

SBC, Incorporated (Private; Countryside, IL), parent company of Countryside Bank, has agreed to merge with Wintrust Financial Corporation (NASDAQ: WTFC; Rosemont, IL)

Deal Value: Approximately \$90.5 Million

Sandler O'Neill acted as sole financial advisor to SBC, Incorporated in this transaction. This transaction represents Sandler O'Neill's 229th bank or thrift transaction nationwide since January 1, 2015 representing \$68.0 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.¹

Since January 1, 2015, Sandler O'Neill has advised on 49 bank or thrift Midwest deals, representing over \$20.4 billion in aggregate transaction value, more than any other investment bank during that time period.¹

ROSEMONT, ILLINOIS – Wintrust Financial Corporation (“Wintrust”) (Nasdaq: WTFC) today announced the signing of a definitive agreement to acquire SBC, Incorporated (“SBC”). SBC is the parent company of Countryside Bank, an Illinois state-chartered bank, which operates six banking offices located in the communities of Countryside, Burbank, Darien, Homer Glen, Oak Brook and Chicago, Illinois. As of March 31, 2019, Countryside Bank had approximately \$594 million in assets, approximately \$411 million in loans and approximately \$509 million in deposits.

Edward J. Wehmer, President and CEO of Wintrust, said, “This transaction is a great opportunity to expand and complement our market presence in the western suburbs of the Chicago metropolitan area. Countryside Bank has a great reputation for providing outstanding customer service using a community banking approach. We look forward to continuing that tradition and to providing its customers with an expanded array of products, services and resources.”

John D. Wheeler, SBC's President & CEO, stated, “Countryside Bank's motto is ‘It's Grow Time’ and this partnership will continue that promise. We are excited about the opportunity to combine resources with Wintrust and look forward to partnering with a community-focused organization that is like-minded in its philosophy of offering highly personalized banking services and with the financial capabilities to support further expansion.” Mr. Wheeler emphasized that by joining forces with Wintrust, “the transaction allows us to continue focusing on serving our customers, while becoming part of a larger successful Chicagoland banking organization. We clearly see benefits for our customers and we look forward to joining the Wintrust family.”

Subject to possible adjustment, the aggregate purchase price to SBC shareholders is currently estimated to be approximately \$90.5 million. In the transaction, each share of SBC common stock outstanding will be converted into the right to receive merger consideration paid in a combination of approximately 50% cash and 50% shares of Wintrust common stock based on Wintrust's average trading price at closing determined in accordance with the merger agreement.

Subject to approval by banking regulators and certain other closing conditions, the transaction is expected to close in the fourth quarter of 2019, and it is not expected to have a material effect on Wintrust's 2019 earnings per share.

Financial Highlights

(Dollars in millions)	Wintrust Financial Corporation	
	Wintrust Financial Corporation	SBC, Incorporated
Total Assets	\$33,642	\$594
Total Loans	\$25,700	\$415
Total Deposits	\$27,519	\$509
Tangible Common Equity	\$2,690	\$65

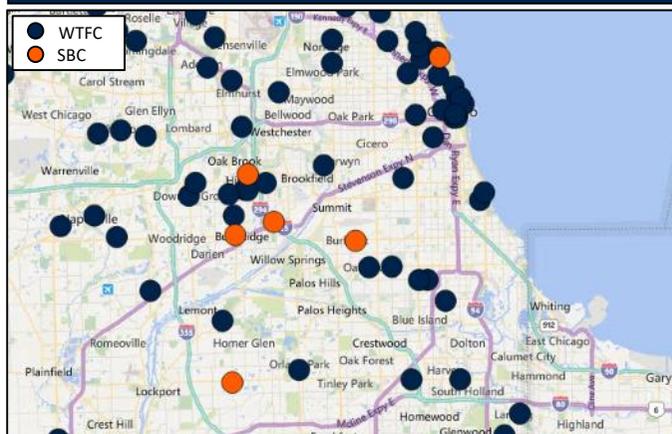
Financial data as of June 30, 2019 for WTFC and March 31, 2019 for SBC

Bank-level data for SBC

1) Majority and minority transactions; excludes terminated transactions and self-advisory roles

Source: S&P Global Market Intelligence, Press Release

Pro Forma Map



Map excludes WTFC's branches outside of SBC's footprint

Sandler O'Neill Contacts:

Bill Burgess
Principal, Co-Head of Investment Banking
(312) 281-3442

Matthew Proven
Vice President
(312) 281-3413

Scott Matthews
Associate
(312) 281-3441

Dwight Bode
Analyst
(312) 281-3475