

**First Midwest Bancorp, Inc. (NASDAQ: FMBI; Itasca, IL) has agreed to acquire NI Bancshares Corporation (OTC Pink: NIBA; Sycamore, IL)**

**Deal Value: \$70 million**

Sandler O'Neill acted as exclusive financial advisor to First Midwest Bancorp in this transaction. This transaction represents Sandler O'Neill's 109<sup>th</sup> bank or thrift transaction nationwide since January 1, 2014 representing \$21.0 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.<sup>1</sup>

Since January 1, 2013, Sandler O'Neill has advised on 27 bank or thrift transaction in the Midwest for an aggregate transaction value of \$2.5 billion, more than any other investment bank during that time period.<sup>1</sup>

First Midwest Bancorp, Inc. ("First Midwest"), headquartered in Itasca, Illinois and the parent company of First Midwest Bank, today announced that it has entered into a definitive agreement to acquire NI Bancshares Corporation, the holding company for The National Bank & Trust Company of Sycamore ("NB&T"), based in Sycamore, Illinois.

NB&T operates ten offices in DeKalb, Kane and LaSalle Counties in northern Illinois, and has approximately \$680 million in total assets, \$600 million in deposits, of which 89% are core deposits, and \$415 million in loans. NB&T also has over \$700 million in trust assets under administration.

"We are very excited to announce this transaction and look forward to welcoming the clients and employees of NB&T to First Midwest. For nearly 150 years, NB&T has held an important role in the communities it serves and has developed long-standing relationships with its clients by serving as their valued and trusted financial partner," said Michael L. Scudder, President and Chief Executive Officer of First Midwest. "In addition to expanding our banking presence in attractive DeKalb County and its surrounding markets, this transaction significantly expands our wealth management business, solidifying our position as one of Illinois' leading wealth management providers."

"We are extremely pleased to join the First Midwest family," said Michael A. Cullen, President and Chief Executive Officer of NI Bancshares Corporation. "NB&T and First Midwest share a similar culture as well as a shared vision and understanding of community banking, with an emphasis on responding quickly and effectively to meet client needs. We look forward to offering our clients a broader array of commercial, retail, wealth management and private banking products and services, and are confident this local partnership will benefit our stockholders, clients, employees and communities."

Upon closing of the transaction, Mike Cullen will serve as Regional President of DeKalb County for First Midwest.

The merger consideration will be a combination of First Midwest stock and cash, with an overall transaction value of \$70 million. The acquisition is subject to customary regulatory approvals, NI Bancshares Corporation's shareholder approval and certain closing conditions, and is presently anticipated to close in the first quarter of 2016.

## Financial Highlights

(Dollars in millions)

	FMBI	NIBA
Total Assets	\$9,935	\$679
Total Loans	\$6,945	\$416
Total Deposits	\$8,296	\$606
Branches <sup>2</sup>	106	10

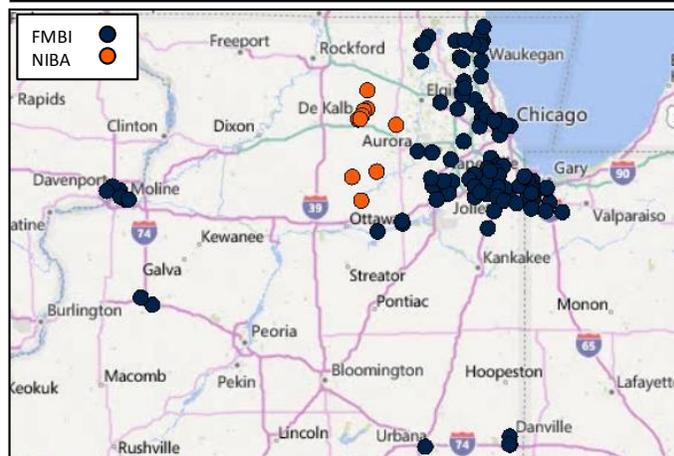
Financial data as of September 30, 2015

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

<sup>2</sup> Includes FMBI's pending acquisition of Peoples Bancorp Inc.

Source: SNL Financial, Company Documents, Press Release

## Pro Forma Map



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