

Peoples Federal Bancshares, Inc. (NASDAQ: PEOP; Brighton, MA) has agreed to merge with Independent Bank Corp. (NASDAQ: INDB; Rockland, MA)

Deal Value: Approximately \$131 million

Sandler O'Neill served as financial advisor to Peoples Federal Bancshares, Inc. in connection with the transaction. This transaction is Sandler O'Neill's 143rd bank or thrift transaction nationwide since January 1, 2011, more than any other investment bank during that time period.¹ Since January 1, 2011, Sandler O'Neill has advised on 5 bank or thrift transactions in Massachusetts, more than any other investment bank during that time period¹

Rockland, Massachusetts and Brighton, Massachusetts (August 5, 2014) - Independent Bank Corp. (NASDAQ: INDB), parent of Rockland Trust Company, and Peoples Federal Bancshares, Inc. (NASDAQ: PEOP), parent of Peoples Federal Savings Bank, have signed a definitive agreement for Independent Bank Corp. to acquire Peoples Federal Bancshares, Inc. and Rockland Trust Company to acquire Peoples Federal Savings Bank.

"We are pleased to welcome Peoples Federal Savings customers and colleagues to Rockland Trust," said Christopher Oddleifson, the Chief Executive Officer of Independent and Rockland Trust. "Peoples Federal Savings is a profitable, well-managed bank with strong credit quality. This acquisition will give Rockland Trust its first bank branches in the City of Boston and greatly complements recent expansion initiatives in and around the Boston market. The combining of our two institutions will help unite our steadily growing Eastern Massachusetts footprint, and further strengthen Rockland Trust's position in the attractive Greater Boston metropolitan area."

Peoples Federal Savings has eight full-service bank branches, including four within the City of Boston in Brighton, Allston, West Roxbury, and Jamaica Plain. Peoples Federal Savings also has three Norfolk County branch locations in Brookline, Norwood, and Westwood, as well as a West Newton location in Middlesex County. Peoples Federal Savings currently has about \$606 million in total assets, \$435 million of deposits, and \$497 million in loans.

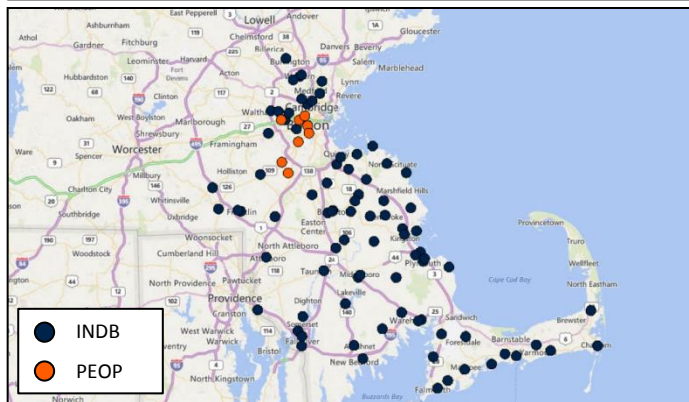
The agreement provides that 60% of outstanding Peoples Federal Bancshares shares will be exchanged for Independent shares at a fixed exchange ratio of 0.5523 of an Independent share for each Peoples Federal Bancshares share and the remaining 40% of outstanding Peoples Federal Bancshares shares will be exchanged for \$21.00 per share in cash. Based upon Independent's \$36.17 per share closing price on August 4, 2014 the transaction is valued at approximately \$130.6 million. The transaction is intended to qualify as a tax-free reorganization for federal income tax purposes and to provide a tax-free exchange for Peoples Federal Bancshares shareholders who receive Independent shares. Peoples Federal Bancshares shareholders will be able to elect between receiving cash or Independent shares, subject to proration and allocation so that 60% of outstanding Peoples Federal Bancshares shares are exchanged for Independent stock and 40% exchanged for cash. The agreement provides that, effective as of and contingent upon the merger, Independent and Rockland Trust will add to their board of directors one current member of the Peoples Federal Bancshares board of directors.

Financial Highlights

(Dollars in millions)	INDB	PEOP
Total Assets	\$6,348	\$606
Gross Loans	\$4,886	\$497
Total Deposits	\$5,298	\$435
Total Equity	\$616	\$104
TCE / TA	7.05%	17.11%

¹ Excludes terminated transactions and self-advisory roles
 Note: Financial data as of 6/30/14
 Source: SNL Financial

Pro Forma Branch Map



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