

Reasant Corporation (NASDAQ: RNST; Tupelo, MS) has agreed to acquire Metropolitan BancGroup, Inc. (Private; Ridgeland, MS)

Deal Value: Approximately \$190.2 Million

Sandler O'Neill acted as exclusive financial advisor and rendered a fairness opinion to Reasant Corporation in this transaction. This transaction represents Sandler O'Neill's 105th bank or thrift transaction nationwide since January 1, 2015 representing \$30.7 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 33 bank or thrift transactions in the Southeast region for an aggregate transaction value of \$7.9 billion, more than any other investment bank during that period.¹

TUPELO, Miss. and RIDGELAND, Miss., Jan. 17, 2017 -- Reasant Corporation (the "Company") (NASDAQ: RNST), the parent company of Reasant Bank ("Reasant"), and Metropolitan BancGroup, Inc., the parent company of Metropolitan Bank ("Metropolitan"), jointly announced today the signing of a definitive merger agreement pursuant to which Metropolitan will merge with and into Reasant in an all-stock transaction currently valued at approximately \$190.2 million. The proposed merger has been approved unanimously by each company's Board of Directors and is expected to close early in the third quarter of 2017. Completion of the transaction is subject to the satisfaction of customary closing conditions, including the receipt of required regulatory approvals and the approval of Metropolitan's shareholders.

Founded in 2008, Metropolitan is a privately-held bank holding company with two offices in Nashville and two in Memphis, Tennessee, and four offices in the Jackson, Mississippi MSA. As of December 31, 2016, Metropolitan had approximately \$1.2 billion in total assets, approximately \$918 million in total loans and approximately \$888 million in total deposits.

"This is an attractive opportunity to partner with a dynamic franchise with tremendous banking talent. Metropolitan is a high quality commercial and private bank with a strong credit culture and an attractive client base which enhances our current presence and market share in the key markets of Nashville and Memphis, Tennessee, and Jackson, Mississippi," said Reasant Chairman and Chief Executive Officer, Robin McGraw.

Also commenting on the announcement, Mitch Waycaster, Reasant President and Chief Operating Officer, added, "We believe this merger will expand our market share, earnings growth and profitability, and is expected to greatly benefit our current and future clients with expanded locations, services and products. The merger also accelerates our crossing of the \$10 billion asset threshold to late 2017 - an event that we have been positioning for since 2006, and we are confident in the level of preparation, infrastructure and personnel that we have put into place."

Curt Gabardi, President and Chief Executive Officer of Metropolitan, will be joining Reasant Bank as President and Chief Banking Officer, with responsibility for commercial and mortgage banking as well as other financial services.

"Metropolitan is very excited about joining with Reasant as the merger is strategically and culturally compelling for both companies. As a very proud and successful young company with tremendous banking talent, we look forward to the unique opportunity of leveraging Metropolitan's commercial banking niches with the enhanced lending capacity and specialized lines of business provided by Reasant," said Gabardi. "We are excited for our associates, clients and shareholders for the immediate and longer term benefits and shareholder value creation opportunities we believe this merger provides."

According to the terms of the merger agreement, Metropolitan stockholders will receive 0.6066 shares of Reasant common stock for each share of Metropolitan common stock. Based on Reasant's closing price of \$38.77 per share as of January 17, 2017, the implied transaction value is approximately \$190.2 million, in the aggregate, or \$23.52 per share. Excluding one-time transaction costs and including the projected negative earnings impact of crossing the \$10 billion asset threshold, the merger is expected to be immediately accretive to Reasant's estimated earnings, is approximately 2.9% dilutive to projected tangible book value which is earned back within three years and has an IRR which exceeds internal thresholds.

Financial Highlights

(Dollars in millions)

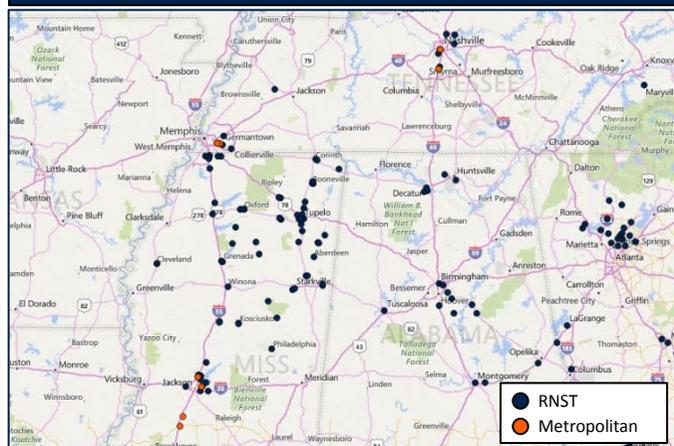
	RNST	Metropolitan
Total Assets	\$8,706	\$1,156
Total Net Loans	\$6,338	\$909
Total Deposits	\$7,059	\$888
Total Equity	\$1,233	\$92
TCE / TA	8.99%	7.54%

Financial data as of December 31, 2016

¹ Excludes terminated transactions and self-advisory roles

Source: SNL Financial, Company Documents, Press Release

Pro Forma Map



Note: Map excludes RNST branches outside the Jackson, MS, Nashville, TN and Memphis, TN MSAs

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