

MB Financial, Inc. (NASDAQ: MBFI; Chicago, IL) has agreed to acquire American Chartered Bancorp, Inc. (Private; Schaumburg, IL)

Deal Value: Approximately \$449 Million

Sandler O'Neill acted as exclusive financial advisor and rendered a fairness opinion to MB Financial in this transaction. This transaction represents Sandler O'Neill's 54th bank or thrift transaction nationwide since January 1, 2015 representing \$15.5 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

This transaction marks the 29th bank or thrift transaction in the Midwest since January 1, 2013, representing an aggregate deal value of \$3.0 billion, more than any other investment bank during that time period.¹

MB Financial, Inc. ("MB Financial") (Nasdaq:MBFI) and American Chartered Bancorp, Inc. ("American Chartered") announced the signing of a definitive merger agreement whereby MB Financial will acquire American Chartered and its wholly owned bank subsidiary, American Chartered Bank, in a stock and cash transaction valued at approximately \$449 million, or \$9.30 per share.

Founded in 1987, American Chartered is a privately-held commercial bank focused on serving Chicago's middle-market and emerging middle-market business community. American Chartered operates 15 banking offices and has approximately \$2.8 billion in total assets, \$2.2 billion in deposits, of which half are non-interest-bearing, and \$2.0 billion in loans.

The acquisition will add significant scale to MB Financial's commercial banking business while also expanding MB Financial's core deposit franchise. "The acquisition of American Chartered is consistent with our mission of building Chicagoland's premier commercial bank. American Chartered brings a strong middle-market commercial banking lending team and client base, an unparalleled core deposit franchise and a proven track record of profitable organic growth. We look forward to welcoming American Chartered customers and employees to MB Financial," stated Mitchell Feiger, President and Chief Executive Officer of MB Financial.

"We are excited to join the MB Financial team," said Robert Riter, founder and Chairman of American Chartered. "Our companies have a similar relationship-banking approach and together we will be able to better serve middle-market and emerging middle-market commercial customers in the Chicagoland area. This partnership will provide American Chartered's commercial bankers and customers with access to MB Financial's expanded product suite including, for example, capital markets, treasury management and international banking. I am extremely proud of the team for building American Chartered and am convinced this partnership will significantly benefit our stakeholders, banking customers and the communities we serve."

The total consideration, including the value ascribed to American Chartered's common stock, preferred stock (as-converted), stock options and restricted stock, is valued at \$449 million, or \$9.30 per share, based on the 15-day volume weighted average price closing price of MB Financial common stock as of November 20, 2015. Approximately \$100 million of the total consideration will be paid in cash, with the remainder in MB Financial common stock at a fixed exchange ratio of 0.2732 shares of MB Financial common stock for each American Chartered share. The receipt of shares of MB Financial common stock in exchange for American Chartered stock is expected to be tax-free for American Chartered shareholders.

The merger is subject to regulatory approvals and approval by American Chartered stockholders. The merger is expected to close around June 30, 2016. Excluding the impact of transaction costs, the merger is expected to be immediately accretive to MB Financial's annual GAAP and cash earnings per share. Upon completion of the merger, American Chartered Chairman Robert Riter will join the MB Financial Board of Directors.

The definitive agreement was unanimously approved by the boards of MB Financial and American Chartered.

Financial Highlights

(Dollars in millions)

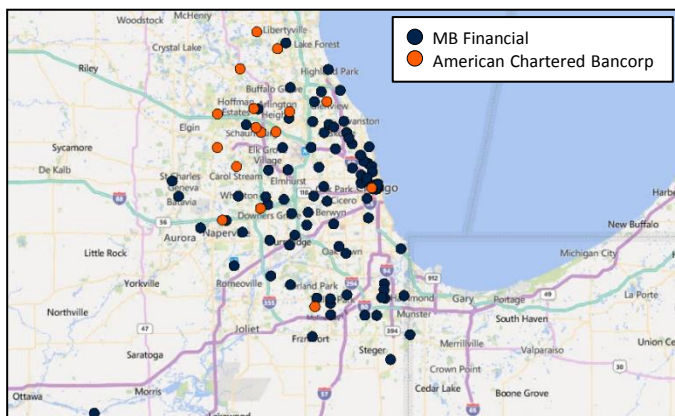
	MB Financial	American Chartered Bancorp
Total Assets	\$14,950	\$2,809
Net Loans	\$9,941	\$2,005
Total Deposits	\$11,255	\$2,237
Total Equity	\$2,063	\$191
Full Service Branches	82	15

Financial data as of September 30, 2015

¹ Excludes terminated transactions and self-advisory roles

Source: SNL Financial, company documents

Pro Forma Map



Note: excludes MBFI branch located in Philadelphia, PA

Sandler O'Neill Contacts:

Bill Burgess
Principal
(312) 281-3442

Ben Schmitt
Associate Director
(312) 281-3482

Jim Byrne
Associate Director
(312) 281-3421

Jeff Gwizdala
Associate
(312) 281-3476

Mike Berkemeyer
Analyst
(312) 281-3483