

## CapStar Financial Holdings, Inc. (NASDAQ: CSTR; Nashville, TN) has agreed to acquire Athens Bancshares Corporation (OTCQX: AFCB; Athens, TN)

### Deal Value: \$113.5 Million

Sandler O'Neill acted as financial advisor and rendered a fairness opinion to CapStar Financial Holdings, Inc. in this transaction. This transaction represents Sandler O'Neill's 178th bank or thrift transaction nationwide since January 1, 2015, representing \$55.7 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.<sup>1</sup>

Since January 1, 2015, Sandler O'Neill has advised on 60 bank or thrift transactions in the Southeast for an aggregate transaction value of \$18.4 billion, more than any other investment bank during that period.<sup>1</sup>

NASHVILLE AND ATHENS, TENN. (June 11, 2018) — CapStar Financial Holdings, Inc. ("CapStar") (NASDAQ: CSTR), a bank holding company that operates primarily through its wholly owned subsidiary, CapStar Bank, and Athens Bancshares Corporation ("Athens") (OTC QX: AFCB), the bank holding company for Athens Federal Community Bank, National Association ("Athens Federal"), today announced that they have entered into a definitive agreement for Athens to merge with and into CapStar and for Athens Federal to merge with and into CapStar Bank. The transaction has been unanimously approved by the boards of directors of CapStar and Athens.

In the merger, Athens shareholders will receive 2.864 shares of CapStar common stock for each share of Athens common stock. The all-stock transaction is valued at approximately \$113.5 million, or \$57.54 per share of Athens common stock, based on the closing price of CapStar common stock on June 11, 2018.

Headquartered in Athens, Tennessee, Athens Federal is a storied community bank with more than 80 years of history serving individuals, families and businesses through its 10 banking offices located in Southeast Tennessee. As of March 31, 2018, Athens had approximately \$482.3 million in total assets, \$422.2 million in deposits and \$334.5 million in gross loans.

"We have a deep respect for Athens, its valuable customers and its dedicated employees. Both of our organizations are built around customer-centric strategies and we understand the importance of delivering increasing value to customers, colleagues, communities and shareholders," said CapStar President and Chief Executive Officer Claire W. Tucker. "This merger is consistent with our mission of building a high performing bank in Tennessee. We believe this transaction will offer customers and employees of both banks even greater strength and resources while maintaining our commitments to the communities in which we serve."

"This partnership will greatly benefit our customers and our communities. We expect the shareholders of Athens will benefit from the combined companies' strong financial performance and growth opportunities going forward," said Athens President and Chief Executive Officer Jeffrey L. Cunningham. "This is a great partnership – two companies with the same shared values and goals. We are excited."

"We are proud of what we have accomplished at Athens Federal and we look forward to working with our friends at CapStar for the benefit of all our stakeholders and communities," said Athens Chairman Larry D. Wallace.

Mr. Cunningham will continue to provide valuable service to the combined company in a senior executive role, as the Executive Vice President of Community Banking Strategy. Michael Hutsell, Athens's Chief Operating Officer and Chief Financial Officer, and Jay Leggett, Athens's Cleveland City President, will also continue with CapStar in senior roles, bringing to bear their considerable experience and expertise in serving Athens' communities.

Upon completion of the merger, two members of the Athens board will join the boards of directors of CapStar and CapStar Bank.

CapStar and Athens play an active role in supporting their communities and will continue this commitment in the markets the combined companies will serve. As a sign of this commitment CapStar has agreed to contribute \$1.5 million to the Athens Federal Foundation over the next four years.

Completion of the transaction is subject to customary closing conditions, including the receipt of required shareholder and regulatory approvals. The transaction is expected to close during the fourth quarter of 2018.

### Financial Highlights

Dollars in millions

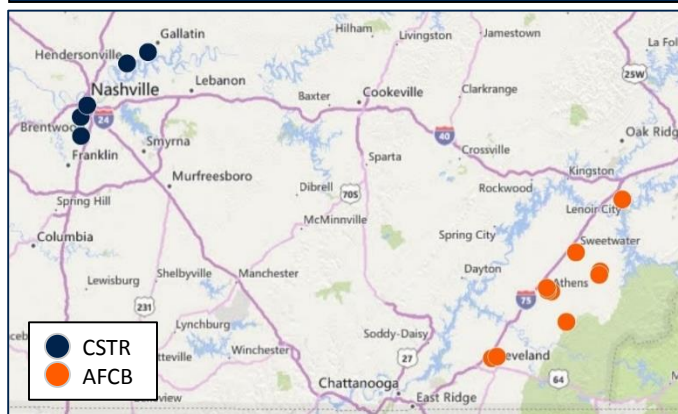
	CapStar Financial Holdings, Inc.	Athens Bancshares Corporation
Total Assets	\$1,383	\$482
Total Net Loans	\$1,080	\$331
Total Deposits	\$1,128	\$422
Total Equity	\$149	\$53
TCE / TA	9.70%	10.44%

Notes: Financial data as of March 31, 2018

<sup>1</sup> Majority and minority transactions; Excludes terminated transactions and self-advisory roles

Source: S&P Global Market Intelligence; Company Documents; Press Release

### Pro Forma Map



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