



First
Mid-Illinois
Bancshares, Inc.

Announces the Acquisition of



December 11, 2017

Forward-looking Statements

This document may contain certain forward-looking statements, such as discussions of First Mid and First Bank’s pricing and fee trends, credit quality and outlook, liquidity, new business results, expansion plans, anticipated expenses and planned schedules. First Mid and First Bank intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of First Mid and First Bank, are identified by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” or similar expressions. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties, including, among other things, the possibility that any of the anticipated benefits of the proposed transactions between First Mid and First Bank will not be realized or will not be realized within the expected time period; the risk that integration of the operations of First Bank with First Mid will be materially delayed or will be more costly or difficult than expected; the inability to complete the proposed transactions due to the failure to obtain the required stockholder approval; the failure to satisfy other conditions to completion of the proposed transactions, including receipt of required regulatory and other approvals; the failure of the proposed transactions to close for any other reason; the effect of the announcement of the transaction on customer relationships and operating results; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; changes in interest rates; general economic conditions and those in the market areas of First Mid and First Bank; legislative/regulatory changes; monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board; the quality or composition of First Mid’s and First Bank’s loan or investment portfolios and the valuation of those investment portfolios; demand for loan products; deposit flows; competition, demand for financial services in the market areas of First Mid and First Bank; and accounting principles, policies and guidelines. Additional information concerning First Mid, including additional factors and risks that could materially affect First Mid’s financial results, are included in First Mid’s filings with the Securities and Exchange Commission (the “SEC”), including its Annual Reports on Form 10-K. Forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, we do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise.

Special Note Concerning Proxy Statements



Important Information about the Merger and Additional Information

First Mid will file a registration statement on Form S-4 with the SEC in connection with the proposed transaction. The registration statement will include a proxy statement of First Bank that also constitutes a prospectus of First Mid, which will be sent to the stockholders of First Bank. **Investors in First Bank are urged to read the proxy statement/prospectus, which will contain important information, including detailed risk factors, when it becomes available.** The proxy statement/prospectus and other documents which will be filed by First Mid with the SEC will be available free of charge at the Securities and Exchange Commission's website, www.sec.gov, or by directing a request when such a filing is made to First Mid-Illinois Bancshares, P.O. Box 499, Mattoon, IL 61938, Attention: Investor Relations; or to First BancTrust Corporation, 114 West Church Street, Champaign, IL 61824, Attention: Investor Relations. A final proxy statement/prospectus will be mailed to the stockholders of First Bank.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, 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 such jurisdiction.

Participants in the Solicitation

First Mid and First Bank, and certain of their respective directors, executive officers and other members of management and employees are participants in the solicitation of proxies in connection with the proposed transactions. **Information about the directors and executive officers of First Mid is set forth in the proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on March 14, 2017. Information about the directors and executive officers of First Bank is set forth in its proxy statement for its 2017 annual meeting of stockholders, which is available on its website.** Investors may obtain additional information regarding the interests of such participants in the proposed transactions by reading the proxy statement/prospectus for such proposed transactions when it becomes available.

Compelling Rationale



Strategic Opportunity

- Creates a \$3.3 billion Midwest community banking franchise
- Execution of Strategic Plan to deepen First Mid's presence in target markets
- Enhances First Mid's presence in the attractive Champaign-Urbana market (FMBH currently ranks 15th in deposit market share will move to 4th)
- Seasoned lending staff and loan portfolio of \$368 million in total loans at 9/30/2017; 63% commercial and ag-related
- Opportunity to leverage First Mid's expanded service offerings

Financially Attractive

- Accretive to EPS in first full year
- Minimal tangible book value dilution estimated at closing with an earn-back anticipated in less than 2 years
- Operating synergies estimated at 28%, fully achievable by the end of the first year of operation

Low Risk Profile

- First Mid's management team has substantial merger integration experience
- Well-known markets to the First Mid team
- Comprehensive due diligence process and thorough loan review completed
- Similar cultures and retention of First Bank's current President will help facilitate a successful integration process

First BancTrust Corporation Overview



Company Overview⁽¹⁾

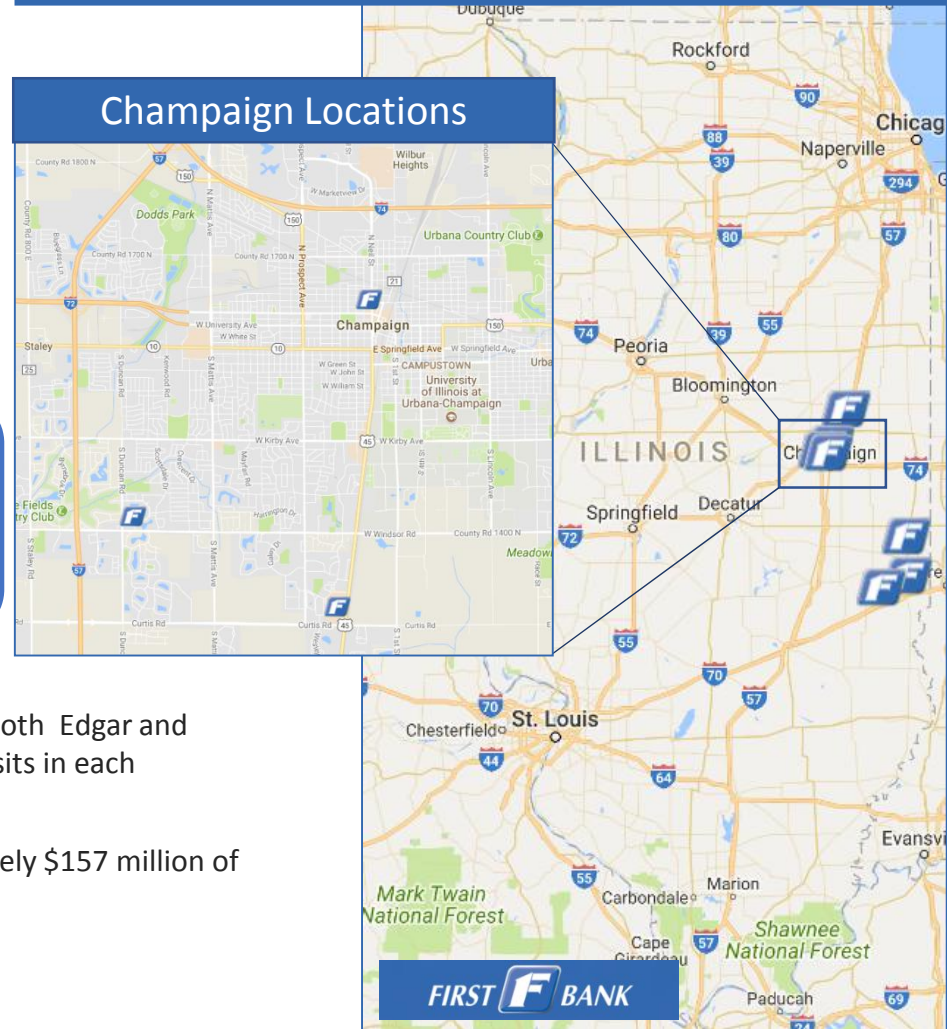
Total Assets: \$466 Million
Total Deposits: \$378 Million
Total Loans: \$368 Million

First BancTrust Corporation is headquartered in Champaign, Illinois. Shares of the Company are publicly traded on the OTCQX under the ticker symbol "FIRT".

Established in 1887, **First Bank & Trust**, a subsidiary of the Company, offers full-service community banking including commercial, retail and mortgage services through its network of 8 branches located in central Illinois

- First Bank & Trust holds the #2 market share position in both Edgar and Clark Counties with approximately 26% of the total deposits in each county.⁽²⁾
- The Bank ranks #6 in Champaign County with approximately \$157 million of deposits.⁽³⁾
- Diverse loan portfolio with solid asset quality metrics.

First Bank & Trust Branch Footprint



Transaction Terms and Pricing Ratios



Transaction Value⁽¹⁾

\$73.8 million

Consideration Structure

0.800 FMBH shares and \$5.00 in cash for each outstanding share of First Bank common stock

Shares Issued

1.6 million FMBH shares issued

FIRT Pro Forma Ownership

11.5%

Price/TBV

160.5%

Price/LTM EPS

22.9x

Required Approvals

Customary regulatory and FIRT shareholder approval

⁽¹⁾Based on 2,054,883 shares of FIRT outstanding and \$38.67 per share for FMBH – the Closing Price as on December 8, 2017

Note: All multiples based on September 30, 2017 financials

Key Assumptions



Estimated Cost Savings:

28% by the end of year 1

Revenue Enhancements:

None assumed; however, opportunities exist in wealth management, trust and insurance businesses

Transaction Expenses:

\$7.6 million, pretax

Credit Marks:

2.0% aggregate mark on loans and 20.0% on OREO

Core Deposit Intangible:

1.5% of non-time deposits

Capital Contingency:

No capital issuance required

Anticipated Close:

Mid 2018

Pro Forma Franchise



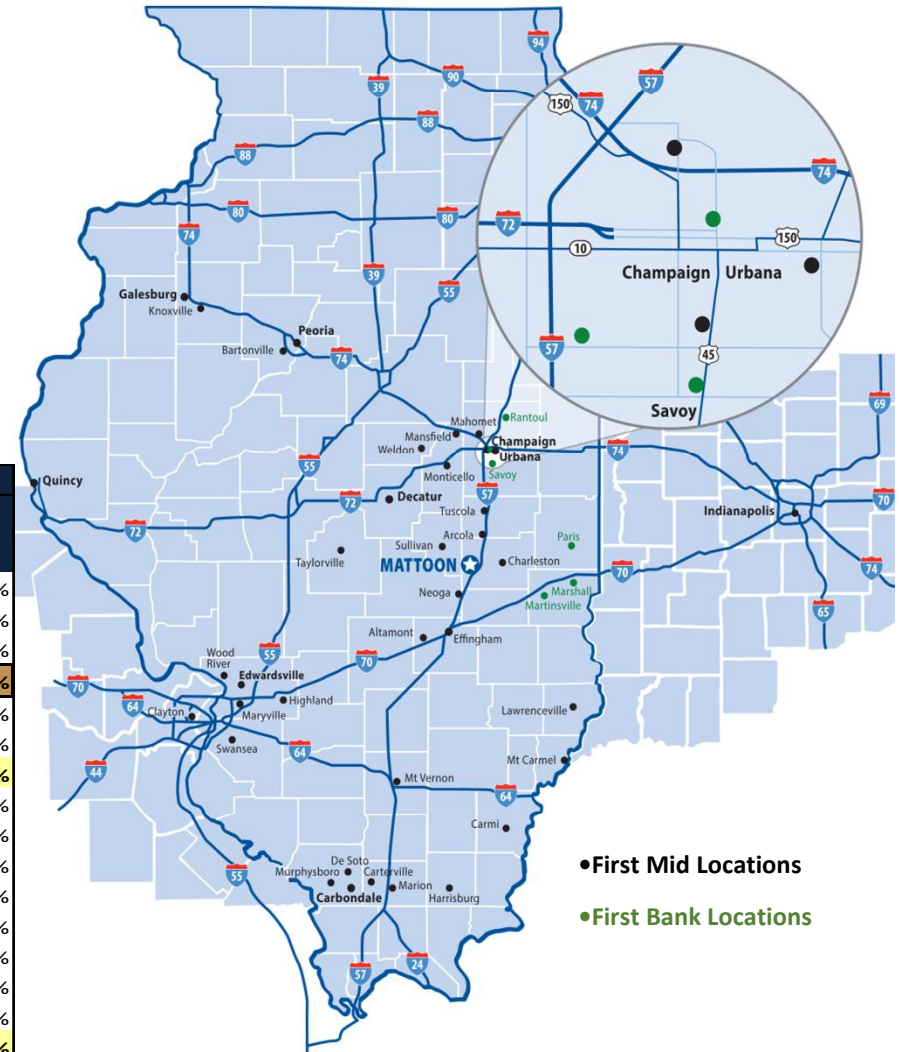
Pro Forma Overview⁽¹⁾

Total Assets: ~\$3.3 Billion
Total Deposits: ~\$2.6 Billion
Total Loans: ~\$2.2 Billion
Trust & Wealth Mgmt AUM: ~\$1.5 Billion

- 60 banking centers in 43 communities
- Combined Company to rank 4th in deposit market share in Champaign County (currently 15th)

Growing Deposit Market Share

Champaign, IL County ⁽²⁾		As of June 30, 2017			
Rank	Institution	State	# of Branches	Total Deposits (\$M)	Market Share (%)
1	First Busey Corp.	IL	16	2,170,248	41.77%
2	JPMorgan Chase & Co.	NY	3	707,278	13.61%
3	PNC Financial Services Group, Inc.	PA	5	391,367	7.53%
4*	Pro-Forma	IL	8	233,283	4.49%
4	Market Place Bancshares, Inc.	IL	2	185,906	3.58%
5	CIB Marine Bancshares, Inc.	WI	3	172,087	3.31%
6	First BancTrust Corp.	IL	4	157,115	3.02%
7	Great American Bancorp	IL	2	156,142	3.01%
8	Bancorp of Rantoul, Inc.	IL	2	152,254	2.93%
9	Longview Capital Corp.	IL	4	133,726	2.57%
10	Gifford Bancorp, Inc.	IL	3	125,023	2.41%
11	Fisher Bancorp, Inc.	IL	2	99,869	1.92%
12	Edgar County Bancshares, Inc.	IL	2	96,747	1.86%
13	Heartland Bancorp, Inc.	IL	3	95,315	1.83%
14	First Financial Corp.	IN	5	81,880	1.58%
15	First Mid-Illinois Bancshares, Inc.	IL	4	76,168	1.47%
Market Total			79	5,195,165	100.00%



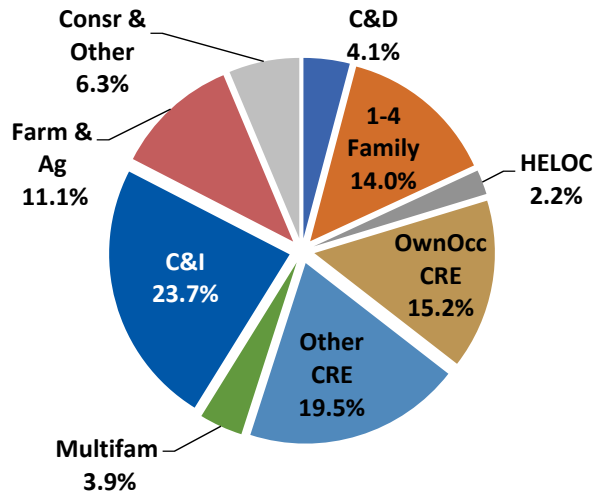
• First Mid Locations
• First Bank Locations

Pro Forma Loan Portfolio



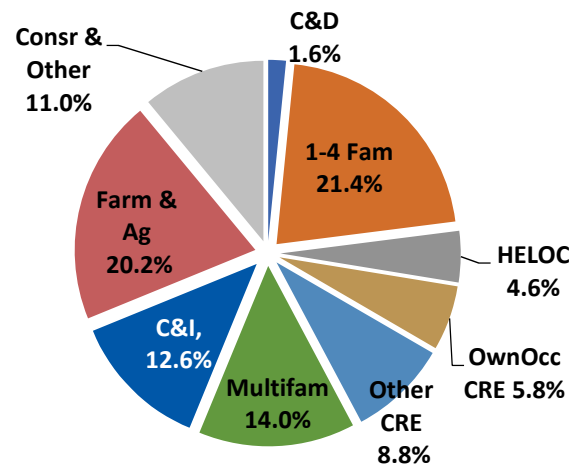
As of September 30, 2017:

First Mid-Illinois Bank & Trust



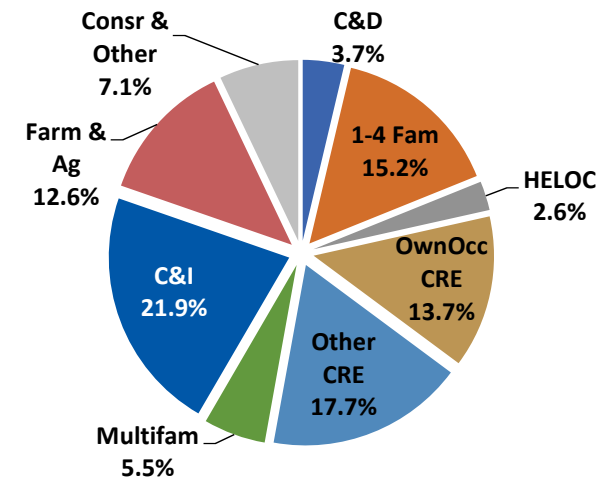
Loan Type	Composition	
	(\$000s)	% of Total
Constr. & Dev.	77,179	4.1%
1-4 Family Res.	260,778	14.0%
Home Equity	41,119	2.2%
Owner-Occ CRE	283,942	15.2%
Other CRE	363,242	19.5%
Multifamily	72,323	3.9%
C&I	443,473	23.7%
Farm & Agricultural	207,479	11.1%
Consumer & Other	118,027	6.3%
Total Loans	1,867,562	100.0%

First Bank & Trust, IL



Loan Type	Composition	
	(\$000s)	% of Total
Constr. & Dev.	5,820	1.6%
1-4 Family Res.	78,813	21.4%
Home Equity	16,896	4.6%
Owner-Occ CRE	21,323	5.8%
Other CRE	32,566	8.8%
Multifamily	51,552	14.0%
C&I	46,423	12.6%
Farm & Agricultural	74,325	20.2%
Consumer & Other	40,450	11.0%
Total Loans	368,168	100.0%

Pro Forma



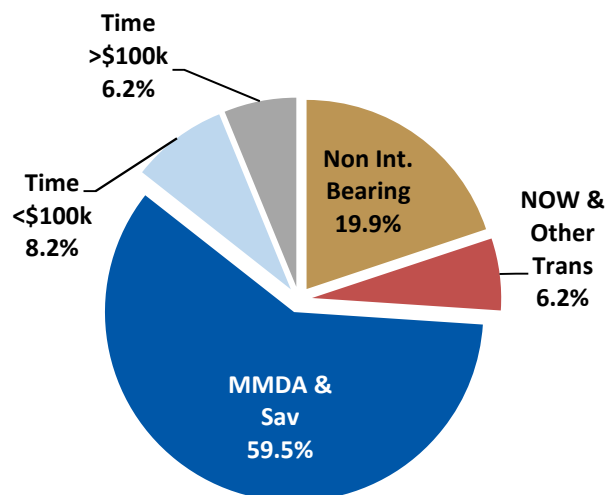
Loan Type	Composition	
	(\$000s)	% of Total
Constr. & Dev.	82,999	3.7%
1-4 Family Res.	339,591	15.2%
Home Equity	58,015	2.6%
Owner-Occ CRE	305,265	13.7%
Other CRE	395,808	17.7%
Multifamily	123,875	5.5%
C&I	489,896	21.9%
Farm & Agricultural	281,804	12.6%
Consumer & Other	158,477	7.1%
Total Loans	2,235,730	100.0%

Pro Forma Deposit Composition



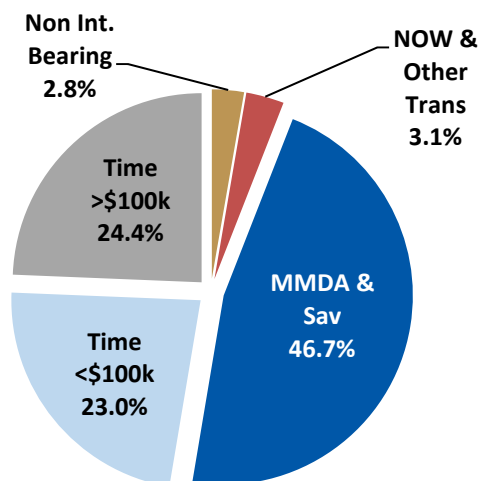
As of September 30, 2017:

First Mid-Illinois Bank & Trust



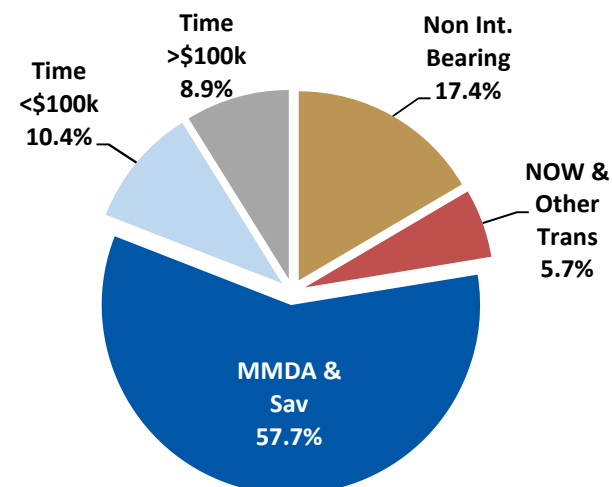
Deposit Type	Composition	
	(\$000s)	% of Total
Non Interest Bearing	443,673	19.9%
NOW & Other Trans	137,528	6.2%
MMDA & Sav	1,328,607	59.5%
Time Deposits <\$100k	183,131	8.2%
Time Deposits >\$100k	138,245	6.2%
Total Deposits	2,231,184	100.0%

First Bank & Trust, IL



Deposit Type	Composition	
	(\$000s)	% of Total
Non Interest Bearing	10,583	2.8%
NOW & Other Trans	11,933	3.1%
MMDA & Sav	178,067	46.7%
Time Deposits <\$100k	87,772	23.0%
Time Deposits >\$100k	93,175	24.4%
Total Deposits	381,530	100.0%





Pro Forma



Deposit Type	Composition	
	(\$000s)	% of Total
Non Interest Bearing	454,256	17.4%
NOW & Other Trans	149,461	5.7%
MMDA & Sav	1,506,674	57.7%
Time Deposits <\$100k	270,903	10.4%
Time Deposits >\$100k	231,420	8.9%
Total Deposits	2,612,714	100.0%

Experienced Growth Through M&A



			 <small>First Clover Leaf Financial Corp.</small>	
Transaction Date	Closed 9/10/10	Closed 8/14/15	Closed 9/08/16	Announced 12/11/17
Transaction Value	\$16 Million	\$16 Million	\$89 Million	\$74 Million
Deal Type	Branch	Branch	Whole Bank	Whole Bank
Assets <small>(\$000s)</small>	\$321 Million	\$441 Million	\$659 Million	\$466 Million
Loans <small>(\$000s)</small>	\$135 Million	\$156 Million	\$449 Million	\$368 Million
Deposits <small>(\$000s)</small>	\$336 Million	\$453 Million	\$535 Million	\$383 Million
# of Branches	10	12	7	8

First Mid has successfully completed 11 acquisitions since 1992 which has added nearly \$1.9 Billion of assets. The most recent of these whole bank & branch transactions are detailed to the left.

•First Mid’s insurance subsidiary acquired Illiana Insurance Group, a senior solutions insurance center, in December 2015.



First

Mid-Illinois

Bancshares, Inc.