

INDEPENDENT BANK CORP /MI/

Form 425

December 05, 2017

Filed by Independent Bank Corporation Commission File Number: 0-7818 Pursuant to Rule 425 under the Securities Act of 1933 Subject Company: TCSB Bancorp, Inc.

2 Additional Information about the Transaction Independent Bank Corporation (IBC) intends to file a registration statement on Form S-4 with the Securities and Exchange Commission (SEC), which will include a prospectus relating to the IBC shares to be issued in the transaction, a proxy statement for a shareholder meeting of TCSB Bancorp, Inc. at which shareholders will be asked to approve the transaction, and certain other documents regarding the proposed transaction. Before making any voting or investment decision, investors are urged to carefully read the entire registration statement and related documents filed with the SEC, when they become available, because they will contain important information about the proposed transaction. Investors will be able to obtain these documents free of charge at the SEC's website at www.sec.gov or by making a written request to Independent Bank Corporation, Attn: CFO, 4200 East Beltline Avenue NE, Grand Rapids, MI 49525, or by calling (616) 522-1765.

3 Cautionary Note Regarding Forward-Looking Statements This presentation may contain “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, strategies, predictions, forecasts, objectives or assumptions of future events or performance are not historical facts and may be forward-looking. These statements include, but are not limited to, the expected completion date, financial benefits and other effects of the proposed merger of IBCP and TCSB. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “believes,” “expects,” “can,” “could,” “may,” “predicts,” “potential,” “opportunity,” “should,” “will,” “estimate,” “plans,” “projects,” “continuing,” “seeks,” “intends” and similar words or phrases. Accordingly, these statements involve estimates, known and unknown risks, assumptions and uncertainties that could cause actual strategies, actions or results to differ materially from those expressed in them, and are not guarantees of timing, future results or other events or performance. Because forward-looking statements are necessarily only estimates of future strategies, actions or results, based on management’s current expectations, assumptions and estimates on the date hereof, and there can be no assurance that actual strategies, actions or results will not differ materially from expectations, readers are cautioned not to place undue reliance on such statements. Factors that may cause such a difference include, but are not limited to, the reaction to the transaction of the companies’ customers, employees and counterparties; customer disintermediation; inflation; expected synergies, cost savings and other financial benefits of the proposed transaction might not be realized within the expected timeframes or might be less than projected; the requisite shareholder and regulatory approvals for the proposed transaction might not be obtained; credit and interest rate risks associated with IBCP’s and TCSB’s respective businesses, customers, borrowings, repayment, investment, and deposit practices; general economic conditions, either nationally or in the market areas in which IBCP and TCSB operate or anticipate doing business, are less favorable than expected; new regulatory or legal requirements or obligations; and other risks; certain risks and important factors that could affect IBCP’s future results are identified in its Annual Report on Form 10-K for the year ended December 31, 2016 and other reports filed with the SEC, including among other things under the heading “Risk Factors” in such Annual Report on Form 10-K. Any forward-looking statement speaks only as of the date on which it is made, and IBCP undertakes no obligation to update any forward-looking statement, whether to reflect events or circumstances after the date on which the statement is made, to reflect new information or the occurrence of unanticipated events, or otherwise.

4 Agenda Formal RemarksBrad Kessel, President and Chief Executive Officer, Independent Bank CorporationRob Shuster, Executive Vice President and Chief Financial Officer, Independent Bank CorporationConnie Deneweth, Chief Executive Officer, TCSB Bancorp, Inc.Ann Bollinger, President and Chief Financial Officer, TCSB Bancorp, Inc.Question and Answer sessionClosing RemarksNote: This presentation is available at www.IndependentBank.com in the Investor Relations area under the “Presentations” tab.

5 Transaction overview Independent Bank Corporation (“IBCP”) will acquire TCSB Bancorp, Inc. (“TCSB”), the bank holding company for Traverse City State Bank, a community bank based in Traverse City, Michigan Pricing metrics, deal structure and conservative modeling assumptions reflect IBCP’s disciplined approach to acquisitions All stock transaction at fixed exchange ratio of 1.1166 shares of IBCP for each TCSB share TCSB has 2,427,801 common shares and 169,800 options at weighted exercise price of \$10.9327 per share Based on IBCP 15-day volume weighted average price of \$22.4438 on December 1, 2017, the implied aggregate transaction value is \$63.24 million TCSB is the only community bank headquartered in Traverse City and commands the largest market share of all community banks operating in the demographically compelling Traverse City market Natural extension of IBCP’s community bank footprint and complementary fit with IBCP’s Traverse City mortgage banking LPO Independent Bank Corporation to acquire TCSB Bancorp, Inc.

6 TCSB PROFILE FinancialStrength&Stability Consistent and strong underlying core profitability - PTPP
~1.50% to 1.60% Appropriately leveraged - Bank Tier 1 ~9.8% and Consolidated Tier 1 ratio ~9.0% NPAs
to assets ~0.50% at 9/30/17; NCOs ~ 0.30% annually since 2013 AttractiveBalanceSheet Commercial loan
focus -- portfolio includes 51% C&I and owner-occupied CRE Loan / Deposit ratio of 96% Strong core
deposits with 33% DDA and only 15% in CDs Strong &ConsistentGrowth Loan compound annual
growth rate of 16% since YE 2012, or an average of \$28 million per year Deposit compound annual growth rate
of 13% since YE 2012, or an average of \$26 million per year StrategicallyWell-Positioned Largest
community bank in Traverse City market Attractive business model including commercial lending
focus Mortgage banking operation generates strong noninterest revenue Noninterest expense in range of
3.2% provides opportunity for cost savings Traverse City Market \$4 billion in market deposits High
concentration of wealth and population/small business growth Tourism industry supports long-term growth and
stability "Best Small Town in America" accolades Investment Highlights

7 Traverse City, michigan #1.....Greatest Midwest town (Midwest Living Magazine – 2016)#1Financially strong
resilient towns (Strong Towns – 2017)#2Best places to start a business in Michigan (Nerdwallet – 2015)#2Mi
wealthiest communities based on median household income (Mlive – 2016)#12American’s favorite town (Travel and
Leisure – 2013)Top 10.....US cities for summer hotel stays (Successful Meetings – 2015)Top 10.....Must see American
cities (Horizon Travel Magazine – 2015)Top 25.....Best place to retire (Forbes – 2016) Best Small Town in America
Accolades

8 Pro Forma Branch Map Note: Independent Bank has LPOs in Columbus and Fairlawn, Ohio (not shown on map) Independent Bank and Traverse City State Bank Locations TCSB Bancorp, Inc. Independent Bank Corp. (Full-Service Offices) Independent Bank Corp. (LPOs) Traverse City MSA Demographics Total population 150K (expected to grow 2.6% by 2022) Total households 63K (expected to grow 3.5% by 2022) Average household income \$73K (expected to grow 11.1% by 2022) Per capital income \$31K (expected to grow 12.1% by 2022) Owner occupied housing units 49K (expected to grow 3.2% by 2022)

Edgar Filing: INDEPENDENT BANK CORP /MI/ - Form 425

9 LOAN MIX	Independent Bank / Traverse City State Bank	Balance	% of Balance	%
of Balance	% of (\$000)	Total (\$000)	Total	Combined
Banks (\$000)	Total Construction	\$15,383	5.5%	Construction \$127,890 6.4%
Loans \$1,911 0.7%	Farm Loans \$770 0.0%	Farm Loans \$2,681 0.1%	1-4 Family \$66,917 23.9%	1-4 Family \$802,056 40.4%
1-4 Family \$802,056 40.4%	1-4 Family \$868,973 38.4%	Owner-Occupied CRE \$75,950 27.1%	Owner-Occupied CRE \$313,736 15.8%	Owner-Occupied CRE \$389,686 17.2%
Other CRE Loans \$174,799 8.8%	Other CRE Loans \$219,495 9.7%	Multi-Family \$4,243 1.5%	Multi-Family \$49,852 2.5%	Multi-Family \$54,095 2.4%
C&I \$65,463 2.4%	Other Loans \$5,422 0.3%	Other Loans \$8,325 0.4%	Less: Unearned Income \$161 0.1%	Less: Unearned Income \$0 0.0%
Less: Unearned Income \$161 0.1%	Less: Unearned Income \$0 0.0%	Less: Unearned Income \$161 0.0%	Total Loans \$280,280 100.0%	Total Loans \$1,985,504 100.0%
Total Loans \$280,280 100.0%	Total Loans \$1,985,504 100.0%	Total Loans \$2,265,784 100.0%	2017Q3 Loan Yield 4.93%	2017Q3 Loan Yield 4.61%
2017Q3 Loan Yield 4.93%	2017Q3 Loan Yield 4.61%	Combined 2017Q3 Loan Yield 4.65%	Independent Bank	Traverse City State Bank
Independent Bank	Traverse City State Bank	Constr. 5.5%	Farm 0.7%	1 - 4 Fam. 23.9%
Traverse City State Bank	Constr. 6.4%	Farm 0.0%	1 - 4 Fam. 40.4%	OO CRE 15.8%
OO CRE 15.8%	Other 0.3%	Independent Bank	Constr. 6.3%	Farm 0.1%
Independent Bank	Constr. 6.3%	Farm 0.1%	1 - 4 Fam. 38.4%	OO CRE 17.2%
OO CRE 17.2%	Other 0.4%	Combined Banks	CRE 9.7%	Multi - Fam. 2.4%
Combined Banks	CRE 9.7%	Multi - Fam. 2.4%	C&I 12.4%	Consumer 13.0%
Multi - Fam. 2.4%	C&I 12.4%	Consumer 13.0%	Agric. 0.2%	Other 0.4%

10 DEPOSIT MIX Independent Bank / Traverse City State Bank Note: Jumbo Time Deposits have balances > \$250K

Strategic rationale 11 Excellent Strategic FitNatural geographic extension of community bank footprintComplementary fit with Independent Bank mortgage banking LPO in Traverse CityGain operating efficiency with return of mortgage loan servicing for others (\$332 million) to in-house operationSimilar Community Bank Business ModelExceptional personal customer serviceEmphasis on community involvementAdditional product and service opportunities: IB Title; IB Wealth Management; IB Insurance (no revenue synergy in modeling)Highly Valued Employees and Platform for GrowthKey market leadership roles for the Traverse City State Bank CEO and PresidentSolid bank in strong market with talented, experienced team is a winning formulaPlan to build market share through expanded (and disciplined) lending capacity and the allocation of resources to cultivate broader retail deposit gathering initiativesLow Execution RiskIBCP team has significant merger integration experienceRetention of key Traverse City State Bank leadership to optimize integration and drive further growthCustomer communications strategy, TCSB staff training program and “adopt-a-branch” program, among other action plans, ensures seamless transition Independent Bank Corporation to acquire TCSB Bancorp, Inc.

12 Transaction Overview / Key Assumptions Independent Bank Corporation to acquire TCSB Bancorp, Inc. Transaction Value \$63.24 million, including value to common stockholders and in-the-money options Based on IBCP 15-day volume weighted average price of \$22.4438 on December 1, 2017 TCSB outstanding common shares: 2,427,801 TCSB options: 169,800 options at WEP of \$10.9327 per share Consideration Mix 100% in IBCP stock TCSB shareholders will receive 1.1166 shares of IBCP stock for each TCSB share TCSB options will convert to IBCP options based on the exchange ratio Collars/Termination Right No collars TCSB termination right if IBCP stock price declines both: (i) 15% nominally; and (ii) 15% against the KBW regional bank index Modeling Assumptions Loan credit mark of 1.5% Core deposit intangible of 1.5% Trust preferred securities positive yield adjustment of \$1.2M (below market cost) \$15 million repurchase of sold loan participations Transaction Costs IBCP and TCSB combined one-time transaction costs of \$3.4 million pre-tax Estimated Cost Savings 31% of TCSB non-interest expense; with 75% realized year 1; 100% realized year 2 Minimum Equity TCSB minimum shareholders' equity (calculated per merger agreement) of \$33.0 million as of month-end prior to closing

Transaction Multiples / Pro Forma Impact 13 Independent Bank Corporation to acquire TCSB Bancorp, Inc. December 1, 2017(\$63.24 million deal value) Price/TBV (9/30/2017) (1) 206.4% Price/LTM Earnings (9/30/2017) (2) 25.3 Price/Pro Forma Year 1 Earnings (3) 11.5 Expected Year 1 EPS Accretion 3.8% Expected Year 2 EPS Accretion 6.7% TBV Payback Period (cross-over method) 3.3 years Implied IRR (assumes 12x terminal P/E) 21.0% Based on adjusted (for stock option exercises after 9/30/17) tangible consolidated equity of \$30.63 million at 09/30/2017.Last 12 months (LTM) net income for the period ending 09/30/2017 equaled \$2.5 million.Post closing Year 1 pro forma net income projected at \$5.5 million.

14 Summary observations Independent Bank Corporation to acquire TCSB Bancorp, Inc. Solid bank in strong market with excellent people - a “winning” formula Similar community bank model, including management continuity, deep market knowledge and strong customer relationships Attractive balance sheet: 96% loan/deposit ratio 51% C&I and owner-occupied CRE loan mix 33% in demand deposits; only 15% in time deposits Asset sensitive Strong organic growth: Loan compound annual growth rate of 16% since 2012 Deposit compound annual growth rate of 13% since 2012 Traverse City is one of the “Best Small Towns in America” – with MSA population of 150,000 Natural geographic extension, including synergy of IBCP’s Traverse City mortgage banking LPO Pricing metrics reflect disciplined approach to valuation, including meaningful EPS accretion and acceptable TBV earnback, based on 31% cost savings and no assumed cross-sell revenue synergies Low execution risk based on experience of IBCP merger integration team

15 Q&A and Closing Remarks Question and Answer SessionClosing RemarksThank you for attending !NASDAQ:
IBCP
