

Landmark Bancshares, Inc. (Private; Marietta, GA) Closes Private Placement of \$13.0 Million of Subordinated Notes due 2027

Sandler O'Neill + Partners, L.P. served as the sole placement agent for this offering.

The 6.50% coupon matches the lowest coupon of all unrated 10NC5 subordinated holding company offerings to date in 2017.¹

This transaction is the 114th subordinated note or senior note transaction for a community bank since January 1, 2014 in which Sandler O'Neill acted as a placement agent, sole underwriter, book runner or initial purchaser.¹ Since May 20, 2016, Sandler O'Neill has raised approximately \$3.5 billion for its clients, capturing a 69.5% market share of announced transactions.¹

About the Offering:

MARIETTA, GA., June 29, 2017 --- Landmark Bancshares, Inc. (the "Company"), parent company of First Landmark Bank, announced today the completion of a \$13.0 million private placement of Subordinated Notes. The subordinated debt is structured as a ten-year unsecured fixed to floating rate note, with a fixed rate of 6.50% for the initial five years, payable semi-annually. From and including June 30, 2022 to maturity, the interest rate shall reset quarterly to the then current three-month LIBOR rate plus 467.0 basis points, payable quarterly.

The Company intends to use the net proceeds for general corporate purposes, retirement of \$6.3 million of existing debt, and providing capital to support the growth of First Landmark Bank. The proceeds from the issuance of the subordinated debt will qualify as Tier 2 capital, and the portion that the Company contributes to First Landmark Bank will qualify as Tier 1 capital for the bank.

This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities.

About the Company:

Landmark Bancshares, Inc. is a bank holding company headquartered in Marietta, Georgia. The Company is not publicly traded. First Landmark Bank, the wholly-owned subsidiary, specializes in commercial lending, general banking and mortgage lending in north metro Atlanta from three offices in Marietta, Midtown Atlanta and Sandy Springs with an additional loan production office in North Fulton. First Landmark Bank is a preferred SBA Lender with SBA lending offices in Atlanta, Charlotte and Birmingham. The Bank opened in 2008 and as of December 2016 has grown to over \$544 million in total assets.

(1) Source: Sandler O'Neill Syndicate Desk, Bloomberg. Deal count includes nationwide subordinated debt or senior note offerings for Community Banks; Community Banks defined as banks or bank holding companies with less than \$25 billion in assets.

(2) Bank level data. Financial data not pro forma for the offering.

June 29, 2017

6.50% Fixed-to-Floating Rate
Subordinated Notes
due 2027
\$13.0 Million

LANDMARKBANCSHARESINC.

Sole Placement Agent

SANDLER O'NEILL + PARTNERS**Financial Highlights (as of 3/31/2017)²***Dollars in thousands*

Total Assets	\$539,989
Net Loans	\$403,884
Total Deposits	\$443,937
Total Equity	\$59,187
TCE / TA	9.83%
Tier 1 Leverage Ratio	9.65%
Tier 1 Risk-Based Capital Ratio	9.79%
Total Risk-Based Capital Ratio	10.87%

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