliance Officer immediately.

## **RUMORS: NO COMMENT POLICY**

The Company will not comment on market rumors in the normal course of business. When it is learned that rumors about the Company are circulating, an Authorized Spokesperson should state only that it is Company policy to not comment on rumors. However, if it is determined that the source of the rumor is internal, the Compliance Officer should be consulted to determine the appropriate response and remedial action.

## **VIOLATION OF THIS POLICY**

Violations of Regulation FD are subject to SEC enforcement actions, which may include an administrative action seeking a cease-and-desist order, a civil action against the Company or an individual seeking an injunction and/or civil monetary penalties. Therefore, any violation of this Policy by an employee shall be brought to the attention of the Compliance Officer and may constitute grounds for termination of service.