

2013 ANNUAL REPORT



SELECTED FINANCIAL DATA

(Dollars in thousands, except per share data)

At or for the year ended December 31st

	2013	2012	2011	2010	2009
FINANCIAL CONDITION DATA					
Investments	\$828,201	\$802,084	\$611,998	\$611,643	\$539,587
Loans and loans held for sale	1,580,402	1,563,866	1,520,089	1,530,280	1,526,758
Allowance for loan losses	21,590	23,044	23,011	22,293	20,246
Total assets	2,603,829	2,564,757	2,302,720	2,306,007	2,235,383
Deposits	1,813,824	1,929,469	1,591,366	1,515,811	1,495,807
Borrowings	530,092	360,163	456,233	559,919	527,347
Shareholders' equity	231,096	233,815	218,876	205,995	190,561
OPERATING DATA					
Net interest income	\$75,475	\$73,745	\$75,219	\$74,290	\$73,011
Provision for credit losses	2,028	3,816	4,735	6,299	8,213
Non-interest income	27,801	23,412	23,053	20,825	19,423
Non-interest expenses	66,333	59,031	55,579	52,937	51,005
Net income	22,783	23,428	26,177	24,766	22,773
SELECTED FINANCIAL RATIOS					
Return on average assets	0.88%	0.98%	1.13%	1.09%	1.00%
Return on average equity	9.74%	10.31%	12.16%	12.42%	12.81%
Return on average tangible equity (non-GAAP)	14.55%	13.19%	15.67%	16.40%	17.67%
Tier I leverage capital ratio	9.43%	8.94%	9.59%	8.77%	8.17%
Total risk-based capital ratio	16.45%	15.56%	15.95%	15.05%	13.49%
Net interest margin	3.20%	3.36%	3.57%	3.60%	3.53%
Efficiency ratio (non-GAAP)	62.78%	57.45%	54.63%	55.74%	54.26%
Allowance for credit losses to total loans	1.37%	1.48%	1.52%	1.46%	1.33%
Net charge-offs to average loans	0.22%	0.24%	0.26%	0.28%	0.37%
Non-performing assets to total assets	1.18%	1.13%	1.27%	1.08%	1.13%
PER SHARE DATA					
Basic earnings per share	\$2.98	\$3.06	\$3.41	\$3.23	\$2.98
Diluted earnings per share	2.97	3.05	3.40	3.23	2.97
Dividends declared per share	1.08	1.00	1.50	1.00	1.00
Book value per share	30.49	30.67	28.56	26.90	24.93
Tangible book value per share (non-GAAP)	23.98	23.68	22.66	20.91	18.86
Dividend payout ratio	36.30%	32.73%	44.05%	30.95%	33.56%

For a complete set of consolidated financial statements, refer to the Company's 2013 Annual Report on Form 10-K.

DEAR FELLOW SHAREHOLDERS:

Never before has there been a time when so many changes in customer expectations, technology and the regulatory environment aligned to force financial institutions to evolve in order to ensure their future viability and relevance. Some of the changes have emerged over time and are now rapidly accelerating, such as online and mobile banking. Others are more recent, such as the continued evolution of our regulatory environment that was spurred by the financial crisis. Still other changes are more general, such as how we interact and communicate with each other — by text, cell phone or social media.



Karen W. Stanley, Chairman, Board of Directors
Gregory A. Dufour, President and Chief Executive Officer

This means Camden National Corporation needs to be prepared to leverage our resources to address the changes we can currently identify, while being nimble to reposition ourselves when the situation requires. Our goal is to provide long-term shareholder value driven by a differentiated customer experience that can evolve in an environment of rapid change. Successful financial institutions will be those who are willing to proactively invest today in order to thrive tomorrow.

To that end, our strategic efforts in 2013 focused on three major areas:

- Repositioning our organization
- Leveraging technology
- Managing new regulations

REPOSITIONING OUR ORGANIZATION

Over the past two years, we have taken steps to reposition our organization's resources in markets that provide better long-term growth potential. This process started in 2012, with the acquisition of 14 branches from Bank of America; strengthening our presence in the cities of Bangor, Lewiston, and Auburn and giving us immediate access to the Augusta, Brewer, and Waterville markets. In 2013, we continued our reshaping with the difficult decision to sell our five branches in Franklin County. These two strategic actions have reoriented our geographic reach and aligned resources to a more focused approach to capitalize on opportunities within our state. We continuously evaluate and identify new growth markets and in March 2014 announced the opening of a Commercial Banking office in Manchester, New Hampshire, our first location outside the state of Maine.

The branch transactions impacted the financial results of the Company in the short-term, but better positions the organization for the future. The branch acquisition in 2012 resulted in 55,000 new accounts, 14 new branch locations, 75 additional employees, and \$287 million in low-cost deposits. This resulted in increased operating costs in 2013 with the return on investment occurring over time as we fund future loan growth with the acquired deposits. We benefited from the branch divestiture with a one-time pre-tax gain of \$2.7 million from the sale of deposits/borrowings of \$86 million, and home equity/business loans of \$46 million. While the sale of these loans and deposits will impact current earnings, it will serve to protect future earnings based on the economic projections for that region.

We also completed several strategic initiatives at Acadia Trust, our wealth management subsidiary, to focus on our core business of managing wealth and administering trusts for families and local non-profit organizations. In 2013, we hired additional qualified local advisors, completed the employee benefits product line divestiture, and outsourced back-office operations and investment management technology. This will enable Acadia Trust to provide an even higher level of customer service while streamlining operations.



Due to the reduced scope of the business and the ultra-competitive environment for wealth management services in Maine, we reassessed the value of our investment in Acadia Trust, which resulted in a \$2.8 million write down that was recorded in the fourth quarter. This does not affect the investment performance or client service of Acadia Trust. Instead, as a result of the strategic initiatives described above, both Camden National and Acadia Trust will be more flexible and better able to respond to opportunities for future successes and improved client services.



LEVERAGING TECHNOLOGY

Technology poses one of the most significant challenges to the banking industry, while at the same time presenting some of the best opportunities. Camden National's goal is to constantly leverage technology, not just for internal efficiency, but to enhance services, access, and control for our



customers. Today, our customers are empowered to conduct their banking with us when and where it is convenient for them, 24 hours a day, 365 days a year; from virtually anywhere in the world.

Convenience. Security. Control.

Over the past several years, our customers' usage of online services has steadily increased. The advent of mobile technology and the rapid adoption of smartphones and tablets enables customers to securely conduct their banking business on their schedule. Since we started offering online banking services in the late 1990s, we have seen a steady increase in customer adoption. Currently, over 66% of our retail checking

accounts are enrolled in our online banking services, up from 53% in 2012, and 39% of those users are enrolled in online bill pay, up from 26% in 2012.

In 2013, we enhanced our self-service offerings by providing convenient and secure access with a variety of banking tools. These include:

- **Online Account Opening**

Last year, we introduced online account opening for our checking and savings products. This service allows existing and prospective customers to open new accounts; when it is convenient—even if it is 2 o'clock in the morning.

- **Enhanced Functioning ATMs**

We improved our existing ATM services with the introduction of Smart ATMs with enhanced functions, which not only counts your money, but provides a detailed receipt by denomination of bill. You can also make a check deposit, and receive an image of the checks deposited in that transaction. These enhancements allow customers to control when they can deposit funds, as well as provide secure processing of their transaction.

Customers have also continued to expand their use of telephone banking services. Either by talking to a member of our customer assistance center or using our 24-hour telephone banking system to check the status of a deposit or their balance. In 2013, our automated telephone banking center assisted over 41,500 people per month.

“TODAY, OUR CUSTOMERS ARE EMPOWERED TO CONDUCT THEIR BANKING BUSINESS WITH US WHEN AND WHERE IT IS CONVENIENT FOR THEM, 24 HOURS A DAY, 365 DAYS A YEAR; FROM VIRTUALLY ANYWHERE IN THE WORLD.”



Photograph from a recent Camden National Bank Mobile Deposit Marketing Campaign

Our customers also enjoy the longest call center hours in the state for a Maine-based bank. Our customer assistance center takes over 17,000 calls a month. This is a 7% increase from the prior year and a testament to the high level of service we provide.

Infrastructure Improvements

To remain competitive with the evolving banking needs of customers, we made several significant investments and advancements in our technology platform. As our customers require access to their accounts more quickly, we expanded our relationship with Jack Henry and Associates, the provider of our core processing services, and outsourced nightly operational activities. This has reduced our nightly processing time by 42%, which allows customers to access current account information first thing in the morning.

Looking Ahead: Mobile Banking

As more and more people adopt smartphones and tablets as a way to communicate with each other as well as a way to manage and transact finances, we have dedicated a significant amount of resources to remain a leader in banking technology in the state of Maine. To

achieve this goal, we have reallocated technology and operational resources to focus on providing customers with leading edge mobile banking services. In 2014, we are poised to launch a number of enhancements to our current mobile banking platform.

- Mobile Deposit**
 In March 2014, we rolled out mobile deposit, which permits customers to deposit checks anytime of the day and anywhere there is Internet service. By adding this feature we enhanced our convenience offerings to: in-branch, at the ATM, and deposits via mobile device or tablet.
- Mobility Suite**
 The addition of the mobility suite will give customers the ability to enroll in mobile banking directly from their device and provides a tablet-friendly version of the application (app).
- Text Banking**
 While we continue to see an increase in smartphone and tablet adoption in the state of Maine, some of our customers still rely on

traditional cell phones. Text banking will give all customers the ability to text a code directly to us and receive their current balance, or simply make a transfer.

As we progress through 2014, we will continue to evaluate and make improvements to our systems—both internal and external. We remain committed to exceeding customer expectations by providing them the access to bank when and where it is most convenient.



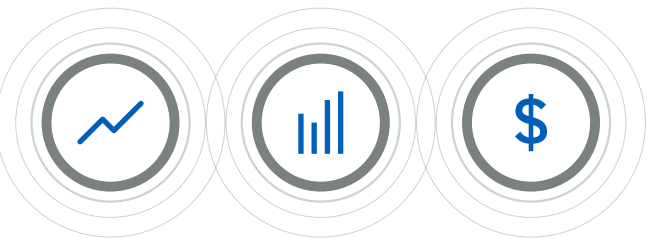
MANAGING NEW REGULATIONS

Our regulatory environment continues to evolve and Camden National remains committed to meeting those changing requirements. While many of these regulations increase operating costs and make it more difficult for consumers to do business with banks, we strive to serve as the intermediary to our customers in helping them navigate the many regulations that impact their financial well-being. One crucial area is that of protecting our financial system from abuse by criminals and terrorists. Several laws, such as the USA PATRIOT Act, Bank Secrecy Act, and the Anti-Money Laundering Act, are designed to monitor the flows of the financial system and require significant capital and human resources expenditures by financial institutions. During 2013, we implemented a major upgrade in our software in these areas to keep up with new and increasing changes in regulations. We also dedicated additional resources to training and development to ensure we are effective in this critical area.

It takes significant dedication of resources to meet the new regulations imposed by the Dodd-Frank Act and other laws. To meet new residential mortgage regulations, we spent over \$150,000 on a new mortgage software system, as well as numerous hours of our employees' time to implement and train on the system. The Consumer Financial Protection Bureau (CFPB) enacted a number of requirements under mortgage reform that included defining the following key mortgage terms: Qualified Mortgage (QM), Non-Qualified Mortgage (NON-QM) and the Ability-To-Repay (ATR), which have all been designed to ensure that consumers can afford their home purchase and any mortgage that they obtain. We believe that many smaller institutions may reduce their residential mortgage lending due to the large investment of capital for new systems and processes to comply, as well as the assumption of risks that these new rules impose. Camden National Bank believes its role as a community bank includes providing homeownership opportunities and mortgage options to its community members and remains dedicated to this business and intends to have loan options that will best fulfill borrower needs.

A final regulatory concern surrounds information security and, more recently, debit and credit card breaches. In late 2013, once again, a major national retailer reported that its information security systems were breached, exposing millions of its customers' financial data to fraudsters. The fact remains that the Durbin Amendment of the Dodd-Frank Act placed price controls on debit card interchange fees, which created a windfall of profits to retailers who have not improved their information security systems. Meanwhile, from both a best practice and regulatory perspective, we have continued to invest in our own information security program and have been encouraging regulators to increase oversight of non-financial institution's systems in order to protect the U.S. payment system.

CAMDEN NATIONAL BANK BELIEVES ITS ROLE AS A COMMUNITY BANK INCLUDES PROVIDING HOMEOWNERSHIP OPPORTUNITIES AND MORTGAGE OPTIONS TO ITS COMMUNITY MEMBERS AND REMAINS DEDICATED TO THIS BUSINESS AND INTENDS TO HAVE LOAN OPTIONS THAT WILL BEST FULFILL BORROWER NEEDS.



FINANCIAL REVIEW

These and many other investments resulted in net income of \$22.8 million for 2013, a decline of \$645,000 from 2012. Earnings per diluted share were \$2.97 for 2013, compared to \$3.05 in 2012. Our 2013 results were impacted by the factors previously discussed, while our 2012 results included costs related to the acquisition of the 14 branches. The impact of the past two years can be seen through our performance ratios, which include return on average equity of 9.74% in 2013, compared to 10.31% the previous year, return on average assets of 0.88% in 2013, compared to 0.98% the previous year, and our efficiency ratio of 62.78% in 2013, compared to 57.45% a year ago.

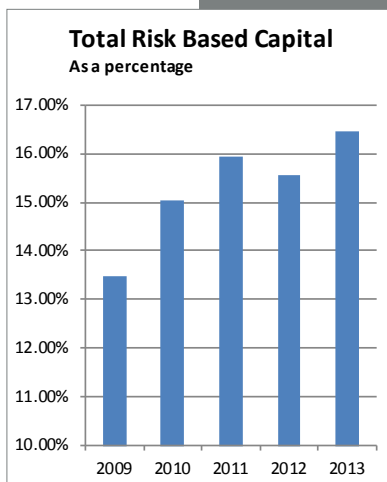
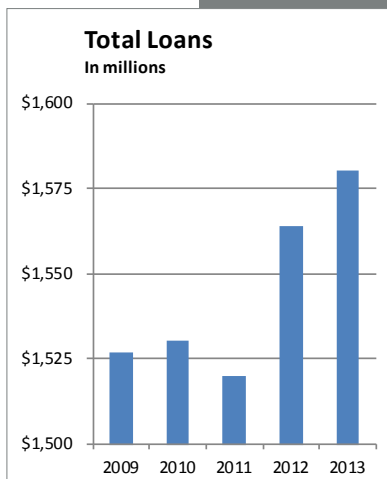
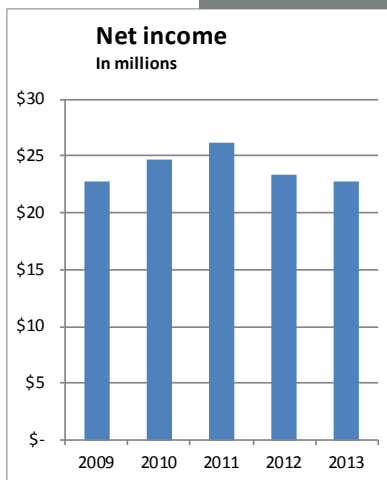
Our performance ratios, while still exceeding the median of our national peer group based on the December 31, 2013 Federal Reserve Bank Holding Company Report, are below our historic results. This highlights the financial impact of repositioning our organization for the future. Signs of realizing some of the benefits of our investments can be seen as our loan portfolio grew to approximately \$1.6 billion at December 31, 2013, representing organic loan growth of \$62.6 million, or 4%, when adjusting for the Franklin County branch divestiture.

Camden National's capital levels exceeded regulatory requirements for well-capitalized institutions in 2013. Our capital generation ability gives us the financial strength to take advantage of opportunities that are in the best interest of our shareholders, including continuing our consistent dividend strategy and repurchase of Camden National common stock. In 2013, we increased the cash dividend to \$1.08 per share, representing an 8% increase, and we repurchased 68,145 shares under the stock buyback program.

On behalf of the board of directors, management and employees of Camden National, thank you for your continued support.

Karen W. Stanley
Chairman, Board of Directors

Gregory A. Dufour
President and Chief Executive Officer



CAMDEN NATIONAL STAKEHOLDERS

*10 or more years of service.

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Nicole Look *
Shafay Look
Candice Looke
Michelle Love
Nicole Lovely *
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Betsy Maguire
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Taylor Maynard
Jenn Mazurek *
Kari McConnell
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Michell McMahon
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Jared Merritt *
Lori Meservey *
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Patty Mitchell *
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Judith Monsen
Brenda Monson *
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Stephen Sawyer
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Gabrielle Scribner
Julie Sells
Sharon Sesling-Labonte *
Scott Shields *
Valerie Shields *
Megan Siegenthaler
Gregory Sirois
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Ryan Smith
James Snedden
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Kelly Sprowl *
Sue St Laurent
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Josh Stoffel
Scott Storgaard
Danny Swindler II *
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Meghan Tanner
Aline Taylor
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Stephanie Wilson *
Rachael Winder
Josh Wing
Elizabeth Winslow
Richard Wolfe
Tim Woodhouse
Melody Wright *
Bonny York
Alli Young *
Amy Young
Mackenzie Young
Gabe Zacchai

BOARD OF DIRECTORS



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Civic Leader



Robert J. Campbell
Partner,
Beck, Mack & Oliver
Investments



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President &
Chief Executive Officer,
Camden National Corporation



David C. Flanagan
President,
Viking Lumber, Inc.



Craig S. Gunderson
President &
Chief Executive Officer,
Oxford Networks



John W. Holmes
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Consumers Fuel Company



S. Catherine Longley
Senior Vice President
of Finance and Administration &
Treasurer, Bowdoin College



James H. Page, Ph.D.
Chancellor,
University of Maine System



John M. Rohman
Civic Leader
Retired Chief Executive Officer,
WBRC Architects & Engineers



Robin A. Sawyer, CPA
Vice President &
Corporate Controller,
WEX, Inc.



Karen W. Stanley
Chair,
Camden National Corporation,
Civic Leader
Retired Co-Owner, Stanley Subaru

EXECUTIVE TEAM



Joanne T. Campbell
Executive Vice President &
Risk Management Officer



Gregory A. Dufour
President &
Chief Executive Officer,
Camden National Corporation



Peter F. Greene
Executive Vice President,
Operations &
Technology Officer



Deborah A. Jordan, CPA
Executive Vice President &
Chief Financial Officer



Timothy P. Nightingale
Executive Vice President &
Senior Lending Officer



June B. Parent
Executive Vice President &
Senior Retail Banking Officer

ANNUAL MEETING

The 2014 Annual Meeting of the Shareholders will be held Tuesday, April 29, 2014 at 3:00 p.m. at the Point Lookout Resort, Erickson Hall, Lincolnville, Maine.

FORM 10-K AND OTHER REPORTS

Camden National Corporation will provide, upon written request and without charge, a copy of the Company's 2013 Annual Report and Form 10-K. You may contact our Corporate Clerk for information, or may view Company reports under Investor Relations at CamdenNational.com.

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Shareholders wishing to receive a prospectus for the Dividend and Stock Purchase Plan are invited to contact our Corporate Clerk or our transfer agent.

CORPORATE CLERK

Joanne Campbell
Camden National Corporation
P.O. Box 310
Camden, ME 04843-0310
(207) 230-2089 or IR@CamdenNational.com

TRANSFER AGENT AND REGISTRAR

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11038
(800) 937-5449 or amstock.com

Camden National Corporation

Camden National Corporation is headquartered in Camden, Maine. Listed on the NASDAQ® Global Select Market under the symbol CAC, Camden National Corporation is the holding company employing more than 460 Maine residents for two financial services companies, including Camden National Bank and the wealth management company, Acadia Trust, N.A.

Camden National Bank

Camden National Bank is a full-service community bank headquartered in Camden, Maine with a network of 44 banking offices throughout Maine. The Bank also has a system of ATM-only locations, plus online and mobile banking at CamdenNational.com. Located at Camden National Bank, Camden Financial Consultants offers full-service brokerage and insurance services.

ACADIA TRUST N.A.

Trustees and Investment Advisors

Acadia Trust, N.A., a direct, wholly-owned subsidiary of Camden National Corporation, provides comprehensive wealth management and trust services for individuals, families, and non-profit organizations throughout Maine and New England, with offices in Portland, Bangor and Ellsworth.



FORBES MOST TRUSTWORTHY

We were recognized for the second year in a row as one of America's 100 Most Trustworthy Companies. We were the only Maine-based business and the only financial institution in Northern New England to receive this honor. This distinguished award helps to validate our commitment to being more than a provider of financial services, but a place where people entrust us as a true partner.



FAME BANK OF THE YEAR

Camden National Bank was recognized for its commitment to helping businesses secure the financing they need to grow and flourish. We were recognized by the Finance Authority of Maine as its Financial Institution of the Year for the third year in a row and for the fourth time out of the past five years.

