

FIRST BUSEY CORP /NV/
Form 425
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Subject Company: The Banc Ed Corp.

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We look forward to working together with you!

To the talented and dedicated associates of TheBANK of Edwardsville,

We are excited to partner with you and your communities! While the realization of this partnership will be subject to regulatory approval and other conditions, we appreciate the opportunity to share a little bit more information with you now in case it helps you learn more about Busey. This can be a time of uncertainty and **we will work to earn your trust**; however, please know Busey remains committed to building upon your heritage and continuing to grow your bank in a manner consistent with your current strategy. We are honored to partner with TheBANK of Edwardsville as we are committed and well positioned to further your organization's longstanding traditions.

Like TheBANK of Edwardsville, Busey is celebrating its sesquicentennial anniversary in 2018 and has worked diligently to benefit our **4 Pillars** *associates, customers, shareholders and communities*. We share your dedication to strong multi-generational relationships with customers and unwavering service commitment making our organizations natural partners. We anticipate this transaction, pending the completion of customary closing conditions, including regulatory and other approvals, will close in late 2018 or early 2019, and we will keep you apprised as more information becomes available.

By capitalizing on our shared synergies and vision of customer service excellence, our partnership will further strengthen our banking footprint complementing both of our presences in the St. Louis MO-IL MSA with our presence in the greater Chicagoland, Central Illinois, Indianapolis and Southwest Florida areas and expanding our collective ability to meet customers and communities' growing needs. We are committed to working closely with you to provide the resources and financial delivery systems needed to spur economic and community development, while preserving a local community bank approach.

Thank you for your hard work in building strong relationships with your customers, serving your fellow associates, investing your time and energy in your communities and building value in your organization. These are just a few of the reasons we are excited to partner with you in the years to come. We encourage you to continue focusing on what you do best serving each other and your customers, while delivering leadership, stewardship and advocacy to the community and we humbly ask that you join us in continuing to be among the **Best-In-State Banks, Best**

Places to Work in Illinois, Top Workplaces in St. Louis, Best Companies to Work For in Florida and Best Banks to Work For in 2018 and beyond. We are excited to partner with an organization as passionate about having an engaged associate-base, focused on attracting and retaining the best associates and committed to serving the needs of our communities and shareholders.

In the coming months, as this process unfolds and proper approvals are granted, we will share more about how our organizations will come together to meet our customers' growing financial needs. In the meantime, we encourage you to ask questions to your leaders while continuing to provide the high level of service to your customers and each other. We look forward to meeting all of you in person!

Sincerely,

Your future teammates at Busey

Special Note Concerning Forward-Looking Statements: This document may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, plans, objectives, future performance and business of First Busey Corporation (First Busey) and The Banc Ed Corp. (Banc Ed). Forward-looking statements, which may be based upon beliefs, expectations and assumptions of First Busey s and Banc Ed s management and on information currently available to management, are generally identifiable by the use of words such as believe, expect, anticipate, plan, intend, estimate, may, will, should or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and neither First Busey nor Banc Ed undertakes any obligation to update any statement in light of new information or future events. A number of factors, many of which are beyond the ability of First Busey and Banc Ed to control or predict, could cause actual results to differ materially from those in its forward-looking statements. These factors include, among others, the following: (i) the possibility that any of the anticipated benefits of the proposed transaction between First Busey and Banc Ed will not be realized or will not be realized within the expected time period; (ii) the risk that integration of operations of Banc Ed with those of First Busey will be materially delayed or will be more costly or difficult than expected; (iii) the inability to complete the proposed transaction due to the failure of the required stockholder approval; (iv) the failure to satisfy other conditions to completion of the proposed transaction, including receipt of required regulatory and other approvals; (v) the failure of the proposed transaction to close for any other reason; (vi) the effect of the announcement of the transaction on customer relationships and operating results; (vii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (viii) the strength of the local, state, national and international economy (including the impact of tariffs, a U.S. withdrawal from or significant negotiation of trade agreements, trade wars and other changes in trade regulations); (ix) changes in state and federal laws, regulations and governmental policies concerning First Busey s and Banc Ed s general business; (x) changes in interest rates and prepayment rates of First Busey s and Banc Ed s assets; (xi) increased competition in the financial services sector and the inability to attract new customers; (xii) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (xiii) the loss of key executives or employees; (xiv) changes in consumer spending; (xv) unexpected results of acquisitions, including the acquisition of Banc Ed; (xvi) unexpected outcomes of existing or new litigation involving First Busey or Banc Ed; (xvii) the economic impact of any future terrorist threats or attacks; (xviii) the economic impact of exceptional weather occurrences such as tornadoes, hurricanes, floods, and blizzards; and (xix) changes in accounting policies and practices. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning First Busey and its business, including additional factors that could materially affect First Busey s financial results, are included in First Busey s filings with the Securities and Exchange Commission (SEC).

Additional Information: First Busey 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 Banc Ed that also constitutes a prospectus of First Busey, which will be sent to the stockholders of Banc Ed. Banc Ed s stockholders are advised to read the proxy statement/prospectus when it becomes available because it will contain important information about First Busey, Banc Ed and the proposed transaction. When filed, this document and other documents relating to the merger filed by First Busey and Banc Ed can be obtained free of charge from the SEC s website at www.sec.gov. These documents also can be obtained free of charge by accessing First Busey s website at www.busey.com under the tab Investors Relations and then under SEC Filings. Alternatively, these documents, when available, can be obtained free of charge from First Busey upon written request to First Busey Corporation, Corporate Secretary, 100 W. University Avenue, Champaign, Illinois 61820 or by calling (217) 365-4556, or from Banc Ed, upon written request to The Banc Ed Corp., Attn: R.L. Plummer, Chairman of TheBANK, or by calling (618) 781-1922.

Participants in this Transaction: First Busey, Banc Ed and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from stockholders in connection with the proposed transaction under the rules of the SEC. Information about First Busey's participants may be found in the definitive proxy statement of First Busey relating to its 2018 Annual Meeting of Stockholders filed with the SEC on

April 12, 2018. This definitive proxy statement can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants will also be included in the proxy statement/prospectus regarding the proposed transaction when it becomes available.
