

FIRST MID ILLINOIS BANCSHARES INC

Form 425

December 12, 2017

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as amended, and deemed filed pursuant to Rule 14a-12  
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Subject Company: First BancTrust Corporation  
First Mid Exchange Act File No.: 001-36434

December 11, 2017

To First Bank Employees,

We were very pleased to announce the definitive agreement reached between First BancTrust Corporation (“First Bank”) and First Mid-Illinois Bancshares, Inc. (“First Mid”) to merge. With each company having more than a century of experience, there are parallel histories of rich tradition, growth and providing great service in our communities.

In the joint news release, we communicated many reasons why we found First Bank attractive and a good fit for First Mid. This acquisition provides First Mid with a deeper presence in the attractive and growing Champaign-Urbana region and new entry into the Paris and Marshall markets through an established banking franchise with a 130-year history and a strong community presence.

You have built a strong reputation with your customers and the communities you serve and this is something of which you should be proud. As an Illinois-based company, and with our shared values, we hope to build on this foundation of great customer focus and commitment.

We look forward to meeting with you soon and sharing our story and excitement around the joining of our companies. You undoubtedly have many questions about First Mid. We will try and answer as many questions as possible, but please know that we are early in this transaction and there are many decisions that will need to be made over the next several months and we will communicate information as we are able. My team and I are planning two meetings with First Bank employees on Tuesday, December 12 at the following locations and times:

8:00 a.m. at 101 S. Central Avenue, Paris

4:00 p.m. at 114 West Church Street, Champaign

Over the course of the upcoming weeks and months, we will work through the necessary regulatory and shareholder approvals and plan to close on the transaction by mid-2018.

In the meantime, our team looks forward to meeting with you and sharing more about First Mid and the exciting possibilities that lie ahead.

Joe Dively

Chairman and CEO

First Mid-Illinois Bancshares, Inc.

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### Forward Looking Statements

This document may contain certain forward-looking statements about First Mid-Illinois Bancshares, Inc. (“First Mid”) and First BancTrust Corporation (“First Bank”), such as discussions of First Mid’s and First Bank’s pricing and fee trends, credit quality and outlook, liquidity, new business results, expansion plans, anticipated expenses and planned schedules. First Mid and First Bank intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of First Mid and First Bank, are identified by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” or similar expressions. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties, including, among other things, the possibility that any of the anticipated benefits of the proposed transactions between First Mid and First Bank will not be realized or will not be realized within the expected time period; the risk that integration of the operations of First Bank with First Mid will be materially delayed or will be more costly or difficult than expected; the inability to complete the proposed transactions due to the failure to obtain the required stockholder approval; the failure to satisfy other conditions to completion of the proposed transactions, including receipt of required regulatory and other approvals; the failure of the proposed transactions to close for any other reason; the effect of the announcement of the transaction on customer relationships and operating results; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; changes in interest rates; general economic conditions and those in the market areas of First Mid and First Bank; legislative/regulatory changes; monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board; the quality or composition of First Mid’s and First Bank’s loan or investment portfolios and the valuation of those investment portfolios; demand for loan products; deposit flows; competition, demand for financial services in the market areas of First Mid and First Bank; and accounting principles, policies and guidelines. Additional information concerning First Mid, including additional factors and risks that could materially affect First Mid’s financial results, are included in First Mid’s filings with the Securities and Exchange Commission (the “SEC”), including its Annual Reports on Form 10-K. Forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, we do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise.

### Important Information about the Merger and Additional Information

First Mid 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 First Bank that also constitutes a prospectus of First Mid, which will be sent to the stockholders of First Bank. Investors in First Bank are urged to read the proxy statement/prospectus, which will contain important information, including detailed risk factors, when it becomes available. The proxy statement/prospectus and other documents which will be filed by First Mid with the SEC will be available free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), or by directing a request when such a filing is made to First Mid-Illinois Bancshares, P.O. Box 499, Mattoon, IL 61938, Attention: Investor Relations; or to First BancTrust Corporation, 114 West Church Street, Champaign, IL 61824, Attention: Investor Relations. A final proxy statement/prospectus will be mailed to the stockholders of First Bank.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

### Participants in the Solicitation

First Mid and First Bank, and certain of their respective directors, executive officers and other members of management and employees are participants in the solicitation of proxies in connection with the proposed transactions. Information about the directors and executive officers of First Mid is set forth in the proxy statement for

its 2017 annual meeting of stockholders, which was filed with the SEC on March 14, 2017. Information about the directors and executive officers of First Bank is set forth in its proxy statement for its 2017 annual meeting of stockholders, which is available on its website. These documents can be obtained free of charge from the sources provided above. Investors may obtain additional information regarding the interests of such participants in the proposed transactions by reading the proxy statement/prospectus for such proposed transactions when it becomes available.