

National Bancshares, Inc. (OTCBB: NABA; Bettendorf, IA) has agreed to merge with Triumph Bancorp, Inc. (Private; Dallas, TX)

Deal Value: Not Disclosed

Sandler O'Neill acted as exclusive financial advisor and provided a fairness opinion to National Bancshares, Inc. in this transaction. This is Sandler O'Neill's 74th bank and thrift merger transaction since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period.¹

Triumph Bancorp, Inc., parent of Triumph Savings Bank, SSB, headquartered in Dallas, Texas, has signed a definitive agreement to acquire National Bancshares, Inc., parent of THE National Bank, headquartered in Bettendorf, Iowa. Terms were not disclosed.

National Bancshares, Inc. is a \$945 million bank holding company. Its community banking subsidiary, THE National Bank, member FDIC and Equal Housing Lender, offers personal checking accounts, savings accounts, CDs, money market, HSA, IRA, NOW and business accounts, as well as consumer, commercial and mortgage loans from 19 branches and 3 loan production offices located throughout Iowa, Illinois and Wisconsin.

"Triumph's acquisition of National Bancshares will provide immediate and long-term benefits to both of our organizations," commented Aaron P. Graft, President and CEO of Triumph Bancorp, Inc. "We are excited to welcome the customers and staff of National Bancshares and THE National Bank to the Triumph Bancorp group of companies."

John D. DeDoncker, President and CEO of THE National Bank commented, "We are excited to join a dynamic and caring organization with a track record of strong growth. We expect this transaction to provide value to our shareholders and our customers, who will continue to experience the same level of prompt, professional and personal service they are accustomed to from THE National Bank. By partnering with Triumph we will be able to offer our customers expanded products currently not offered by THE National Bank, including equipment leasing, factoring and asset based lending. THE National Bank will operate as a stand-alone subsidiary of Triumph and will continue to support local economic and civic development."

The agreement provides for Triumph Bancorp, Inc. to acquire National Bancshares, Inc., resulting in \$1.2 billion in total assets and pro forma capital of over \$150 million for the combined organization. The agreement is subject to customary closing conditions and regulatory approval and is expected to close in the third quarter of 2013.

Financial Highlights

(Dollars in millions)

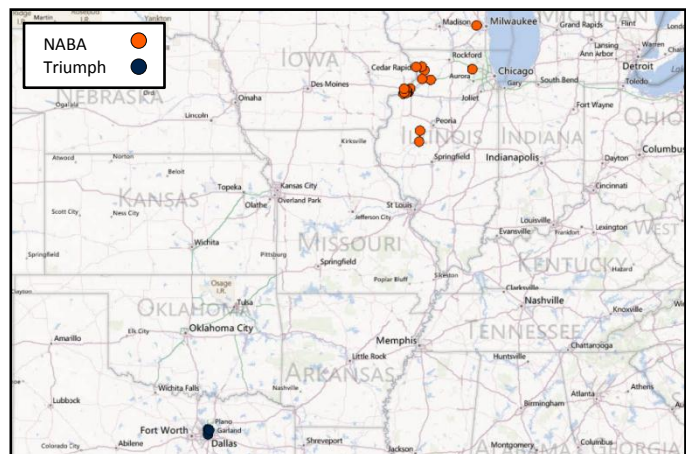
| | National Bancshares, Inc. | Triumph Bancorp, Inc. |
|----------------|---------------------------|-----------------------|
| Total Assets | \$945.2 | \$330.5 |
| Net Loans | \$561.6 | \$231.3 |
| Total Deposits | \$791.4 | \$223.4 |
| Total Equity | \$67.3 | \$104.6 |
| Branches | 19 | 3 |

Financial data as of December 31, 2012

¹ Includes bank or thrift transactions since 2011; excludes terminated transactions, self-advisory roles and does not combine the results of advisors which have merged until the date such merger was completed

Source: SNL Financial, Press Release

Pro Forma Map



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