

Enterprise Bancorp, Inc. has agreed to merge with 1st United Bancorp, Inc.

Deal Value: Approximately \$45 million

Sandler O'Neill served as financial advisor to Enterprise Bancorp, Inc. and rendered a fairness opinion to the minority shareholders of Enterprise Bancorp in this transaction. This transaction is Sandler O'Neill's 71st bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹

1st United Bancorp, Inc. ("Bancorp") (NASDAQ Global Select: FUBC) (Boca Raton, FL) and Enterprise Bancorp, Inc. ("EBI") (North Palm Beach, FL) announced the signing of a definitive agreement under which Bancorp and 1st United Bank ("1st United"), the wholly-owned subsidiary of Bancorp, will acquire EBI and its wholly owned subsidiary Enterprise Bank of Florida ("Enterprise Bank") for approximately \$45 million of total consideration.

Total consideration of approximately \$45 million will be paid in \$6 million in cash, \$24 million consisting of all Enterprise Bank non-performing assets and certain other classified Enterprise Bank loans, and \$15 million in impaired and below investment grade investments of Enterprise Bank. The value of the non-cash consideration will be based on the carrying value of the assets prior to the closing. The minority shareholders of EBI will receive 100% cash consideration for their shares and the majority shareholder of EBI will receive a combination of loans, securities and cash consideration. The transaction, unanimously approved by the board of directors of both companies, expands 1st United's existing franchise in the northern Palm Beach County market place.

Established in 1990 and headquartered in North Palm Beach, Florida, Enterprise Bank operates three banking centers. Enterprise Bank gives 1st United continued expansion within the attractive Southeast Florida marketplace, providing opportunities for new loan and deposit growth. Upon completion of the acquisition, Bancorp will have approximately \$1.75 billion in assets, \$1.45 billion in total deposits and 25 full service banking offices.

Bancorp expects the merger to be immediately accretive to earnings per share after the integration of the companies and expects to continue to have strong capital ratios available for further growth. The merger is expected to be completed during the second half of 2013, after satisfaction of customary closing conditions, including regulatory approval and the approval by EBI shareholders.

12/31/2012 Financial Highlights

<i>(Dollars in millions)</i>	Enterprise	
	Bank	FUBC
Total Assets	\$233	\$1,567
Net Loans	\$170	\$904
Total Deposits	\$172	\$1,303
Total Equity	\$36	\$237
Tang. Comm. Equity / Tang. Assets	15.30%	11.64%

(1) Excludes terminated transactions, self-advisory roles and does not combine the results of advisors which have merged until the date such merger was completed

Source: SNL Financial

Pro Forma Branch Map



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