

## Fidelity Southern Corporation (NASDAQ: LION; Atlanta, GA) has agreed to merge with Ameris Bancorp (NASDAQ: ABCB; Moultrie, GA)

### Deal Value: \$750.7 Million

Sandler O'Neill acted as financial advisor and rendered a fairness opinion to Fidelity Southern Corporation in this transaction. This transaction represents Sandler O'Neill's 206<sup>th</sup> bank or thrift transaction nationwide since January 1, 2015, representing \$65.4 billion in aggregate transaction value. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions and for a greater aggregate deal value than any other investment bank during that time period.<sup>1</sup>

Since January 1, 2018, Sandler O'Neill has advised on 6 bank or thrift transactions in Georgia for an aggregate transaction value of \$3.0 billion, more bank and thrift transactions and a greater aggregate deal value than any other investment bank during that period.<sup>1</sup>

Moultrie, GA and Atlanta, GA, December 17, 2018 -- Ameris Bancorp (Nasdaq: ABCB) ("Ameris"), the parent company of Ameris Bank, and Fidelity Southern Corporation (Nasdaq: LION) ("Fidelity"), the parent company of Fidelity Bank, jointly announced today the signing of a definitive merger agreement pursuant to which Fidelity will merge with and into Ameris in an all-stock transaction. Based on September 30, 2018 results, and excluding purchase accounting adjustments, the combined company will have approximately \$16.2 billion in assets and a branching network across four states. Pro forma for the merger, 72 branches and \$4.7 billion of deposits are located in the Atlanta MSA; 26 branches and approximately \$1.8 billion of deposits are located in the Jacksonville MSA. Upon completion of the merger, James B. Miller, Jr., Chairman and Chief Executive Officer of Fidelity, will become Executive Chairman of Ameris and Ameris Bank and H. Palmer Proctor, Jr., President of Fidelity and Chief Executive Officer of Fidelity Bank, will become President of Ameris and Chief Executive Officer of Ameris Bank. Dennis J. Zember Jr. and Lawton E. Bassett, III will remain Chief Executive Officer of Ameris and President of Ameris Bank, respectively. Nicole S. Stokes will continue as Chief Financial Officer of both Ameris and Ameris Bank.

Five Fidelity directors, including Messrs. Miller and Proctor, will join the Ameris board, which will be increased in size to 14 members upon completion of the merger.

"We have known Jim and Palmer for many years and have admired the exceptional community bank they have built. Fidelity Bank is the crown jewel of Atlanta and we couldn't be more excited to partner with such a fine institution," commented Dennis J. Zember Jr., Chief Executive Officer of Ameris. "This partnership not only strengthens our management team, but also creates a dynamic franchise with the opportunity for quality growth for the foreseeable future."

"We are truly excited to be partnering with Ameris," noted James B. Miller, Jr., Chairman and Chief Executive Officer of Fidelity. "We have built a relationship with Ameris over the years and now is the time to combine our respective franchises to create a leading Southeastern bank holding company operating in a number of the best banking markets in the country. I am convinced that this merger will result in benefits to the shareholders, customers and employees of both companies that would have likely taken years to accomplish independently."

H. Palmer Proctor Jr., President of Fidelity added, "The combination of Ameris and Fidelity joins two franchises that are very similar in culture, complementary in terms of our lines of business and well positioned competitively, resulting in a \$16 billion asset bank second to none in terms of management strength and financial resources." Proctor further stated, "Dennis and I have a common vision as to the future of banking and I am excited for the opportunity for us to leverage the extremely talented and experienced Ameris and Fidelity bankers to build the premier full service regional bank operating throughout Florida, Georgia, Alabama and the Carolinas. I truly believe that this merger is a win-win for both companies' shareholders, customers and employees, as well as the communities we serve."

Under the terms of the definitive merger agreement, each share of Fidelity common stock, including restricted shares, will be converted into the right to receive 0.80 shares of Ameris common stock. Outstanding options to purchase shares of Fidelity common stock will be converted into options to purchase shares of Ameris common stock, with the exercise price and number of shares underlying each option adjusted to reflect the exchange ratio of 0.80. The transaction is valued at \$27.22 per share, or approximately \$750.7 million in the aggregate, based on Ameris's closing stock price of \$34.02 as of December 14, 2018.

### Financial Highlights

Dollars in millions

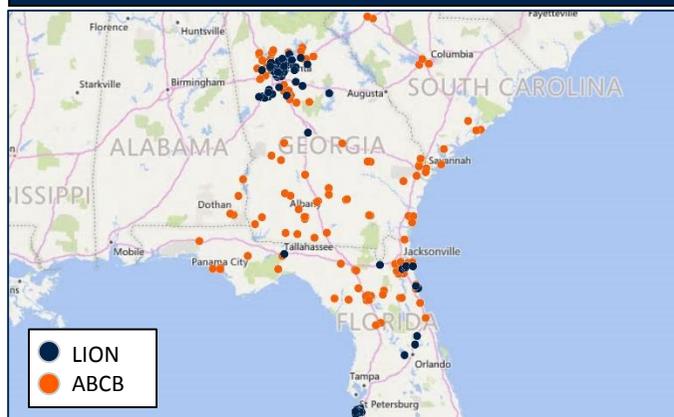
	Ameris Bancorp	Fidelity Southern Corporation
Total Assets	\$11,429	\$4,812
Total Net Loans	\$8,632	\$4,047
Total Deposits	\$9,181	\$4,050
Total Equity	\$1,405	\$432
TCE / TA	7.77%	8.57%

Note: Financial data as of September 30, 2018

<sup>1</sup> Majority and minority transactions; Excludes terminated transactions and self-advisory roles

Source: S&P Global Market Intelligence; Company Documents; Press Release

### Pro Forma Map



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