

**Acquisition of Macatawa Bank Corporation:**  
*Strategic Expansion Into West Michigan*  
*With a High-Performing Banking Platform*

**April 15, 2024**

**WINTRUST**  

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 **MACATAWA BANK**<sup>®</sup>

# Forward Looking Statements

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This communication contains forward-looking statements within the meaning of the federal securities laws relating to the proposed acquisition of Macatawa Bank Corporation (“Macatawa”) by Wintrust Financial Corporation (“Wintrust”) and integration of Macatawa with Wintrust, the combination of their businesses and projected revenue, as well as profitability and earnings outlook. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including all statements regarding the intent, belief or current expectations of Wintrust and Macatawa and members of their respective senior management teams. Investors and security holders are cautioned that such statements are predictions, are not guarantees of future performance and actual events or results may differ materially. Completion of the acquisition, expected financial results or other plans are subject to a number of risks and uncertainties.

Additional risks and uncertainties may include, but are not limited to, the risk that expected cost savings, revenue synergies and other financial benefits from the proposed merger may not be realized or take longer than expected to realize, the failure to obtain required regulatory or shareholder approvals for the proposed merger, the failure of the closing conditions in the merger agreement to be satisfied or any unexpected delay in closing the merger transaction.

Further information regarding additional factors that could cause results to differ materially from those contained in the forward-looking statements, see “Risk Factors” and the forward-looking statement disclosure contained in the Annual Report on Form 10-K for the most recently ended fiscal year of each of Wintrust and Macatawa, as well as the proxy statement/prospectus described below, and other documents subsequently filed by Wintrust or Macatawa with the Securities and Exchange Commission. Forward-looking statements are based on information currently available to Wintrust and Macatawa, and the parties assume no obligation and disclaim any intent to update any such forward-looking statements.

# Transaction Highlights

## Expansion into Economically Attractive Greater Grand Rapids and West Michigan Markets



- ✓ Expands Wintrust's Midwest geographic presence into economically attractive contiguous West Michigan markets
- ✓ Overlays Wintrust's unique community bank operating model with Macatawa's significant scarcity value in the Grand Rapids MSA as one of the largest locally-headquartered banks
- ✓ Continue to capitalize on favorable underlying economic trends and expected growth profile in West Michigan

## Utilize High-Performing Macatawa Platform for Future Growth in Michigan



- ✓ Macatawa is a high-performing commercially-focused community bank that can be leveraged to drive future Wintrust growth into complementary Michigan markets
- ✓ History of robust financial returns; Macatawa currently operates at a 1.60% ROAA (2023Y)
- ✓ Macatawa to maintain, like other Wintrust subsidiaries, a community banking model, its charter, name, and brand to actively best serve all stakeholders

## Macatawa's Leading Community Banking Franchise will Benefit from Wintrust's Resources



- ✓ Strong low-cost and granular core deposit base with 1.35% cost of deposits and 87% non-time deposit composition (Q4'23)
- ✓ Commercial-focus with strong ties to the local business community; 82% total commercial loan composition
- ✓ Additive wealth/trust business with \$1.2Bn of assets under administration (AUA)
- ✓ Integrates Wintrust's differentiated model, product suite and infrastructure with Macatawa's platform and customer base

## Ability to Leverage Macatawa's Significant Excess Capital and Liquidity



- ✓ Significant potential benefit from deployment of Macatawa's large levels of excess liquidity and capital
- ✓ Macatawa has a 55% Loan / Deposit ratio and 17.7% CET1 Ratio
- ✓ Strong asset-liability position with short duration loan and securities portfolios; asset sensitive balance sheet benefitting from higher rates

## Low Execution Risk Driven by Pristine Asset Quality, Consistent Operating Cultures and Wintrust's Proven Acquisition Expertise



- ✓ Conservative credit philosophy and pristine asset quality with NCOs < 0.0% (Q4'23)
- ✓ Wintrust has significant alignment with the culture and management of Macatawa with a focus on customers, communities and employees
- ✓ Expected efficient integration leveraging Wintrust's proven acquisition expertise

# Overview of Macatawa Bank Corporation

A High-Performing West Michigan Commercially-Focused Community Bank with a Strong Core Deposit Franchise, Significant Excess Capital & Liquidity, and Pristine Asset Quality

## Overview of Macatawa Bank

(As of Q4'23)

<b>Total Assets</b>	\$2.7Bn
<b>Total Deposits</b>	\$2.4Bn
<b>Headquarters</b>	Holland, Michigan
<b>Chairman of the Board</b>	Richard Postma
<b>President and Chief Executive Officer</b>	Jon Swets
<b>Ticker</b>	MCBC (NASDAQ-Listed)
<b>Year Founded</b>	1997
<b>Branches</b>	26 Full-Service Retail Branches
<b>Wealth Assets Under Administration</b>	\$1.2Bn

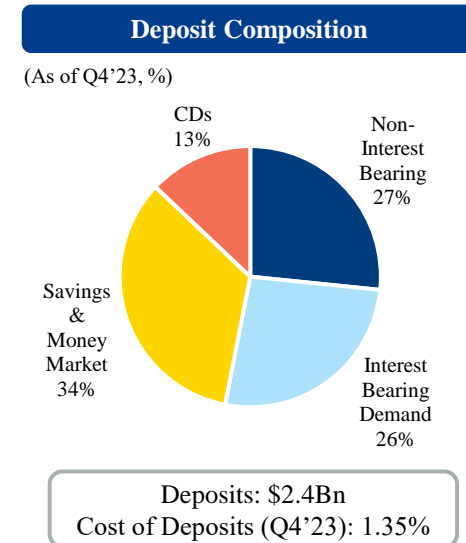
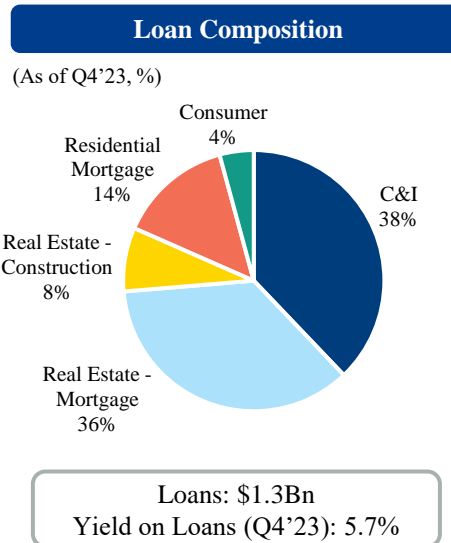
## Financial Summary

Balance Sheet & Capital (As of Q4'23, %)	
Cash & Securities / Assets	47
Loan / Deposit Ratio	55
Non-Time Deposit Composition	87
TCE / TA	10.4
CET1 Ratio	17.7
NCOs / Avg. Loans	(0.01)
Reserves / Loans	1.30
Profitability (2023Y, %)	
ROAA	1.60
ROATCE	16.4
NIM	3.36
Efficiency Ratio	49
Fee Income Ratio	17

## Key Franchise Highlights



- 1 Attractive Low Cost, Core Deposit Franchise
- 2 Strong Balance Sheet with Significant Excess Capital & Liquidity
- 3 Commercially-Focused Loan Portfolio with Pristine Credit Quality
- 4 Robust History of Financial Returns & Performance Metrics
- 5 Significant Scarcity Value in the Attractive Grand Rapids MSA
- 6 Wealth Business Contributing to Relationship Banking Model
- 7 Experienced Management Team Leading the Business Bank of West Michigan

## Loan & Deposit Composition



# Macatawa Bank: A Leading Franchise Across All Key Attributes

		Macatawa	Bank Industry <sup>(1)</sup>		Macatawa vs. Bank Industry <sup>(1)</sup>
			Top Quartile	Median	
Deposit Franchise	Cost of Deposits (Q4'23)	1.35%	1.58%	2.10%	✓+
	Non-Time Deposit Composition	87%	87%	85%	✓+
	Cycle-to-Date Deposit Beta <sup>(2)</sup>	25%	29%	38%	✓+
Balance Sheet & Capital	Loan / Deposit Ratio	55%	78%	85%	✓+
	Cash / Assets	16%	6%	4%	✓+
	CET1 Ratio	17.7%	13.2%	11.7%	✓+
Loans & Asset Quality	C&I Loan Composition	38%	33%	23%	✓+
	NCOs / Avg. Loans (Q4'23)	(0.01)%	0.08%	0.15%	✓+
	Reserves / Total Loans	1.30%	1.30%	1.18%	✓+
Financial Performance	ROAA ('23Y)	1.60%	1.22%	1.06%	✓+
	ROATCE ('23Y)	16.4%	18.2%	14.4%	✓
	NIM ('23Y)	3.36%	3.54%	3.30%	✓
	Efficiency Ratio ('23Y)	49%	51%	55%	✓+
Markets & Demographics	Population Growth 5-Year Projection	3.0% <sup>(3)</sup>		2.4% <sup>(4)</sup>	✓+
	Median Household Income	\$80.9k <sup>(3)</sup>		\$75.9k <sup>(4)</sup>	✓+
	Current Unemployment Rate	3.1% <sup>(3)</sup>		3.9% <sup>(4)</sup>	✓+
Wealth & Fee Income	AUA / Assets	42%	66%	33%	✓
	Fee Income Ratio ('23Y)	17%	23%	17%	✓

 Above Bank Industry Top Quartile  
 Above Bank Industry Median

Source: SNL Financial, Company Filings; financial data as of 12/31/2023

**Notes:**

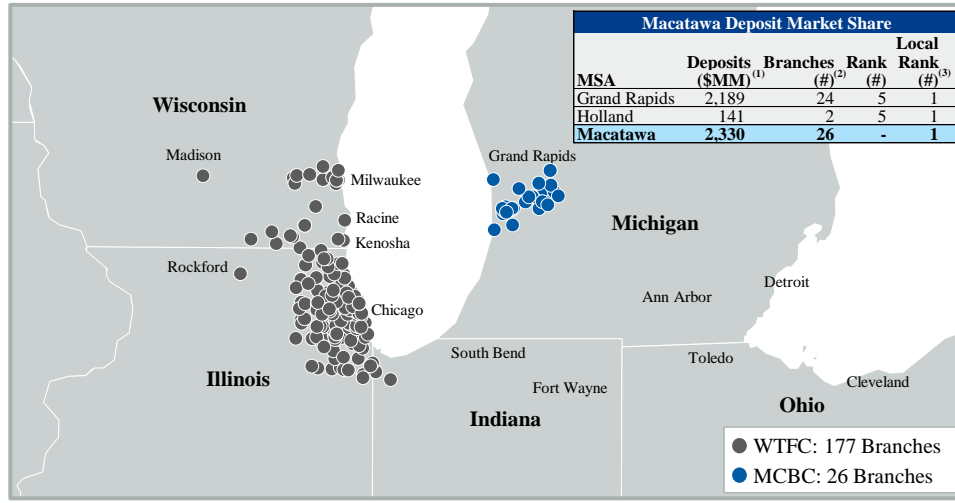
1. Bank industry represents KRX regional bank index
2. Cycle to date beta represents deposit beta measured relative to 525 bps change in Fed Funds as of Q4'23 since the beginning of the rate hiking cycle as of Q4'21
3. Macatawa's metrics represent weighted average franchise information using demographic and economic data by county (Ottawa, Kent and Allegan counties) and amount of Macatawa's deposits per county
4. Bank industry represents U.S. national average

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# Macatawa Bank's Strong Presence in the West Michigan Market

Significant Scarcity Value in Attractive Michigan Markets with Favorable Economic Trends

## Pro Forma Wintrust Footprint and Expansion into Michigan



## Grand Rapids MSA Deposit Market Share <sup>(1)</sup>

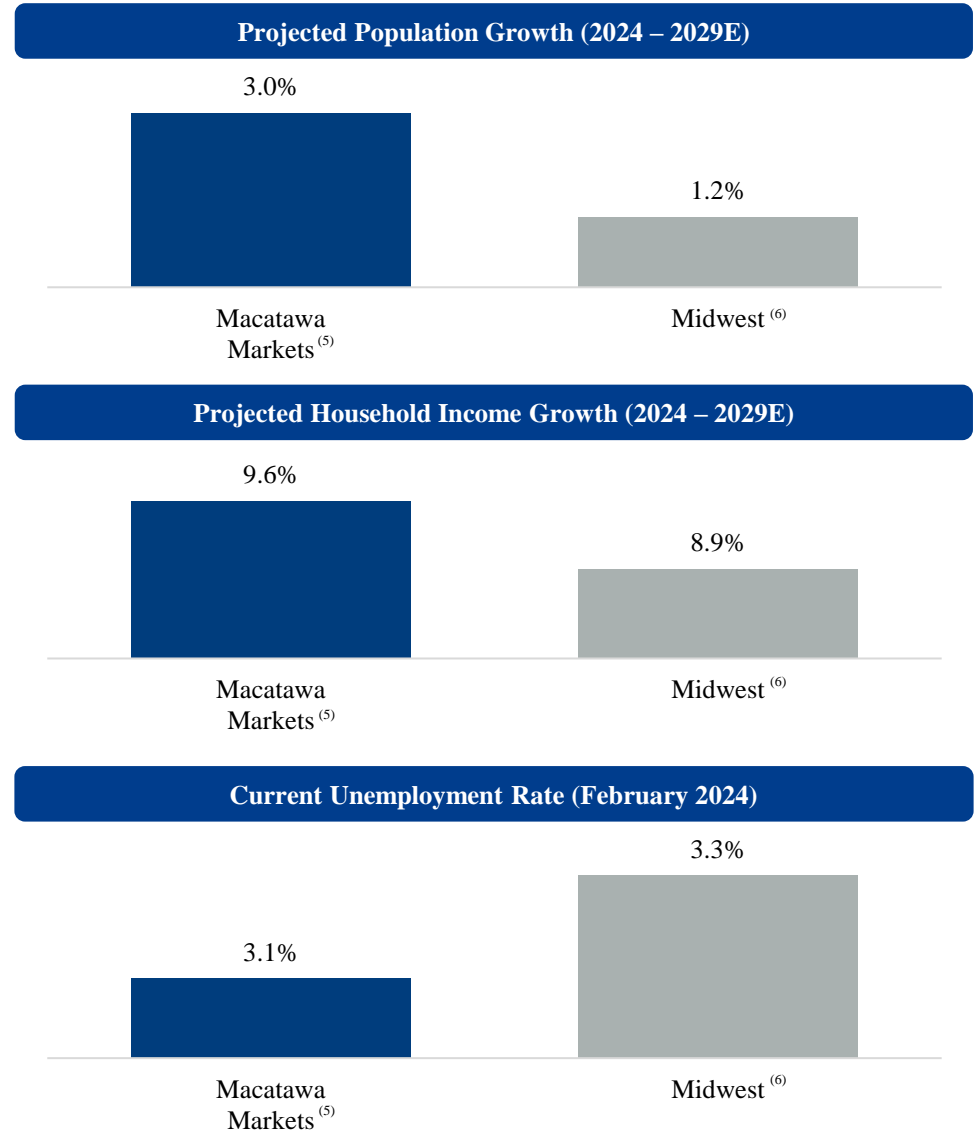
Rank (#)	Local Rank <sup>(3)</sup>	Company	Deposits (\$Bn)	Branches (#)	Deposits / Branch (\$MM)
1	-	Huntington	5.7	36	157
2	-	Fifth Third	5.6	36	155
3	-	Northpointe Bancshares <sup>(4)</sup>	3.0	1	3037
4	-	JPMorgan Chase	3.0	23	129
<b>5</b>	<b>1</b>	<b>Macatawa Bank</b>	<b>2.2</b>	<b>24<sup>(2)</sup></b>	<b>91</b>
6	2	Mercantile Bank	2.1	13	159
7	3	Independent Bank	1.4	18	77
8	-	Bank of America	1.0	7	138
9	-	PNC	0.8	13	63
10	4	West Michigan Community Bank	0.8	9	87
11	5	ChoiceOne	0.8	10	76
12	-	Comerica	0.6	11	52
13	6	Grand River Commerce	0.4	2	223
14	7	United Bank Financial	0.4	9	47
15	8	HCB Financial	0.4	4	95
<b>Market Total</b>			<b>29.9</b>	<b>255</b>	<b>117</b>

Source: SNL Financial

**Notes:**

1. Deposits per FDIC deposit information as of September 30, 2023 (sourced from SNL Financial)
2. Excludes three facilities with no deposits; 26 retail locations across both Grand Rapids and Holland MSAs
3. Local rank defined as independent traditional community banks with headquarters in Michigan
4. Primarily a mortgage bank with one branch in Grand Rapids; excluded from local bank ranking
5. Macatawa's metrics represent weighted average franchise information using demographic and economic data by county (Ottawa, Kent and Allegan counties) and amount of Macatawa's deposits per county
6. Midwest states include Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin, and metrics reflective of deposit concentration in each state

## Key Economic and Demographic Trends



# Key Transaction Terms

## Consideration & Deal Value

- **Consideration Mix** – 100% WTFC common stock
- **Exchange Ratio** – Floating exchange ratio with a symmetrical collar of  $\pm$  \$12.00 per WTFC share price at signing (as set forth in the merger agreement); fixed exchange ratio outside of collar band
- **Transaction Value** – Approximately \$510.3MM deal value, or \$14.85 per share <sup>(1)</sup>
- **Transaction Value / 2025E Consensus EPS** – 11.6x
- **Pro Forma Ownership** – Wintrust: 92% / Macatawa: 8% <sup>(1)</sup>

## Estimated Transaction Impacts to Wintrust

- **Earnings per Share** – Expected minimal impact in 2024; expected to be accretive in first year excluding integration expenses
- **Capital Ratios** – Expected slight increase on a pro forma basis at close

## Integration

- **Bank Charter** – Macatawa to be a separately chartered bank subsidiary of Wintrust Financial Corporation
- **Macatawa Name and Brand** – Operate with the Macatawa name and brand in Michigan
- **Integration** – Expected efficient integration leveraging Wintrust’s proven acquisition expertise
- **Closing** – Estimated 2H’2024

## Board, Management, and Employees

- **Wintrust Board** – Richard Postma, current Chairman of Macatawa Bank Corporation, expected to join the Wintrust Financial Corporation Board of Directors
- **Macatawa Bank Board** – A number of current Macatawa Directors expected to continue to serve on Macatawa Bank Board
- **Management** – Macatawa Bank to continue to be led by talented management team within Michigan markets
- **Community** – Continue to support Macatawa communities in a consistent manner on go forward basis

Notes:  
1. Market data as of April 15, 2024

## Key Takeaways

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**Expansion into Economically Attractive Greater Grand Rapids and West Michigan Markets**



**Utilize High-Performing Macatawa Platform for Future Growth in Michigan**



**Macatawa's Leading Community Banking Franchise will Benefit from Wintrust's Resources**



**Ability to Leverage Macatawa's Significant Excess Capital and Liquidity**



**Low Execution Risk Driven by Pristine Asset Quality, Consistent Operating Cultures and Wintrust's Proven Acquisition Expertise**



# Important Information for Investors and Security Holders and Participants in the Solicitation

## Important Information for Investors and Security Holders

This communication is being made in respect of the proposed merger transaction involving Wintrust and Macatawa. This communication is for informational purposes only and is not intended to and does not constitute an offer to sell or the solicitation of an offer to buy Wintrust's or Macatawa's securities or the solicitation of any vote or approval.

The proposed merger transaction will be submitted to the shareholders of Macatawa for their consideration. In connection therewith, the parties intend to file 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 Macatawa that constitutes a prospectus of Wintrust (the "proxy statement/prospectus"). However, such materials are not currently available. The proxy statement/prospectus will be mailed to the shareholders of Macatawa when available. **BEFORE MAKING ANY VOTING OR INVESTMENT DECISIONS, INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT WINTRUST, MACATAWA, THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors and security holders may obtain free copies of the proxy statement/prospectus, any amendments or supplements thereto and other documents containing important information about Wintrust and Macatawa and/or the proposed transaction, once such documents are filed with the SEC, at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, copies of the documents filed with the SEC by Wintrust, including the proxy statement/prospectus and the SEC filings that will be incorporated by reference in the proxy statement/prospectus, will be available free of charge on the Wintrust's website at [www.wintrust.com](http://www.wintrust.com) under the heading "Investor Relations" and then under the link "Documents" or by contacting David A. Dykstra, Vice Chair and Chief Operating Officer at (847) 939-9000. Copies of the documents filed with the SEC by Macatawa, including the proxy statement/prospectus and the SEC filings that will be incorporated by reference in the proxy statement/prospectus, will be available free of charge on Macatawa's website at [www.macatawabank.com](http://www.macatawabank.com) under the heading "Investor Relations" or by contacting Bryan Barker, Chief Financial Officer at (616) 494-1448.

## Participants in the Solicitation

Wintrust, Macatawa and certain of their respective directors, executive officers and other members of management and employees may 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 2024 annual meeting of shareholders, which was filed with the SEC on April 4, 2024, its annual report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the SEC on February 28, 2024, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Information about the directors and executive officers of Macatawa is set forth in its proxy statement for its 2023 annual meeting of shareholders, which was filed with the SEC on March 17, 2023, its annual report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the SEC on February 15, 2024, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitation, including a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC.