

Clatsop Community bank to merge with Lewis & Clark Bank

The combination creates a \$300 million asset commercial bank serving Portland Metro and the Oregon Coast

Oregon City, Oregon and Seaside, Oregon, January 31, 2019. Lewis & Clark Bank (OTC Pink: LWCL, "Lewis & Clark") and Clatsop Community Bank (OTC Pink: CLAT, "Clatsop") today jointly announced the signing of a definitive agreement to merge Clatsop into Lewis & Clark in a stock and cash transaction. The aggregate merger consideration is valued at approximately \$15 million based on Lewis & Clark's January 30, 2019 closing stock price of \$34.25. Lewis & Clark Board Chairman, David Roche stated, "The merger of Lewis & Clark and Clatsop represents a significant milestone for each institution and was driven by what we both see as opportunities for sustainable future growth. The expanded geographic footprint from Oregon City to the Coast affirms our combined confidence in the growth of the Northwestern Oregon marketplace."

As of December 31, 2018, Clatsop had \$95 million in assets and two branches, one in Seaside, OR and one in Astoria, OR. Clatsop President and Chief Executive Officer, Joe Schulte commented "Lewis & Clark is the perfect partner for Clatsop Community Bank. We are excited to combine with Lewis & Clark and continue to offer our customers exceptional service and tailored products. This is a great opportunity for Clatsop Community Bank to immediately benefit from increased scale and participate in much larger, adjacent markets. I want to thank our dedicated employees, loyal customers and supportive shareholders and look forward to the enhanced potential of the combined company going forward."

"Clatsop Community Bank is a great bank and an ideal partner for us." said Jeff Sumpter, President & Chief Executive Officer of Lewis & Clark. "We have similar cultures and banking philosophies and this combination will create significant synergies and opportunities for future growth. The greater scale and added liquidity will strengthen our financial position; expand our ability to serve our clients and better position us for future growth. We are eager to partner with Clatsop's talented employees and continue the strong level of service to the valued customers in Clatsop County."

At closing, Clatsop shareholders will receive 0.3040 Lewis & Clark shares and \$2.89 in cash in exchange for each share of Clatsop stock. Based on Lewis & Clark's closing stock price on January 30, 2019 of \$34.25, the merger consideration is valued at \$13.30 per Clatsop share. The value of the merger consideration will fluctuate based on the price of Lewis & Clark stock.

As part of the merger, the Lewis & Clark board will invite three board members from the Clatsop board to join creating a nine-member Board of Directors for Lewis & Clark Bank. Sumpter will continue in his role as President and Chief Executive Officer of Lewis & Clark and Schulte will join Lewis & Clark as Market President.

The transaction has been unanimously approved by the Lewis & Clark Board of Directors and Clatsop Board of Directors. Closing of this transaction is expected in the middle of 2019 and is subject to customary regulatory approval and approval by the shareholders of both Lewis & Clark and Clatsop.

Lewis & Clark was advised in this transaction by Sandler O'Neill & Partners, L.P. as financial advisor and Miller Nash Graham & Dunn, LLP as legal counsel. Clatsop was advised in this transaction by RP Financial, LC. as financial advisor and Lane Powell PC as legal counsel.

About Lewis & Clark Bank

Headquartered in Oregon City, Oregon, Lewis & Clark Bank is an Oregon state-chartered full-service commercial bank. The Bank serves Oregon and Southwest Washington through its main branch location in Oregon City, Oregon.

About Clatsop Community Bank

Clatsop Community Bank was formed in 2008 to serve Clatsop County and neighboring counties as the only locally-owned and operated bank in the area. The Bank has been named among the "100 Best Companies to Work for in Oregon" by *Oregon Business Magazine* for 2009, 2010, 2011, 2012, 2013, 2014 and 2015. For more information about Clatsop Community Bank, visit our website at www.clatsopbank.com.

Forward Looking Statements

Certain statements in this release may be deemed to be "forward-looking statements." Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. These statements are based on current plans, estimates and projections, and therefore you should not place undue reliance on them. Forward looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from those contained in any forward-looking statement.