

BRYN MAWR BANK CORP
Form DEFA14A
March 20, 2015

Section 1: DEFA 14A (DEFINITIVE ADDITIONAL MATERIALS)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Bryn Mawr Bank Corporation

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1. Title of each class of securities to which transaction applies:

 - 2. Aggregate number of securities to which transaction applies:

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 - 1. Amount previously paid:

 - 2. Form, Schedule or Registration Statement No.:

 - 3. Filing Party:

4. Date Filed:

Bryn Mawr Bank Corporation

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Go to www.investorvote.com/BMTC

Or scan the QR code with your
smartphone

Follow the steps outlined on the secure
website

Important Notice Regarding the Availability of Proxy Materials for the

Bryn Mawr Bank Corporation Shareholder Meeting to be Held on April 30, 2015 at 11:00 a.m.

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that contain important information and are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement, annual report to shareholders on Form 10-K and form of proxy card are available at <http://www.snl.com/irweblinkx/corporateprofile.aspx?iid=100154>. You can also access these proxy materials at <http://www.bmtc.com> by scrolling over the About Us link then clicking on Investor Relations, SEC Filings, and Documents. To vote your shares go to:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to www.investorvote.com/BMTC.

Step 2: Click on the icon on the right to view current meeting materials.

Step 3: Return to the investorvote.com window and follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of the proxy statement, annual report to shareholders on Form 10-K and form of proxy card, you must request one. There is no charge to you for requesting a copy.

Please make your request for a copy as instructed on the reverse side on or before April 20, 2015 to facilitate timely delivery.

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The Bryn Mawr Bank Corporation Meeting of Shareholders will be Held on April 30, 2015 at St. David's Golf Club, 845 Radnor Street Road, Wayne, Pennsylvania, at 11:00 a.m., Eastern Daylight Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends that you vote FOR all nominees listed in proposal 1 and FOR proposals 2, 3 and 4:

1. Election of Directors: Nominees: Michael J. Clement, Scott M. Jenkins, Jerry L. Johnson, A. John May, III
2. SAY-ON-PAY: To approve a non-binding advisory vote on executive officer compensation.
3. AMENDMENT AND RESTATEMENT OF 2010 LONG-TERM INCENTIVE PLAN: To approve and adopt the Amended and Restated Bryn Mawr Bank Corporation 2010 Long-Term Incentive Plan.
4. RATIFICATION OF AUDITORS: To ratify the appointment of KPMG LLP as the independent registered public accounting firm for Bryn Mawr Bank Corporation for the fiscal year ending December 31, 2015.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote via telephone, online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you, and follow the directions listed in the proxy statement on how to attend the meeting and vote in person.

Directions to Bryn Mawr Bank Corporation 2015 Annual Meeting

From turnpike at Valley Forge Exit Exit at Route 202 South to Swedesford Road exit. Make left onto Swedesford Road. Make a left on Old Eagle School then a left on Upper Gulph Road. Follow approximately a $\frac{1}{4}$ mile to Radnor Road and make a right. Follow for about a $\frac{1}{4}$ mile and the Club entrance is on the left just before the Valley Forge Military Academy Chapel.

From Schuylkill Expressway (Route 76) Take Blue Route (476) South then follow directions for Blue Route going South.

From Blue Route (Route 476) going South Take the St. Davids/Villanova exit (13) make a right onto Route 30 and an immediate left onto King of Prussia Road. Follow King of Prussia Road to the third light (Eagle Road). Make a left and follow Eagle Road up to the next light (Radnor Street Road) and make a right. Follow for about an $\frac{1}{8}$ mile and the Club entrance is on the right just past the Valley Forge Military Academy Chapel.

From Blue Route (Route 476) going North Take the St. Davids/Villanova exit (13) and cross over Route 30 onto King of Prussia Road. Follow King of Prussia Road to the third light (Eagle Road). Make a left and follow Eagle Road up to the next light (Radnor Street Road) and make a right. Follow for about an $\frac{1}{8}$ mile and the Club entrance is on the right just past the Valley Forge Military Academy Chapel.

From Lancaster Avenue (Route 30) Traveling east, turn left in Strafford at Eagle Road (Eagle Village Shops, Lukoil Station). Follow through one flashing light to second traffic light (Radnor Street Road). Turn left (you will see

sign for Valley Forge Military Academy). Club is approximately $\frac{1}{8}$ mile on right side.

From Lancaster Avenue (Route 30) Traveling west, turn right at King of Prussia Road (just past Blue Route overpass). Go to third traffic light, about one mile, turn left on Eagle Road. Go about $\frac{3}{4}$ mile to first traffic light. Turn right past Valley Forge Military Academy to Club entrance $\frac{1}{4}$ mile on right.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

® **Internet** Go to www.investorvote.com/BMTC. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

® **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

® **Email** Send email to investorvote@computershare.com with Proxy Materials Bryn Mawr Bank Corporation in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials for the 2015 Annual Meeting must be received by April 20, 2015.

If you do not follow the above instructions for a paper or email copy of our meeting materials, you will not otherwise receive a paper or email copy.

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