

## **Northern California National Bank Announces Agreement with Investors Seeking to Acquire Its Shares Through Tender Offer**

CHICO, Calif., Mar. 8, 2021--([GLOBAL NEWSWIRE](#)) (OTC Pink: NCNB)—Northern California National Bank (“NorCal” or the “Bank”) announced today the signing of an agreement pursuant to which investors will seek to acquire 100% of the shares of NorCal through a tender offer to all its stockholders. Pursuant to the agreement and subject to regulatory approval, the investors will offer \$33.07 in cash for each share of NorCal common stock, which represents a 61% premium over the Bank’s closing price per share on March 5, 2021. Assuming all of the outstanding shares are tendered to the investors, the aggregate consideration to be paid the Bank’s shareholders will be approximately \$50 million.

After the investor’s acquisition of the tendered shares, NorCal will continue to operate as Northern California National Bank and current Chief Executive Officer and President Todd Lewis will remain in an active leadership role with other members of NorCal’s senior management. Employees of NorCal will continue to support the financial needs of its customers and members of its community in the same manner as they have since the Bank’s inception in 2006.

“The Board of Directors of Northern California National Bank is very excited about the merits of this transaction,” said President and CEO Todd Lewis. “It’s a unique opportunity to provide compelling value to our shareholders while continuing to deliver our customers exceptional service without any disruption. The acquiring investors are committed to maintaining the Bank’s high quality customer service with a long-term view that prioritizes the Bank’s positive contribution to the Chico community.”

The proposed transaction is subject to the tendering of at least 67% of the outstanding shares held by NorCal shareholders as well as required regulatory approval and other conditions specified in the agreement. The transaction is expected to close in the second half of 2021.

Piper Sandler & Co. acted as financial advisor to NorCal and delivered a fairness opinion to the Board of Directors of NorCal. Kirton McConkie, PC and Manatt, Phelps & Phillips, LLP served as legal counsel to NorCal. Hovde Group, LLC acted as financial advisor to the investors. Luse Gorman, PC served as legal counsel to the investors.

### **About Northern California National Bank**

Located at the corner of 7th Avenue and Mangrove, Northern California National Bank is a locally owned and operated bank servicing the needs of the businesses and individuals in Northern California since March 2006. The Bank has a full service branch in Chico, CA and a Loan Production Office in Sacramento, CA. For more information call (530) 879-5900 or visit the website at [www.norcalbank.com](http://www.norcalbank.com).

### **Forward-Looking Statements**

Statements made in this release, other than those concerning historical financial information, may be considered forward-looking statements within the meaning of Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “aim,” “projects,” or words of similar meaning and expressions that indicate future events and trends, or future or conditional verbs such as “will,” “would,” “should,” “could,” or “may” or the negative of such terms or expressions. Such statements speak only as of the date of this release and are based on current expectations and involve a number of assumptions. These include statements as to the anticipated benefits of the transaction, including future operating and business plans, as well as other statements of expectations. The Bank’s ability to predict results, or the actual effect of the transaction, including future plans, expectations or strategies, is inherently uncertain. Factors which could have a material effect on the operations and future prospects of the Bank and the ability to consummate the transactions contemplated by the acquisition agreement, include but are not limited to: (1) customer and employee relationships and business operations may be disrupted by the transaction; (2) the ability to obtain required regulatory approvals and meet the conditions set forth in the acquisition agreement, including conditions relating to a minimum percentage of tendered shares, may be more difficult, time-consuming or costly than expected and may not be obtained at all; and (3) changes in interest rates, general economic conditions, challenges posed by the Covid-19 pandemic, legislative/regulatory changes, monetary and fiscal policies of the U.S. government, including policies of the U.S. Treasury and the Board of Governors of the Federal Reserve; the quality and composition of the loan and securities portfolios; demand for loan products; deposit flows; competition; demand for financial services in the Bank’s market area; implementation of new technologies; ability to develop and maintain secure and reliable electronic systems; and accounting principles, policies, and guidelines may adversely effect the Bank’s current and future operations. The Bank undertakes no obligation to update or clarify these forward-looking statements, whether as a result of new information, future events or otherwise except as otherwise required by law.

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**For additional information or questions, please contact:**

Todd Lewis

President/CEO

Northern California National Bank  
(530) 899-4214