Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name RBB BANCORP			2 Issuer's employer identification number (EIN) 27-2776416
3 Name of contact for additional information DAVID MORRIS	4 Telephone No. of contact (714)670-2488		5 Email address of contact DMORRIS@RBBUSA.COM
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7025 ORANGETHORPE AVENUE			7 City, town, or post office, state, and ZIP code of contact BUENA PARK, CA 90621
8 Date of action OCTOBER 15, 2018	9 Classification and description		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol RBB	13 Account number(s)

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ SEE ATTACHED

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ SEE ATTACHED

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ SEE ATTACHED

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHED

18 Can any resulting loss be recognized? ▶ SEE ATTACHED

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ [signature] Date ▶ 10/31/18

Print your name ▶ David R. Morris Title ▶ EVP / CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Attachment to Form 8937

First American International Corp, EIN 20-1543014

By Successor: RBB Bancorp, EIN 27-2776416

This document, Form 8937 and the information contained herein is being provided pursuant to the requirement of Section 6045B of the Internal Revenue code of 1986, as amended (the “Code”). The information contained herein does not constitute tax advice and does not purport to be a complete description of the consequences that may apply to particular categories of shareholders. Shareholders should consult their own tax advisor regarding the particular consequences of the Merger (as defined below) as it applies to them, including the applicability and effect of all U.S. federal, state, local and foreign tax laws.

<u>Part II, Question 14</u>

On October 15, 2018 (the “Effective Date”), First American International Corp (“FAIC”) was merged with and into RBB Bancorp (“RBB”), with RBB as the surviving entity, pursuant to the terms and conditions in the Agreement and Plan of Reorganization (the “Merger Agreement”), dated April 23, 2018, by and between FAIC and RBB.

Pursuant to the Merger Agreement, each share of FAIC common stock outstanding immediately prior to the Effective Date was cancelled and converted into the right to receive 1.3472 shares of RBB common stock and $15.30 in cash. In addition, cash was paid for any fractional shares. The fair market value of RBB stock on October 15, 2018 was $23.11.

<u>Part II, Question 15</u>

The merger qualified as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended.

As a result, the aggregate basis of the RBB common stock received in the merger will be the same as the aggregate basis of the FAIC common stock for which it was exchanged, decreased by the amount of cash received in the merger (except with respect to any cash received instead of fractional share interest in RBB), decreased by any basis attributable to fractional share interests in RBB common stock for which cash is received, and increased by the amount of gain recognized on the exchange (regardless of whether such gain is classified as capital gain, or ordinary dividend income, but excluding any gain or loss recognized with respect to fractional share interest in RBB common stock for which cash is received.)

<u>Part II, Question 16</u>

For federal income tax purposes, the aggregate tax basis of the RBB common shares received by FAIC shareholders as a result of the merger (excluding any fractional share interest deemed received and redeemed for cash) will be the same as the aggregate tax basis of the FAIC shares surrendered in exchange therefore, reduced by the amount of cash received on the exchange, and increased by the amount of any gain recognized upon the exchange. A former FAIC shareholder must allocate the tax basis so calculated across the total number of the shareholder's new RBB common shares received in the merger. By doing this allocation, a tax basis per share can be computed. The actual tax basis will differ with respect to each separate former FAIC shareholder and, additionally, tax basis may differ with respect to separate and distinct blocks of common shares owned by any former FAIC shareholder. To the extent that an FAIC shareholder received cash in lieu of a fractional RBB common share, a portion of the total tax basis must be allocated to the fractional share and such fractional share will be deemed to be received and then exchanged for cash. The holding period of any shares of RBB common stock received by FAIC shareholders in the merger generally will include the holding period of the shares of FAIC common stock exchanged for such RBB common stock.

Part II, Question 17

The merger of FAIC into RBB on October 15, 2018 qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. In general, the income tax consequences to the former FAIC shareholders are determined under the Internal Revenue Code Sections 354, 356, 358 and 1221.

Part II, Question 18

FAIC shareholders generally will not recognize loss for U.S. Federal income tax purposes due to the Merger, except with respect to cash received in lieu of a fractional share of RBB common stock. If an FAIC shareholder received cash in lieu of a fractional share of RBB common stock, the FAIC shareholder will be treated as having received a fractional share of RBB common stock pursuant to the merger and then as having exchanged the fractional share of the RBB common stock for cash in redemption by RBB. As a result, the FAIC shareholder generally will recognize a gain or loss equal to the difference between the amount of cash received and the FAIC shareholder's basis in the fractional share of RBB common stock as set forth on line 16 above. The gain or loss will generally be a capital gain or loss and will be long-term capital gain or loss if, as of the Effective Date, the FAIC shareholder's holding period with respect to the fractional share (including the holding period of the FAIC common stock surrendered) exceeds one year. Special rules apply to FAIC shareholders who received the FAIC common shares through the exercise of an employee stock option, through a tax qualified retirement plan or otherwise as compensation, and such FAIC shareholders are instructed to consult their own tax advisors.

Part II, Question 19

The Merger became effective on October 15, 2018; therefore, the reportable tax year is 2018.