

**Entegra Financial Corporation (NASDAQ: ENFC; Franklin, NC) has agreed to acquire Oldtown Bank (Private; Waynesville, NC)**

**Deal Value: Approximately \$13.5 million**

Sandler O'Neill served as advisor to Entegra Financial Corporation in this transaction. This transaction represents Sandler O'Neill's 58<sup>th</sup> bank or thrift transaction nationwide since January 1, 2015, representing \$16.0 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 5 of the 6 bank and thrift transactions in North Carolina for an aggregate transaction value of \$1.8 billion, more than any other investment bank during that time period.<sup>1</sup> Since January 1, 2012, Sandler O'Neill has advised on 17 of the 24 bank and thrift transactions in North Carolina for an aggregate transaction value of \$2.4 billion, with the smallest deal value being \$2 million and the largest deal value being \$847 million.<sup>1</sup>

Entegra Financial Corp. (NASDAQ: ENFC) ("Entegra"), the parent holding company of Entegra Bank, and Oldtown Bank ("Oldtown") today jointly announced the signing of a definitive agreement pursuant to which Entegra will purchase Oldtown in an all cash transaction valued at approximately \$13.5 million.

Oldtown currently operates one branch in Waynesville, North Carolina and will add approximately \$113 million in assets, \$65 million in loans, and \$92 million in deposits to Entegra Bank. Upon completion of this transaction and the closing of the pending purchase of two branches in Anderson and Chesnee, South Carolina, Entegra will have approximately \$1.1 billion in assets, \$675 million in loans, and \$817 million in deposits.

Commenting on the announcement, Roger Plemens, President and Chief Executive Officer of Entegra, said, "We are excited to announce the combination of Entegra and Oldtown. This transaction utilizes a portion of our excess capital as we execute on our strategy of selective expansion into contiguous markets and seeking acquisition opportunities with reasonable earn back periods that are accretive to return on equity. We see Oldtown as a natural complement to our existing footprint in Western North Carolina and Upstate South Carolina and look forward to welcoming our new customers, employees, and community friends."

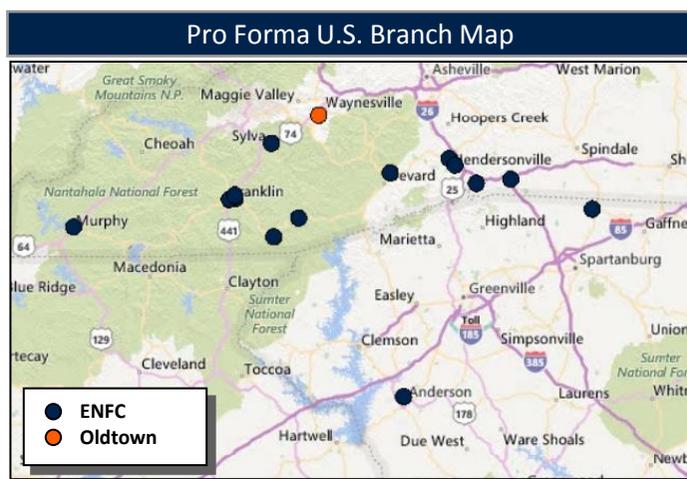
Charles Umberger, President and Chief Executive Officer of Oldtown, added, "We are delighted to have found a strategic partner in Entegra that shares a similar culture and community approach to banking. The combination will provide our customers with an enhanced set of products and much expanded branch network while still receiving a high standard of customer service."

The transaction, which is expected to close in the first quarter of 2016, has been unanimously approved by the Board of Directors of both companies and is subject to customary closing conditions, including regulatory approvals, and approval from the shareholders of Oldtown.

Entegra expects the transaction to be significantly accretive to earnings per share and return on equity with an estimated earn back period for book value dilution of approximately 2.5 years.

Financial Highlights		
(\$ in millions)	ENFC	Oldtown
Total Assets	\$984	\$113
Gross Loans	606	65
Total Deposits	683	92
Total Equity	131	12
TCE/TA	13.29%	10.34%
LTM ROAA <sup>2</sup>	0.47%	1.34%

1) Source: SNL Financial; excludes terminated transactions and self-advisory roles  
 2) Adjusted to exclude DTA valuation allowance reversal in Q2 2015



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