

SOLERA NATIONAL BANCORP, INC.
319 S. Sheridan Blvd.
Lakewood, Colorado 80226
(303) 209-8600

May 20, 2016

Dear Shareholder:

You are cordially invited to attend the 2016 annual meeting of shareholders of Solera National Bancorp, Inc. (the "Company" or "we"). The meeting will be held on Wednesday, June 22, 2016, at 5:30 p.m., local time, at Solera National Bank, 319 S. Sheridan Blvd., Lakewood, CO 80226.

We are pleased to enclose the proxy statement for the 2016 annual meeting. At the meeting, you and the other shareholders will be asked to vote on the following matters:

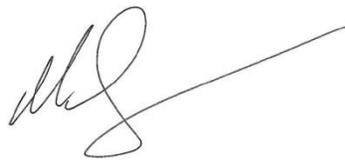
1. **Election of Directors.** The election of the six director nominees named in the enclosed proxy statement to our Board of Directors, for terms expiring at the 2017 annual meeting of shareholders and/or until their successors are duly elected and qualified.
2. **Ratification of Independent Registered Public Accounting Firm.** The ratification of Eide Bailly as our independent registered public accounting firm for the fiscal year ending December 31, 2016.
3. **Say-on-Pay.** To approve, on a non-binding advisory basis, executive compensation.
4. **Other Business.** The transaction of such other business as may properly come before the annual meeting or at any adjournment or postponement thereof.

Whether or not you expect to attend the meeting in person, please complete, sign and date the enclosed proxy as promptly as possible and return it in the enclosed envelope (to which no postage need be affixed if mailed in the United States) or submit your proxy over the Internet, fax or by telephone. For further details, see "About the Annual Meeting — How do I vote?"

In addition to the proxy statement, a copy of our annual report for the year ended December 31, 2015 can be found at <https://www.iproxydirect.com/slrk> or by visiting our website www.solerabank.com click on "Investor Relations" and then "Shareholder Materials".

We appreciate your interest and investment in the Company and look forward to seeing you at the annual meeting.

Sincerely,



Martin P. May
President & Chief Executive Officer

SOLERA NATIONAL BANCORP, INC.
319 S. Sheridan Blvd.
Lakewood, Colorado 80226
(303) 209-8600

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To be held on June 22, 2016

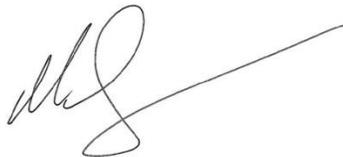
NOTICE IS HEREBY GIVEN that the 2016 annual meeting of shareholders of Solera National Bancorp, Inc. (the "Company" or "we") will be held at 5:30 p.m., local time, on Wednesday, June 22, 2016, at Solera National Bank, 319 South Sheridan Boulevard, Lakewood, CO 80226, to consider and act upon the following matters:

1. The election of the six director nominees named in the enclosed proxy statement to our Board of Directors, for terms expiring at the 2017 annual meeting of shareholders and/or until their successors are duly elected and qualified;
2. The ratification of Eide Bailly as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2016;
3. To approve, on a non-binding advisory basis, executive compensation;
4. The transaction of such other business as may properly come before the annual meeting or at any adjournment or postponement thereof.

YOUR PROMPT ACTION WILL AID THE COMPANY IN REDUCING THE EXPENSE OF PROXY SOLICITATION. Please vote today – see the “How do I Vote” section under “About the Annual Meeting” (page 2 of the Proxy Statement) for instructions.

Only shareholders of record as of the close of business on May 13, 2016 are entitled to notice of, and to vote at, the annual meeting or any adjournments thereof. A list of shareholders will be available for inspection for a period of 10 days prior to the annual meeting at the Company’s headquarters, 319 South Sheridan Boulevard, Lakewood, Colorado 80226 and will also be available for inspection at the meeting itself.

By Order of the Board of Directors



Martin P. May
President & Chief Executive Officer

Lakewood, Colorado
May 20, 2016

This notice of annual meeting and proxy statement and form of proxy are first being distributed to shareholders on or about May 20, 2016.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 22, 2016**

The Solera National Bancorp, Inc. proxy statement, proxy card, and annual report for the year-ended December 31, 2015 are available for viewing on our website www.solerabank.com under “About Us,” “Investor Relations” and “Shareholder Materials” or by accessing <https://www.iproxydirect.com/slrk>

TABLE OF CONTENTS

	<u>Page Number</u>
ABOUT THE ANNUAL MEETING	1
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	5
PROPOSAL ONE: ELECTION OF DIRECTORS	6
CORPORATE GOVERNANCE	9
REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS	13
EXECUTIVE COMPENSATION	14
DIRECTOR COMPENSATION	16
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	16
PROPOSAL TWO: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	17
PROPOSAL THREE: ADVISORY VOTE ON EXECUTIVE COMPENSATION	18
OTHER MATTERS	19
SHAREHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING OF SHAREHOLDERS	19
ADDITIONAL INFORMATION	19

SOLERA NATIONAL BANCORP, INC.
319 S. Sheridan Blvd.
Lakewood, Colorado 80226

PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 22, 2016

This proxy statement contains information related to the annual meeting of shareholders of Solera National Bancorp, Inc. (the "Company" or "we") to be held on Wednesday, June 22, 2016, beginning at 5:30 p.m., local time, at Solera National Bancorp, Inc., 319 S. Sheridan Blvd. Lakewood, CO 80226 and at any postponements or adjournments thereof.

ABOUT THE ANNUAL MEETING

Who is soliciting my proxy?

Our Board of Directors is sending you this proxy statement in connection with the solicitation of proxies for use at the 2016 annual meeting. Certain of our directors, officers, employees and a proxy solicitation firm, if retained by us, may also solicit proxies on our behalf by mail, telephone, email or fax.

Who will bear the costs of soliciting proxies for the annual meeting?

We will bear the cost of soliciting proxies for the annual meeting. We will reimburse banks and brokers who hold shares in their name or custody, or in the name of nominees for others, for their out-of-pocket expenses incurred in forwarding copies of the proxy materials to those persons for whom they hold such shares. In addition to solicitations by mail, our directors, officers, employees, including those of our subsidiary, may solicit proxies personally, by telephone or otherwise, but will not receive any additional compensation for their services. We may engage a third-party proxy solicitation firm to assist in gathering proxies by mail, telephone, or Internet. This firm would be paid by us for their services.

What is the purpose of the annual meeting?

At the annual meeting, shareholders will act upon the matters outlined in the accompanying notice of annual meeting, including:

Proposal One: The election of the six director nominees named in the enclosed proxy statement to our Board of Directors, for terms expiring at the 2017 annual meeting of shareholders and/or until their successors are duly elected and qualified.

Proposal Two: The ratification of Eide Bailly as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2016.

Proposal Three: To approve, on a non-binding advisory basis, executive compensation.

In addition, our management and board of directors will report on our performance and respond to appropriate questions from shareholders.

Who is entitled to vote at the annual meeting?

Only shareholders of record as of the close of business on the record date, May 13, 2016, are entitled to receive notice of the annual meeting and to vote the shares of common stock that they held on that date at the annual meeting or any postponement or adjournment thereof. Each outstanding share of our common stock entitles its holder to cast one vote on each matter to be voted upon at the annual meeting. The total number of shares of our common stock outstanding on the record date and eligible to cast votes at the annual meeting is 2,748,063.

Please note that if you hold your shares in “street name” (that is, through a broker or other nominee), you will need to bring appropriate documentation from your broker or nominee to personally vote at the annual meeting.

How many votes must be present to hold the annual meeting?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date, or 1,374,032 shares, will constitute a quorum at the annual meeting. For purposes of determining a quorum, proxies received but marked as abstentions and broker non-votes will be treated as shares that are present and entitled to vote. A broker “non-vote” occurs on an item when shares held by a broker are present or represented at the meeting, but the broker is not permitted to vote on that item without instruction from the beneficial owner of the shares and no instruction is given.

How will my vote be counted?

In voting on the election of directors, you may vote in favor of all nominees up to a maximum of six, withhold votes as to all nominees or withhold votes as to specific nominees. There is no cumulative voting for the election of directors. Directors must be elected by a plurality of the votes cast. Votes withheld and broker non-votes will not count towards the election of directors.

In voting to ratify the appointment of Eide Bailly as the independent registered public accounting firm and to approve executive compensation, you may vote in favor of the proposal, against the proposal or abstain from voting. To be approved, this matter requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote. Abstentions will have the same effect as a negative vote, while broker non-votes will have no effect on the voting.

Although the advisory votes to approve executive compensation are non-binding, as provided by law, our Board will review the results of the votes and, consistent with our commitment to shareholder engagement, will take them into account when making a determination concerning executive compensation. If you hold your shares in street name, and you do not submit voting instructions to your broker, bank, or other nominee, such person will not be permitted to vote your shares in their discretion on the election of directors or the advisory vote on executive compensation.

What is the effect of me not casting my vote?

If you hold your shares in street name, it is critical that you cast your vote if you want it to count in the election of directors. Your broker will not have the ability to vote your uninstructed shares on those matters at its discretion. Thus, if you hold your shares in street name and you do not instruct your broker how to vote with respect to those matters, no votes will be cast on your behalf. These are referred to as broker non-votes. Your broker will, however, have discretion to vote any uninstructed shares on the ratification of the appointment of our independent registered public accounting firm (Proposal Two), and for the proposal regarding an advisory vote on executive compensation (Proposal Three).

How do I vote?

You may vote in any of three ways:

* **You may vote by mail** if you complete, sign and date a proxy card and return it as directed. Your shares will be voted confidentially and in accordance with your instructions;

* **You may vote by telephone, fax or via the Internet** in accordance with the instructions found on your proxy card; and

* **You may vote in person** if you are a registered shareholder and attend the meeting and deliver your completed proxy card in person. At the meeting, the Company will also distribute written ballots to registered shareholders who wish to vote in person at the meeting. Beneficial owners of shares held in “street name” who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

Can I change my vote?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised at the annual meeting. If you are the shareholder of record, you may change your vote by granting via Internet, telephone, fax or mail a new proxy bearing a later date (which automatically revokes the earlier proxy), by providing a written notice of revocation to our Secretary prior to the annual meeting date, or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee, or, if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

What vote is required to approve each proposal?

Election of Directors	Assuming a quorum is present at the meeting, the election of each nominee for director requires the affirmative vote of a plurality of the votes cast in person or by proxy on such proposal at the meeting.
------------------------------	--

Ratification of Appointment of Independent Accountants	Assuming a quorum is present at the meeting, the ratification of Eide Bailly as our independent registered public accounting firm for 2016 requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.
---	---

Say-on-Pay	The approval of the advisory vote on executive compensation requires the affirmative vote of a majority of the shares present at the annual meeting in person or by proxy and entitled to vote. This vote will neither be binding on the Company or Board, nor will it create or imply any change in the fiduciary duties of, or impose any additional fiduciary duty on, the Company or the Board. However, the Board’s compensation committee will consider the outcome of the vote when considering future executive compensation decisions.
-------------------	---

What is the effect of broker non-votes and abstentions?

Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not entitled to vote for purposes of determining whether shareholder approval of that matter has been obtained and, therefore, will have no effect on the outcome of the vote on any such matter. Abstentions have the same effect as negative votes, except in the case of director elections, where they will have no effect.

Is cumulative voting permitted for the election of directors?

Shareholders may not cumulate votes in the election of directors, which means that each shareholder may vote no more than the number of shares he or she owns for a single director.

Where can I find the voting results?

Assuming a quorum is present at the meeting, we intend to publish the voting results on our website no later than four business days after all of the matters are voted upon.

Can I vote on other matters?

The matters presented at an annual meeting are limited to those properly presented by the Board of Directors and those properly presented by shareholders. If any other matter is properly presented at the annual meeting, your signed proxy gives Martin P. May and Melissa K. Larkin, the proxy holders, authority to vote your shares.

How does the Board of Directors recommend I vote on the proposals?

Unless you give other instructions on your proxy card, Martin P. May and Melissa K. Larkin, the proxy holders, will vote in accordance with the recommendations of our Board of Directors. Our Board of Directors recommends a vote **FOR** the election of the nominated slate of directors identified in this proxy statement; **FOR** the ratification of Eide Bailly as our independent registered public accounting firm for 2016; and **FOR** the proposal regarding an advisory vote on executive compensation.

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by our Board of Directors, or if no recommendation is given, in their own discretion.

Who can help answer my questions?

If you have any questions about the annual meeting or how to vote or revoke your proxy, or if you should need additional copies of this proxy statement or voting materials, please contact:

Martin P. May, President & Chief Executive Officer - (303) 937- 6422
Solera National Bancorp, Inc.
319 S. Sheridan Blvd. Lakewood, CO 80226
mmay@solerabank.com

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of the common stock of the Company as of May 13, 2016, for:

- each person known by us to own beneficially more than 5% of our common stock;
- each executive officer;
- each of our directors and director nominees; and
- all of our directors and executive officers as a group.

Subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. In addition, shares of common stock issuable upon exercise of options and warrants beneficially owned that are exercisable within sixty days of May 13, 2016, are deemed outstanding for the purpose of computing the percentage ownership of the person holding those options and other rights, and the group as a whole, but are not deemed outstanding for computing the percentage ownership of any other person.

Name and Address* of Beneficial Owners	Number of Shares Beneficially Owned				Percent of Class ⁽³⁾
	Common Stock	Organizer Warrants ⁽¹⁾	Stock Options ⁽²⁾	Total	
Greater Than 5% Shareholder:					
Michael D. Quagliano (also a director)	699,838	—	—	699,838	25.5 %
Directors and Named Executive Officers:					
Robert J. Fenton	57,625	16,181	—	73,806 ⁽⁴⁾	2.7 %
Melissa K. Larkin	2,000	—	6,750	8,750 ⁽⁵⁾	(6)
Eric B. Liebman	225	—	—	225	(6)
Peter D. Lindquist	—	—	—	—	—%
Martin P. May	4,000	—	—	4,000	(6)
Rene Morin	20,000	—	—	20,000	(6)
Alan D. Weel	250	—	—	250	(6)
All directors and executive officers as a group (8 persons)	783,938	16,181	6,750	806,869	29.1 %

* The address of each of our directors and named executive officers is c/o Solera National Bancorp, Inc., 319 South Sheridan Blvd., Lakewood, Colorado 80226.

- (1) Organizer warrants were granted to the Company's Organizers who met various minimum requirements. Each Organizer warrant entitles the holder to purchase one additional share of the Company's common stock at an exercise price of \$10.00 per share. The Organizer warrants are fully vested and exercisable any time prior to September 10, 2017.
- (2) Includes all vested options and the number of unvested shares of common stock that the director/named executive will have the right to acquire within sixty days of May 13, 2016, pursuant to the scheduled vesting of stock options.
- (3) Calculated based on 2,748,063 shares of common stock outstanding as of May 13, 2016 plus options and warrants exercisable within sixty days of May 13, 2016 for the individual or the group, as applicable.
- (4) Includes 750 shares of common stock that are owned by children of which the named individual has the investment power.
- (5) Includes 83 unvested options that are scheduled to vest within sixty days of May 13, 2016.
- (6) Less than 1%

**PROPOSAL ONE:
ELECTION OF DIRECTORS**

Director Nominees

Our Board of Directors is presently composed of six members who are nominees for election. Our bylaws require that all directors be elected each year for a one-year term. The Board of Directors has proposed the six nominees listed below for election as directors to serve until the 2017 annual meeting and/or their successors are duly elected and qualified.

Unless otherwise specified in the accompanying form of proxy, proxies solicited hereby will be voted for the election of the nominees listed below. Each of the nominees has agreed to serve. If any of them should become unable to serve as a director, the Board of Directors may designate a substitute nominee. In that case, the proxies shall be voted for the substitute nominee or nominees to be designated by the Board of Directors. If no substitute nominees are available, the size of the Board of Directors will be reduced.

There are no arrangements or understandings between the Company and any person pursuant to which such person has been elected or nominated as a director.

Set forth below is certain information with respect to each nominee for election as a director:

Name	Age	Position(s) Held with Solera National Bancorp, Inc.	Position(s) Held with Solera National Bank	Director Since
Robert J. Fenton	59	Director	Director	2014
Eric B. Liebman	48	Director	Director	2014
Martin P. May	51	Chief Executive Officer and Director	Chief Executive Officer and Director	2015
Rene Morin	62	Director	Director	2014
Michael D. Quagliano	54	Chairman and Director	Chairman and Director	2014
Alan D. Weel	57	Director	Director	2015

⁽¹⁾ Subject to no objection from bank regulatory agencies.

Robert J. Fenton

Mr. Fenton joined the Company in January 2005 as a co-founder and Organizer and then as a full-time consultant in April 2005. Mr. Fenton served as Executive Vice President, Chief Financial Officer and Secretary of the Company and as Solera National Bank's Executive Vice President, Chief Financial Officer, Chief Operating Officer and Secretary until March 2014. In July 2014, Mr. Fenton was named interim President and Chief Executive Officer, and was appointed to the Board of Directors. Mr. Fenton served as interim President and Chief Executive Officer until November 2015. Since November 2015, he has been serving on the Company's and Bank's Board of Directors and working to advance the mission of Wellspring Community, a 501(c)(3) non-profit organization dedicated to serving adults with special needs, which he and his wife co-founded in 2008. Prior to joining Solera, Mr. Fenton was the CFO of Visa Debit Processing Services, a division of Visa USA from October 2002 through July 2004. Prior to joining Visa, Mr. Fenton was the CFO of E*TRADE Bank from January 2001 through October 2002. Before joining E*TRADE, Mr. Fenton held several leadership positions, domestically and internationally, during his 15 years with Citicorp/Citibank (now Citigroup). Mr. Fenton is a CPA (expired license) and has an MBA in Finance from Pace University and a Bachelor of Science in Accounting from Ithaca College in Ithaca, New York.

Mr. Fenton's qualifications to serve on the Board include his extensive experience in the financial services industry in positions responsible for financial oversight of the organization.

Eric B. Liebman

Mr. Liebman joined the Board of Directors in July 2014. He has been an attorney in Colorado for over twenty years, and is currently a senior partner at Moye White LLP, a prominent local law firm that he joined in March of 2006. For the past two decades, Mr. Liebman's work has focused, in large part, on the representation of banks and other financial institutions, including assisting these entities with the myriad of regulations applicable to them. He is active on the CBA's Ethics Committee, served on The Colorado Lawyer's Board of Editors, and has chaired the Judicial Performance Commission for the 17th Judicial District. Mr. Liebman is on the board of Family Star, a nonprofit that provides early education opportunities to underserved populations and is a past recipient of the CBA's Metro Volunteer Lawyers Award. Mr. Liebman received his Bachelor of Science degree from the University of Colorado and his Juris Doctorate from DePaul University College of Law.

Mr. Liebman's qualifications to serve on the Board include his extensive legal and business background coupled with his involvement in working with underserved populations.

Martin P. May

Mr. May joined the Company in August 2015. He was named as President and Chief Executive Officer of the Company and of Solera National Bank in November 2015 and was appointed to the Board of Directors at that time. Prior to joining Solera, Mr. May served as the President of First Western Trust's Cherry Creek (Denver) Colorado office from January 2014 to August 2015. Prior to that, he was a Market President for Front Range Bank from March 2011 – December 2013. He also served in senior executive roles at American National Bank, Colorado Capital Bank, and Commercial Federal Bank. He has played an active role in the Denver area business community where he serves on the non-profit Board of Directors of the Colorado Humane Society and Pet Aid Colorado. Mr. May has also served as a director for the Denver Dumb Friends League and was the former Treasurer for the Denver Sailing Association. Mr. May holds a certificate from the Graduate School of Banking at Colorado and a Bachelor's of Science in Applied Economics from the University of San Francisco.

Mr. May's qualifications to serve on the Board include his 26 years of experience in the banking industry, coupled with his extensive experience in leadership positions.

Rene Morin

Mr. Morin joined the Board of Directors in July 2014. Mr. Morin is a petroleum engineer, a career he started after graduating college in 1978 and joining Chevron USA Inc. Currently, he is Vice President and Partner of RIM Operating, Inc., a company he helped form in 1991 to acquire oil and gas properties. He is also owner of Bluebonnet Energy Corporation which he started in 1985. Additionally, Mr. Morin is Vice President of RIM Offshore Inc. and General Partner of RIM LLLP and RIM Nominee Partnership. Mr. Morin was an original investor in the Company and is very involved in the Hispanic community in Denver. He has served on the Latin American Education Foundation (LAEF) Board of Directors since 2007 and was President of LAEF in 2014.

Mr. Morin's qualifications to serve on the Board include his extensive business background including owner of numerous successful companies and experience gained from serving on the LAEF board of directors.

Michael D. Quagliano

Mr. Quagliano was appointed to the Board of Directors in June 2014. Since 1982, Mr. Quagliano has owned and operated various businesses and investments, including restaurant franchises and real estate investments. Such businesses are conducted under various names, including Best Buy of Hiram, Inc., Best Buy of Cedar Rapids, Inc., BBQ Too, Inc., Serendipitous, Inc., Rainmaker Management, Inc., Wenco of Carbondale, Inc., Wenco of Palmyra, Inc., Wenco of Hannibal, Inc., Win Mgmmt, Inc., A Shapiro, LLC, QHQ Partnership and in Mr. Quagliano's own name. Mr. Quagliano has been involved with the Company since its inception including serving on the Company's Board of Directors from December 5, 2008 to May 21, 2009.

Mr. Quagliano's qualifications to serve on the Board include his extensive business background, particularly his expertise involving commercial real estate negotiations and his proven entrepreneurial success.

Alan D. Weel

Mr. Weel was appointed to the Board of Directors in July 2015. Mr. Weel is currently Senior Vice President – Commercial Real Estate for North Shore Community Bank, (\$1.3 billion in assets), which he joined in 2009. He manages a team of six people responsible for a \$285 million loan portfolio. North Shore Community Bank is a charter of Wintrust Financial Corp, a \$22 billion publicly-traded holding company headquartered in Rosemont, Illinois. Prior to joining North Shore Community Bank, Mr. Weel was Senior Vice President – Commercial Real Estate for MB Financial Bank from 2002 – 2009. Mr. Weel holds two Bachelor's degrees from MacMurray College in Jacksonville, IL, one in business administration and one in physical education.

Mr. Weel's qualifications to serve on the Board include his extensive banking experience, particularly his experience managing commercial loan portfolios for community banks.

Vote Required

Assuming a quorum is present at the meeting, the vote of the holders of a plurality of the shares present in person or represented by proxy and entitled to vote in the election of directors is required to elect any director.

Recommendation of the Board of Directors

The Board of Directors recommends that the shareholders vote **FOR** each of the nominees listed above for election as director.

Executive Officers

As of the date of this proxy statement our executive officers are as follows:

Martin P. May, President and Chief Executive Officer

Biographical information for Mr. May is set forth above under "Director Nominees."

Peter D. Lindquist, Executive Vice President, Chief Credit Officer (CCO)

Mr. Lindquist, age 53, joined Solera National Bank in December 2015 as Executive Vice President and Chief Credit Officer- designee. His appointment as the Bank's CCO received non-objection from the Office of the Comptroller of the Currency in early April 2016 at which time he formally assumed the title of Chief Credit Officer. Prior to joining Solera, Mr. Lindquist was a principal with PL2, Inc. a company he founded in 1999. PL2, Inc. is a consulting firm specializing in problem loan restructures, expert witness engagements on behalf of creditors and specialized marketing strategies and events. He has been active in the banking industry since 1985, having worked for large national banks and small community banks for more than thirty years as a lender, loan auditor, loan and credit department manager and bank president. Mr. Lindquist is an elected member of the Evergreen Park and Recreation District and has served on a number of non-profit boards in the Denver area. He graduated with honors from the University of Colorado College of Business in 1985 and subsequently received his law degree, Order of St. Ives from the University of Denver College of Law in December 2003.

Melissa K. Larkin, Executive Vice President, Chief Financial Officer and Secretary

Ms. Larkin, age 37, joined Solera National Bank in September 2007 as Vice President, Controller. In July 2014, Ms. Larkin was promoted to Senior Vice President, Chief Financial Officer and Secretary of the Company and Solera National Bank. Currently, Ms. Larkin serves as the Company's and Bank's Executive Vice President, Chief Financial Officer and Secretary. Prior to joining the bank, Ms. Larkin was a Regional Controller for WestStar Bank, a subsidiary of Vail Banks, Inc. from November 2004 to December 2006. Prior to that, Ms. Larkin was a Senior Auditor with KPMG in their Denver office. She also spent one year working as a post-graduate technical assistant for the Financial Accounting Standards Board after completing her Masters of Accountancy from the University of Denver in June 2001. Ms. Larkin currently serves on the Audit Committee of the Catholic Archdiocese of Denver. She obtained her Certified Public Accountant's license in October 2002.

CORPORATE GOVERNANCE

Corporate Governance Principles and Board Matters

We are committed to having sound corporate governance principles, both at the holding company level and at Solera National Bank. Such principles are essential to running our business efficiently and to maintaining our integrity in the marketplace. We have adopted a Conflict of Interest and Code of Ethics Policy, which, together with the policies referred to therein, is applicable to all of our directors, officers and employees. The Conflict of Interest and Code of Ethics Policy covers all areas of professional conduct, including conflicts of interest, disclosure obligations, insider trading and confidential information, as well as compliance with all laws, rules and regulations applicable to our business. We encourage all employees, officers and directors to promptly report any violations of any of our policies. Copies of our Conflict of Interest and Code of Ethics Policy may be obtained by any person, without charge, upon written request to Solera National Bancorp, Inc., Attn: Melissa Larkin, 319 S. Sheridan Blvd., Lakewood, Colorado 80226.

Board Independence

Our Board of Directors has determined that each of our current directors, except Messrs. May and Quagliano are "independent directors." Mr. May currently serves as President and Chief Executive Officer of the Company and Solera National Bank and Mr. Quagliano is the Chairman of the Board.

Director Qualifications

We believe that our directors should have the highest professional and personal ethics and values. They should have broad experience at the policy-making level in business, government or banking. They should be committed to enhancing shareholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties for us. Each director must represent the interests of all shareholders. When considering potential director candidates, the Board also considers the candidate's character, judgment, diversity, skills, including financial literacy and experience in the context of our needs and the needs of the Board of Directors.

Board Structure and Committee Composition

As of the date of this proxy statement, our current Board of Directors is composed of six persons. We have an Audit Committee, Compensation Committee, and Nomination and Governance Committee.

Regularly scheduled Board of Directors' meetings for the Company are typically held monthly. Additional special meetings may be held as needed. During the fiscal year 2015, our Board held thirteen (13) meetings. Each incumbent director attended at least 75% of the total of all Board and applicable committee meetings, except Rene Morin who attended 31%. Directors are encouraged to attend annual meetings of our shareholders, although we have no formal policy on director attendance at annual shareholders' meetings.

Committees of Solera National Bancorp, Inc.

Audit Committee

The current members of the Audit Committee are Robert J. Fenton (Chairman), Eric B. Liebman, and Michael D. Quagliano. The Audit Committee met four times during fiscal year 2015. Our independent registered public accounting firm attended one of those meetings. The Board of Directors has determined that Mr. Fenton qualifies as an audit committee financial expert under the definition outlined by the SEC. A current copy of the Audit Committee charter can be found on our Investor Relations website under *Governance Documents* or by accessing the following url:

<http://ir.solerabankonline.com/govdocs.aspx?iid=4121659>.

The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of our consolidated financial statements, compliance with legal and regulatory requirements, the independent accountants' qualifications and independence, the performance of independent accountants, risk assessment and risk management. The duties of the Audit Committee include:

- appointing, evaluating and determining the compensation of our independent accountants;
- reviewing and approving the scope of the annual audit, the audit fee and the financial statements;
- reviewing disclosure controls and procedures, internal control over financial reporting, the internal audit function and corporate policies with respect to financial information;
- reviewing other risks that may have a significant impact on our financial statements;
- preparing the Audit Committee report for inclusion in the annual proxy statement; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting and auditing matters.

The Audit Committee works closely with management as well as our independent accountants. The Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from us for, outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties.

Compensation Committee

The current members of the Compensation Committee are Eric B. Liebman and Michael D. Quagliano.

The Compensation Committee reviews the salaries of senior management and compensation paid to directors. The committee assists senior management in identifying candidates for available positions and coordinates efforts with legal counsel to create employee compensation plans, including the granting of stock options. The committee is responsible for evaluating the performance of, and creating the compensation plans for, the Chief Executive Officer and approving the compensation of senior management. The committee reviews and recommends employee benefit plans, as proposed by management, to the Board of Directors.

Nomination and Governance Committee

The current members of the Nomination and Governance Committee are Michael D. Quagliano and Rene Morin.

The Nomination and Governance Committee reviews all Board-recommended and shareholder-recommended nominees, determining each nominee's qualifications and making a recommendation to the full Board of Directors as to which persons should be our Board's nominees. Additionally, this committee is responsible for overseeing management continuity planning and developing and implementing the Company's Corporate Governance Guidelines.

Shareholder Communications with our Board of Directors

Our Board of Directors has established a process for shareholders to communicate with the Board of Directors or with individual directors. Shareholders who wish to communicate with our Board of Directors or with individual directors should

direct written correspondence to our Secretary at our principal executive offices located at 319 S. Sheridan Blvd. Lakewood, Colorado 80226. Any such communication must contain:

- a representation that the shareholder is a beneficial holder of our capital stock;
- the name and address, as they appear on our books, of the shareholder sending such communication; and
- the number of shares of our capital stock that is beneficially owned by such shareholder.

The Secretary will forward such communications to our Board of Directors or the specified individual director to whom the communication is directed unless such communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Secretary has the authority to discard the communication or to take appropriate legal action regarding such communication.

Consideration of Director Nominees

The Nomination and Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. It will regularly assess the appropriate size of the Board, and whether any vacancies on the Board are expected due to retirement or other circumstances. Although the Committee does not have a formal written diversity policy when considering potential director candidates, the Committee considers the candidate's character, judgment, education, skills, including financial literacy, conflicts of interest and experience in the context of developing a heterogeneous Board that fits the needs of the Company and the existing directors.

Our Board of Directors has established a procedure whereby our shareholders can nominate potential director candidates. The Nomination and Governance Committee will consider director candidates recommended by our shareholders in a similar manner as those recommended by members of management or other directors, provided the shareholder submitting such nomination has complied with procedures set forth in our bylaws.

Shareholders wishing to make such a submission for the 2017 annual meeting may do so not later than March 20, 2017 by providing relevant information regarding the nominee, including (in addition to the information required in our bylaws or by applicable law): (i) the full name and resident address of the nominee; (ii) the age of the nominee; (iii) the principal occupation of the nominee for the past five years; (iv) any current directorship held on public company boards; (v) the number of shares of our common stock held by the nominee, if any; and (vi) a signed statement of the nominee consenting to serve if elected. In addition, the shareholder making the nomination and the beneficial owner, if any, on whose behalf the nomination is being made must provide (i) the name and address, as they appear on our books, of such shareholder and such beneficial owner, (ii) the class and number of shares of the Company that are owned beneficially and of record by such shareholder and such beneficial owner, and (iii) any material interest of the shareholder and/or such beneficial owner in the nominee or the nominee's election as a director. Such information should be sent to the Nomination and Governance Committee, Solera National Bancorp, Inc., c/o Secretary, 319 S. Sheridan Blvd., Lakewood, Colorado 80226.

Leadership Structure

The Board has chosen to separate the positions of Chairman of the Board and Chief Executive Officer. At this time, Michael D. Quagliano serves as Chairman of the Board and Martin P. May serves as President and Chief Executive Officer. Separating these positions allows our Chief Executive Officer to focus on the day-to-day business and setting the strategic direction of the Company, while the Chairman leads the Board in its fundamental role of providing advice to and independent oversight of management. Our bylaws and certificate of incorporation do not require that our Chairman and Chief Executive Officer positions be separate, but the Company has had this leadership structure since 2007. The Board may, at its sole discretion, combine these positions at any time if it believes that doing so would be in the best interest of the Company based on the current composition of, or circumstances facing, the Board.

Board's Role in Risk Oversight

The Board believes that a critical part of its responsibilities is to maintain oversight of the Company's assessment of the major risks facing the Company and its policies and procedures for monitoring and controlling these risks. The Audit Committee has specific responsibility for oversight of risks associated with financial accounting, external and internal audits, internal control over financial reporting, contingency and disaster recovery planning and reviewing management's assessment of specific product risks. Management reports to the Audit Committee, at least quarterly, on the aforementioned risks. The Audit Committee then reports summarized results and findings to the entire Board. The Compensation Committee oversees the risks associated with the Company's compensation policies as well as management development and leadership succession. Additionally, the Company faces risks relating to day-to-day operations such as, but not limited to, credit risk, interest rate risk, liquidity risk and reputation risk. Management is responsible for controlling these risks while the Board, as a whole and through its committees, is responsible for oversight of these risks. Together, the Board and senior management provide strong oversight of the Company's management of risks.

**REPORT OF THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS**

In accordance with its written charter, the Audit Committee assists our Board of Directors in, among other things, oversight of our financial reporting process, including the effectiveness of our internal accounting and financial controls and procedures, and controls over the accounting, auditing, and financial reporting practices.

Management is responsible for the financial reporting process, the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, the system of internal controls, and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. Our independent accountants are responsible for auditing the financial statements. The Audit Committee's responsibility is to monitor and review these processes and procedures. The Audit Committee relies, without independent verification, on the information provided to us and on the representations made by management that the financial statements have been prepared with integrity and objectivity and on the representations of management and the opinion of the independent accountants that such financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

During fiscal 2015, the Audit Committee had four meetings. The Audit Committee's regular meetings were conducted so as to encourage communication among the members of the Audit Committee, management, and our independent accountants, Fortner, Baynes, Levkulich & Garrison, P.C. Among other things, the Audit Committee discussed with our independent accountants the overall scope and plans for their audit. The Audit Committee separately met with the independent accountants, with and without management, to discuss the results of their examinations and their observations and recommendations regarding our internal controls. The Audit Committee also discussed with our independent accountants all matters required by generally accepted auditing standards, including those described in Public Company Accounting Oversight Board, Audit Standard No. 16, "Communication with Audit Committees."

The Audit Committee reviewed and discussed our audited consolidated financial statements as of and for the year ended December 31, 2015 with management, and our independent accountants.

The Audit Committee obtained from the independent accountants a formal written statement describing all relationships between us and our accountants that might bear on the accountants' independence consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the audit committee concerning independence. The Audit Committee discussed with the accountants any relationships that may have an impact on their objectivity and independence and satisfied itself as to the accountants' independence. The Audit Committee has reviewed and approved the amount of fees paid to Fortner, Baynes, Levkulich & Garrison, P.C., in 2015 for audit and non-audit services.

Audit Committee of the Board of Directors
Robert J. Fenton (Chairman)
Eric B. Liebman
Michael D. Quagliano

EXECUTIVE COMPENSATION

Compensation Philosophy

The duty of the Compensation Committee is to evaluate and make recommendations to the Board of Directors regarding the administration of the executive compensation program for Solera National Bancorp, Inc. and Solera National Bank. The Compensation Committee is responsible for recommending appropriate compensation goals for the executive officers of Solera National Bancorp, Inc., evaluating the performance of such executive officers in meeting such goals and approving or making recommendations to the Board with regard to executive compensation. Solera National Bancorp, Inc.'s compensation philosophy is to ensure that executive compensation be directly linked to continuous improvements in corporate performance, achievement of specific operational, financial and strategic objectives, and increases in shareholder value. The Compensation Committee regularly reviews the compensation packages of Solera National Bancorp, Inc.'s executive officers, taking into account factors that it considers relevant, such as, business conditions within and outside the industry, Solera National Bancorp, Inc.'s financial performance, the market compensation for executives of similar background and experience, and the performance of the executive officer under consideration. The particular elements of Solera National Bancorp, Inc.'s compensation programs for executive officers are described below.

Compensation Structure

The compensation for the executive officers of Solera National Bancorp, Inc. is intended to be competitive with that paid in comparable situated industries. The goals of the Compensation Committee in establishing Solera National Bancorp, Inc.'s executive compensation program are:

- to compensate the executive officers of Solera National Bancorp, Inc. fairly for their contributions to Solera National Bancorp, Inc.'s short, medium and long-term performance; and
- to allow Solera National Bancorp, Inc. to attract, motivate and retain the management personnel necessary to Solera National Bancorp, Inc.'s success by providing an executive compensation program comparable to that offered by companies with which Solera National Bancorp, Inc. competes for management personnel.

The Company does not enter into employment agreements. All employees of Solera National Bancorp, Inc., including executives, are at-will employees. The base salary level for each officer is determined by taking into account individual experience, individual performance, individual potential, competitive market considerations and specific issues particular to Solera National Bancorp, Inc. Base salary level for executive officers of banks and bank holding companies of similar size are also taken into consideration in setting an appropriate base salary for the named executive officers. The base salary level established for each executive officer is considered by the Compensation Committee to be competitive and reasonable.

The Compensation Committee monitors the base salary levels and the various incentives of the executive officers of Solera National Bancorp, Inc. to ensure that overall compensation is consistent with Solera National Bancorp, Inc.'s objectives and remains competitive within the area of Solera National Bancorp, Inc.'s operations. In setting the goals and measuring an executive's performance against those goals, Solera National Bancorp, Inc. considers the performance of its competitors and general economic and market conditions.

Compensation of the President and Chief Executive Officer

Mr. May is an at-will employee at a base salary of \$125,000. As long as Mr. May is employed as Chief Executive Officer of the Company, he will receive a 10% increase in salary on the first six anniversaries from his date of hire, with the first of such increases occurring on August 10, 2016. There is no additional performance bonus above this 10% annual increase. Mr. May was granted 250,000 non-qualified stock options on his date of hire at an exercise price of \$7.00 per share. The options will vest 16.67% each year on the anniversary of hire. The options scheduled to vest over the first five years will expire five years and thirty days after the grant date. The options scheduled to vest in year six will expire six years and thirty days after the grant date. Currently, no stock options are vested. Mr. May also receives other customary benefits such as medical, dental, vision, and disability insurances, sick leave and vacation, participation in the Bank's 401(k) retirement plan and flexible spending accounts,

membership fees to banking and professional organizations, use of a cell phone and laptop, and reimbursement of reasonable business expenses. In addition, the Bank provides Mr. May with term life insurance coverage equal to two times his annual salary. The Compensation Committee believes that Mr. May's total compensation is reasonable and competitive.

Compensation of the Executive Vice President, Chief Financial Officer and Secretary

Ms. Larkin is an at-will employee at a base salary of \$125,000. Ms. Larkin is eligible to participate in an incentive bonus plan based on personal performance, overall Company performance and other performance measurements deemed appropriate by the President and Chief Executive Officer or a delegated committee thereof. Ms. Larkin also receives other customary benefits such as medical, dental, vision and disability insurances, sick leave and vacation, participation in the Bank's 401(k) retirement plan and flexible spending accounts, membership fees to banking and professional organizations, use of a cell phone and laptop, and reimbursement of reasonable business expenses. In addition, the Bank provides Ms. Larkin with term life insurance coverage equal to two times her annual salary. The Compensation Committee believes that Ms. Larkin's total compensation is reasonable and competitive.

Compensation of Executive Vice President, Chief Credit Officer

Mr. Lindquist is an at-will employee at a base salary of \$135,000. Mr. Lindquist is eligible to participate in an incentive bonus plan based on personal performance, overall Company performance and other performance measurements deemed appropriate by the President and Chief Executive Officer or a delegated committee thereof. Mr. Lindquist also receives other customary benefits such as medical, dental, vision and disability insurances, sick leave and vacation, participation in the Bank's 401(k) retirement plan and flexible spending accounts, membership fees to banking and professional organizations, use of a cell phone and laptop, and reimbursement of reasonable business expenses. In addition, the Bank provides Mr. Lindquist with term life insurance coverage equal to two times his annual salary. The Compensation Committee believes that Mr. Lindquist's total compensation is reasonable and competitive.

SUMMARY COMPENSATION TABLE FOR EXECUTIVE OFFICERS

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Melissa K. Larkin ⁽¹⁾ EVP, Chief Financial Officer	2015	112,019	6,000	—	—	—	3,545 ⁽²⁾	121,564
	2014	47,948	6,000	—	—	—	1,438 ⁽²⁾	55,386
Marty P. May ⁽³⁾ President and Chief Executive Officer	2015	48,077	—	—	—	—	1,442 ⁽²⁾	49,519
<i>Former Executive Officers:</i>								
Robert J. Fenton ⁽⁴⁾ President and Chief Executive Officer	2015	114,300	—	—	—	—	3,729 ⁽²⁾	128,029
	2014	112,545	10,000	—	—	—	62,223 ⁽⁵⁾	184,768
Vernon H. Hansen ⁽⁶⁾ EVP, Chief Credit Officer	2015	117,509	—	—	—	—	3,525 ⁽²⁾	121,034
	2014	9,381	—	—	—	—	—	9,381

- (1) Ms. Larkin was named the Company's and Solera National Bank's Senior Vice President, Chief Financial Officer and Secretary on July 22, 2014. Prior to that she was employed by the Company but was not a named executive officer. Ms. Larkin's current annual salary is \$125,000.
- (2) Represents employer contributions to the officer's 401(k) plan.

- (3) Mr. May was named the Company's and Solera National Bank's President and Chief Executive Officer in November 2015. Mr. May's current annual salary is \$125,000.
- (4) Mr. Fenton served as the Company's Executive Vice President, Chief Financial Officer and Secretary and as Solera National Bank's Executive Vice President, Chief Financial Officer, Chief Operating Officer and Secretary until his separation on March 21, 2014. Mr. Fenton rejoined the Company on July 14, 2014 and was named the Company's and Solera National Bank's President and Chief Executive Officer, where he served in that capacity until November 2015.
- (5) Includes \$54,162 in severance costs; \$4,612 for continued medical, dental and vision coverage for Mr. Fenton and his family associated with his separation from the Company for approximately four months in 2014; \$3,169 of employer contributions to Mr. Fenton's 401(k) plan and \$280 for life insurance premiums.
- (6) Mr. Hansen served as the Bank's Executive Vice President, Chief Credit Officer from December 2014 until his separation in December 2015.

Stock Incentive Plans

The Board of Directors and shareholders approved the Company's 2007 Stock Incentive Plan on September 20, 2012 and the shareholders approved the 2012 Long-Term Incentive Plan on May 22, 2013 in conjunction with the 2013 annual meeting of shareholders. Employees, executive officers, members of senior management and directors of the Company and Solera National Bank are eligible to participate in our stock incentive plans.

DIRECTOR COMPENSATION

Meetings of our Board of Directors are held regularly, but no less frequently than quarterly. We currently do not pay directors for their attendance at Board or committee meetings. Since the end of June 2014 when the majority of the current directors were appointed to the Board, no Board fees have been paid nor have any stock compensation awards been granted. However, the Company recognizes the significant time commitment required by our Board of Directors. As such, effective June 22, 2016 the Company plans to grant 1,000 shares of performance-based restricted stock to each independent director (this excludes Mr. May and Mr. Quagliano). These shares will vest on June 22, 2017 as long as the Director is still serving on the Company's Board and has attended at least 75% of all Board and applicable committee meetings. The Company believes this compensation arrangement aligns the Director's goals with that of the shareholder and provides a modest compensation for their time, effort and contribution to the Company with minimal dilution to the existing shareholder. The Board may determine additional compensation is necessary to ensure it attracts and retains talented directors to provide oversight, execute fiduciary responsibilities and increase franchise value.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

General

Certain of our officers, directors and principal shareholders and their affiliates have had transactions with Solera National Bank, including borrowings and deposits. Our management believes that all such loans and deposits have been and will continue to be made in the ordinary course of business of Solera National Bank on substantially the same terms, including interest rates paid and collateral required, as those prevailing at the time for comparable transactions with unaffiliated persons, and do not involve more than the normal risk of collectibles or present other unfavorable features.

The Company has a written policy in place to identify potential related party transactions, which are reported and reviewed with the Company's Audit Committee. Some related party banking and lending transactions entered into in the ordinary course of business may not be reviewed by the Audit Committee because the Company has other written policies and procedures in place to ensure compliance with applicable bank regulatory requirements. Furthermore, the Company's Conflicts of Interest and Code of Ethics policy addresses potential conflicts of interest and requires that any conflicts be disclosed to the Company.

**PROPOSAL TWO:
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Background

The Audit Committee has selected Eide Bailly as our independent registered public accounting firm for the fiscal year ending December 31, 2016 and has further directed that management submit the selection of independent accountants for ratification by our shareholders at the annual meeting.

Shareholder ratification of the selection of Eide Bailly as our independent registered public accounting firm is not required by our bylaws or otherwise. However, we are submitting the selection of Eide Bailly to our shareholders for ratification as a matter of good corporate practice. If our shareholders fail to ratify the selection, the Audit Committee will reconsider whether or not to engage Eide Bailly. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent accounting firm at any time during the year if it is determined that a change would be in the best interests of our Company and shareholders.

Vote Required

Ratification of the selection of Eide Bailly requires the affirmative vote of a majority of the shares present and entitled to vote.

Recommendation of the Board of Directors

The Board of Directors recommends a vote “FOR” the ratification of the selection of Eide Bailly as our independent registered public accounting firm for 2016.

Principal Auditor Fees and Services

The following table shows the fees incurred by us for the audit and other services provided by our auditors, Fortner, Baynes, Levkulich & Garrison, P.C. and McGladrey LLP, for the fiscal years 2015 and 2014.

<u>Fortner, Baynes, Levkulich & Garrison, P.C.</u>		
	2015	2014
Audit fees	\$ 38,000	\$ 13,200
Audit-related fees	9,700	9,200
Tax fees	—	—
All other fees	5,400	3,200
Total	\$ 53,100	\$ 25,600

<u>McGladrey LLP</u>	
	2014
Audit fees	\$ 87,100
Audit-related fees	3,900
Tax fees	4,400
All other fees	1,010
Total	\$ 96,410

“Audit Fees” are fees for professional services rendered by the Company’s principal accountant for the audit of the Company’s annual financial or for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. “Audit-Related Fees” are fees for assurance and related services by the Company’s principal accountant that are reasonably related to the performance of the audit or review of the Company’s financial

statements and are not reported under “Audit Fees.” “Tax Fees” are fees for professional services rendered by the Company’s principal accountant for tax compliance, tax advice, and tax planning. “All Other Fees” are fees for products and services provided by the Company’s principal accountant, other than the services reported under “Audit Fees,” “Audit-Related Fees,” and “Tax Fees.”

Our Audit Committee Charter requires that the Audit Committee review and pre-approve all audit services and permitted non-audit services provided by the independent accountants to us or any of our subsidiaries. The Audit Committee may delegate pre-approval authority to a member of the Audit Committee and if it does, the decisions of that member must be presented to the full Audit Committee at its next scheduled meeting. All of the fees in the table above were approved pursuant to the Company’s policy.

PROPOSAL THREE: ADVISORY VOTE ON EXECUTIVE COMPENSATION

Background

The Company is providing its shareholders with the opportunity to cast an advisory vote on executive compensation as described below.

Solera National Bancorp, Inc.’s compensation philosophy is to ensure that executive compensation be linked to continuous improvements in corporate performance, achievement of specific operational, financial and strategic objectives, and increases in shareholder value. The Compensation Committee regularly reviews the compensation packages of Solera National Bancorp, Inc.’s executive officers, taking into account factors that it considers relevant, such as, business conditions within and outside the industry, Solera National Bancorp, Inc.’s financial performance, the market compensation for executives of similar background and experience, and the performance of the executive officer under consideration. Additionally, the Compensation Committee must design compensation packages that allow the Company to attract, motivate and retain highly competent and dedicated executives who will provide leadership for the Company’s success. The Company seeks to accomplish these goals through a combination of base salary, discretionary annual performance bonuses, stock options and restricted stock.

The “Executive Compensation” section included in this Proxy Statement, above, describes in more detail the Company’s executive compensation program and the decisions made by the Board of Directors and the Compensation Committee in 2015.

The Company requests shareholder approval of the compensation of the Company’s named executive officers as defined in the compensation tables and the narrative disclosures that accompany the compensation tables, through the following resolution:

“**RESOLVED**, that the shareholders approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company’s Proxy Statement for the 2016 Annual Meeting of Shareholders.”

Vote Required

As an advisory issue, this vote will neither be binding on the Company or on the Board, nor will it create or imply any change in the fiduciary duties of, or impose any additional fiduciary duty on, the Company or the Board. However, the Board’s Compensation Committee, which is responsible for designing and administering the Company’s executive compensation program, values the opinions expressed by shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

Recommendation of the Board of Directors

The Board of Directors recommends a vote **FOR** Proposal three to approve the Company’s executive compensation.

OTHER MATTERS

To the best knowledge, information and belief of the directors, there are no other matters that are to be acted upon at the annual meeting. If such matters arise, the form of proxy provides that discretionary authority is conferred on the designated persons in the enclosed form of proxy to vote with respect to such matters.

Except for reports of operations and activities by management, which are for informational purposes only and require no action of approval or disapproval, management neither knows of nor contemplates any other business that will be presented for action by the shareholders at the annual meeting. If any further business is properly presented at the annual meeting, the persons named as proxies will act in their discretion on behalf of the shareholders they represent.

SHAREHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING OF SHAREHOLDERS

Under the Company's bylaws, as amended, if a shareholder plans to propose an item of business to be considered at any annual meeting of shareholders, that shareholder is required to give notice of such proposal to our Corporate Secretary between the close of business 120 days prior to the anniversary of the preceding year's annual meeting, or February 22, 2017, and 90 days prior to the anniversary of the preceding year's annual meeting, or March 24, 2017, for our 2017 annual meeting, subject to certain exceptions, and to comply with certain other requirements.

ADDITIONAL INFORMATION

A copy of our 2015 Annual Report, this Proxy Statement and a Proxy card can be obtained, free of charge, by any of the following methods:

- Call Toll-Free: 1-866-752-8683;
- Fax your Notice Regarding the Availability of Proxy Materials, which you received via mail, to: 202-521-3464;
- Internet: Access <https://www.iproxydirect.com/SLRK> and follow the on-screen instructions or;
- Email: proxy@iproxydirect.com and include your control ID in your email.

Note: Your Control ID can be found on your Notice Regarding the Availability of Proxy Materials that you received via mail.

Whether you intend to be present at the Annual Meeting or not, we urge you to vote by the Internet, telephone, fax, or by requesting a physical proxy card and signing and returning the proxy card promptly.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 22, 2016

The Solera National Bancorp, Inc. Proxy Statement, Proxy Card, and Annual Report for the year-ended December 31, 2015 are available for viewing on our website www.solerabank.com under "Investor Relations" and "Shareholder Materials" or by accessing <https://www.iproxydirect.com/SLRK> and entering your control ID, which can be found on the Notice Regarding the Availability of Proxy Materials you received in the mail.

By Order of the Board of Directors,



Melissa K. Larkin
Secretary

Lakewood, Colorado
May 20, 2016