



Acquisition of 1st Colonial Bancorp, Inc.

September 24, 2025



1st Colonial Bancorp, Inc.

Disclaimer



CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This presentation may contain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed business combination transaction between Mid Penn Bancorp, Inc. (“Mid Penn”) and 1st Colonial Bancorp, Inc. (“1st Colonial”) (the “Transaction”), the plans, objectives, expectations and intentions of Mid Penn and 1st Colonial, the expected timing of completion of the Transaction, and other statements that are not historical facts. All statements other than statements of historical fact, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as “may,” “will,” “should,” “could,” “would,” “plan,” “potential,” “estimate,” “project,” “believe,” “intend,” “anticipate,” “expect,” “target” and similar expressions. Forward-looking statements, by their nature, are subject to risks and uncertainties. There are many factors that could cause actual results to differ materially from expected results described in the forward-looking statements. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995.

Factors relating to the Transaction that could cause or contribute to actual results differing materially from those contained or implied in forward-looking statements or historical performance include, in addition to those factors identified elsewhere in this presentation the occurrence of any event, change or other circumstances that could give rise to the right of Mid Penn or 1st Colonial to terminate the definitive merger agreement governing the terms and conditions of the Transaction; the outcome of any legal proceedings that may be instituted against Mid Penn or 1st Colonial; the possibility that revenue or expense synergies or the other expected benefits of the Transaction may not fully materialize or may take longer to realize than expected, or may be more costly to achieve than anticipated, including as a result of the impact of, or problems arising from, the integration of the two companies, the strength of the economy and competitive factors in the areas where Mid Penn and 1st Colonial do business, or other unexpected factors or events; the possibility that the Transaction may not be completed when expected or at all because required regulatory, shareholder or other approvals or other conditions to closing are not received or satisfied on a timely basis or at all (and the risk that such approvals may result in the imposition of conditions that could adversely affect Mid Penn or 1st Colonial or the expected benefits of the Transaction); the risk that Mid Penn is unable to successfully and promptly implement its integration strategies; reputational risks and potential adverse reactions from or changes to the relationships with the companies’ customers, employees or other business partners, including resulting from the announcement or the completion of the Transaction; the dilution caused by Mid Penn’s issuance of common stock in connection with the Transaction; diversion of management’s attention and time from ongoing business operations and other opportunities on matters relating to the Transaction; and other factors that may affect the future results of Mid Penn and 1st Colonial, including continued pressures and uncertainties within the banking industry and Mid Penn’s and 1st Colonial’s markets, including changes in interest rates and deposit amounts and composition, adverse developments in the level and direction of loan delinquencies, charge-offs, and estimates of the adequacy of the allowance for loan losses, increased competitive pressures, asset and credit quality deterioration, the impact of proposed or imposed tariffs by the U.S. government or retaliatory tariffs proposed or imposed by U.S. trading partners that could have an adverse impact on customers or any recession or slowdown in economic growth particularly in the markets in which Mid Penn or 1st Colonial operate, and legislative, regulatory, and fiscal policy changes and related compliance costs.

These factors are not necessarily all of the factors that could cause Mid Penn’s or 1st Colonial’s actual results, performance, or achievements to differ materially from those expressed in or implied by any of the forward-looking statements. Other unknown or unpredictable factors also could harm Mid Penn’s or 1st Colonial’s results.

Further information regarding Mid Penn and factors that could affect the forward-looking statements contained herein can be found in Mid Penn’s Annual Report on Form 10-K for the year ended December 31, 2024, which is accessible on the Securities and Exchange Commission’s (the “SEC”) website at www.sec.gov and under the Investors link on Mid Penn’s website at www.midpennbank.com, and in other documents Mid Penn files with the SEC. Information on these websites is not part of this document.

All forward-looking statements attributable to Mid Penn or 1st Colonial, or persons acting on Mid Penn’s or 1st Colonial’s behalf, are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made and Mid Penn and 1st Colonial do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions, or changes in other factors affecting forward-looking statements, except to the extent required by applicable law. If Mid Penn or 1st Colonial update one or more forward-looking statements, no inference should be drawn that Mid Penn or 1st Colonial will make additional updates with respect to those or other forward-looking statements.

Disclaimer



ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the Transaction, Mid Penn will file with the SEC a Registration Statement on Form S-4 to register the shares of Mid Penn common stock to be issued in connection with the Transaction that will include a proxy statement of 1st Colonial and a prospectus of Mid Penn (the “proxy statement/prospectus”), as well as other relevant documents concerning the Transaction. The definitive proxy statement/prospectus will be sent to the shareholders of 1st Colonial seeking their approval of the Transaction and other related matters. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SHAREHOLDERS OF 1ST COLONIAL ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN THEY BECOME AVAILABLE AND EACH OTHER RELEVANT DOCUMENT FILED WITH THE SEC BY MID PENN IN CONNECTION WITH THE TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the definitive proxy statement/prospectus, as well as other filings containing information about the Transaction, Mid Penn and 1st Colonial, without charge, at the SEC’s website, <http://www.sec.gov>. Copies of the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to Mid Penn Bancorp, Inc., 2407 Park Drive, Harrisburg, Pennsylvania, 17110, attention: Investor Relations (telephone (717) 914-6577), or to 1st Colonial's Investor Relations via email at IR@1stcolonial.com or by telephone to Mary Kay Shea, EVP and Chief Financial Officer at (856) 885-2391.

PARTICIPANTS IN THE SOLICITATION

Mid Penn, 1st Colonial and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of 1st Colonial in connection with the Transaction under the rules of the SEC. Information regarding Mid Penn’s directors and executive officers is available in the sections entitled “Directors, Executive Officers and Corporate Governance” and “Security Ownership of Certain Beneficial Owners and Related Stockholder Matters” in Mid Penn’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, which was filed with the SEC on March 13, 2025 (available at https://www.sec.gov/ix?doc=/Archives/edgar/data/0000879635/000087963525000030/mpb20241231.htm#ib5d99cc9b18a4f5ba25914385ab34a4f_226); in the sections entitled “Information Regarding Director Nominees and Continuing Directors,” “Beneficial Ownership of Mid Penn Bancorp, Inc.’s Stock Held By Principal Shareholders and Management,” “Governance of the Corporation” “Compensation Discussion and Analysis” and “Executive Compensation,” in Mid Penn’s definitive proxy statement relating to its 2025 Annual Meeting of Shareholders, which was filed with the SEC on March 28, 2025 (available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000879635/000119312525067010/d896960ddef14a.htm>); and other documents filed by Mid Penn with the SEC. To the extent holdings of Mid Penn common stock by the directors and executive officers of Mid Penn have changed from the amounts held by such persons as reflected in the documents described above, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus relating to the Transaction. Free copies of this document may be obtained as described in the preceding paragraph.

1st Colonial Bancorp, Inc. Transaction Rationale



Strengthens our footprint in the densely populated Philadelphia market

Attractive transaction impacts⁽¹⁾: ~14% EPS Accretion, ~6% TBV Dilution and ~24% IRR

Adds strong community relationships, stable low-cost core deposits and high-quality local commercial and residential loans

Scalable municipal operating account deposit business line provides significant opportunity with our larger balance sheet

Robert White to join our senior executive team as a continuation of 1st Colonial's strong risk management culture, reducing execution and integration risk

Builds on our proven track record of successful acquisitions and continues our transformation into a leading regional bank

(1) EPS accretion reflects full year 2027 estimated earnings accretion. IRR calculation assumes a 10.0x terminal P/E multiple and 8.5% minimum TCE / TA.

Overview of 1st Colonial Bancorp, Inc. (OTCPK: FCOB)



Key Highlights as of 6/30/2025

- Founded in 2000 and headquartered in Mount Laurel, NJ
- Consistently strong asset quality and profitability metrics
- Scalable, relationship-based municipal deposit business line
- Residential mortgage business positioned for strong contributions as the rate environment improves

\$877M

*Total
Assets*

\$743M

*Total
Deposits*

\$639M

*Gross
Loans*

0.52%

*NPA's /
Assets*

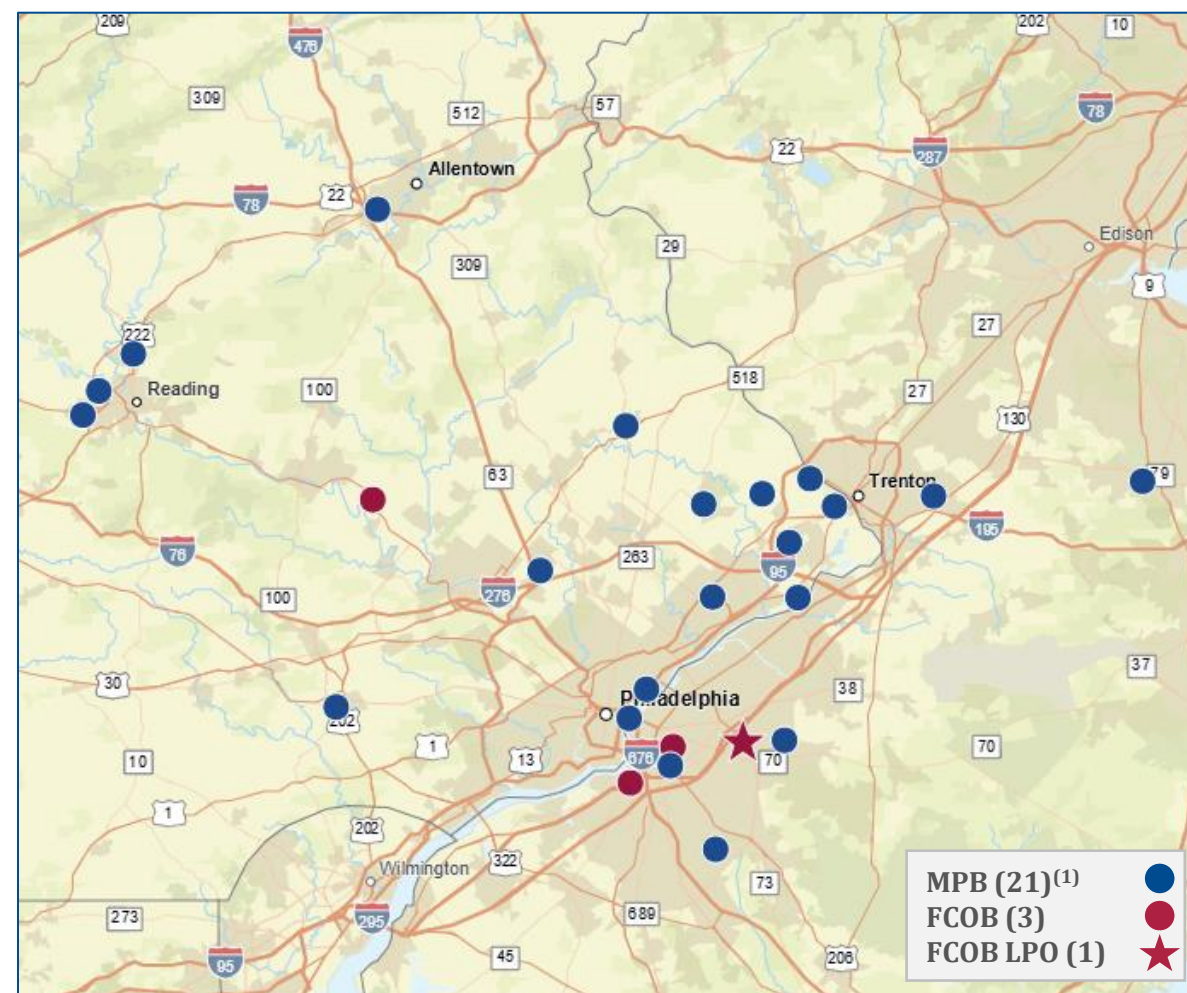
129%

*CRE /
TRBC*

0.93%

*YTD
ROAA*

Combined Southeastern PA + Central/Southern NJ Franchise



Source: S&P Global Market Intelligence and company filings

(1) Includes MPB branches in Southeast PA and Central NJ; Southeast PA includes the counties of Bucks, Philadelphia, Berks, Montgomery, Lehigh, and Chester, PA; Central NJ includes the counties of Camden, Mercer, Burlington, Middlesex and Monmouth, NJ; Excludes one administrative office located at 10 Canal St. in Bucks County, PA.

Low-Cost Deposit Base Positioned in Attractive Markets



Deposit Base Characteristics

8.1 Yrs

Weighted Average
Account Age at
FCOB⁽¹⁾

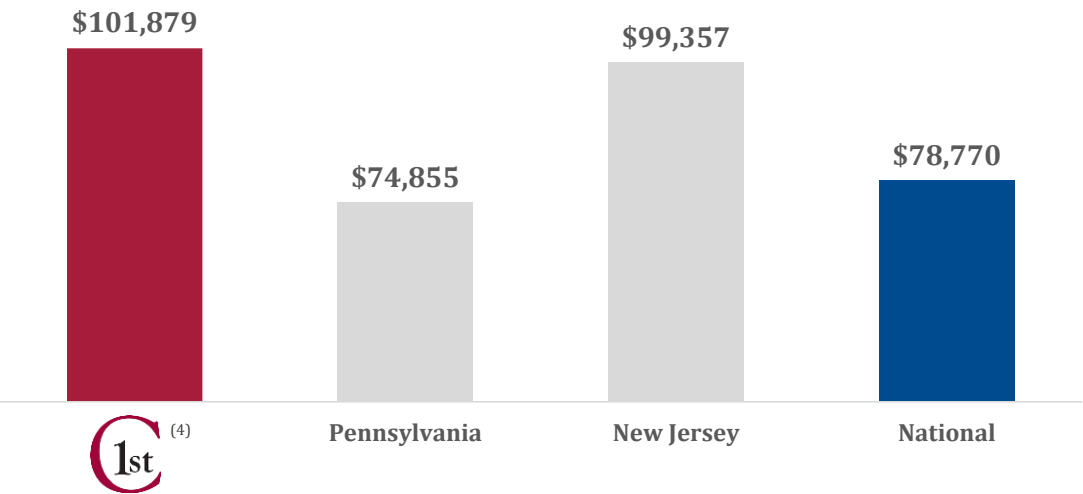
46%

Interest Bearing
Deposit Beta⁽²⁾

98%+

Time Deposits (%)
Repricing in Next
12 Months⁽³⁾

2025 Median Household Income (\$)

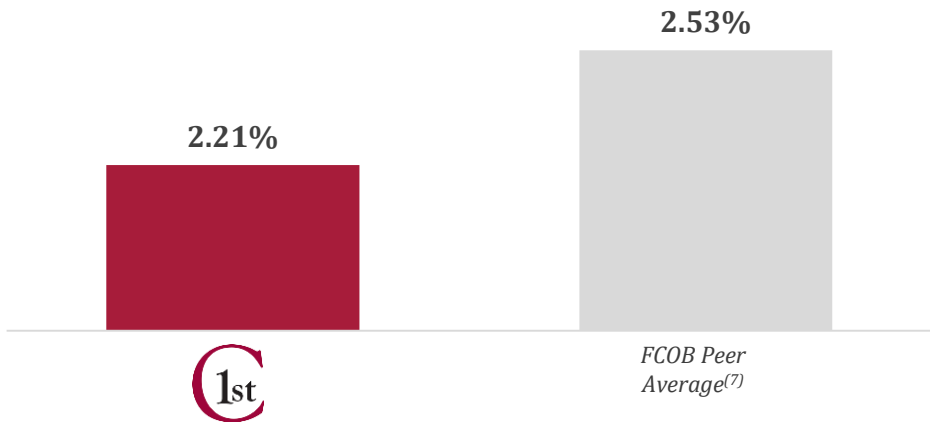


Deposits / Branch (\$M)

Efficient Branch Network



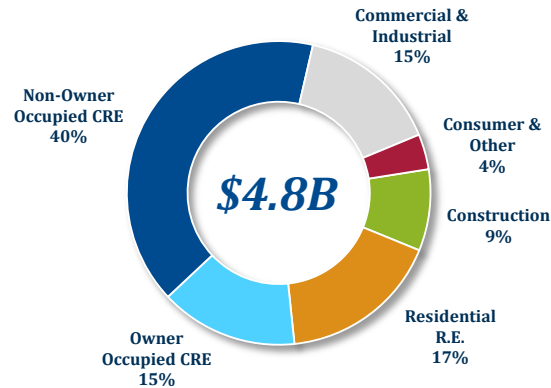
MRQ Cost of Deposits (%)



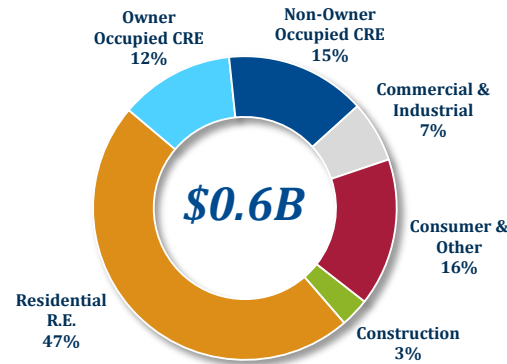
Pro Forma Loan & Deposit Composition



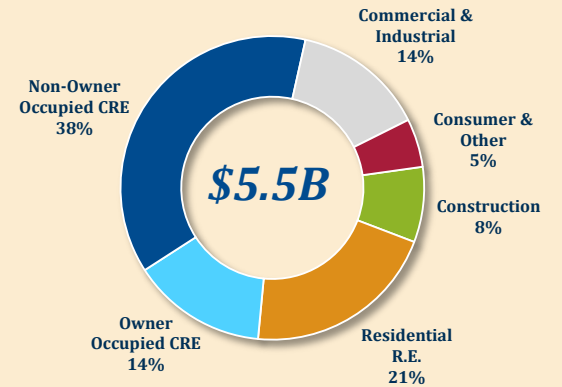
Loan Composition



2025Q2 Yield: 5.91%

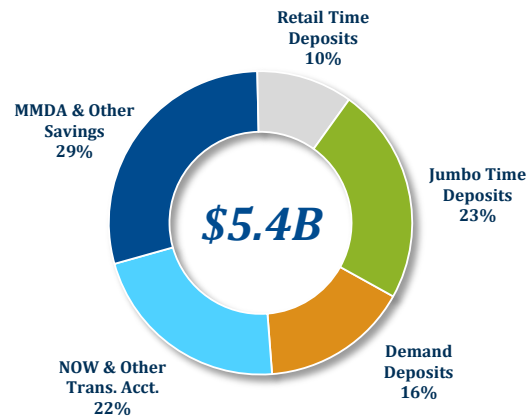


2025Q2 Yield: 5.81%

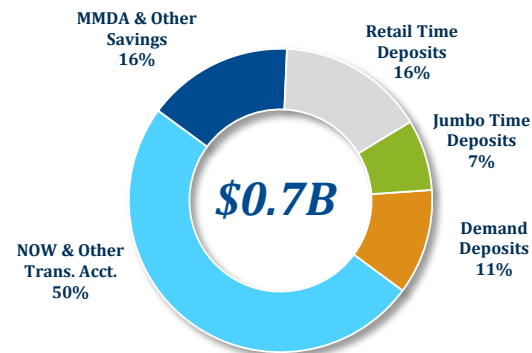


2025Q2 Yield: 5.90%

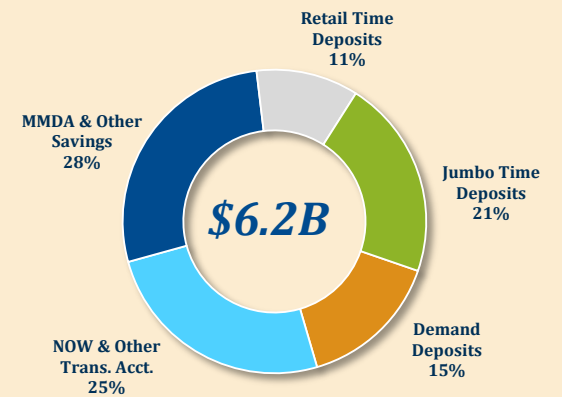
Deposit Composition



2025Q2 Cost: 2.41%



2025Q2 Cost: 2.21%



2025Q2 Cost: 2.38%

Transaction Terms & Financial Impact



Transaction Structure & Terms

- Mid Penn will acquire 100% of 1st Colonial's outstanding common stock
- FCOB shareholders may elect a fixed exchange ratio of 0.6945 shares of MPB common stock or \$18.50 per share of cash
- Subject to 60% of FCOB shares being exchanged for MPB stock and 40% of FCOB shares being exchanged for cash consideration
- Outstanding FCOB options to be cashed out
- Pro forma ownership: Approximately 92% MPB and 8% FCOB

Transaction Value and Multiples⁽¹⁾

- Implied value per share of \$20.03
- Aggregate transaction value of \$101 million
- Price / tangible book value per share of 1.16x
- Price / LTM earnings per share of 11.6x

Management & Board of Directors Representation

- Robert White, current FCOB CEO & President, will join Mid Penn's Senior Executive Team
- One director from FCOB will be appointed to Mid Penn's board
- Significant retention of FCOB business development team expected

Timing and Approvals

- FCOB shareholder approval
- Customary regulatory approvals
- Anticipated closing in late Q1 / early Q2 2026

(1) Based on MPB's closing share price of \$30.31 as of 9/23/2025

Key Transaction Assumptions



Standalone Forecasts

- Consensus estimates used for MPB through 2026
 - FCOB earnings per MPB management assumptions: 2025 net income of ~\$8.0 million and 2026 net income of ~\$8.5 million
-

Credit Mark

- Gross credit mark of \$7.9 million or 1.25% of loans held for investment
 - \$3.9 million (50%) allocated to purchase credit deteriorated loans (PCD)
 - \$3.9 million (50%) allocated to Non-PCD loans (accreted into earnings over 7 years, SYD method)
 - Day-two estimated CECL reserve of \$3.9 million (Double Count)
-

Other Fair Value Marks

- After-tax AOCI of approximately \$2.2 million accreted into earnings over 3 years, straight line method
 - Loan interest rate write-down of \$28.3 million pre-tax, or 4.5% of loans held for investment, accreted into earnings over 7 years, SYD method
 - Time deposit write-down of \$0.2 million pre-tax or 0.1% of time deposits amortized over 2 years, SYD method
 - Core deposit intangible of \$14.3 million, or 2.5% of non-time deposits, amortized over 10 years utilizing SYD methodology
-

Cost Savings and Merger Costs

- Fully phased-in cost savings equal to 40% of FCOB's noninterest expense base, phased in 80% in 2026
 - One-Time Charges: ~\$12 million pre-tax / ~\$9.6 million after-tax (fully reflected in pro forma TBV per share)
-

Highly Attractive Transaction Economics



Pro Forma Financial Impacts		Excluding CECL Double Count		Ex. CECL, Rate Marks & CDI
~10%	~14%	~9%	~13%	~8 %
2026 EPS Accretion	2027 EPS Accretion	2026 EPS Accretion	2027 EPS Accretion	2027 EPS Accretion
~(6%)	~3.4 Yrs	~(6%)	~3.3 Yrs	~2.4 Yrs
TBV per share Dilution at Close	TBV per share Earnback ⁽²⁾	TBV per share Dilution at Close	TBV per share Earnback ⁽²⁾	TBV per share Earnback ⁽³⁾
1.29%	13.4%	1.28%	13.3%	~(2%)
2027E ROAA	2027E ROATCE	2027E ROAA	2027E ROATCE	TBV per share Dilution at Close
24%	9.4%	24%	9.5%	
Internal Rate of Return (IRR) ⁽¹⁾	TCE Ratio	Internal Rate of Return (IRR) ⁽¹⁾	TCE Ratio	
11.7%	13.0%	11.8%	13.0%	
CET1 Ratio	Total Capital Ratio	CET1 Ratio	Total Capital Ratio	

Source: Company Documents; S&P Global Market Intelligence.

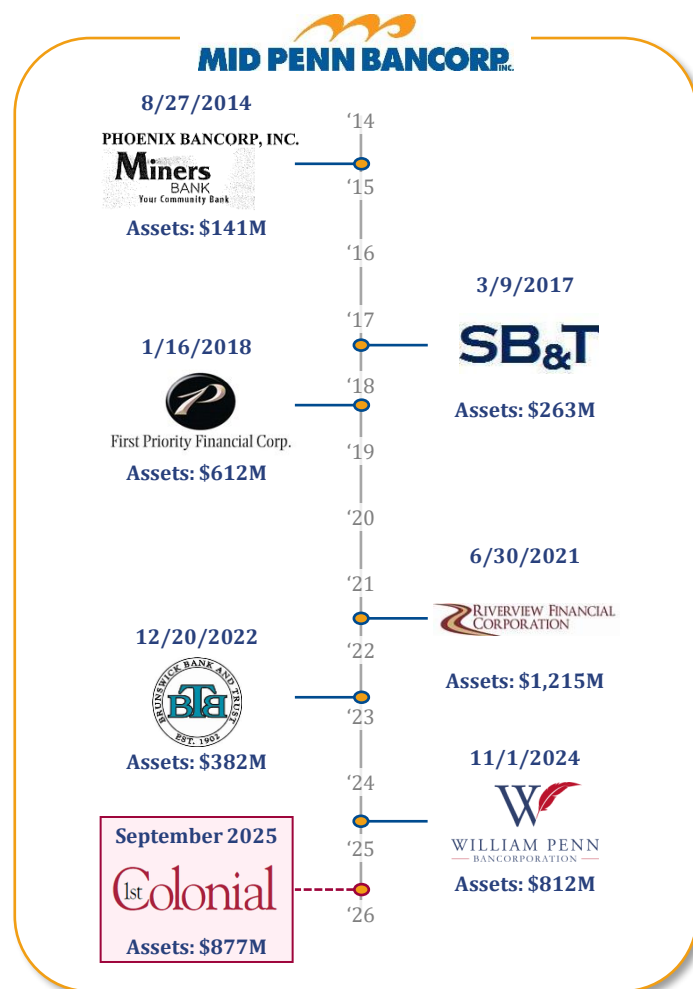
(1) IRR calculation assumes a 10.0x terminal P/E multiple and 8.5% minimum TCE / TA. (2) Crossover method.

(3) Static method calculation. Represents the per share amount of TBV per share dilution excluding CECL, rate marks and CDI divided by earnings per share accretion excluding CECL Day-2 accretion, core deposit intangible amortization and interest rate mark accretion.

Thorough Diligence Effort Utilizing MPB's Extensive M&A Track Record



Strong track record developed by successfully integrating 6 bank deals, with cumulative assets acquired of ~\$3.5B



- ✓ Utilized MPB's historical M&A experience and diligence team consisting of over 20 team members
- ✓ Mutual due diligence meetings conducted across all functional areas of the business
- ✓ **Comprehensive Loan Review Analysis**
 - Engaged third party advisors to assist in loan review and fair value work
 - Reviewed approximately 50% of FCOB's total loan portfolio
 - Detailed commercial and residential credit file review, including review of residential files for compliance purposes
 - Interest rate mark analysis performed on entire portfolio with granular discounting by specific collateral class and leveraging market data from our recently closed William Penn transaction

Diligence Focus Areas:



Source: S&P Global Market Intelligence. Note: Transaction data as of deal announce date.

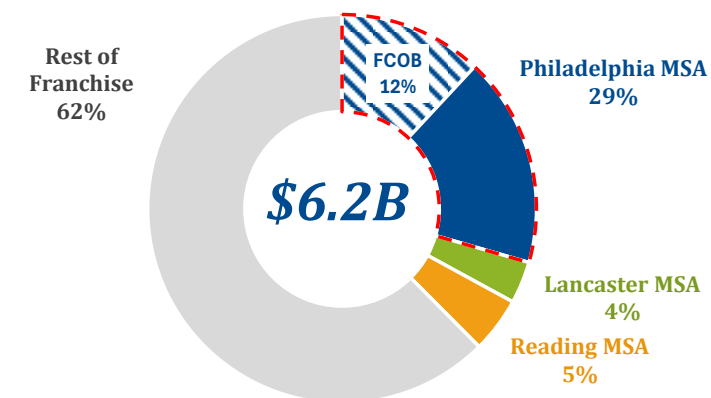
Low Risk Continuation of Southeast PA and NJ Expansion Strategy



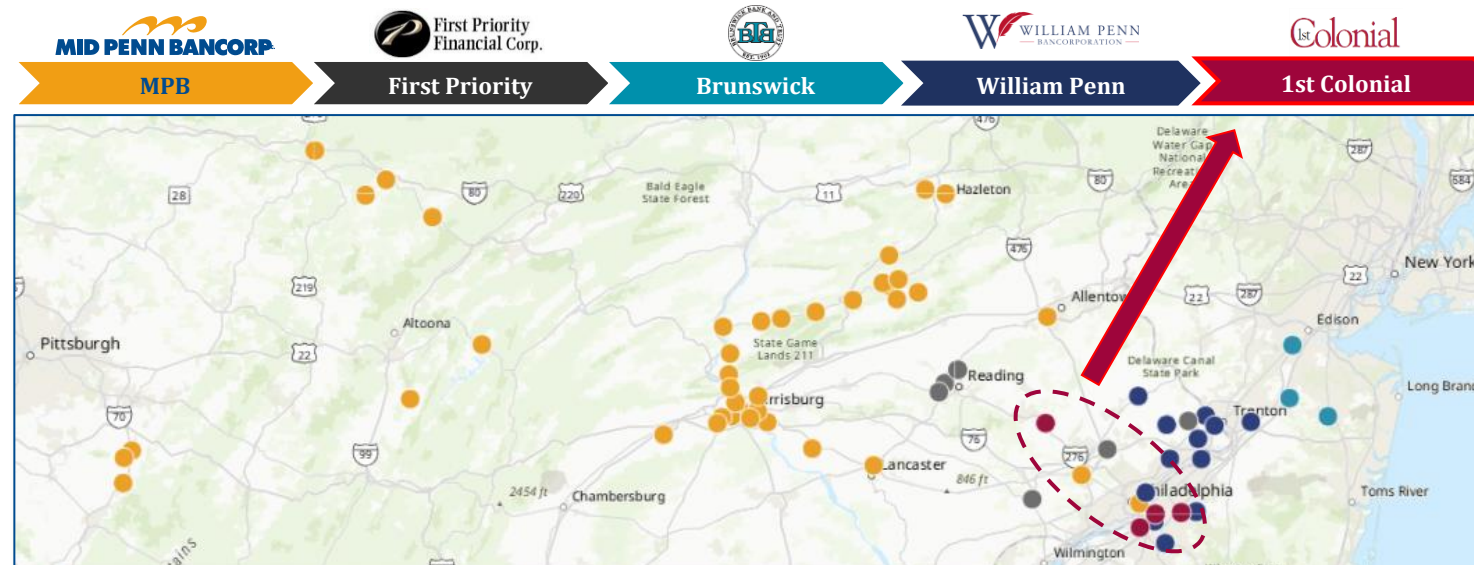
	First Priority Financial Corp.	Brunswick Bank and Trust	William Penn BANCORPORATION	1st Colonial
Announcement Date	1/16/2018	12/20/2022	11/1/2024	9/24/2025
Closing Date	7/31/2018	5/19/2023	4/30/2025	—
Target Assets @ Annc. (\$M)	\$612 ⁽¹⁾	\$382	\$812	\$877
Key Impacts				
EPS Accretion (%)	19%	9%	14%	14% ⁽²⁾
TBV Dilution (%)	(7%)	(4%)	(5%)	(6%) ⁽²⁾
TBV Earnback (yrs.)	2.8	2.7	2.4	3.4 ⁽²⁾

MPB Demonstrated Success In Growth Markets

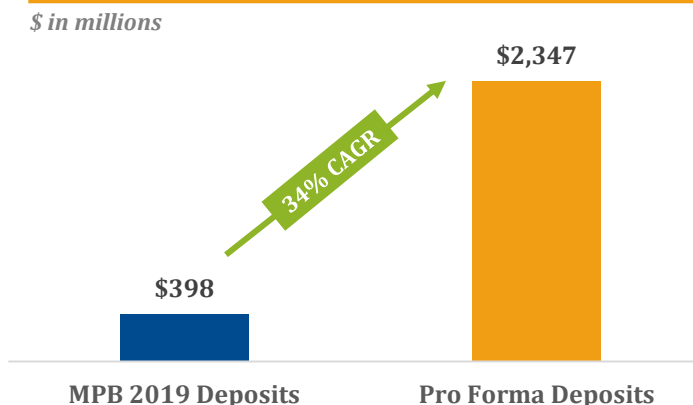
MPB Combined Deposit Franchise



MPB's M&A Expansion into Southeastern Pennsylvania and New Jersey



Southeast PA Growth Markets Progression⁽³⁾



Source: S&P Global Market Intelligence, FDIC. Note FDIC deposit data as of 6/30/2025. Note: Transaction data as of deal announcement date.

(1) More than 50% of assets acquired from First Priority were outside Southeast Pennsylvania and Central New Jersey. (2) Includes impact of cost savings and merger related adjustments.

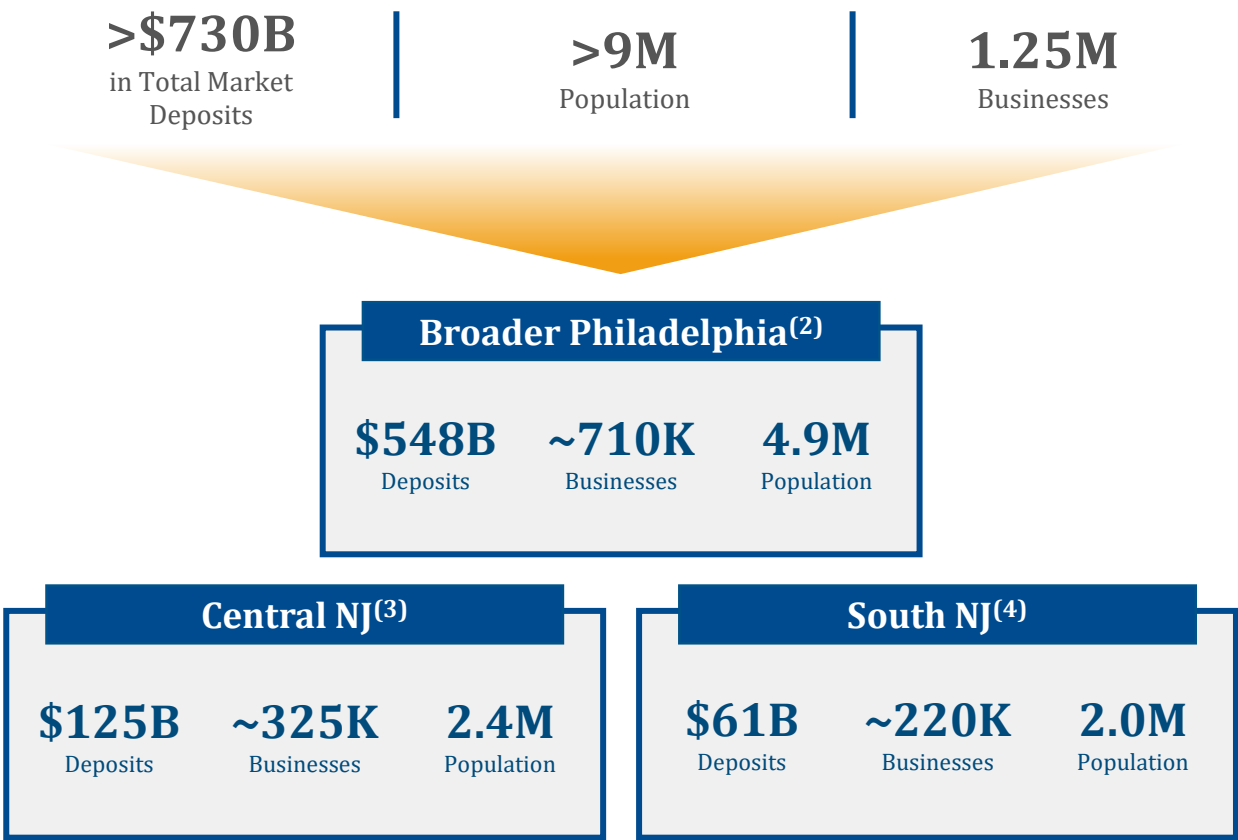
(3) Southeast Pennsylvania growth markets include those in the Philadelphia, Lancaster and Reading MSAs.

Significant Growth Opportunity Exists in Southeast PA and Central NJ



There is a need for a strong \$5-\$10 billion community focused bank following the Philadelphia market consolidation over the last decade

Sizable Market Opportunity



10 Year Lookback: Top Community Banks in the Philadelphia MSA⁽¹⁾

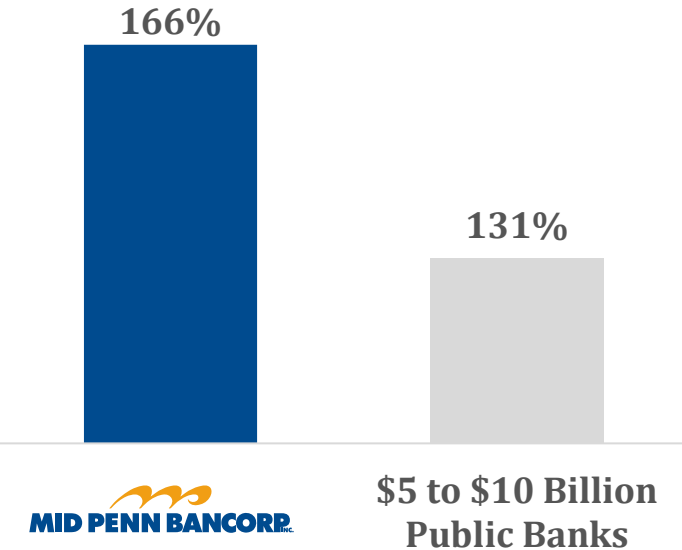
Rank	Institution	Deposits in Market (\$B)	Total Assets (\$B)	Successor / Acquiror
1.	Univest Financial Corp.	\$5.9	\$7.9	
	Republic First Bancorp	\$4.4	\$6.0	Fulton Financial Corporation
	Beneficial Bancorp	\$4.3	\$5.8	WSFS Financial Corporation
	Bryn Mawr Bank Corporation	\$4.1	\$5.0	WSFS Financial Corporation
2.	Firsttrust Savings Bank	\$3.9	\$5.2	
	Sesquehanna Bancshares, Inc.	\$3.5	\$18.5	Truist Financial Corporation
	National Penn Bancshares, Inc.	\$2.5	\$9.6	Truist Financial Corporation
3.	Meridian Corp.	\$2.1	\$2.5	
4.	Pro Forma MPB + FCOB ⁽⁵⁾	\$1.8	\$7.2	
	Mid Penn Bancorp Inc.	\$1.1	\$6.4	
	1st Colonial Bancorp Inc.	\$0.7	\$0.9	

Continues MPB's Transformation into a Leading Regional Bank



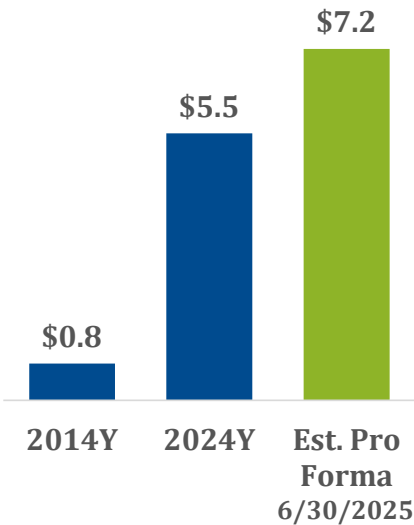
Best-in-Class Shareholder Value Creation

Total Shareholder Return Since 2014 Year-End

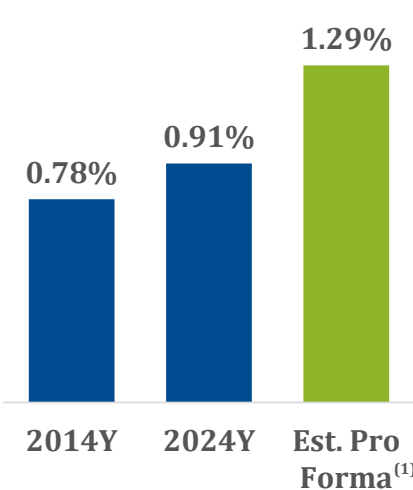


Transformation of MPB into a Leading Regional Bank

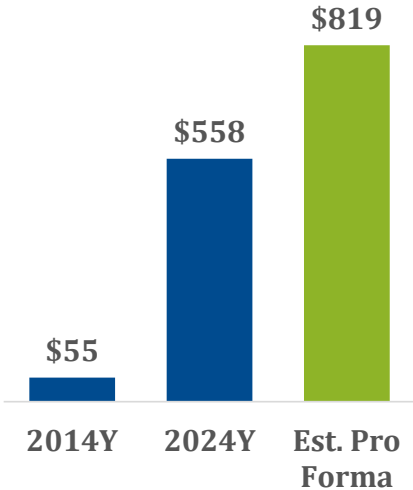
Total Assets (\$B)



ROAA (%)



Market Cap (\$M)





III. Appendix

Mid Penn Bancorp, Inc. Overview at June 30, 2025



Holding Company for Mid Penn Bank

Assets	Gross Loans	Deposits
\$6.4 B	\$4.8 B	\$5.4 B

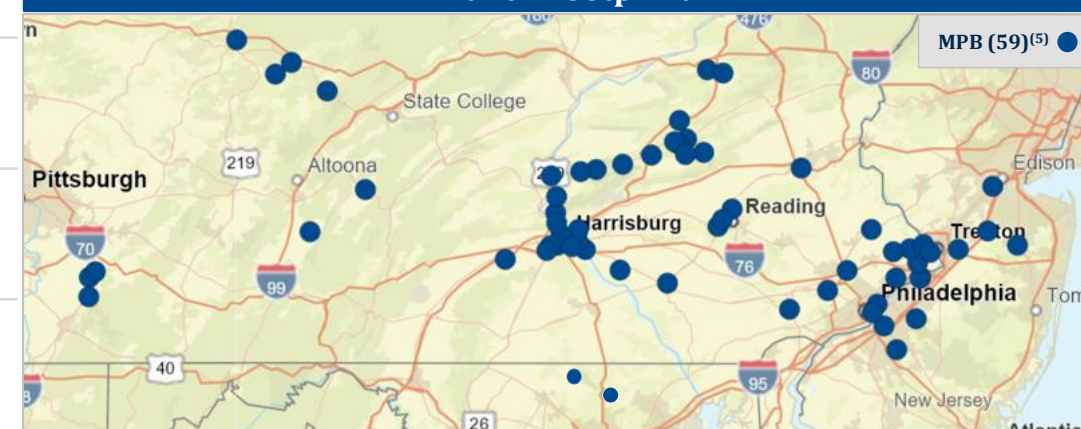
2Q25 Financial Highlights

Net Income	\$4.8m \$0.22/share		
Core Net Income ⁽²⁾	\$15.2m \$0.70/share	NPAs / Assets	0.44%
GAAP ROAA ⁽¹⁾ 0.32%	Core ROAA ⁽¹⁾⁽²⁾ 1.00%	MRQ NCOs / Avg. Loans ⁽¹⁾	0.07%
ROATCE ⁽¹⁾⁽²⁾ 4.05%	Core ROATCE ⁽¹⁾⁽²⁾ 11.86%	TCE / TA ⁽²⁾	10.1%
MRQ NIM ⁽¹⁾	3.44%	Loans / Deposits ⁽³⁾	88.7%

Highlights

- Banking subsidiary: Mid Penn Bank (est. 1868), state chartered non-member bank and trust company, headquartered in Millersburg, PA
- A PA-based commercial bank operating strategically throughout Pennsylvania and central and southern New Jersey
- Dedicated to providing comprehensive banking and trust services
- Highly active over the prior year. Key strategic initiatives include:
 - ✓ Closed acquisition of south-central Pennsylvania based insurance agency, Charis Insurance Group, Inc., in May 2025 for a purchase price of \$4.0 million
 - ✓ Closed acquisition of William Penn Bancorporation in April 2025 for a purchase price of \$120.0 million
 - ✓ \$80.6 million⁽⁴⁾ common equity raise completed in November 2024
 - 2,731,250 common shares issued at \$29.50 per share

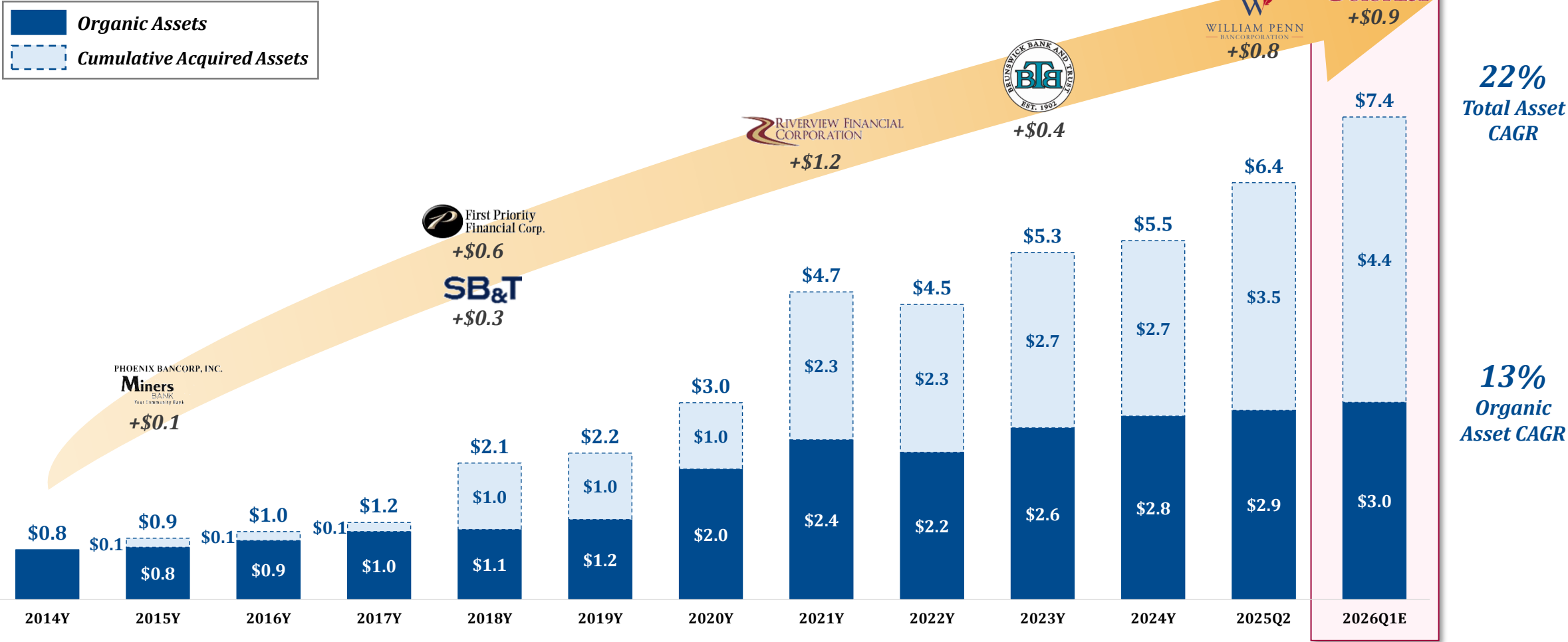
Branch Footprint



Demonstrated Track Record of Organic and Acquisitive Growth

MPB Asset Growth Since 2014

Dollars shown in billions



Note: Assumes historical assets acquired are equal to the total assets as last reported by target company prior to transaction close (excludes any purchase accounting adjustments)

Non-GAAP Reconciliation



(\$000s)	
	2025Q2
Net Income Available to Common Shareholders	\$4,762
Less: BOLI Death Benefit Income	1
Plus: Merger and Acquisition Expenses	11,011
Plus: Compensation expense for accelerated vesting of stock options and restricted stock awards	2,043
Less: Tax Effect of Merger and Acquisition Expenses	2,741
Net Income Excluding Non-Recurring Expenses	\$15,074
Weighted Average Shares Outstanding	21,566,617
Core Earnings Per Common Share Excluding Non-Recurring Expenses	\$0.70

(\$000s)	
	As of June 30, 2025Q2
Net Income Available to Common Shareholders	\$4,762
Less: BOLI Death Benefit Income	1
Plus: Merger and Acquisition Expenses	11,011
Plus: Compensation expense for accelerated vesting of stock options and restricted stock awards	2,043
Less: Tax Affect of Merger and Acquisition Expenses	2,741
Net Income Excluding Non-Recurring Expenses	\$15,074
Weighted Average Shares Outstanding	21,566,617
Core Earnings Per Common Share Ex. Non-Recurring Expenses	\$0.70
Average Assets	\$6,036,045
Core Return on Average Assets Ex. Non-Recurring Expenses	1.00%

Source: S&P Global Market Intelligence, Company Filings.

Non-GAAP Reconciliation



(\$000s)	
	As of June 30, 2025Q2
Total Common Equity	\$775,708
Goodwill	135,473
Other Intangibles	16,531
Less: Total Intangible Assets	152,004
Tangible Common Equity	\$623,704
Total Assets	\$6,354,542
Goodwill	135,473
Other Intangibles	16,531
Less: Total Intangible Assets	152,004
Tangible Assets	\$6,202,538
Tangible Common Equity / Tangible Assets	10.06%
Tangible Book Value Per Share	\$27.22

(\$000s)	2025Q2
Net Income Available to Common Shareholders	\$4,762
Plus: Intangible Amortizations, Net of Tax	588
	\$5,350
Average Shareholder's Equity	\$670,491
Less: Average Goodwill	130,824
Less: Average Core Deposit and Other Intangibles	9,824
Average Tangible Shareholder's Equity	\$529,843
Return on Average Tangible Common Equity	4.05%
Net Income Excluding Non-Recurring Expenses	\$15,074
Plus: Intangible Amortizations, Net of Tax	588
	\$15,662
Core Return on Average Tangible Common Equity	11.86%

Source: S&P Global Market Intelligence, Company Filings.

Pro Forma Tangible Book Value Dilution and Goodwill Reconciliation



\$ in millions, except per share

Tangible Book Value Dilution Reconciliation

	Estimated Pro Forma
Mid Penn Bancorp, Inc. Tangible Common Equity at Close	\$661
Mid Penn Bancorp, Inc. Tangible Book Value per share at Close	\$28.86
Stock Consideration to 1st Colonial	\$62
Goodwill Created	(24)
Core Deposit Intangible Created	(14)
Mid Penn Deal Expenses	(8)
Purchase Accounting Adjustments	(3)
Combined Tangible Common Equity	\$675
Comon Shares Outstanding	25.0
Pro Forma Tangible Book Value per Share	\$27.02
Tangible Book Value per Share Dilution (\$)	(\$1.84)
Tangible Book Value per Share Dilution (%)	(6.4%)
Tangible Book Value per Share Earnback (Years)	3.4

Goodwill Reconciliation

Fully Diluted Deal Value	\$101
FCOB Common Equity	89
Less: FCOB After Tax Restructuring Charge	(2)
Less: FCOB Intangibles	0
Tangible Common Equity	87
<u>Purchase Accounting Adjustments:</u>	
Gross Loans - Credit	(8)
ACL Reversal	10
Gross Loans - Rate	(28)
Deposit Mark	0
Net FMV Adjustments	(26)
Deferred Tax Asset / (Liability)	6
Target Adjusted Tangible Common Equity	66
Implied Premium	35
<u>Premium Allocation</u>	
Core Deposit Intangible	14
Deferred Tax Asset / (Liability)	(3)
Net CDI Allocation	11
Goodwill Allocation	\$24
<u>Net Deferred Tax Asset / (Liability) Created</u>	3