



NEWS RELEASE

Wintrust Financial Corporation Announces Plans to Acquire STC Capital Bank

2019-06-05

ROSEMONT, Ill., June 05, 2019 (GLOBE NEWSWIRE) -- Wintrust Financial Corporation ("Wintrust") (Nasdaq: WTFC) today announced the signing of a definitive agreement to acquire STC Bancshares Corp. ("STC"). STC is the parent company of STC Capital Bank, an Illinois state-chartered bank, which operates five banking offices located in the communities of St. Charles, Geneva and South Elgin, Illinois. As of March 31, 2019, STC Capital Bank had approximately \$277 million in assets, approximately \$204 million in loans and approximately \$246 million in deposits.

Edward J. Wehmer, President and CEO of Wintrust, said, "This transaction is a great opportunity to expand and complement our market presence in the western suburbs of the Chicago metropolitan area. STC Capital Bank has a wonderful reputation for providing outstanding customer service using a community banking approach. We look forward to continuing that tradition and to providing its customers with an expanded array of products, services and resources."

"We are excited about the opportunity to combine resources with Wintrust," said Anthony V. Sisto, STC's Chairman. "It makes sense in the evolution of our company to partner with a financial organization that is similarly-minded in their philosophy of offering highly personalized customer-oriented banking services with financial capabilities to support further expansion." Christopher D. Woelffer, STC's President emphasized that "By joining forces with Wintrust, STC Capital Bank's customers will not only retain very high levels of customer service but will also gain access to a wider range of products and services. We clearly see benefits for our customers, shareholders and employees and we look forward to joining the Wintrust family."

Terms of the Transaction

Subject to possible adjustment, the aggregate purchase price (including the value of in-the-money outstanding unexercised stock options) to STC shareholders is currently estimated to be approximately \$47.7 million. In the merger, each share of STC common stock outstanding will be converted into the right to receive merger consideration paid in a combination of approximately 50% cash and 50% shares of Wintrust common stock based on Wintrust's average trading price at closing determined in accordance with the merger agreement.

Subject to approval by banking regulators and STC's shareholders and certain other closing conditions, the transaction is expected to close in the third quarter of 2019, and it is not expected to have a material effect on Wintrust's 2019 earnings per share.

Advisors

D.A. Davidson & Co. acted as exclusive financial advisor to STC in the transaction and provided a fairness opinion to its Board of Directors. Barack Ferrazzano Kirschbaum & Nagelberg LLP acted as STC's transaction counsel, and Schiff Hardin LLP served as transaction counsel to Wintrust.

About Wintrust

Wintrust is a financial holding company with assets of approximately \$32 billion whose common stock is traded on the Nasdaq Global Select Market. Built on the "HAVE IT ALL" model, Wintrust offers sophisticated technology and resources of a large bank while focusing on providing service-based community banking to each and every customer. Wintrust operates fifteen community bank subsidiaries with over 160 banking locations located in the greater Chicago and southern Wisconsin market areas. Additionally, Wintrust operates various non-bank business units including business units which provide commercial and life insurance premium financing in the United States, a premium finance company operating in Canada, a company providing short-term accounts receivable financing and value-added out-sourced administrative services to the temporary staffing services industry, a business unit engaging primarily in the origination and purchase of residential mortgages for sale into the secondary market throughout the United States, and companies providing wealth management services and qualified intermediary services for tax-deferred exchanges.

Forward-Looking Information

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include statements relating to the proposed acquisition of STC and its integration with Wintrust, the combination of their businesses and projected revenue, as well as profitability and earnings outlook. The words "may," "continue," "estimate," "intend," "plan," "seek," "will," "believe," "project," "expect," "anticipate" and similar expressions are intended to identify forward-looking statements. These

statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from those anticipated at the date of this press release. These risks and uncertainties include, but are not limited to, the following: the risk that the proposed transaction may not be completed in a timely manner, or at all; the failure to satisfy the conditions precedent to the consummation of the proposed transaction, including, without limitation, the receipt of stockholder and regulatory approvals; unanticipated difficulties or expenditures relating to the proposed transaction; legal proceedings, including those that may be instituted against Wintrust or STC, its board of directors, its executive officers and others following the announcement of the proposed transaction; disruptions of current plans and operations caused by the announcement and pendency of the proposed transaction; potential difficulties in employee retention due to the announcement and pendency of the proposed transaction; the response of customers, suppliers and business partners to the announcement of the proposed transaction; risks related to diverting management's attention from STC or Wintrust's ongoing business operations; and other factors described in Wintrust's annual report on Form 10-K for Wintrust's fiscal year ended December 31, 2018 filed with the SEC and Wintrust's quarterly report on Form 10-Q for Wintrust's quarterly period ended March 31, 2019. Investors are cautioned that such statements are predictions and actual events or results may differ materially. The forward-looking statements included in this press release speak only as of the date made and Wintrust undertakes no duty to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking statements.

Important Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction involving Wintrust and STC. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or the solicitation of any vote or approval. The proposed transaction will be submitted to STC's shareholders for their consideration. In connection therewith, Wintrust intends to file all relevant materials with the Securities and Exchange Commission (the "SEC"), including a Registration Statement on Form S-4, which will include the proxy statement of STC that constitutes a prospectus of Wintrust (the "proxy statement/prospectus") and a definitive proxy statement/prospectus. However, such documents are not currently available. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, INVESTORS AND SECURITY HOLDERS OF STC ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the definitive proxy statement/prospectus, any amendments or supplements thereto and other documents containing important information about STC and Wintrust, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov or by requesting

them in writing or by telephone at the following address and telephone number: Wintrust Financial Corporation, 9700 W. Higgins Road, Suite 800, Rosemont, Illinois 60018, Attention: Kathleen Boege, telephone: (847) 939-9000.

Participants in the Solicitation

Wintrust, STC and certain of its respective directors, executive officers and other members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of Wintrust is set forth in its proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on April 5, 2019 and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Other information regarding the participants in the solicitation of proxies and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the preliminary and definitive proxy statements/prospectus and other relevant materials to be filed with the SEC when they become available.

FOR MORE INFORMATION CONTACT:

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