

Bridgeview Bancorp, Inc. (Private: Bridgeview, IL) has agreed to merge with First Midwest Bancorp, Inc. (NASDAQ: FMBI; Chicago, IL)

Deal Value: Approximately \$145.0 Million

Sandler O'Neill acted as sole financial advisor and rendered a fairness opinion to Bridgeview Bancorp, Inc. in this transaction.

This transaction represents Sandler O'Neill's 204th bank or thrift transaction nationwide since January 1, 2015, representing approximately \$64.6 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.¹

Since January 1, 2015, Sandler O'Neill has advised on 41 deals involving banks and thrifts based in the Midwest, representing over \$20.0 billion in aggregate transaction value, more than any other investment bank during that time period.¹

Of the 12 Chicago MSA bank transactions over \$50 million in consideration since January 1 2012, Sandler O'Neill has advised on 10, representing an 83% market share.²

CHICAGO, IL, December 6, 2018 – First Midwest Bancorp, Inc. (“First Midwest”) today announced that it has entered into a definitive agreement to acquire Bridgeview Bancorp, Inc. (“Bridgeview”), the holding company for Bridgeview Bank Group.

Bridgeview has approximately \$1.2 billion in total assets, \$1.1 billion in deposits, of which nearly 75% are core deposits, and \$800 million in loans (pro forma as of September 30, 2018 excluding Bridgeview's mortgage division, which First Midwest is not acquiring). It operates 13 banking offices across greater Chicagoland, including branches in the Bryn Mawr, Edgewater, Garfield Ridge, Lincoln Park, Lincoln Square and Uptown neighborhoods of Chicago, as well as several suburbs.

“We are very excited to welcome Bridgeview Bank clients and colleagues to First Midwest,” said Michael L. Scudder, Chairman, President and Chief Executive Officer of First Midwest. “Bridgeview is a well-established and trusted financial institution with deep client and community relationships, which we look forward to continuing. Joining forces with Bridgeview brings to all of our clients an expanded footprint across Chicago and further enhances our position as metro Chicago's premier commercial bank.”

“First Midwest has created significant momentum over the years because of its market-leading commitment to relationship-based banking and to providing a wide array of banking products and services. We very much look forward to joining them,” said Peter J. Haleas, Chairman of Bridgeview. “Our clients will continue to have the highly personalized service they have come to expect from Bridgeview Bank, now with the added benefit of a broader range of products and services combined with larger scale.”

The merger agreement provides for a fixed exchange ratio of 0.2767 shares of First Midwest common stock, plus \$1.79 in cash for each share of Bridgeview common stock, with an overall transaction value of approximately \$145 million, subject to certain adjustments.

The transaction is subject to customary regulatory approvals, the approval of Bridgeview's stockholders and the completion of various closing conditions, and is anticipated to close in the second quarter of 2019.

Financial Highlights

(Dollars in millions)

	FMBI	Bridgeview
Total Assets	\$14,961	\$1,200
Gross Loans (Ex. HFS)	\$11,051	\$803
Total Deposits	\$11,527	\$1,083
Tangible Common Equity	\$1,166	\$113

Financial data as of September 30, 2018

1) Majority and Minority transactions; Excludes terminated transactions and self-advisory roles

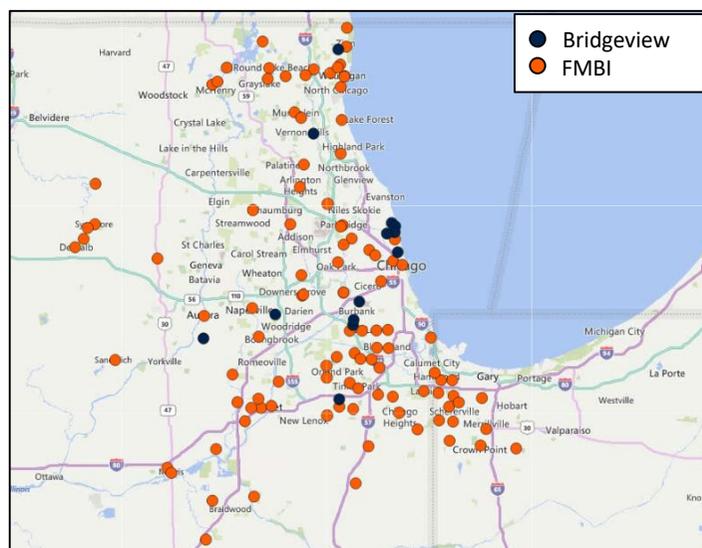
2) Majority transactions; represents deals with targets headquartered in the Chicago MSA.

Market share represents Chicago MSA deals Sandler O'Neill has advised on

as a percentage of total Chicago MSA deals

Source: S&P Global Market Intelligence, Company documents, Press Release

Pro Forma Map – Chicago MSA



Sandler O'Neill Contacts:

Bill Burgess
Principal
(312) 281-3442

Eric Ferdinand
Director
(312) 281-3447

Justin Stamp
Analyst
(312) 281-3483